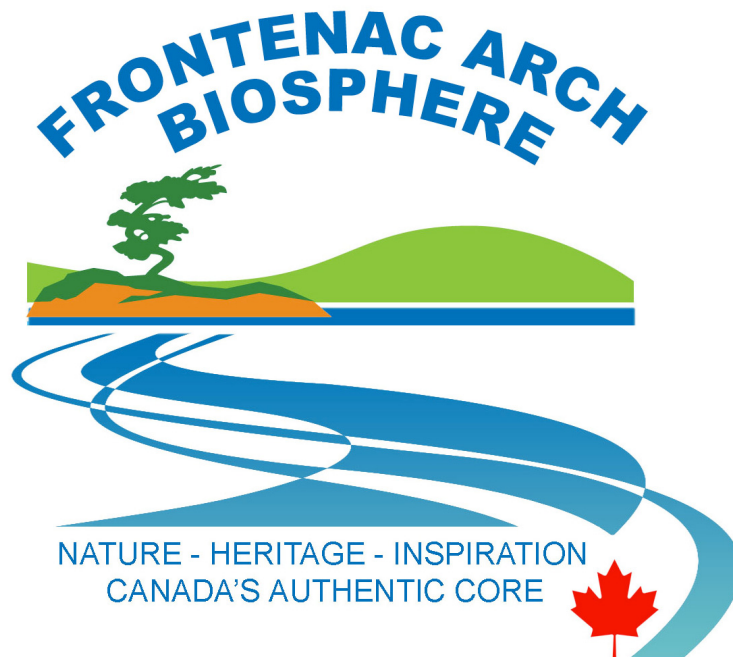


Constitution and By-Laws for the Frontenac Arch Biosphere Network



Constitution approved: 2009/10 Annual General Meeting – 2001/01/29

Constitution of the Frontenac Arch Biosphere Network

Article 1: Name and Incorporation

The incorporated name of the organization is the **Thousand Islands Frontenac Arch Biosphere**. The operating name is the **Frontenac Arch Biosphere Network (FABN)**. The FABN is a not-for-profit organization registered under *The Corporations Act of the Province of Ontario* (Ontario Corporation Number 1629581).

Article 2: Charter of Values and Purpose

The Network exists to address the mandate of the UNESCO Man and the Biosphere Program as it applies to the Frontenac Arch Biosphere, designated by UNESCO in November 2003 and amended in September 2007. The following forms the framework within which all activities will be planned and undertaken:

2.01. The Biosphere Network's Vision

A healthy and prosperous community celebrating a rich heritage while developing and using knowledge for conservation and sustainable development.

2.02. The Biosphere Network's Mission

To facilitate co-operative action towards a more sustainable way of life.

2.03. The Biosphere Network's Objectives

- the creation of a broad network of partners;
- the protection and preservation of the natural and cultural heritage of the region;
- a more integrated approach to human and economic development, melding concepts of society, ecology, and economy;
- research, education, and information exchange in issues of conservation and development;
- a better understanding of the challenges and opportunities that face the Biosphere community; and
- a community known throughout North America and the world as a model for a more sustainable way of living.

2.04. The Biosphere Network's Guiding Principles

Activities undertaken by the Network will:

- maintain and foster a respect for people and nature;
- respect the rights, interests, and responsibilities of local individuals, communities, and organizations;
- encourage processes whereby community decisions are heavily influenced by the communities they affect;

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- stimulate land management practices designed to maintain the integrity of the landscape as a whole;
- foster partnerships and consensus building; and
- encourage an integrated approach to the economy, ecology, and society.

Article 3: Membership

3.01: Memberships may be either organizational or individual. Only members may vote at the Annual General Meeting.

3.02: Categories of membership, fees and conditions of membership will be established in By-Laws by the Board of Directors.

3.03: All members must agree to the values of the organizations as outlined in Article 2 of the Constitution.

3.04: With the exception of the institutional appointees as outlined in the By-Laws, only members may serve as Board Directors.

Article 4: Governance

4.01: The Network will be governed by a Board of Directors. The Board will consist of a mix of individual and organizational members and institutional appointees as outlined in the By-Laws.

