

BY-LAWS OF THE BRUCE TRAIL CONSERVANCY

These by-laws relate generally to the transactions of the business and affairs of The Bruce Trail Conservancy (the "BTC").

HEAD OFFICE

1. The head office of the BTC shall be at Raspberry House, Royal Botanical Gardens Arboretum, in the City of Hamilton, in the Province of Ontario, or at such other place in the Province of Ontario as the directors may from time to time by resolution determine.

SEAL

2. The seal, an impression of which is stamped in the margin hereof, shall be the corporate seal of the BTC.

MEMBERSHIP

3. There shall be three classes of members of the BTC: regular members, life members, and honorary members. A person may become a member of the BTC by applying to and being accepted by the BTC as a regular member or a life member in accordance with by-laws 6 through 7, or by being nominated and approved as an honorary member in accordance with by-law 8.
4. A member of the BTC may be an individual, a family, or an organization. An individual is any natural person. A family is any two or more natural persons who reside together as a family at the same address. An organization is any group, association, corporation, partnership, or other entity recognized as an organization by the board of directors.
5. All members of the BTC are entitled (but not required) to join one or more Bruce Trail clubs (as defined in by-law 11). Where a member chooses to join a Bruce Trail club, that member shall be designated a "club supporter." Where a member chooses not to join a Bruce Trail club, that member shall be designated a "member at large." Although membership in a Bruce Trail club is not required to be a member of the BTC, membership in the BTC is required to be a member of a Bruce Trail club.
6. An individual, family, or organization may become a regular member of the BTC by applying to and being accepted by the BTC as a regular member and paying the annual dues prescribed from time to time in accordance with by-laws 12-14.

7. An individual or family may become a life member of the BTC by applying to and being accepted by the BTC as a life member and paying the one-time dues prescribed by the BTC in accordance with by-laws 12-14. An individual life membership terminates on the death of the individual member. A family life membership terminates on the death of the individual in whose name the membership is held unless that person is survived by a spouse, in which case the membership terminates on the death of the spouse.
8. An individual member, a family membership, and an individual(s) in a family membership may become an honorary member of the BTC. An honorary member is created by being nominated to and accepted by the board of directors as an honorary member. An individual honorary membership terminates on the death of the individual; a family honorary membership terminates on the death of the individual and the partner.
9. Each member shall be entitled to one vote per individual, family, or organization, as the case may be, at every annual or general meeting of the members.
10. The board of directors may, by resolution and for just cause, suspend or terminate the membership of any member of the BTC, provided that no termination is effective unless and until confirmed by the membership at a general meeting of the members. Notwithstanding the foregoing, the membership of any regular member may be terminated for failure to pay annual dues in accordance with by-law 12. Termination of membership for non-payment of dues will not require confirmation by the membership of the BTC.

CLUBS

11. The board of directors may from time to time establish or terminate Bruce Trail clubs. Bruce Trail clubs shall have such powers and shall be subject to such conditions as are set out in these by-laws or as the board of directors of the BTC may determine from time to time.

DUES

12. Dues shall be payable annually by regular members on the anniversary date of the member's acceptance as a regular member or on such other date each year as shall be determined by the board of directors of the BTC. Dues shall be payable on a one-time basis by life members at the time that the member is accepted as a life member. Honourary members shall be exempt from the payment of dues.
13. The dues payable by regular and life members, and the allocation of revenue therefrom between the BTC and the Bruce Trail clubs, shall be determined from time to time by resolution of the board of directors of the BTC, provided that no such resolution is effective unless and until confirmed by the membership at a general meeting of the members.

14. It shall be a condition of the affiliation of each Bruce Trail club with the BTC that the annual dues levied upon its members shall be as determined by the board of directors of the BTC in accordance with these by-laws. Where dues are levied and collected by the BTC from members who are club supporters, the BTC shall remit to each Bruce Trail club, within thirty days of receipt, the club's share of such revenue. Where dues are levied and collected by the BTC from members at large, the BTC shall retain all of the dues so collected. Where dues may occasionally be received directly by a Bruce Trail club, the club shall remit to the BTC within thirty days of receipt the total amount of such dues, to be distributed in accordance with this by-law. The process for recording which members are club supporters and for changing such record will be as determined from time to time by the board of directors of the BTC, and such records shall be determinative for all purposes, absent manifest error.

