

CANADIAN LIGHTHOUSES OF LAKE SUPERIOR

CONSTITUTION AND BY-LAWS

CONSTITUTION

I NAME

The name of the organization shall be “CANADIAN LIGHTHOUSES OF LAKE SUPERIOR” (CLLS), hereinafter called the “Corporation”.

II HEAD OFFICE

The head office of the Corporation shall be in the City of Thunder Bay, in the Province of Ontario. The corporation may from time to time change the place and address of the registered office within the Province in Canada specified in its articles by resolution of the directors.

III STATUS

The Corporation is a not-for-profit corporation incorporated through affiliation with the Ontario Historical Society on February 22, 2014 and a charitable organization registered with Revenue Canada on April 27, 2014, Charitable number: 822004974 RR001

IV NON-PROFIT STATEMENT

The Corporation shall be carried on without the purpose of gain for its members, and any profits or other accretions to the Corporation shall be used in furtherance of its charitable purposes.

V PURPOSES

The purposes of the Corporation shall be as follows;

To preserve, restore, maintain and promote lighthouses located on the Canadian north-shore of Lake Superior.

To ensure and further the preservation and celebration of the structures as resources for the benefit, enjoyment and education of the public.

To advance the public’s understanding and awareness of the history of the Thunder Bay and Regional lighthouses by; hosting events, displays, exhibitions and performances; supporting programs offered by the Corporation and by producing educational materials and developing public awareness.

To enter into any arrangement(s) which may be conducive to the Corporation’s aims and objectives with persons, organizations, corporations, or governments; and to obtain from any such arrangement(s) the right, authority, privilege, or concession, which the corporation may deem desirable to obtain.

To purchase, rent, lease, hire, exchange, or in any other manner to acquire any real or personal property, or any rights or privileges pertaining thereto, which the Corporation may deem necessary.

To receive and maintain a fund or funds to apply to the principals of the Corporation.

To carry out activities ancillary and incidental to the attainment of the above charitable purposes.

VI MEMBERSHIP

Members of the Corporation shall be open to any person interested in the objectives and preservation of lighthouses and such person may be enrolled as a member upon the receipt of application and fee in accordance with the By-laws of the Corporation. The Corporation is authorized to establish one class of Members. Each Member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation. The membership will be the twelve months designated by the Board of Directors as the membership Year of the Corporation.

VII BOARD OF DIRECTORS

The Corporation shall have a Board of Directors of not less than five (5) Directors, including a Chair, Vice Chair, Secretary and Treasurer, who are members of the Corporation in good standing and elected by the Membership.

VIII REMUNERATION

The directors/trustees shall serve as such without remuneration and no director shall directly or indirectly receive any profit from their position as such, provided that directors may be paid reasonable expenses incurred by them in the performance of their duties.

IX CONFLICT OF INTEREST

As a Charitable Corporation, no Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

A Director or Officer who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no Director shall attend any part of a meeting of Directors or vote on any resolution to approve any contract or transaction.

X BY-LAWS

By-laws shall be established and set forth as may be required, but conditional By-laws are not permitted, nor shall any By-law be established or amended unless it be in accordance with the Constitution of the Corporation. By-laws may be introduced, revised, altered, or amended only upon due notice being given to the Membership at least thirty (30) days prior to the Annual General meeting, or such Special Meeting as may be called to deal with the matter. A vote of two-thirds (2/3) of the Membership present and voting shall be required to establish, revise, or amend any By-law, providing that the number of Members present and voting constitutes a quorum. All proposed amendments shall be submitted in writing.

XI SEVERABILITY AND PRECEDENCE

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the by-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail

XII FISCAL YEAR

The Fiscal Year shall be the twelve (12) months designated by the Board of Directors as the Fiscal Year of the Corporation.

XIII MEETINGS

The following Meetings are required to be held:

- a) an Annual General Meeting;
- b) Board of Directors Meetings.

XIV AMENDMENT OF THE CONSTITUTION

The constitution of the Corporation may be revised, amended, or altered only upon due notice given by the Secretary to members of the Board not less than thirty (30) days prior to the Annual General Meeting or such meeting as may be called to consider the matter. A majority of 80% of the Board must be present to pass any revision or amendment. All proposed amendments must be submitted in writing in advance to the Secretary from committees or from other Board members. Any Board member who holds more than one position of influence, if via a committee presences, shall be entitled to only one vote on any issue.

