



By-laws

Voyageur Multi-Use Trail System (VMUTS)

Vision:

Tourism Trails: Creating new wealth in the region.

Mission Statement:

Voyageur Multi-Use Trail System Inc. (VMUTS) is a not for profit incorporated organization that provides high quality, safe, responsible trail based outdoor recreational opportunities and experiences which attract visitors and enhance tourism in Mattawa Voyageur Country. VMUTS Inc. enacts the community-based model for shared use trails by partnering with local and regional governments, communities, businesses and related organizations.

By-laws relating generally to the transaction of the affairs of Voyageur Multi-Use Trail System

Section 1 – General

1.01 Definitions

- a. “Act” means the Not for profit Corporations Act, 2010 (Ontario) under which regulations govern VMUTS
- b. “Board” means the Board of Directors of the Corporation of VMUTS
- c. “By-laws” means this by-law, including schedules and all other by-laws under the Act, which have been passed by the Board and deemed to be in force by the Boar
- d. “President” means the Chair of the Board
- e. “Corporation” means the corporation that has passed these By-laws under the Act
- f. “Director” means an individual occupying the position of Director of the Corporation
- g. “Officer” means a person appointed by the Corporation to carry out the duties of the positions required under the Act
- h” Quorum” means one-half plus one of the attending Directors
- l “VMUTS” means Voyageur Multi-Use Trial System, an incorporated not for profit organization, managing the trail system. VMUTS is managed by the VMUTS Corporation.

1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this by-laws that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa and words importing one gender include all genders.

1.03 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.

1.04 Seal

The seal of the Corporation, if any, shall be in the form determined by the Board.

1.05 Head Office

The Head Office of the Corporation shall be in Mattawa in the Province of Ontario and at such place therein as the Directors may from time to time determine.

1.06 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation, shall be signed by the President and Secretary. The designated Directors may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy.

Section 2 – Directors

2.01 Election and Term

Election and terms shall be as follows:

a. The Directors shall be elected by the Board of Directors. The term of office of the Directors shall be from the date of the meeting at which they are elected or appointed until the next Annual General Meeting or until their successors are elected or appointed.

b. The affairs of the Corporation shall be managed by a Board of up to twelve (12) Directors all of whom are members in good standing. Six (6) shall be appointed by the following municipalities – Town of Mattawa, Townships of Bonfield, Calvin, Mattawan and Papineau-Cameron and the Mattawa Bonfield Economic Development Corporation (MBEDC). Unless notified otherwise, their appointments will mirror the municipal election period.

Up to six (6) shall be appointed to the Board, by the current Board. A call for submissions of interest to be appointed as a Board Director shall be advertised in the local newspaper and on the VMUTS website, one (1) month prior to the Annual General Meeting. All expressions of interest must be submitted in writing, by the advertised deadline, through the completion and submission of a formal expression of interest. Refer to Schedule F.

In order to be considered for the next term of office, except for municipal and MBEDC appointments, all current Directors must also complete in full and submit by the posted deadline, the expression of interest form declaring their intention to seek re-appointment to the Board.

All nominees must be a resident of the District of Nipissing.

2.02 Vacancies

The office of a Director shall be vacated immediately:

a. if the Director resigns office, by written notice to the Secretary or in person at a Board meeting. The resignation shall be effective from the time it is received or as specified in the notice, whichever is later.

b. if a Director dies the regulations within the Act shall apply.

c. if the Director is found to be incapable by a court or under Ontario law or if, at a meeting of the Directors, a resolution is passed by at least a majority of the votes cast by the Directors, the Director shall be removed before the expiration of the Directors term of office.

d. if the Director has missed three (3) consecutive Board meetings without sufficient cause, the Director shall be deemed to have resigned. Prior to declaring a vacancy with respect of such deemed resignation, the Board is obligated to inform itself of any circumstances which contributed to the Directors' absences.

2.03 Filling Vacancies

A vacancy on the Board shall be filled as follows:

- a. other than at the Annual General Meeting, a vacancy on the Board may be filled during the fiscal year, by the Board of Directors, by the same process, as is applicable for the Annual General Meeting.
- b. the Board may fill any other vacancy, by a majority vote and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director.
- c. if the number of Directors is increased by special resolution between terms, a vacancy or vacancies, the number of the authorized increase shall thereby be deemed to have occurred, which may be filled in the manners above provided.

