

**CONSTITUTION
of the Oak Ridges Trail Association
BY-LAW NO. 1 – April 15, 2010**

ARTICLE I - NAME

1. This organization, hereinafter referred to as the "Association", shall be known as the Oak Ridges Trail Association.

ARTICLE II - OBJECTS

1. To plan, promote, and create public recreational trails on the Oak Ridges Moraine for the recreational and educational use, benefit and enjoyment of the general public. The system of public recreational trails ("Oak Ridges Trail") will be located on the Oak Ridges Moraine from the Niagara Escarpment in the west to the Northumberland Forest in the east, linking the Bruce Trail, the Ganaraska and other public recreational trails throughout the Oak Ridges Moraine.
2. To promote, support and engage in public education regarding the appreciation, renewal and protection of the natural environment surrounding the Oak Ridges Trail, and to encourage ecologically responsible stewardship of this resource.

ARTICLE III - SEAL

The Seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Association.

ARTICLE IV - MEMBERSHIP

1. The following shall be classes of Membership of the Association:
 - a) Member.
 - b) Student Member.
 - c) Life Member.
 - d) Honorary Member.
2. Any person may become a Member of the Association by applying to and being accepted by the Association and paying the dues prescribed from time to time.
3. A person may become an Honorary Member of the Association upon appointment by the Directors, and shall be exempt from payment of dues.
4. All classes of memberships shall be entitled to vote at General or Special Meetings of members.
5. Each membership, as set out in paragraph 2, shall be entitled to one vote at any meeting of members. The Board of Directors may, by resolution, and for just cause, suspend or terminate the membership of any member of the Association.

ARTICLE V - Dues

1. The annual dues for the classes of membership in the Association shall be determined by resolution of the Directors of the Association and approved by the membership at an Annual General Meeting.
2. Dues shall be payable annually. The membership year shall be as determined from time to time by the Board of Directors.

ARTICLE VI - BOARD OF DIRECTORS

1. The affairs of the Association shall be managed by a Board of Directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not, by the constitution of the Association or by statute, expressly directed or required to be done by the Association at general meetings of members.

2. There may be Directors-at-Large of the Association, the number to be determined by the Nominating Committee according to Article VI, Section 5, and elected at the Annual General Meeting of Members.
3. The affairs of the Association shall be administered, in part, through the creation of Regions defining portions of the 'Oak Ridges Trail' and each region shall be represented on the Board by a Director.
4. To be eligible for election as a Director at the Annual General Meeting of members, a person must:
 - a) Be a member in good standing.
 - b) Have confirmed in writing his/her willingness to serve as a Director.
5. A Nominating Committee consisting of at least three (3) members of the Association, one of whom shall be named Chair, shall be appointed by the Board of Directors at least ninety (90) days before the date of the Annual General Meeting. The Nominating Committee shall recommend a slate of nominees, who may be elected at the Annual General Meeting. Additional nominations may be made by any member to the Nominating Committee. Such Nominations shall be:
 - a) In writing.
 - b) Accompanied by the nominee's confirmation of willingness to serve.
 - c) Received by the Nominating Committee at least five (5) days before the Annual General Meeting.
6. The election of Directors, at the Annual General Meeting of members, shall follow conventional rules of order, save that election shall not be by ballot unless demanded by at least five (5) members entitled to vote at such meeting.
7. All Directors shall hold office from the date of the Annual General Meeting of members at which they were elected until the annual meeting next following or until their successors are appointed. All Directors shall be eligible for re-election so long as they are qualified.
8. Vacancies on the Board of Directors, however caused, may, so long as a quorum of Directors (as defined in paragraph 9) remains in office, be filled by the Directors from among the qualified members of the Association, who shall serve until the next Annual Meeting. Otherwise, such vacancies shall be filled at the next Annual Meeting. If there is no quorum of Directors, a meeting of the members shall be called to fill the vacancy.
9. A quorum for the transaction of business of the Board of Directors or the Executive Committee shall be 50% of the members, plus one. Except as otherwise required by law, the Board of Directors may hold its meeting in such place or places in Ontario as it may from time to time determine. Notice of such meetings shall be sent to each Director ten (10) days before the meeting is to take place. Directors meetings may also be held without notice immediately following the Annual General Meeting. Notice of any meeting or any irregularity in any meeting may be waived by any Director.
10. Questions arising at any meeting of the Board Directors shall be decided by a majority of votes. In case of an equality of votes, the motion shall fail.
11. The Directors of the Association shall receive no remuneration for acting as such. However, they may from time to time by resolution provide for payment from the revenues of the Association for their expenses in attending Directors' meetings, or other expenses incurred in the carrying out of their duties as Directors.
12. When the Board of Directors is considering any question, a Director who has, or is perceived to have, a conflict of interest regarding the matter under consideration, shall openly declare that conflict of interest.

