

# **PARKS AND RECREATION ONTARIO**

## **BY-LAW NO. 1**

Last updated October 1, 2001

WHEREAS the Corporation was incorporated as a corporation without share capital under the *Corporations Act* (Ontario) by letters patent dated February 1, 1994;

AND WHEREAS the Corporation amended its letters patent by the filing of supplementary letters patent dated June 30, 1995;

BE IT ENACTED as a general operating by-law of the Corporation, replacing all previous by-laws and constitutional documents, that:

## 1. **DEFINITIONS AND INTERPRETATION**

### 1.1 **Definitions.** In this By-law:

- (1) **“Board of Directors”** means the board of directors of the Corporation;
- (2) **“Special Interest Area”** means a designated category of common interest within the parks and recreation field, vocational or otherwise, in which Members express an interest and which has been so designated by the Board of Directors pursuant to Article VI;
- (3) **“By-law”** means By-Law No. 1 and "by-laws" means all of the by-laws of the Corporation;
- (4) **“Corporation”** means Parks and Recreation Ontario;
- (5) **“Director”** means a director of the corporation described in Article 7;
- (6) **“Letters Patent”** means the letters patent and any supplementary letters patent of the Corporation;
- (7) **“Meeting”** means an Annual General Meeting or Special General Meeting of the Members of the Corporation;
- (8) **“Member”** means a member of the Corporation described in Section 5.2; and
- (9) **“Officer”** means an officer of the Corporation described in Article 9;

### 1.2 **Gender.** In the by-laws gender-neutral phraseology shall be employed.

## 2. **OBJECTS**

### 2.1 **Statement.** The primary objects of the Corporation shall be:

- (1) to promote to the public the value and benefits of parks and recreation;
- (2) to influence public policy and legislation affecting parks and recreation;

- (3) to provide professional development and information services to Members; and
- (4) to provide an opportunity for Members to address common issues and opportunities.

### 3. **HEAD OFFICE**

- 3.1 **Location.** The head office of the Corporation shall be in the Province of Ontario in such municipality as may be determined from time to time by the Board of Directors and set forth in the Letters Patent.

### 4. **SEAL**

- 4.1 **Seal.** The seal, an impression of which is stamped in the margin, shall be the corporate seal of the Corporation.

### 5. **MEMBERSHIP**

- 5.1 **Qualification.** Individuals or organizations having an interest in parks, recreation, leisure, research, therapeutic recreation, fitness, sport, facilities, aquatics, camping, the arts, culture, or related activities and supporting the objects of the Corporation may, upon acceptance of an application by the Board of Directors and payment of the required annual fees, be admitted to one of the categories listed in subsections 5.2(a) and (b), or may be appointed to membership pursuant to subsection 5.2(c). An organization must designate one person to serve as its representative. Membership may be suspended or terminated by resolution of the Board of Directors passed by a vote of 66.67% of the votes cast at a Board of Directors meeting considering the matter. Membership expires after one year unless it is renewed by payment of the required fees prior to expiry.

- 5.2 **Categories.** The categories of membership shall be:

(1) **Full Membership:**

A Full Member shall be entitled to attend and speak at all Meetings and may hold office or be appointed to committees. Each Full Member shall be entitled to one vote at all Meetings.

(2) **Associate Membership:**

An Associate Member shall be entitled to attend and speak at all Meetings and may not hold office. An Associate Member shall not be entitled to vote at Meetings.

(3) **Honorary Membership:**

An Honorary Member shall be an individual appointed for life by resolution of the Board of Directors and shall be entitled to all privileges and services of a Full Member. There shall be no annual membership fee for an Honorary Member.

5.3 **Other.** The Board of Directors may from time to time establish further benefits and privileges available to each category of membership as well as the annual fees payable with respect to each category.

6. **SPECIAL INTEREST AREAS**

6.1 **Identification.** The Board of Directors may from time to time identify or designate Special Interest Areas in order to enhance and provide special interest services required by the Members. Wherever possible, a Special Interest Area will be represented in all aspects of the Corporation's organization and administration.