2.04 Committees

Committees may be established by the Board as follows:

- a. There shall be an Executive Committee comprised of the President, Vice-President, Secretary and Treasurer, who shall be responsible, collectively, as authorized by the Board, for all the affairs of the Corporation between meetings of the Board and shall fully report on all decisions made at the next Board meeting.
- b. Subject to the limitation on delegations set out in the Act, the Board may establish specific activities to a committee. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.
- c. Committee(s) shall report on the assigned task (s) at the regular meeting of the Board.
- d. Committee(s) shall be dissolved upon completion of the assigned task(s).

2-05 Remuneration of Directors

- a. With the exception of Directors appointed by municipalities, who may or may not be compensated by their respective municipalities to attend meetings, Directors shall serve as such, without remuneration from VMUTS and no Director shall direct or indirectly receive any profit (financial or in-kind) from occupying the position of Director.
- b. Directors may be paid remuneration or reimbursement of expenses incurred in connection with services.

Section 3 Board meetings

3.01 Calling of Meetings

Meeting of the Directors may be called by any two Directors of the Board by providing five (5) days of notice, stating the reason for the meeting, the time and place of the meeting.

3.02 Regular Meetings

- a. The Board may fix the time and place of regular Board meetings and send a copy of resolution fixing the place and time of such meetings to each Director and no other notice shall be required for any such meetings.
- b. The Board of Directors shall meet at least six (6) times, in each fiscal year and not more than ninety days shall lapse between meetings.
- c. Unless otherwise notified in writing to the Secretary, notice of the time and place for holding a meeting of the Board shall be given to every Director by email. Notice may be waived by a Director provided they were in attendance at the last meeting of the Board and have declared to not require notice.
- d. Meeting notice shall be at minimum, five (5) days.
- e. Where the given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.
- f. No error or accidental omission in giving notice shall invalidate the meeting nor make void any proceeding taking at the meeting.

3.03 Annual General Meeting,

- a. The Annual General Meeting shall be held on a day within six (6) months following the end of the Corporations' Fiscal year in the District of Nipissing, Ontario, to be determined by the Board. Any Director, upon request, shall be provided, not less than 21 days before the Annual General Meeting, with a copy of the approved financial statement, auditor's report or review engagement report and other financial information.
- b. The business transacted at the Annual General Meeting shall include and be exclusive to the following agenda:
 - a. Receipt of the Agenda
 - b. Receipt of the Minutes of the previous Annual General Meeting and subsequent special meetings
 - c. Financial Statement for the past year
 - d. Report of the auditor or person who has been appointed to conduct a review of the financial position of VMUTS
 - e. Ratification of By-law changes through the fiscal year.
 - f. Election of the Directors
 - g. Such other or special business that may be set out in the notice of the meeting.

3.04 Chair of Meeting

The President shall chair Board meetings. In the absence of the President, the Vice - President, if available shall chair the meeting. If neither is available, the Directors shall choose one of the Directors to act as the Chair.

3.5 Voting

- a. Each Director shall be entitled to one vote.
- b. The Chair is not entitled to vote unless to break a tie.
- c. Questions arising at any Board meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chair shall have the casting vote.
- d. All votes shall be taken by ballot if so requested by any Director. If no request is made, the vote shall be taken in the usual way by assent or dissent.
- e. A declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- f. Votes shall be taken by a show of hands among all Directors present.
- h. An abstention shall not be considered a vote cast.
- i. Before or after a show of hands has been taken on any question, the Chair of the meeting may request that any Director demand a written ballot. A written ballot required or demanded shall be taken in such manner as the Chair of the meeting shall direct. If there is the tie vote, the Chair of the meeting shall require a written ballot and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost. Whenever a vote by show of hands is taken on a question, unless a recorded vote is required or demanded, a declaration by the Chair of the meeting that a resolution has been carried or lost and an entry to the effect in the minutes shall be conclusive evidence that the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

3.06 Adjournment

The Chair, may, with the majority consent of the Directors at the meeting, adjourn the meeting after two (2) hours. Any business not dealt with will be adjourned to the next meeting.

3.07 Persons entitled to be present

The only persons entitled to attend meetings are Directors of the Board, the person engaged to present the financial statements if applicable, and any other person invited to attend by Board resolution.

Section 4 Financial

4.01 Banking

The Board shall, by resolution, from time to time, designate the bank in which money, bonds or other securities of the Corporation shall be placed for safekeeping.