13. A Director may be removed by a two thirds (2/3) vote of a quorum of Directors present and voting at a meeting of the Board of Directors for which notice of intention to remove the Director has been given to all Directors in writing at least ten (10) days in advance of the meeting date.

ARTICLE VII - OFFICERS AND EXECUTIVE COMMITTEE

1. There shall be an Executive Committee of the Board of Directors comprising the President, Past President, Vice Presidents (2), Secretary, Treasurer and one Regional Director. The Board of Directors may select members of the Board for appointment to the foregoing positions where there is a vacancy or where such office, have not been filled by a vote of the members at the Annual General Meeting. The position of Past President shall be filled by the person who has held the expired position of President.
2. The President shall have direction of the affairs of the Association, subject to its regulation; shall preside at all meetings of members and, if no other Chair is appointed, at meetings of the Board and Executive Committee.
3. The Vice-Presidents shall exercise the powers and duties of the President in his or her absence and shall have specific responsibilities as set out from time to time and approved by the Board.
4. The Secretary shall be responsible for the custody of all documents; for the correspondence of the Association; for notifying members of the Association, of the Board and of the Executive Committee of the time and place of all meetings; for recording the Minutes of the Board and Executive meetings; and for such other duties as may be assigned to him or her by the Board.
5. The Treasurer shall be responsible for the custody of the funds of the Association; for the presentation at each Annual General Meeting of a statement showing the receipts and disbursements of the Association for the preceding year and its assets and liabilities; and perform such other duties in connection with the finances of the Association as the Board may order.
6. The Executive Committee shall have the powers of the Board of Directors between meetings of the Board, save that the Executive Committee shall not have the power to pass constitutional amendments, or amendments to this by-law.
7. The Board of Directors may delegate to the Executive Committee such specific powers, for specific purposes and for limited periods of time, as it sees fit.
8. The Executive Committee may hire and employ such staff as may be required to manage and conduct the affairs of the Association.

ARTICLE VIII - EXECUTION OF DOCUMENTS

1. Deeds, transfers, licences, contracts, and engagements on behalf of the Association shall be signed by either the President or Vice-president together with the Secretary or, if he/she is unavailable, by another member of the Board, and the Secretary shall affix the seal of the Association to such instruments as require the same.
2. Contracts in the ordinary course of the Association's operations (not requiring the seal of the Association) may be entered into on behalf of the Association by any two of the following: President, Vice-President, Secretary, and Treasurer.
3. Any two of the President, Vice-President, Secretary and Treasurer, may transfer any and all shares of stock, bonds, or other securities from time to time standing in the name of the Association in its individual or any other capacity or as trustee or otherwise, and may accept in the name and on behalf of the Association transfer or shares of stock, bonds or other securities from time to time transferred to the Association and may affix the corporate seal to any such transfers or acceptance of transfers as required, and may make, execute and deliver under the corporate seal, if required, any and all transfers in writing necessary or proper for such purposes, including the appointment of any attorney or attorneys to make or accept transfers of shares of stock, bonds or other securities on the books of any company or corporation.

4. Notwithstanding any provisions to the contrary contained in the by-laws of the Association, the Board of Directors may, at any time by resolution, direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Association may or shall be executed.