7. **DIRECTORS**

7.1 **Duties.** The management of the affairs of the Corporation shall be vested in the Board of Directors which shall do all things and perform all such acts as may be necessary to carry out the objects of the Corporation, for the proper conduct of the Corporation, or are required of directors by law. Without limiting the generality of the foregoing, the duties of the Board shall be:

- (1) to consider all agenda items and recommendations received in writing from Branch Presidents;
- (2) to define the terms, conditions, rights and privileges of the classes of membership;
- (3) to engage such employees or to contract for services as the Board of Directors may consider necessary for the conduct of the affairs of the Corporation and to determine the terms and conditions of all such engagements;
- (4) to appoint, without restriction, such advisors as the Board of Directors may consider necessary for the conduct of the affairs of the Corporation and to define the duties, responsibilities, rights and privileges of all such appointments;
- (5) to enact such policies or rules or changes to policies or rules as may be required and as permitted by the by-laws;
- (6) to approve the annual budget;
- (7) to act in the best interests of the Corporation; and
- (8) to contribute toward achievement of the Corporation's mission.

7.2 **Composition and Term of Office.** The Board of Directors shall consist of 12 individual voting Members of the Corporation who are in good standing in accordance with the following:

- (1) at all times, the Board of Directors shall have a minimum of one Member, who is not the President, from each Special Interest Area;
- (2) subject to subsection 7.2 (3) below, each Director shall hold office for two years or until his/her successor shall be elected or appointed;

- (3) one Director, who has served on the Board of Directors for at least one year previously, will be elected annually for a three (3) year term to hold the office of President-Elect in the first year of his/her term, the office of President in the second year of his/her term and the office of Past-President in the third year of his/her term;
- (4) of the Directors who are not the President, President-Elect or Past President, five shall have terms ending in odd-numbered years and four shall have terms ending in even-numbered years; and
- (5) in filling the Board positions, the nomination process will reflect the diverse characteristics and needs of the organization.

7.3 **Chief Executive Officer.** The Chief Executive Officer of the Corporation shall be an ex-officio, non-voting member of the Board of Directors.

7.4 **Records.** The Board of Directors shall cause proper minutes and records to be kept at all board meetings and to preserve records of all business transacted by correspondence. Such records shall be circulated as may appear appropriate.

7.5 **Re-election.** A Director shall be eligible for re-election without restriction.

7.6 **Remuneration.** No Director shall receive remuneration for being a member of the Board of Directors. Directors may receive recompense for expenses properly incurred by them in the performance of their duties.

7.7 **Vacancy.** The Board of Directors may appoint a Member to fill any vacant position on the Board for the balance of the term that would exist if the Director had been elected.

7.8 **Elections.** When an election is required, the following procedures shall be followed prior to and at a Meeting duly called for that purpose:

- (1) A Nominating Committee shall consist of the Past-President and two voting Members appointed by the Board of Directors.
- (2) Prior to a Meeting:
  - (a) the Nominating Committee will send a call for nominations to the Members at least 90 days prior to the Meeting at which the election will occur along with nomination forms and instructions;
  - (b) completed nomination forms must be received at the Corporation's head offices (either original or facsimile) at least 60 days prior to the Meeting at which the slate of nominations will be presented for election;
  - (c) in finalizing the slate of nominees the Nominations Committee will take into account advise from the current Board of Directors and the members of the Special Interest Areas.

- (3) The Nominating Committee shall put forward to the Meeting the slate of candidates proposed by the Committee. The slate of candidates will identify the offices to which each candidate will be appointed upon election to the Board of Directors. Where the Nominating Committee is unable to fill the slate with a nominee from each Special Interest Area, and after written notice to the membership as outlined, the Committee may recommend a nominee from the general membership to fill that vacancy.
- (4) In the event that the Nominating Committee is unable to nominate a candidate for a board position, the chairperson of the Nominating Committee shall call for nominations for such positions from the floor of the Meeting. Any person who is a Member in good standing may be proposed for nomination to a board position from the floor and the chairperson of the Nominating Committee shall receive any such nomination proposed and seconded by a voting Member if the nominee has confirmed (either in writing or verbally) his/her willingness to serve.
- (5) After calling three times for nominations from the floor, the chairperson of the Nominating Committee shall then request the chairperson of the Meeting to ask for a seconder to the motion to accept the slate of nominees for which no election will occur as presented (with or without revision). The chairperson of the Meeting shall then call for the vote.
- (6) If more than one candidate has been nominated for a specific board position, the Nominating Committee will facilitate a method for Members to vote for candidates. The election shall be by show of hands unless any voting Member calls for a secret ballot. Following the vote, the chairperson of the Nominating Committee shall declare the names of the candidates elected to the positions for which an election was held. If the election is by secret ballot, the chairperson of the Meeting shall then entertain a motion that the ballots be destroyed.