XV DISSOLUTION

Any distribution of income of the Corporation during its lifetime, or of earned surplus in the event of winding up of the Corporation, to any Member or for the personal benefit of any Member of the Corporation is prohibited.

Upon dissolution of the Corporation and after the payment of all debts and liabilities, any remaining surplus of the Corporation, shall be distributed or disposed of to charitable organizations **that are registered under the Income Tax Act**, the objects of which are beneficial to Thunder Bay and/or region of Thunder Bay.

BY-LAW

I MEMBERSHIP

- a) There shall be one category of Membership in the Corporation. There will be an annual fee for Membership. The amount shall be established from time to time by the Board of Directors.
- b) Memberships are annual, based on a 12 month period that commences on the date the member originally purchases or renews their membership.
- c) Members shall be automatically invoiced for their membership renewal on the anniversary date of becoming a member.
- d) If dues not paid within one (1) calendar month of the renewal date, the members in default shall cease to be members of the Corporation.
- e) All Members are entitled to full voting privileges.
- ef) A Member may resign at any time by submitting a resignation in writing to the Board of Directors, but no refund of dues shall be made.

II DUTIES OF OFFICERS

- a) **Chair**
The President is the Chief Officer of the Corporation, and shall preside at all meetings. The President shall report annually on the activities of the Corporation at the Annual General Meeting. The President is an ex-officio member of all committees.
- b) **Vice-Chair**
Vice-President shall assume the duties of the President in the event of an absence, incapacity, or resignation of the President, as well as such other duties as may be assigned by the Board of Directors from time to time.
- c) **Secretary**
The Secretary shall be responsible for keeping an accurate record of the minutes of all corporation meetings, and shall send, by hand delivery, prepaid mail, or e-mail attachment, a copy of the minutes of the last meeting of the Board of Directors to each Board member no later than midnight, seven (7) days before the next meeting. Copies of the minutes shall be made available to other Members on request. The Secretary shall also be responsible for all correspondence of the Corporation unless otherwise assigned and also include an annual report to Ontario Historical Society.
- d) **Treasurer**
The Treasurer shall be responsible for the safe-keeping of the Corporation's funds, and for maintaining adequate financial records. The treasurer shall deposit all monies received by him/her with a reliable financial institution in the name of the Canadian Lighthouses of Lake Superior. Monies shall be paid out by numbered cheques signed by any two of the President, Vice-president, and Treasurer. The Treasurer shall obtain the approval of the Board of Directors for all disbursements in excess of two hundred fifty dollars (\$250.00) or an amount set annually by resolution of the Board at the beginning of the fiscal year, and shall render an annual report to the Annual General Meeting. The Treasurer shall fulfil any requirements under the Ontario Corporations Act and the Canadian Income Tax Act including filing of the Annual Registered Charity Information Return to the Canada Revenue Agency.
- e) **Board of Directors**
On matter requiring approval of the Board of Directors, at least three (3) Board members, including the President shall be consulted. The quorum for a meeting of Board is three (3), and in case of a tie vote the president shall have the deciding vote. The Board shall supervise and administer all the affairs of the Corporation.

III MEETINGS

- a) General meetings of the Corporation, of which there shall be no fewer than one in any calendar year, shall be held on dates and in places to be determined by the Board of Directors.
- b) An Annual General Meeting for the Corporation shall be held within three months of fiscal year end each year, unless otherwise designated by the Board of Directors. In no event shall there be more than fourteen (14) months between annual General Meetings.
- c) The Board of Directors shall meet as regularly as required.
- d) Special Meetings shall be called by the Board of Directors upon written request to the Secretary by five members in good standing of the Corporation. The meeting so requested must be held within thirty (30) days of the receipt of such a request. The Board of Directors may call a Special Meeting at any time.
- e) Meeting notices shall be mailed or hand delivered to all Members no later than midnight eight (8) days in advance of each Special or General Meeting and thirty (30) days in advance of the Annual General Meeting.
- f) At any Special, General, or Annual General Meeting, five (5) Members in good standing shall constitute a quorum.

