

FRIENDS OF LONG ISLAND CAMP

BYLAW ONE

NAME OF COMPANY, OFFICES, AND SEAL

1. **Name.** The corporate name of the company is **FRIENDS OF LONG ISLAND CAMP .**
2. **Situation of offices.** Until changed in accordance with the Act, the head office and domicile of the corporation shall be in the City of Ottawa, in the Province of Ontario, Canada.

The corporation may establish and maintain in addition to its head office such other offices, places of business and agencies elsewhere as the board of directors determines from time to time.

3. **Seal .** The corporate seal of the corporation shall be circular in form and shall bear the name of the corporation and the year of it's incorporation. The president, the vice president, the secretary or the treasurer and any other officer or director of the company, designated by the board of directors shall each and all have authority to affix the corporate seal of the company to any documents requiring the same.

BYLAW TWO MEMBERSHIP

1. Members of the corporation shall:
 - a) be qualified for Membership as determined by the Executive Committee.
 - b) have conditions of Membership determined by the Executive Committee.
 - c) be eligible for Honorary Life Membership as granted by the Executive Committee.
2. Honorary Life Members shall not be required to meet the conditions of membership and shall enjoy all Corporation privileges including the right to vote at any Corporation meeting.
3. Memberships shall be renewed annually.
4. Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the secretary of the Corporation.
5. Any member that adopts an attitude not in conformity with the bylaws of the company without reason deemed sufficient by the Executive Committee may have their membership status suspended. The Executive Committee or their appointee shall investigate and report to the next annual meeting of the members any member liable to suspension. The annual meeting may by a two-thirds vote determine the matter by either expelling the member or reducing its membership to a probationary status. At the end of the probationary period there shall be a hearing preceded by an investigation by officers of the company. The hearing will determine whether the member will be reinstated to full membership, remain a probationary member or be expelled from the Corporation.

**BYLAW THREE
MEETINGS OF MEMBERS**

1. **Annual meetings.** There shall be a annual general meeting (AGM) each year held at the discretion of the Executive, which meeting shall:
 - a) receive the annual report of the Executive;
 - a) elect the Executive for the new fiscal year;
 - b) receive, review and adopt the financial statements of the Corporation for the period last ended, and the Auditor's report thereof;
 - d) appoint an Auditor; and
 - e) conduct such other business as may properly come before the meeting.

2. **Notice of meeting.** Notice of the AGM shall be distributed and/or posted in places and locations as determined by the Executive at least fourteen (14) days before the meeting.

3. **Special general meetings.** Special Meetings of the Corporation may be called by the President:
 - a) upon five (5) days notice in the manner approved by the Executive;
 - b) upon the request in writing of a minimum of fifteen (15) members of the Corporation, such notice to shall state the business to be transacted and to be left with any member of the Executive. Within five (5) days of receiving such request, the President shall call a Special Meeting to transact the business stated in the request.

If the President does not, within five (5) days of receiving the request, call a meeting, any member who signed the request may call the meeting in the manner prescribed above.

4. **Quorum.** Ten (10) or more members of the Corporation present shall constitute a quorum for the AGM or Special meetings.

5. **Right to vote and proxy.** Each member of the Corporation in good standing shall be entitled to one (1) vote at the AGM or Special meetings and voting by proxy is permitted.

6. **Attendance.** The AGM and Special meetings shall be open to all employees of the R.C.M.P. in addition to members of the Corporation.

7. **Scrutineers.** The chairmen at the meeting of members may appoint one or more persons to act as scrutineer or scrutineers at the meeting.

8. **Addresses of members.** Every member shall furnish to the company an address to or at which all corporate notices intended for the member shall be mailed or served upon it. If no address appears on the books of the company, such notice may be mailed to such address as the person sending the notice considers to be the most likely to result in the notice promptly reaching the member.

9. **Resolutions.** All resolutions shall be passed by a majority. In the event of a tie vote, the motion or resolution shall be deemed not to have passed.

BYLAW FOUR**OFFICERS**

1. **Officers.** The Officers of the Corporation (Officers) shall consist of the President, 1st Vice President, Secretary and Treasurer and shall be members of the Executive Committee. With the exception of the treasurer the Officers shall be elected from within its membership.
2. The affairs of the Corporation shall be managed by the Executive Committee consisting of a minimum of six (6) to a maximum of (14) members, duly elected or appointed by the membership.
3. **Terms of office.** The term of office for each member of the Executive shall be for two (2) years, with the President and Secretary along with half of the remaining Executive elected on even years and the 1st Vice president along with the other half of the Executive elected on odd years. Re-election is permissible. The Treasurer shall be appointed by the Executive Committee, and upon appointment be an Officer of the Corporation with voting privileges. One person may hold the position of Secretary and Treasurer. A person shall cease to be a member of the Executive upon the occurrence of any of the following:
 - a) his or her resignation;
 - b) death or other disability;
 - c) removal from office by a majority of votes for Corporation members casting a vote at a General or a Special meeting of members called for that purpose; or
 - d) termination of Corporation membership.
4. **Removal.** Any officer of the company may be removed from office by a majority of votes of Corporation members cast at a General or a Special meeting of members called for that purpose.
5. **Vacancies.** A quorum of the Executive remaining in office may fill any vacancy on the Executive with a duly qualified member and such replacement shall hold office until a successor has been duly elected.
6. **Nominations.** The Executive shall appoint a nominating committee of three (3) Corporation members to put forward nominations for election to the Executive. Nominations shall be in writing and shall be presented to the Secretary at least one (1) day in advance of an Annual General Meeting (AGM). Nominations shall be posted at the AGM in a conspicuous location prior to the commencement of the AGM.
7. **Remuneration.** The President, Vice President, Secretary and the Treasurer may receive honorariums or compensation as recommended by the Executive Committee and with the concurrence of the membership by a majority vote at a AGM or other meeting called for that purpose. The above notwithstanding, every Corporation member who incurs on behalf of the Corporation an expense authorized by a meeting of the general membership or by the Executive, shall be reimbursed from Corporation funds.