4.02 Financial Year

The financial year of the Corporation ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.

4.02 Cheques, Notes and other evidence of indebtedness

All cheques, bills or exchange of other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by two (2) Officers of the Corporation.

4.03 Borrowing

The Directors shall from time to time authorize through a vote and resolution, authorize the appropriate Officer of the Corporation, to make arrangements to borrow monies or enter into a loan agreement as described below. Details shall be pre-approved by the Board by vote and resolution.

- a. Borrow money on the credit of the Corporation.
- b. Issue, sell or pledge securities of the Corporation.
- c. Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers and undertaking to secure any securities or any money borrowed or the debt or any other obligations or liability of the Corporation.

5. Board Positions

5.01 Officers

At the first meeting following the Annual General Meeting of the Corporation the Board shall appoint from among the Directors, a President, a Vice-President, a Treasurer, a Secretary, a Trail Manager/ Volunteer Coordinator.

Any Officer shall cease to hold office upon the resolution of the Board.

The Officers shall be responsible for the duties assigned to them by the job description in the attached Schedules.

Section 6 Protection of Directors and Others

6.01 Protection of Director and Officers

No Director, Officer or Board Committee member of the Corporation is liable for the act, neglects or defaults of any other Director, Officer, committee member or employees of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provide that they have

- a. complied with the Act and the Corporation's articles and By-laws; and
- b. exercised their powers and discharged their duties in accordance with the Act.

Section 7 Conflict of Interest

7.01 Conflict of Interest

A Director 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 such Director shall attend any part of any meeting of Directors or vote on any resolution to approve any such contract or transactions related to a contract. Every disclosure of conflict of interest shall be recorded in the minutes of the meetings.

No Director shall directly or through an associate, receive a financial benefit, directly or indirectly 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.

Section 8 Protection of Corporation Logo and products

No other Corporation, private business or individual shall make use of the VMUTS logo or use such logo for promotion, unless authorized through a formal resolution by the Board of the Corporation.

Section 9 Amendments to By-laws

9.01 Amendments to By-laws

The Board may from time to time, in accordance with the Act, pass or amend this by-law.

Enacted and Approved this day of , .

*President

*Secretary

*Signatures on file. Approved by VMUTS Board of Directors at its Feb 2019 Board meeting.

Schedule A

Job Description for President

Role Statement

The President provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The President co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and Committees. The President ensures the Board discusses all matters relating to the Board's mandate.

Responsibilities

Agendas Establish agendas aligned with annual Board goals and preside over Board meetings. Ensure meetings are effective and efficient for the performance of governance work.

Direction Serve as the Board's central point of communication with the Board members, provide guidance to Board of Directors. In collaboration with Board Directors, develop standards for Board decision, support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies and planning and performance information are appropriately presented to the Board.

Performance Appraisal Lead the Board in monitoring and evaluation the performance of the Board Directors, through an annual process.

Work Plan Ensure that the Board's work plan is developed and implemented. The work plan shall include annual goals for the Board and embraces continuous improvements.

Representation Serve as the Board's primary contact with the public.

Reporting Report regularly to the Board on issues relevant to its governance responsibilities.

Board Conduct Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

Mentorship Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

Succession Planning Ensure succession planning occurs for Board members.

Committee Membership Serve as member on all Board committees.

Schedule B

Vice-President of the Board

Duties

During the absence or inability of the President, shall perform the duties and have the powers of the President. Assist the President in their duties where required. The Vice-President shall be a point of liaison with organization, groups or individuals as necessary

Schedule C

Treasurer

Role Statement

The Treasurer works collaboratively with the President and the Board of Directors, to support the Board in achieving its fiduciary responsibilities.

Responsibilities

Custody of Funds The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects, in the name and to the credit of the corporation in such chartered bank or trust company or in the case of securities, in such registered dealer securities as may be designated by the Board from time to time.

The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursement and shall render the President and Directors at the regular meetings of the Board or whenever may require it, an accounting of all the transactions and a statement of the financial position of the Corporation.

The Treasurer shall also perform such other duties as may from time to time be direct by the Board.

Board Conduct

Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct with emphasis on fiduciary responsibilities.

Mentorship Service as a mentor to other Directors.

Annual Financial Statement

At the Annual General Meeting, present to the Board for their review and approval, the Corporation's most recent completed fiscal's year's financial statement to the Board.