BOARD OF DIRECTORS

15. The affairs of the BTC shall be managed by a board of directors which may exercise all such powers and do all such acts and things as may be exercised or done by the BTC and are not, by the by-laws of the BTC or by law, expressly directed or required to be done by the BTC at annual or general meetings of members.
16. There shall be nineteen directors of the BTC.

APPOINTMENT/ELECTION OF DIRECTORS

17. Each Bruce Trail club shall appoint one director to the board of directors of the BTC, who shall hold the position of club appointee. Each club appointee shall be a member (or belong to a family or organization that is a member) in good standing of the club making the appointment.
18. The remaining directors (i.e., nineteen minus the club appointees) shall be elected at a general meeting of the BTC and shall hold the position of director at large. The general meeting for the election of directors at large shall be held together with the annual meeting of the BTC and shall be designated the "annual and general meeting" ("AGM").
19. To be eligible to serve as a director, a person:
 - (a) shall be a member (or belong to a family or organization that is a member) in good standing of the BTC, but in the case of a family or organization only one member of the family or organization may run for or be appointed to the board of directors;
 - (b) shall be at least 18 years of age; and
 - (c) shall not be an undischarged bankrupt.

20. The candidates for election as directors at large shall be determined as follows:

- (a) A nominating committee consisting of at least three and no more than five current members of the BTC shall be established by the Board of Directors on an annual basis at the earliest opportunity. The nominating committee shall not include members seeking election or being proposed as directors. The Chair of the nominating committee shall be the immediate Past President of the BTC, provided that if such individual is not willing to serve or is seeking election or is being proposed as a Director, then the appointment of the Chair of the nominating committee shall be at the sole discretion of the Board of Directors.
- (b) The nominating committee shall cause to be published in the Bruce Trail Magazine (or any successor thereto) a call for nominations to the board of directors of the BTC. The nominating committee shall ensure that the publication of the call for nominations provides a reasonable amount of time for members to submit nominations to the nominating committee prior to the deadline for receipt of nominations. Such deadline shall be established from time to time by the board of directors and published in the Bruce Trail Magazine (or any successor thereto). Until changed in accordance with this by-law, the deadline shall be May 31 in each year.
- (c) Nominations to the board of directors shall be in writing, and shall be signed by three members of the BTC who are in good standing. The nominee shall certify that he or she meets the qualifications set out in by-law 19, and shall consent to the nomination in writing. The nominee shall also provide such information as the nominating committee may require to prepare a profile of the nominee for distribution to the members. All nominations must be received by the BTC's head office, in the original or by fax, by the deadline established under this by-law.
- (d) The nominating committee shall publish a nominating committee report in the issue of the Bruce Trail Magazine (or any successor thereto) immediately prior to the AGM setting out:
 - (i) the names and profiles of individuals recommended by the nominating committee to fill the position of director at large, but the nominating committee shall not recommend a greater number of individuals than there are positions for director at large; and
 - (ii) the names and profiles of any individuals nominated by the membership for the position of director at large but not included in the list of individuals recommended by the nominating committee.

21. Each Bruce Trail club shall advise the nominating committee at least five days prior to the AGM of the person appointed to the board of directors by the club in

accordance with by-law 17. Each club appointee shall certify that he or she meets the qualifications set out in by-law 19, and shall consent to the appointment in writing. Each club appointee shall also provide such information as the nominating committee may require to prepare a profile of the club appointee for distribution to the members. The nominating committee shall then prepare a report containing the names and profiles of all club appointees for distribution at the AGM.

22. The process for election of directors at large at the AGM shall be as follows:
- (a) The election shall be supervised by an election officer appointed by the board of directors, subject to the general authority of the chair of the meeting as provided in by-law 59.
 - (b) Copies of the nominating committee report and the report containing the names and profiles of all club appointees shall be distributed during registration of the members attending the AGM.
 - (c) Prior to the election, each candidate standing for election as a director at large shall have the opportunity to address the AGM.
 - (d) If there are more candidates for director at large than there are positions, the election shall be by ballot. If at least ten members entitled to vote at the annual meeting call for a ballot, then the election shall be conducted by ballot.
 - (e) In the case of an election where a ballot is cast, the election officer referred to in by-law 22(a) shall be responsible for the balloting process and shall act as scrutineer.
 - (f) The election shall follow conventional rules of order.
 - (g) The results of the election shall be posted immediately upon the conclusion of the election.
23. All directors at large shall hold office from the end of the AGM at which they were elected until the end of the following AGM. All club appointees shall hold office from the end of the AGM next following their appointment by a Bruce Trail club until the end of the following AGM. If for any reason an AGM is not held at the proper time, the directors shall continue in office until their successors are elected or appointed, as the case may be.