7.9 **Number.** The Members may, by special resolution of 66.7% of the votes cast at a Meeting, change the number of Directors to be elected to the Board of Directors.

## 8. MEETINGS OF THE BOARD OF DIRECTORS

8.1 **Time and Place.** The Board of Directors shall meet at such times and places as it may determine but not less than four times per year.

8.2 **Quorum.** A meeting of the Board of Directors at which a quorum is present shall be competent to transact any business of the Corporation. A quorum of the Board of Directors shall consist of a simple majority of Directors entitled to vote. If a quorum is not present, the meeting shall be adjourned and notice of the resumption of the meeting shall be duly given. Resolutions must be introduced at the next meeting following.

8.3 **Open Meetings.** All meetings of the Board of Directors shall be open meetings.

8.4 **Calling Meetings.** Meetings of the Board of Directors may be called by:

- (1) the President; or

- (2) any two of the other Officers of the Corporation.

8.5 **Voting.** Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes, unless otherwise stated in the Letters Patent and/or by-laws of the Corporation. Each Director actually present at a meeting shall cast a single vote. All votes shall be by show of hands or by verbal vote or other similar means and not by a secret ballot.

8.6 **Conference Call.** The Board of Directors may provide by resolution that a meeting of the Board of Directors may be conducted by way of conference telephone call, videoconference facility or other means of communication by which all persons participating in the meeting can hear one another.

## 9. **OFFICERS**

9.1 **Designation.** The Officers of the Corporation to be appointed by the Board of Directors at a Board meeting immediately following the Annual General Meeting shall be:

- (1) the President, who shall be a Director
- (2) Vice-Presidents, who shall be Directors, to supervise:
  - (a) Finance (who will also serve as Secretary of the Corporation); and
  - (b) such other portfolios as the Board of Directors may determine from time to time.
- (3) the Past President, who shall be the President that has completed his or her term;
- (4) the President-Elect, who shall be a Director and who shall become the President in the second year of his or her term;
- (5) the Chief Executive Officer who shall be an employee of the Corporation; and
- (6) such other officers (who are not Vice-Presidents) as the Board of Directors may from time to time appoint.

9.2 **Vacancy - President.** Should the President-Elect choose not to assume the position of President, the current President may, with the approval of the Board of Directors, serve another term and the Board of Directors shall conduct a new election for President-Elect. If the President does not choose to serve another term, the Board may appoint a Director to serve the last year of his/her existing term of office in the position of President. The Board of Directors may fill any position so vacated by a Director who assumes the position of President by appointing a Member to a special one-year term of office. In the event that no Director is appointed to act as the President, the Board of Directors shall conduct an extraordinary election to a one-year term of office.

9.3 **President.** The President shall:

- (1) preside at all meetings of the Corporation;

- (2) be an ex-officio member of all committees;
- (3) be deemed to have no affiliation with a Special Interest Area of the Corporation;
- (4) provide leadership toward the attainment of the mission of the Corporation.

9.4 **Past-President.** The Past-President shall chair the Constitution Committee and the Nomination Committee and undertake other duties as assigned by the President.

9.5 **President-Elect.** The President-Elect shall:

- (1) act if the President is unable to do so;
- (2) be deemed to have no affiliation with a Special Interest Area of the Corporation;
- (3) undertake specific tasks at the discretion of the Officers and/or the Board of Directors to support the objectives of the Corporation;

9.6 **Vice-President - Finance.** The Vice-President - Finance shall:

- (1) arrange for the keeping of accurate accounts of all receipts and disbursements;
- (2) arrange for the disbursement of funds as approved by the Board of Directors;
- (3) arrange for preparation of year-end financial statements and their presentation to the Annual General Meeting of the Corporation;
- (4) report to the Board of Directors at Directors' meetings on the financial affairs of the Corporation;
- (5) work with the Chief Executive Officer to ensure that:
  - (a) notices of meetings are distributed according to the By-law;
  - (b) meeting agendas are distributed in proper order;
  - (c) minutes of meetings are recorded, signed and copies distributed;
  - (d) the records of the Corporation are properly maintained;
  - (e) central files of the Corporation including minutes, documents and correspondence are maintained;
  - (f) the seal of the Corporation is in proper custody;
  - (g) the Letters Patent, by-laws, rules and regulations and policies of the Corporation are adhered to.

9.7 **Other Officers.** The Board of Directors shall determine the duties of other Officers of the Corporation from time to time.

