

THE VAN HORNE ESTATE ON MINISTERS ISLAND INC.

VHEMI GENERAL BY-LAWS

Approved by the Board of Directors of the Van Horne Estate on
Ministers Island Inc. on May 15, 2015

Approved by the Membership on June 17, 2015

Amended by the Board of Directors on January 27, 2023

Amendments under review and subject to approval by the General
Membership

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THE VAN HORNE ESTATE ON MINISTERS ISLAND INC.

Name of the Organization

1. The organization described by these By-laws shall be called THE VAN HORNE ESTATE ON MINISTERS ISLAND INC. hereafter referred to as “the Corporation” or “VHEMI”. The Board of Directors at its discretion may elect to register such business name and style as is permissible.

Purpose

2. The Corporation exists for the purpose of protecting, preserving, developing and promoting the legacy of Ministers Island; ensuring the public ownership of and accessibility to the island; and ensuring the environmental and economic sustainability of the island.
3. Consistent with the objects for which it is incorporated, the Corporation may solicit, receive, hold, and transfer all manner of public and private contributions of real and personal property, including money, as may be expedient for its objects and in the course of so doing may endorse or otherwise permit reference to its name or otherwise promote the marketing of services or products in connection with fund raising activities consistent with its objects.

Head Office

4. The registered office of the Corporation shall be in the Town of St. Andrews in the County of Charlotte in the Province of New Brunswick or at such other place within the Province of New Brunswick as the Board of Directors shall decide.

Corporate Seal

5. The seal of the Corporation shall be in such form as shall be prescribed by the Board of Directors, and be kept in the care of the Secretary at the head office.

Affiliations

6. The Corporation may be affiliated with government agencies, corporations and institutions as determined by the Board of Directors.

Membership

7. Members are those persons or organizations who have paid the annual membership fee and are thus deemed to be in good standing.
8. The Directors, at their discretion, may grant membership, including but not limited to life membership, in the Corporation.
9. Every member must comply with these Bylaws.
10. The Directors shall determine the amount of annual membership dues and any variation in membership classifications.

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11. Annual dues are payable with application for membership and are valid for one year.
12. A person ceases to be a member of the Corporation:
 - a) By delivering or mailing, including e-mailing, a letter of resignation to the Secretary of the Corporation at the address of the Corporation;
 - b) On death or, in the case of a corporation or organization, on dissolution;
 - c) On being expelled; or
 - d) On having been a member not in good standing for thirty (30) days.
13. Members in good standing may attend as observers all regular meetings of the Board of Directors.
14. Members shall be responsible for ensuring that the corporate office has their correct contact information.

Members' Meetings

15. An annual general meeting must be held at least once in every calendar year and not more than fifteen (15) months after the holding of the last annual general meeting.
16. A written notice of the annual general meeting shall be forwarded by ordinary mail or by electronic means to each member at the address appearing in the membership registry of the Corporation at least thirty (30) days prior to such meeting. Such notice shall include the nature of business to be transacted, elections to be held and a call for nominations to fill existing and anticipated vacancies on the Board of Directors. Notice of such meeting shall be published at least seven (7) days in advance in any appropriate media outlets and/or by other electronic means.
17. At every annual general meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement, the report of the external accountants, and the Nominating Committee report shall be presented, and an external accountant appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. The Board of Directors or the Chair or Vice-Chair shall have power to call, at any time, a general meeting of the members of the Corporation.
18. A quorum for an annual general meeting is ten (10) members.
19. For the annual general meeting the members of the corporation may meet by teleconference or other electronic means. A member participating in the annual general meeting by teleconference or other electronic means in accordance with the foregoing shall be deemed to be present at the meeting.
20. All those who wish to vote at general meetings must be in good standing and present in person at the meeting.
21. A member who holds an individual membership is entitled to one vote.

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22. Any two members of a household that holds a family membership may each cast a vote at a general meeting.
23. A member corporation or organization may cast one vote by its authorized representative.
24. Voting is by show of hands.
25. Voting by proxy is not permitted.
26. A majority of the votes cast by the members present shall determine the question in meetings.
27. Motions that direct or require the expenditure of funds shall not be accepted from the floor at meetings of the general membership.
28. The Board of Directors shall call a special general meeting of members on written request from not less than ten (10) per cent of members in good standing. Business at such special meetings will be limited to the specific items for which the meeting has been called. Written notice thereof shall be forwarded by ordinary mail or by electronic means to each member at the address appearing in the membership registry at least fourteen (14) days in advance. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.
29. The quorum for transaction of business at any meeting of members called under Section 27 shall be ten (10) percent of members.
30. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

Board of Directors

31. The property and business of the Corporation shall be managed by a Board of Directors, comprised of a minimum of eight (8) and a maximum of twelve (12) voting Directors elected at the annual general meeting. The Board of Directors, at their discretion, may appoint up to four (4) ex officio non-voting Directors, to include but not limited to: an Honorary Chair, Provincial Government Representative, Federal Government Representative and the VHEMI Executive Director.
32. Directors shall be elected at the annual general meeting by the general membership for a two (2) year term. Each Director shall be eligible for re-election for two additional two (2) year terms.
33. The office of Director shall be automatically vacated:
 - a) if a resolution is passed by a simple majority of the members of the Board present at a duly constituted meeting that he or she be removed from office, given that written notice has specified the intent to consider such removal;