MEETINGS OF DIRECTORS

24. A majority of directors shall form a quorum for the transaction of business. Except as otherwise required by law, the board of directors may hold its meetings in such place or places as it may from time to time determine. Notice of such meetings

shall be sent to each director at least ten days before the meeting is to take place. Directors' meetings may also be held without notice immediately following the AGM for the purpose of electing officers and forming an executive committee. The need for notice of any meeting or any irregularity in any meeting may be waived by any director.

25. If all the directors of the BTC present at or participating in the meeting consent, a meeting of directors or of a committee of directors may be held by such telephone, electronic, or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in the meeting by those means shall be deemed to be present at the meeting.
26. Notwithstanding any other by-law, the board of directors may declare vacant the directorship of any director who has refused or neglected to attend two consecutive meetings of the board. No such declaration shall be made unless such director has been given at least ten days' notice in writing that his or her seat may be declared vacant at the next meeting of the board of directors. If the vacancy so created is that of a director appointed by a Bruce Trail club, the board of directors shall request the club concerned to appoint a new director. Otherwise, or if the club fails to appoint a new director within 45 days after the board makes its request, the provisions of by-law 28 shall apply.
27. If a director ceases to be a member of the BTC, or becomes a bankrupt, he or she thereupon ceases to be a director, and the provisions of by-law 28 shall apply.
28. As long as there is a quorum of directors in office, any vacancy occurring in the board of directors may be filled for the remainder of the term by the directors then in office from among the members of the BTC who meet the qualifications set out in by-law 19. Otherwise, such vacancies shall be filled at the next AGM. Whenever there is not a quorum of directors in office, the director or directors then in office shall forthwith call a general meeting of the members to fill the vacancies, and, in default or if there are no directors then in office, the meeting may be called by any BTC member.
29. Questions arising at any meeting of the board of directors shall be decided by a majority of votes cast. In case of a tie, the chair, in addition to his or her original vote, shall have a second or casting vote.
30. The directors of the BTC 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 BTC of their reasonable expenses in attending directors' meetings, or other expenses incurred in carrying out their duties as directors.

EXECUTIVE COMMITTEE AND STAFF

31. The board of directors is authorized to form an executive committee consisting of as many directors as it deems appropriate, but any such executive committee shall include the president, executive vice-president, vice-president programmes, secretary, and treasurer. In its absolute discretion, the board may appoint additional directors to the executive committee.
32. 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 by-law amendments.
33. 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.
34. Questions arising at any meeting of the executive committee shall be decided by a majority of votes cast. In case of a tie, the chair, in addition to his or her original vote, shall have a second or casting vote. A quorum for executive committee meetings shall be a majority of the committee members.
35. The executive committee shall be the future planning committee of the BTC and shall assist the president in the coordination of the BTC's activities.
36. The executive committee may employ an executive director who shall be responsible for the day-to-day operation of the BTC's offices, the coordination and promotion of the BTC's activities, and such other functions and duties as the executive committee may from time to time determine.
37. In addition, the executive committee may hire and employ such other staff as may be required to manage and conduct the affairs of the BTC
38. A member of the executive committee who is not the president, executive vice-president, vice-president programmes, secretary, or treasurer may be removed from the committee by a simple majority vote of those directors present and voting at a meeting of the board of directors for which notice of intention to remove the member has been given to all directors at least ten days in advance of the meeting date. The president, executive vice-president, vice-president programmes, secretary, and treasurer may only be removed from the executive committee by removing him or her from office pursuant to by-law 46, and any director so removed from office is thereby also removed from the executive committee.

Program Management Council

39. The board of directors is authorized to establish a programme management council whose members will be the chairpersons, or designates, of those committees and such other bodies, as the board of directors may determine from

time to time. The vice president programmes, or another member of the council designated by the vice president programmes, will chair the council, and will report to the board of directors through the executive committee.