## 10. **MEMBERS' MEETINGS**

10.1 **Annual General Meeting.** The Corporation shall hold an Annual General Meeting within 120 days of the financial year-end.

10.2 **Agenda.** The agenda for the Annual General Meeting shall include the following:

- (1) Quorum
- (2) Call to order
- (3) Opening Remarks
- (4) Introductions
- (5) Rules of order
- (6) Adoption of Previous AGM Minutes
- (7) Adoption of Annual Reports
- (8) Financial Report, consisting of:
  - presentation of audited financial statements
  - appointment of the auditor
- (9) Amendments to the Letters Patent, by-laws, rules and regulations, policies
- (10) Election of Board of Directors
- (11) Resolutions
- (12) Resolution ratifying and confirming activities of the Board of Directors in the past year
- (13) Other Business

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### 10.3 **Notice.**

- (1) Notice of the Annual General Meeting of the Corporation shall be given to Members in writing at least sixty (60) days prior to the date of such Meeting and shall be sufficient if placed in a publication of the Corporation mailed to the Members.
- (2) Notice of a Meeting other than the Annual General Meeting shall be given at least 30 days prior to the date of the Meeting and shall be sufficient if placed in a publication of the Corporation mailed to the Members.
- (3) Notice of a Meeting shall set out the business to be transacted and the purpose for calling the Meeting.

10.4 **Other Meetings.** Meetings of the Members of the Corporation shall be held at times and places to be determined by the Board of Directors. Other Meetings may be called on such other occasions as may be necessary by the President upon the request of the Board, or upon receipt of a petition signed by the greater of one-tenth of the Members entitled to vote at the Meetings or fifty Members. A Meeting shall have the authority to deal with any business of the Corporation presented at the Meeting. At minimum, a General Meeting of the Members of the Corporation shall be in conjunction with the Annual Education Forum.

### 10.5 **Voting.**

- (1) Each voting Member shall be entitled to cast one vote at all Meetings. Representatives designated by organizations that are voting Members shall cast votes on behalf of those Members.
- (2) All matters or resolutions shall require a simple majority of the votes cast at a Meeting. All votes shall be by show of hands unless a secret ballot is requested by any Member present and entitled to vote. In the case of a tie vote, a motion being considered shall be declared defeated.

10.6 **Quorum.** A quorum at a Meeting of the Members of the Corporation shall be fifty Members participating and entitled to vote. If there is not a quorum at a Meeting of the Members, then the meeting shall be adjourned to such time and place as may be necessary to obtain a quorum.

## 11. **COMMITTEES**

11.1 **Delegates.** The Board of Directors may, by resolution, delegate responsibilities to committees consisting of such person or persons as are deemed fit and any committee so formed shall in the exercise of its powers, conform to all regulations or limitations that may be imposed on it by the board. The Board may similarly withdraw such delegation.

11.2 **Reporting.** All committees shall report to the Board of Directors.

## 12. **INDEMNITIES**

- 12.1 **Indemnification.** The Directors and Officers of the Corporation acting bona fide and in good faith shall be indemnified and save harmless out of the assets of the Corporation from and against any and all costs, charges and expenses sustained or incurred arising from any and all actions, debts, causes of action or claims advanced against them in connection with actions taken on behalf of the Corporation in the capacity of officer or director. The Board of Directors may obtain at the expense of the Corporation such directors' or officers' liability insurance as may appear prudent.

### 13. **BORROWING POWERS**

- 13.1 **Borrowing.** The Board of Directors may from time to time:
- (1) borrow money on the credit of the Corporation.
  - (2) issue, sell or pledge securities of the Corporation.
  - (3) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation including book debts, rights, powers, franchise and undertakings to secure securities or any money borrowed or other debt or any other obligation or liability of the Corporation.

From time to time the Directors may authorize any Officer or employee of the Corporation or any other person to make arrangements with reference to the aforesaid and as to the terms and conditions of the loan thereof and as to the securities to be given thereof with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or made due by the Corporation as the Vice-President of Finance may authorize and generally to manage, transact and settle the borrowing of money by the Corporation.