4.02: The Officers of the Board will be the Chair, immediate Past Chair, Vice-Chair, Secretary and Treasurer. These Officers will form the Executive Committee and will be responsible for overseeing the management of the activities of the organization. Election of Officers will take place at the first meeting after the AGM.

4.03: The Board may create other committees as it deems necessary and will specify their responsibilities.

4.04: The Board may designate other Officer positions as it deems necessary and will specify their duties.

Article 5: Amendments to Governing Documents

5.01: The Constitution may be amended by a resolution approved by the majority of the Directors and sanctioned by an affirmative vote of at least three quarters of the voting members present at a duly called general meeting of the organization. The proposed amendment must be circulated to voting members at least thirty days in advance of such meeting. Officers of the organization will make provisions for proxy voting.

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5.02: By-Laws, subject to the provisions of this document, may be created, amended or abolished by a majority vote of the Board. Any proposed changes to be made to the By-Laws shall be circulated to all members of the Board and posted on the Network's website followed by an email notice at least thirty days in advance of the vote. Any comments received from Network members will be provided to all Directors and duly noted in the Minutes.

Article 6: Dissolution

In the event of the dissolution of the Network, all assets remaining after payment of liabilities will be distributed to one or more not-for-profit organizations in a manner consistent with the values outlined in Article 2.

Ratification

This Constitution was approved by the members at the 2009/2010 Annual General Meeting, held 2011 January 29th.

Chair

Secretary

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By-Law 1: Membership

1.01 Categories of Membership

The membership categories of the organization will be:

1. **Organizational Members:** organizations with allied goals may subscribe to a membership in the Network. The memberships of all such organizations will be approved by the Board of Directors. Fees will be set by the Board on an annual basis. Such members shall designate a representative who will have one vote at the AGM.
2. **Individual Members:** individuals may join the Network as members. Members in good standing will be entitled to vote at the AGM and shall be eligible for Board membership. An annual fee will be set by the Board.

1.02 Standing

The membership year will be the calendar year. Only those members who have paid the required fees for the year in question may vote at the AGM.

1.03 Termination of Network Membership

The Board with a vote of three quarters of the Directors may terminate memberships in the organization.

This By-Law was ratified by the Board on

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Bylaw 2: Board of Directors

2.01 Election of Board Members:

Directors may be appointed to the Board of the Network in one of the following ways:

1. Elected at an AGM, as outlined below,
2. Appointed by a designated Institution as its representative, as outlined below, or
3. Appointed by the Board to fill vacancies, with confirmation of the appointment to be obtained at the next Network AGM.

2.02 Composition of the Board:

There shall be a minimum of nine (9) and a maximum of twenty (20) voting Directors at any time.

2.03: Elected Members:

Up to twelve (12) seats shall be filled by individuals and organizations that are members in good standing of the Network. These seats will be filled at the Annual General Meeting through election or confirmation.

2.04: Appointed Members:

There shall be up to five (5) appointed Directors representing Institutions. One each will be sought from the following organizations:

- Parks Canada
- Ontario Parks
- The St. Lawrence Parks Commission.
- The Cataraqui Region Conservation Authority.
- A Stewardship Council within the Biosphere.

2.05: Ex-Officio Member: The Executive Director of the Network shall be an ex-officio, non-voting member of the Board.

2.06: Qualifications for Elected Directors:

Each elected Director shall be an Individual Member or a representative of an Organizational Member of the Network in good standing for at least 30 days prior to election.

2.07 Duties of Officers of the Biosphere Network:

The **Chair** or, in his/her absence, the **Vice Chair**, shall chair all meeting of Board. If no such Officer is present, the Directors present shall choose one (1) of their number to chair the meeting.

The **Vice Chair** shall assist the **Chair** in performing his/her duties, and shall perform these duties in the absence of the **Chair**.

The **Treasurer** shall ensure the proper financial management of the Network and maintain financial records.

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The **Secretary** shall ensure that Minutes are kept of all Board meetings and AGMs and are distributed in a timely fashion to all Directors.

2.08 Committees of the Board:

The Board may appoint such standing and temporary committees as it sees fit for the good governance of the organization. A By-Law, outlining the duties of standing committees, will be established. The initial standing committees of the Board will be:

- Finance Committee, and
- Nominating Committee.