IV COMMITTEES

The Corporation shall have such Committees as deemed necessary by the Board of Directors, which may delegate to them any of the powers and authority of the Board of Directors in the management of the affairs of the Corporation. Each committee shall include at least one Board of Director.

V ELECTION AND REMOVAL OF OFFICERS

- a) A Nominating Committee shall be formed by the Board of Directors at least sixty (60) days in advance of the Annual General Meeting.
- b) The Nominating Committee shall present to the Annual General Meeting a slate of candidates, who are Members in good standing, for election as a Board of Directors of the Corporation. Further nomination can be made from the floor, providing the nominee has agreed, in writing if absent, to accept nomination. All members in good standing shall be allowed to vote. The candidate receiving the largest number of votes shall be declared elected. In the case of a tie vote, the following shall apply: when there are two candidates for an office, a second election shall be held between the two candidates with the most votes.
- c) The normal term of office is from Annual General Meeting to Annual General Meeting, although a Board of Director may tender his resignation at any time. Should such a resignation occur, the Board of Director shall carry out the duties of the Board until a replacement can be appointed or elected.
- d) To remove a Board of Director, three Members in good standing shall request, in writing, to the Board of Directors that the Board member removed. Within thirty-days of receipt of such a request, the Board of Directors shall arrange for a General Meeting. At this meeting, a motion may be made to remove a Board member. A vote of two-third (2/3) of the Membership present and voting shall be required to pass the motion. If the motion is passed, a candidate for the office shall be nominated by the Board of Directors and an election held at the next meeting of the Corporation. The officer shall carry out the duties of the office in the interim.

VI EXECUTIVE INDEMNITY

The Corporation may indemnify any Board of Director, including former Board of Directors, against all costs, claims, charges, and expenses, including any amount paid to settle an action or satisfy a judgment, reasonably incurred by such Board member, in respect of any civil or administrative action or proceeding, to which he/she is made a party of, by reason of being, or having been a Board of Director of the corporation, if:

- a) he/she acted in good faith with a view to the best interest of the Corporation,
- b) in the case of a civil or administrative action or proceeding, he/she had reasonable grounds for believing that his/her conduct was lawful.

VII FINANCES

- a) The Fiscal Year of the Corporation shall terminate on the 31 day of March in each year.
- b) For all projects undertaken by the Corporation, a budget shall be submitted for approval to a General Meeting.
- c) The financial accounts of the Corporation will be examined, if necessary, in accordance with the rules and requirements that are stipulated by other compliance requirements that would normally apply to the Corporation

VIII BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of accounts and also shall keep minutes of the proceedings of the Annual General Meeting and meetings of the Board. All

books and records of the Corporation may be inspected by a Member of his or her agent, or his or her solicitor, for any proper purpose at any reasonable time, by appointment. No Board member may withhold co-operation in this regard.

IX CONDUCT OF MEETINGS

- a) At each Annual General Meeting of the Membership, the following shall be included:
 - i) minutes of the previous Annual General Meeting,
 - ii) Treasurer's Report,
 - iii) reading or summary of correspondence with the Board of Directors should be brought to the attention of the Membership.
- b) All decisions involving policy (other than amending the Constitution or By-laws) or finances shall be made by a majority vote of the Membership present and voting at the meeting. All other decisions may be made by consensus, unless a vote is requested by a Member or Members

BY-LAW NO. 2

A Special By-law respecting the borrowing of money, the issuing of debt obligations and the securing of liabilities by

CANADIAN LIGHTHOUSES OF LAKE SUPERIOR

BE IT ENACTED as a Special By-law of CANADIAN LIGHTHOUSES OF LAKE SUPERIOR (hereinafter referred to as the "Corporation") as follows: The directors of the Corporation may from time to time;

- (a) borrow money on the credit of the Corporation;
- (b) issue, sell or pledge debt obligations of the Corporation; or
- (c) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertaking, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation.

(Revised for approval of the Membership by the Governance Committee with the assistance of the Ontario Historical Society, 2021)