OFFICERS

40. The directors shall annually, or more often as may be required, appoint a president, executive vice-president, vice-president programmes, secretary, treasurer, and such other officers as the board of directors may from time to time by resolution determine. All officers shall be directors. The directors shall appoint from among their members a chair to conduct the meeting of the board at which officers are elected.
41. The president shall have the direction of the affairs of the BTC and, subject to these by-laws, shall preside at all meetings of members and, if no other chair is appointed, at meetings of the board.
42. The executive vice-president shall be responsible to the president to exercise the powers and duties of the president in his or her absence and to carry out such other duties as the board of directors may determine from time to time.
43. The vice-president programmes shall be responsible to the president; shall chair the programme management council and shall carry out such other duties as the board of directors may determine from time to time.
44. The secretary shall be responsible to the president for the custody of all documents; for the correspondence of the BTC; for notifying members of the BTC, the board of directors, and the executive committee of the time and place of all meetings; for recording the minutes of the meetings of the board of directors and the executive committee as well as the AGM; for keeping a record of the names and addresses of all members; and for such other duties as the board of directors may determine from time to time.
45. The treasurer shall be responsible to the president for the custody of the funds of the BTC for the presentation at each AGM of a statement showing the receipts and disbursements of the BTC for the preceding year and its assets and liabilities; and for such other duties in connection with the finances of the BTC as the board of directors may determine from time to time.
46. An officer may be removed from his or her office by a two-thirds majority vote of those directors present and voting at a meeting of the board of directors for which notice of intention to remove the officer has been given to all directors at least ten days in advance of the meeting date.

COMMITTEES AND WORKING GROUPS

47. In addition to the committees specifically mentioned in these by-laws, the board of directors may from time to time establish such additional committees and working groups to carry out such mandates as the board may determine from time to time.

EXECUTION OF DOCUMENTS

48. Deeds, transfers, assignments, contracts, instruments and obligations may be signed jointly by any two directors of the BTC, one of whom must be an officer. Notwithstanding this, the Board may at any time and from time to time direct the manner in which and the person or persons by whom any particular deed, transfer, contract or obligation or any class of deeds, transfers, contracts or obligations may be signed.
49. Any person authorized under these by-laws to execute documents may affix the seal of the BTC to such documents.
50. Any two of the following officers, namely, the president, executive vice president, vice president programmes, secretary or treasurer signing jointly, or any two persons from time to time designated by the board of directors, may transfer any and all shares of stock, bonds, or other securities from time to time standing in the name of the BTC in its individual or any other capacity or as trustee or otherwise, and may accept in the name and on behalf of the BTC transfers or shares of stock, bonds, or other securities from time to time transferred to the BTC and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute, and deliver under the corporate seal any and all instruments 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.
51. Notwithstanding any provisions to the contrary contained in the by-laws of the BTC, 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 BTC or any particular class of instruments, contracts, or obligations of the BTC may or shall be executed.

ANNUAL AND GENERAL MEETINGS OF MEMBERS

52. The annual or any general meeting of the members shall be held at the head office of the BTC or elsewhere in Ontario as the board of directors may determine and on such days as the board of directors shall appoint.
53. At every AGM, in addition to any other business that may be transacted, the report of the directors, the financial statements, and the report of the auditors shall be presented and a board of directors elected and auditors appointed for the ensuing

year and the remuneration of the auditors shall be fixed.

54. The board of directors may at any time call a general meeting of the members of the BTC for the transaction of any business, the general nature of which is specified in the notice calling the meeting.
55. The members of the BTC may request the directors to call a general meeting for any proper purpose by depositing at the head office of the BTC a requisition signed by not less than one-tenth of the members of the BTC entitled to vote at the meeting proposed to be held stating the general nature of the business to be presented at the meeting. Upon deposit of the requisition, the directors shall call forthwith a general meeting of the members of the BTC for the transaction of the business stated in the requisition. If the directors do not within twenty-one days from the date of deposit of the requisition call and hold such meeting, any of the requisitionists may call such meeting which shall be held within sixty days from the date of deposit of the requisition.
56. No public notice or advertisement of members' meetings, annual or general, shall be required. The notice of the time and place of every such meeting and the general business to be presented at the meeting shall be sufficiently given to each of the members if:
 - (i) sent by electronic means in accordance with the Electronic Commerce Act, 2000 or
 - (ii) delivered personally to the person to whom it is to be given, or delivered to his or her recorded address, or
 - (iii) sent by facsimile to his or her last recorded facsimile number
 - (iv) mailed to him or her, to his or her recorded address, such mailing may include publishing and mailing the notice in The Bruce Trail magazine or any successor thereto. A notice so mailed shall be deemed to have been received on the fifth day after mailing.