ARTICLE IX – MEETINGS

1. Attendance at meetings of the Members, the Board of Directors, the Executive Committee, or any committee of the Board, shall be in person or, where suitable facilities exist, attendance can be effected through the use of electronic media.

ARTICLE X - ANNUAL AND SPECIAL MEETINGS OF MEMBERS

1. The Annual or any Special General Meeting of members shall be held at a location in Ontario as the Board of Directors may determine and on such days as the Directors shall appoint.
2. Information and materials with respect to Annual or Special meetings of Members may be provided by mailing and/or by posting to the ORTA website and/or by attachment to e-mails, provided that the notice for such meeting advises Members how any information or materials are to be provided.
3. At every Annual General Meeting, in addition to any other business that may be transacted, the financial statements and their independent review shall be presented and a Board of Directors elected and an independent reviewer appointed for the ensuing year and the remuneration, if any, shall be fixed.
4. The Board of Directors or any two (2) members of the Executive Committee shall have the power to call, at any time, a Special General Meeting of the members of the Association. A Special General Meeting must be called within twenty one (21) days if a written request for such meeting is submitted to the Secretary by at least 10 percent (10%) of the members of the Association. For purposes of all member meetings notice shall be deemed to be given if announced in Trail Talk and/or posted on the ORTA website and/or if given by direct e-mail.
5. A quorum for the transaction of business at any meeting of members shall consist of twenty (20) members, or fifty per cent (50%) of the members of the Association, whichever is less.
6. Each membership in the Association shall, at all meetings of members, be entitled to one vote.
7. At all meetings of members every question shall be decided by a majority of votes by the members present in person unless otherwise required by the Constitution of the Association, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote and, unless a poll be demanded, a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the Minutes of the Association shall be sufficient evidence of the fact without proof of the number or proportion of votes accorded in favour or against such resolution. The demand for a poll may be withdrawn, but, if a poll be demanded and not withdrawn, the question shall be decided by a majority of the votes given by the members present and such poll shall be taken in such manner as the Chair shall direct and the result of such poll shall be deemed the decision of the Association in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the motion shall fail.
8. The Parliamentary procedure to be followed for all duly constituted meetings shall be Robert's Rules of Order.

ARTICLE XI - FISCAL YEAR

1. The fiscal year of the Association shall be terminated on the 31st day of December in each year.

ARTICLE XII - PROTECTION OF OFFICERS AND DIRECTORS

1. No Director or Officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other Director (or) Officer, or for joining in any receipts or other act of conformity, or for any loss or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any moneys of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Association shall be deposited, or for any loss, damage, or misfortune whatever which shall happen in the execution of the duties of the office or in relation thereto unless the same shall happen through that person's own dishonesty.
2. Every Director or Officer of the Association and his or her heirs, executors and administrators, and estate and effects, respectively, shall, from time to time and at all times, be indemnified and save harmless out of the funds of the Association, from and against:
 - a) All costs, charges and expenses whatsoever which such Directors or Officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her, for in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office.
 - b) All other costs, charges and expenses, as authorized by the Board of Directors which he or she sustains or incurs in or about or in relation to the affairs of office, except such costs, charges or expenses as are occasioned by wilful neglect or default.

ARTICLE XIII - AMENDMENTS

1. The Constitution may be amended by an annual General Meeting or Special Meeting of members.
2. Any proposed amendment to the Constitution submitted by a member sixty (60) or more days in advance of the Annual or Special Meeting shall require a two thirds (2/3) vote of the members present at the Meeting, provided that there is a quorum as set out in Article X.
3. Any amendment proposed less than sixty (60) days in advance of the Annual or Special Meeting shall require a three-quarters (3/4) vote of those voting thereupon at the Meeting, provided there is a quorum as set out in Article X, Section 5.

ARTICLE XIV - INTERPRETATION

1. In this Constitution and in all other by-laws of the Association hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice-versa, and references to persons shall include firms and corporations.