Schedule D

Position Description of the Secretary

Role Statement

The Secretary works collaboratively with the President to support the Board in fulfilling its fiduciary responsibilities.

Responsibilities

Board Conduct Support the President in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Director's conduct with emphasis on governance responsibilities.

Document Management Keep a roll of the names and addresses of the Board Directors. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board Committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

Meetings Give such notice as required by the By-laws of all meetings of the Corporation. Attend all meetings of the Corporation.

Schedule E

Position of Trail Manager/Volunteer Coordinator

Role Statement

The Trail Manager/Volunteer Coordinator works independently and as an effective leader of both staff and volunteers of the all backgrounds and skill levels to maintain the trail system.

Responsibilities Assess trail conditions, prioritize, plan and carry out trail maintenance and repair of the trail system, carry out restoration work as needed. Recruit, train and lead trail maintenance volunteers. Plan, prepare and lead regularly occurring volunteer work parties and schedules.

Schedule F

VOYAGEUR MULTI USE TRAIL SYSTEM (VMUTS)

BOARD OF DIRECTORS INFORMATION PACKAGE AND APPLICATION FORM

QUALIFICATIONS AND CORE COMPETENCIES OF ELECTED OFFICERS

Directors shall fulfill all requirements of the Ontario Not-for-Profit Corporations Act and further, shall be permanent residents of the district of Nipissing and of legal age.

Directors of the VMUTS commit themselves to ethical, businesslike and lawful conduct, including proper use of authority and decorum when acting as Board members. Accordingly, Directors must be able to represent unconflicted loyalty to the interests of the organization. This accountability supersedes any conflicting loyalty such as to advocacy or interest groups, personal business interests, and membership on other boards. It also supersedes the personal interest of any Director acting as a consumer of VMUTS' services or having a family member who is a consumer of VMUTS' services.

Directors will be recruited based upon their demonstrated ability to contribute significantly to the leadership of VMUTS and to fulfill their statutory fiduciary responsibilities.

VMUTS is currently seeking expertise in the areas of (examples to site: marketing, trail user group representation, accounting as well as legal expertise).

The core competencies that ideally will be reflected in the Board as a whole are:

Characteristics

- a. Commitment and capacity (time, energy, expertise) to fulfill the commitment as a Director
- b. Knowledge about roles and responsibilities of a Director, Board and while the organization current has no paid staff, Staff
- c. Experience in formulating policy
- d. Experience in thinking strategically
- e. Knowledge about the benefits of tourism attraction for the community
- f. Ability to identify principal business risks and ensure implementation of appropriate systems to manage those risks
- g. Knowledge of organizational performance mechanisms and ability to monitor, evaluate and report
- h. Ethical and values- based behavior
- i. Representative of user group populations
- j. Other attributes valued by the Board of Directors:
 - Accounting designation
 - Legal designation
 - Media/Marketing/Public Relations contacts/experience

- Fundraising and funding source contacts
- Administration/Management experience
- Not for Profit Board Governance experience
- Organizational development/Strategic Planning experience.

A copy of the board’s bylaws, including roles and responsibilities of board members, Officers of the board and term of office etc. are available at www.vmutts.ca

All candidates for election as a member of the VMUTS board will complete and submit a Candidate Qualification Form by email only, prior to 4 p.m. April 17th to info@vmuts.com Completed nominations forms submitted by email shall be deemed to have been signed by them.

VMUTS BOARD MEMBER CANDIDATE QUALIFICATION FORM

This form must be completed in full submitted by email, prior to 4 p.m. XXXXX by email to secretary@vmuts.com

This form is to be completed in full and submitted by the deadline, by any person who wishes their candidacy to be considered for appointment to the VMUTS board of directors.

Name of Candidate:

Address:

Phone Number:

Email Address:

1) Considering the areas of expertise the VMUTS board is currently seeking to fill the role of Directors of the Board, please tell us what you bring, vis a vis those skills and experience to the board. Please be detailed.

2) Brief summary of your experience as a board member for other voluntary or community organizations:

3) Summary skills or competencies (volunteer or professional) that would contribute to the effective leadership and governance of VMUTS board of directors.

4) Brief summary of any previous experience with as a VMUTS or other recreational trail user.

5) I have read the call for nominations to the VMUTS Board of Directors, the organization’s by-laws and am submitting my application and name to stand for election.

Signature of candidate

Date