BYLAW FIVE
BOARD OF DIRECTORS

1. **Number of directors.** The Board of Directors shall be deemed to be the Executive Committee consisting of the Officers of the Company and a minimum of three (3) to a maximum of ten (10) members, duly elected or appointed by the membership.
2. **Term of office.** Each member of the executive committee shall hold office until his successor has been duly elected or appointed, or he resigns or his office becomes vacant by death, removal or other cause.
3. **Powers of the board.** The Board of Directors of the company shall administer the affairs of the company in all things, and make or cause to be made for the company, in its name, any description of contract which the company may lawfully enter into and generally may exercise all other powers and do all other things which the company is by its charter or otherwise authorized to exercise and do except those things specifically required to be done by the company in general meeting.
4. **Time of meetings and notices.** Regular meetings of the board of directors shall be held at such place and at such time and upon such notice as the Executive may decide from time to time. Special meetings of the Executive may be held at any time and at any place. The President shall be bound to call a Special Meeting of the Executive upon the request in writing of at least one-third (1/3) of the Executive members and, if the President should fail to do so within fifteen (15) days from receiving such request, any two (2) Executive members may convene a special meeting of the Executive.
5. **Chairman.** The president, or in his absence the vice-president shall preside at all meetings of the board, and in the absence of both the president and the vice-president, the officers present may choose one of their number to be the chairmen. The chairman at any meeting of the board shall not vote save in the event of a tie in which case the chairmen shall have a casting vote.
6. **Quorum.** Five Officers constitute a quorum.
7. **Vacancies.** A quorum of the Executive remaining in office may fill any vacancy on the Executive with a duly qualified member and such replacement shall hold office until a successor has been duly elected.
8. **Remuneration.** Directors may receive honorariums or compensation as recommended by the Executive Committee and with the concurrence of the membership by a majority vote at a AGM or other meeting called for that purpose. The above notwithstanding, every Corporation member who incurs on behalf of the Corporation an expense authorized by a meeting of the general membership or by the Executive, shall be reimbursed from Corporation funds.
9. **Bylaws and resolutions.** All bylaws and resolutions of the board shall be enacted or adopted by a majority vote at duly convened meetings. Notwithstanding the foregoing, the signatures of all directors of the company to any form or bylaw or resolution which might be enacted or adopted by the board shall(unless otherwise required by law) give to such bylaw or resolution the same force and effect as if it had been unanimously enacted or adopted, as the case may be, by the board at a meeting duly convened and held.

BYLAW SIX**FINANCIAL YEAR, ACCOUNTS AND AUDIT**

1. **Financial year.** The financial year of the company shall end on the last day of December in each year.
2. **Accounts.** The company shall keep proper books of account with respect to all sums of money received and expended by the company and the matters in respect of which such receipts and expenditures take place, all sales and purchases by the company, the assets and liabilities of the company and all other transactions affecting the financial position of the company.
The books of account shall be kept in the head office of the company or such other premises permitted by law as the board sees fit to designate and shall at all times be open to inspection by each of the directors.
3. **Audit.** The appointment, rights and duties of the auditor or auditors of the company shall be regulated by the laws governing the company. The auditors of the company shall be appointed and approved at the annual meeting of the members. At least once in every financial year the accounts of the company shall be examined and the correctness of the statement of income and expenditures and of the balance sheet ascertained by the auditor or auditors.

BYLAW SEVEN**CONTRACTS**

1. **Contracts.** All deed, transfers, contracts, engagements. Bonds, debentures and other documents requiring execution by the company may be signed by the president or any vice-president or any director or as the board otherwise authorizes, from time to time, by resolution. Save as aforesaid or as otherwise provided in the bylaws of the company or as normally requisite in carrying out the business of the company, no director, officer, agent or employee has the power or authority to bind the company by any contract or engagement or to pledge its credit.

It is the duty of a director of the company who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the company to declare his interest at a meeting of the board of the company, and, except as permitted by the laws governing the company, to refrain from voting in respect of any contract or proposed contract in which such director is so interested, and otherwise to observe the provisions of said laws.

BYLAW EIGHT**ENACTMENT, REPEAL, AND AMENDMENT OF BYLAWS**

The board of directors may, from time to time, enact or pass bylaws not contrary to the law or to the charter of the company, and may repeal, amend or re-enact bylaws of the company, but every such bylaw (excepting such bylaw as the provisions of the laws governing the company require to be sanctioned, approved, or confirmed by the members before becoming effective) and every repeal, amendment or re-enactment thereof, unless in the meantime sanctioned at a special general meeting of the members of the company duly called for that purpose, shall only have force until the next annual meeting of the members of the company, and in default of confirmation thereat shall, as and from that time only, cease to be in force. In all of the foregoing cases, a two-thirds majority of the directors and members is required. The repeal or amendment of bylaws not embodied in the letters of the patent shall not be enforced or acted upon until the approval of the Secretary of State has been obtained.