Provided that such notice is given at least ten days prior to the time for such meeting.

Meetings of members may be held at any time or place without notice if all the members of the BTC are present thereat or represented by proxy duly appointed and at such meeting any business may be transacted which the BTC, at annual or general meetings may transact.

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the BTC shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or

otherwise, the address of any member, director or officer shall be his last address recorded on the books of the Corporation.

57. A quorum for the transaction of business at any meeting of members shall consist of fifty members of the BTC.
58. Each member of the BTC shall, at all meetings of members, be entitled to one vote per individual, family, or organization, as the case may be, and may vote by proxy. Such proxy vote need not be made by a member, but before voting the voter must produce and deposit with the secretary, not later than 48 hours prior to the start of the meeting, notice of appointment in writing from his or her constituent or constituents. No member shall be entitled, either in person or by proxy, to vote at meetings of the BTC unless all dues, if any then payable, have been paid. Anyone voting on behalf of a BTC member by proxy at any meeting of members shall be restricted to one such vote.
59. At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by these by-laws or by law. Every question shall be decided in the first instance by a show of hands (which may include the use of voting cards) unless a poll is demanded by any member. Upon a show of hands, every member having voting rights shall have one vote and, unless a poll is demanded, a declaration by the chair that a motion has been carried or not carried and an entry to that effect in the minutes of the BTC shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favour or against such motion. The demand for a poll may be withdrawn, but, if a poll is demanded and is not withdrawn, the question shall be decided by a majority of votes given by the members present in person or by proxy, 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 BTC 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 chair shall be entitled to a second or casting vote.

FISCAL YEAR AND INVESTMENT POLICY

60. The fiscal year of the BTC shall end on the 30th day of June in each year.
61. All funds received or held by the BTC from time to time shall be invested in accordance with an investment policy approved by the board of directors from time to time.

PROTECTION OF OFFICERS AND DIRECTORS

62. No director or officer of the BTC 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 for

conformity, or for any loss or expense happening to the BTC through the insufficiency or deficiency of title to any property acquired by order of the board of directors for or on behalf of the BTC, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the BTC 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 moneys, securities, or effects of the BTC shall be deposited, or for any loss, damage, or misfortune whatever, which shall happen in the execution of the duties of the officer or in relation thereto unless the same shall happen through his or her own dishonesty, wrongful and wilful act, or through his or her own wrongful and wilful neglect or default.

63. Every director and officer of the BTC, 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 saved harmless out of the funds of the BTC, from and against:
- (a) all costs, charges, and expenses whatsoever that such director or officer sustains or incurs in or about any action, suit, or proceeding that is brought, commenced, or prosecuted against him or her, for or 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; and
 - (b) all other costs, charges, and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by his or her wilful neglect or default, provided that he or she acted honestly and in good faith with a view to the best interests of the BTC and had no reason to believe his or her conduct, if unlawful, was unlawful.

CHANGES IN BY-LAWS

64. A by-laws committee shall be established by the board of directors on an annual basis at the earliest opportunity, to review the by-laws, to recommend any changes to the by-laws that the committee considers necessary or advisable, and to draft any recommended changes for consideration of the board of directors.
65. Changes in by-laws shall be passed by the board of directors and shall be circulated to the membership in the Bruce Trail Magazine (or any successor thereto). Unless in the meantime confirmed at a general meeting of the members duly called for that purpose, such changes in by-laws are effective only until the next annual meeting of the members unless confirmed thereat, and, in default of confirmation thereat, cease to have effect at and from that time, and in that case no new by-law of the same or like substance has any effect until confirmed at a general meeting of the members.
66. Any changes in by-laws passed by the board of directors shall be presented at the

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AGM and must be confirmed by a majority of those present at the meeting voting in accordance with by-law 59.

67. Changes in cross-reference and numbering engendered by other changes in the by-laws shall be accepted without a vote as amendments, allowing them to be made automatically.

INTERPRETATION

68. In these by-laws and in all other by-laws of the BTC 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.

ENACTED this 7th day of June, 2003 and amended by majority vote of members attending the annual general meeting on the 17th day of September, 2005, the 16th day of September, 2006 and the 15th day of September, 2007.

Amended by the BTC Board of Directors June 6th, 2009

WITNESS the corporate seal of the Conservancy.

“Ed Hazell”

President

“Malcolm Sanderson”

Secretary