2.09 Termination of the Term of a Director:

A Director`s term shall be automatically terminated:

- (a) if he/she resigns his or her office by delivering a written resignation to the Chair;
- (b) by a 3/4 vote of the Board. Such a vote will be taken if a Director violates conflict of interest procedures, or if a Director misses 3 consecutive Board meetings without notice to the Chair. No such resolution shall be put before the Board until after the Director in question has been notified in writing of the cause and afforded an opportunity for a hearing before the Board; or
- (c) if he/she or the Organizational member he/she represents ceases to be a member of the Network.

2.10 Special Advisors

To benefit from specific expertise or representation, the Board may appoint, at any time, non-voting advisors to the Board and these may past directors, elders, or other special advisors. Such Advisors cannot be an employee or in a constructive employee relationship with the organization.

2.11 Declaration of Interest

It shall be the duty of every Director of the Network who is, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Network, to declare such interest and to refrain from discussing or participating in discussions and to refrain from voting in respect of the contract or arrangement or proposed contract or proposed arrangement.

All Directors who are involved in or associated with, directly or indirectly, and have a beneficial interest in projects which are funded by the Network or have an association, direct or indirect, with organizations with which the Network is negotiating a potential partnership, must declare a conflict of interest at the outset of discussions of these projects or partnerships. The Director shall be excused from the meeting room for the debate, shall refrain from discussion of the matter with other Directors, and shall not entitled to vote on any matter around which a conflict is declared.

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2.09 Remuneration

The Directors of the Network shall receive no compensation for acting as such but may be reimbursed according to procedures specified by the Board for reasonable expenses incurred by them in the performance of their duties as a member of the Board.

2.10 Term of Office

Directors shall hold their positions for three years and shall be eligible for renewal. The Officers of the Board shall be appointed on an annual basis by the Board and are eligible for renewal.

2.11 Responsibilities of the Board

The Directors of the Network are responsible for setting the overall direction of the organization, approving annual business and expenditure plans, overseeing their execution, assessing progress and making adjustments in policy and resources as may be needed.

The Board shall have power to authorize expenditures on behalf of the Network and may delegate by resolution to an Officer or the Executive Director the right to employ and pay employees and contractors.

The Board shall have the power to create a trust fund or funds in which the capital and interest may be made available to promote the interests of the organization in accordance with such terms as the Board may prescribe.

The Board may enter into arrangements with appropriate financial institutions or agents to invest the assets of said trust funds in accordance with such investment guidelines as the Board may prescribe from time to time.

The Board shall take steps as it may deem requisite to enable the organization to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purposes that further the purposes of the organization.

This By-Law was ratified by the Board on

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By-Law 3: Meetings of the Board of Directors

3.01: Quorum:

Quorum for a meeting of the Board of Directors shall be those directors present at a duly called meeting.

3.02 Rules of Order:

Whenever possible the Board of Directors shall make decisions by consensus upon a motion or resolution. Should attempts to reach consensus fail, the question shall be decided by a majority of the Directors present.

3.03 Minutes:

The Minutes of the Annual General Meetings, of special and regular Board meetings and of committee, subcommittee, working group, task force or advisory council meetings shall be made available for review through the Network's website.

3.04 Open Meetings:

Meetings of the Board, committees, working groups, etc. shall be open to any Member in good standing, except where matters are deemed confidential by a majority vote of committee members.

3.05 Number of Meetings:

There shall be at least three (3) meetings per year of the Board of Directors. Meetings of the Board shall be held from time to time at the call of the Chair or upon a written request signed by any four (4) Directors.

3.06 Notice of Meetings:

Five (3) days notice of the time and place of every meeting of the Board or Board Committee shall be given to each Director before the meeting, save that no notice of a meeting shall be necessary if all the Directors are present or if those absent waive notice of or otherwise signify their consent to such a meeting being held.

3.07 Remote Participation:

Meetings of the Board or committees of the Board may be held by teleconference or other communications mechanism which permits all persons participating in the meeting to hear each other. A Director participating in such a meeting by such means is deemed to be present at the meeting.

3.08 First Meeting of New Board

Each newly elected/appointed Board shall, with 5 days notice, hold its first meeting within thirty days following the AGM at which such Board was constituted.