### 14. **FINANCIAL POLICIES**

- 14.1 **Banking.** The banking business of the Corporation or any part thereof shall be transacted with such Canadian chartered bank(s) or trust company (companies) which is (are) a member of the Canadian Deposit Insurance Corporation or other firms or corporations whose deposits are similarly protected carrying on a banking business as the Board of Directors may designate, appoint or authorize from time to time by resolution and all such banking business or any part thereof shall be transacted on behalf of the Corporation by the President or such other person or persons as the Board of Directors may designate, direct or authorize from time to time by resolution.
- 14.2 **Cheques.** All cheques require the signature of (a) any two of the President, President-Elect or Vice-President of Finance, or (b) any one of the foregoing along with one of the Chief Executive Officer or Financial Officer. That signing officer must not sign cheques written to the order of any signing officer.
- 14.3 **Modification of Obligations.** The Board of Directors may waive, extend or modify financial obligations due to the Corporation from any Member.
- 14.4 **Non-Budget Disbursements.** The Officers of the Corporation may approve the disbursement of funds not noted in the approved budget, with the knowledge that the delay required to gain consent of

the Board of Directors would be detrimental to the Corporation's business, and that such funds are available within the assets of the Corporation without any affect upon an approved budget. Such a disbursement shall not exceed \$5,000.00 and shall be disclosed in a report to the Board of Directors at its next meeting.

14.5 **Reports.** The Vice-President of Finance shall present the annual financial statements of the Corporation prepared by its auditors at the Annual General Meeting. The Vice-President of Finance shall present progress reports to the Board of Directors as required.

14.6 **Fees and Budgets.** The Corporation shall not rely upon government funding for core advocacy and Member services. The Corporation's budget is developed and managed by a Finance Committee made up of Board members. Fees shall be set on an annual basis by the Board of Directors based on these principles:

- (1) services shall be provided on a fee-for-service basis for Members; and
- (2) non-Members shall pay a surcharge above Member service rate.

## 15. **FINANCIAL YEAR**

15.1 **Designation.** The fiscal year of the Corporation shall be from January 1 to December 31 inclusive.

## 16. **AUDITORS**

16.1 **Auditors.** The Members shall at each Annual General Meeting appoint an auditor to audit the accounts of the Corporation for report to Members who shall hold office until the next following Annual Meeting; provided, however, that the Directors may fill any casual vacancy in the office of the auditor. If an appointment is not so made, the auditor in office must continue until a successor is appointed. The Directors shall fix by the Members or the remuneration of the auditor if they are authorized to do so by the Members. The Members may by resolution passed by at least two-thirds of the votes cast at a Meeting of which notice of intention to pass the resolution has been given, remove any auditor before the expiration of the auditor's term of office and shall by a majority of the votes cast at that Meeting appoint another auditor in such auditor's stead for the remainder of the term.

## 17. **BOOKS AND RECORDS**

17.1 **Books and Records.** The Board of Directors shall ensure the keeping of proper and complete books of account and corporate records and shall ensure that copies are maintained at the head office of the Corporation as required by law.

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18. **LANGUAGES**

- 18.1 **Approved Languages.** The Letters Patent and by-laws may be reproduced in both English and French and either language may be used by the Corporation in its day-to-day affairs provided that the meaning of words and phrases in the originating document language shall prevail should a difference in meaning occur.

19. **DISCRIMINATION**

- 19.1 **Prohibition.** Discrimination on the grounds of race, creed, color, national origin, political or religious affiliation, sex, sexual orientation, marital status, family relationship and disability is prohibited by or within the Corporation.

20. **AMENDMENT OF BY-LAWS**

- 20.1 **Proposal.** Amendments to the by-laws may be proposed by a resolution of the Board of Directors or a resolution submitted by a Member for consideration by the Members.
- 20.2 **Resolutions.** All proposed amendments shall be considered at the first Meeting subsequent to the date on which a resolution is filed with the Secretary of the Corporation. A written notice of the proposed amendments shall be forwarded to all Members of the Corporation at least thirty (30) days in advance of such a Meeting.
- 20.3 **Voting.** An affirmative vote of a majority of the votes cast at the Meeting considering a resolution shall be necessary to adopt an amendment of the by-laws.

21. **RULES OF ORDER**

- 21.1 **Rules.** On any procedural matter not dealt with in the by-laws or in the Letters Patent the President shall refer to and be guided by provisions of the most current edition of Canadian organizational rules of order, "Call To Order", by Herb Perry (Big Bay Publishing Inc., Owen Sound; 1984). All meetings of the Board of Directors or of the Members shall be conducted in accordance with the rules published therein.

22. **INTERPRETATION**

- 22.1 **Disputes.** Any dispute as to the interpretation of the Letters Patent and by-laws of the Corporation shall be referred to the Members at a Meeting and their decision shall be deemed final.