This By-Law was ratified by the Board on

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By-Law 4: Management of Finances

4.01 Incorporation:

The Frontenac Arch Biosphere Network is a not-for-profit organization registered under *The Corporations Act of the Province of Ontario* (Ontario Corporation Number 1629581).

4.02 Fiscal Year:

The Network's fiscal year begins on 1 January of each year.

4.03 Financial Responsibilities of the Board:

The Board, consistent with its responsibilities outlined in the Constitution, is responsible for the following:

- Determination of the budget of the organization for the coming year prior to the beginning of that year;
- Monitoring of overall budgetary performance based on reports which are the responsibility of the Treasurer and staff to provide;
- Authorization of any major projects, contracts or financial obligations that involve a significant liability to the organization, a major shift in budgetary plans or creation of unanticipated obligations, as recommended by the Executive to the Board; and
- Approval of any form of indebtedness or liability undertaken by either the Executive or staff prior to it occurring.

4.04 Financial Responsibilities of the Executive:

The Executive is responsible for the:

- Overseeing the operational management of the organization;
- Approval of expenditures that fall within approved Board plans;
- Identification of risks and material concerns about the financial state of the organization and their mitigation;
- Developing financial reports that enable the Board to review fully the financial situation of the organization;
- Approval of projects, contracts, and obligations for performance that will involve either the expenditure of organizational funds or the earning of revenues;
- Monitoring the propriety of all financial transactions and the fulfillment of obligations;
- Establishing accounts, provision of financial systems to support them and their orderly management; and
- Approving payments and signing co-cheques with authorized staff for amounts greater than \$2500.00.

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4.05 Finance Committee of the Board

A Finance Committee, chaired by the Treasurer, will be a standing committee of the Board. Other Directors, as approved by the Board, will form the members. The Executive Director will be an *ex officio* member.

The Finance Committee will undertake preliminary budgetary reviews on behalf of the Board. It will determine what policies are needed, what the budget process should be and manage it, and provide the Treasurer with advice on the range of his responsibilities.

4.05 Responsibilities of the Executive Director:

The Executive Director shall be responsible for:

- The daily management of all funds and their safeguarding,
- Making payments and establishing obligations in accordance with the budget and direction from the Executive,
- Operating within the requirements of the financial systems in place to ensure the proper payment of obligations, timely posting of financial transactions and provision of reports to the Executive and the Board,
- Making regular scheduled payments on behalf of the organization as authorized,
- Negotiating contractual arrangements consistent with the Executive's direction and submission of the final contract for formal approval where material.

4.07 Signature and Certification of Documents

The Executive Director or his/her delegate has the authority to sign all cheques to a maximum amount of \$2500. This authority may be exceeded, with permission of the Executive, when a project involves extensive and planned payments such as salaries.

All expenditures over \$2500 must be co-signed or approved by a designated member of the Executive. All expenditures must also be preauthorized by the Executive Director. For electronic payments there must be a requisition.

Contracts, documents, or other instruments in writing requiring a signature of the organization shall be signed by any two of the Chair, Vice-Chair, Secretary or Treasurer, and all contracts, documents and instruments in writing so signed shall be binding upon the organization.

The Directors shall have power to appoint an officer or officers on behalf of the organization to sign contracts, documents and instruments in writing.

4.08 Records and Reports

The Executive will ensure that there are adequate records maintained and that appropriate accounting systems are in place to provide for the timely

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recording of financial transactions, the provision of regular and useful reports, and records that are readily subject to audit and inspection.

Financial reports will be provided to the Board on a monthly basis and in a form that the Board deems suitable to its needs. It is the responsibility of the Treasurer to ensure the adequacy of these reports and to advise the Executive and Board of material issues arising from them. It is the responsibility of the Executive to monitor these closely and in detail in order to report material issues to the Board. It is the responsibility of the Board to review these reports, give direction and take appropriate decisions where needed.

4.09 Borrowing

The Board may approve borrowing on behalf of the organization. All liabilities are undertaken on behalf of the Biosphere.

Directors are liable for the management of any debt and its ultimate discharge.

The Board may authorize the Executive Director to negotiate on behalf of the organization in this matter.

This By-Law was ratified by the Board on