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- b) if a Director has resigned his office by delivering a written resignation to the Chair of the Corporation;
 - c) if he or she is found by a court to be of unsound mind;
 - d) if he or she becomes bankrupt or suspends payment or compounds with his creditors;
 - e) if he or she misses three (3) consecutive board meetings without explanation;
 - f) on death.
34. Directors shall serve as such without remuneration. No director shall directly or indirectly receive any profit from his position as such; provided that a Director may be reimbursed for reasonable expenses incurred in performing his duties. A director may not be prohibited from receiving compensation for services provided to the corporation in another capacity.
35. The Board or its Chair shall appoint a Nominating Committee prior to the annual general meeting to carry out the following tasks:
- a) determine the vacancies on the Board to be filled at the annual general meeting;
 - b) to issue a call for nominations to all the Corporation members; and
 - c) to propose a slate of nominations for Directors, the Executive Committee and Officers of the Corporation.
36. The Call for Nominations will be issued to all members in good standing thirty (30) days prior to the annual general meeting, and will accompany the notice of such meeting. Such Call shall indicate:
- a) the names of elected Directors who will continue to serve out their term;
 - b) the number of vacancies to be filled;
 - c) any director nominated by the Board of Directors to have their term extended beyond the norm;
 - d) any and all information required to support the nomination(s);
 - e) the deadline for receipt of nominations.
37. A slate of nominations for directors and officers shall be presented for election at the annual general meeting by the Nominating Committee. Additional nominations may be made from the floor at the annual general meeting. In the event no additional nominations are received from the floor the slate of nominees shall be automatically elected. Otherwise, there shall be a vote.
38. All nominations must be received and approved by the nominating committee seven (7) days in advance of the annual general meeting. All nominees must be a member in good standing prior to the annual general meeting.
39. An election may be by acclamation, show of hands or by ballot at the discretion of the Chair.
40. A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted.

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41. Vacancies following the annual general meeting or arising during the course of the year may be filled by the Board of Directors by appointment for the period of time from appointment to the next annual general meeting. At that time, the position will become vacant and eligible for election.

Duties of Directors

42. Directors shall assume the following responsibilities:
- a) attend and actively participate in meetings of the Board of Directors;
 - b) be knowledgeable of the Corporation's activities and programs;
 - c) support and contribute to the achievement of the goals and purposes of the Corporation;
 - d) communicate faithfully and accurately the goals, purposes and activities of the Corporation within the broader community;
 - e) provide strategic direction to and oversight of the development, operations and programming of the Corporation; and
 - f) support and abide by the governance and conflict of interest guidelines as established by the Board of Directors.

Powers of the Board

43. The Board of Directors of the Corporation shall administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.
44. The Board of Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interests of the Corporation in accordance with such terms as the Board of Directors may prescribe.
45. The Board of Directors may, from time to time:
- a) borrow money upon the credit of the Corporation;
 - b) limit or increase the amount to be borrowed;
 - c) issue bonds, debentures, debenture stock or other security of the Corporation and pledge or sell the same for such sums and at such prices as may be deemed expedient;
 - d) hypothecate, mortgage or pledge the real and personal property or both, including book debts and unpaid calls, rights, paths, undertakings and franchises of the Corporation to secure any such bonds, debentures, debenture stock or other securities, and any money borrowed or any other liability of the Corporation;
 - e) authorize any Director or Directors, or Officer or Officers, of the Corporation to make arrangements with reference to money borrowed or to be borrowed as aforesaid, and as to the terms and conditions of the loan thereof and as to the security to be given therefore, with

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the power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Corporation as the Directors of the Corporation may authorize and generally to manage, transact and settle the borrowing of money by the Corporation.

46. The Board of Directors shall have the power to sign, make, draw, accept, endorse, execute, and deliver on behalf of and in the name of the Corporation all such cheques, promissory notes, bills of exchange, drafts, acceptances, orders for the payment of money, bills of lading, agreements to give security, assignments, transfers, conveyances, hypothecs, mortgages, pledges, securities, and other agreements, documents and instruments as may be necessary or useful in connection with the borrowing of money by any other banking business of the Corporation.
47. The Board of Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.
48. The Board of Directors may appoint an Executive Director to manage the day-to-day operations of the Corporation;
49. The Board of Directors shall appoint the Executive Director as an ex-officio member of the board.
50. The Directors may authorize any one or more Directors, officers, employees or agents of the Company to exercise any of the rights, powers and authorities conferred by this By-law upon the Directors, and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.

Board Meetings

51. Meetings of the Board of Directors may be held at any time and place to be determined by the Directors provided that forty-eight (48) hours notice of such meeting shall be given to each Director. There shall be at least four (4) meetings per year of the Board of Directors. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meetings of the Board of Directors of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
52. A quorum for any meeting of the Board of Directors shall be fifty (50%) of the total number of Directors plus one (1).
53. The directors of the corporation may meet by teleconference or other electronic means. A Director participating by teleconference or other electronic means in accordance with the foregoing shall be deemed to be present at the meeting.

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54. Each Director is authorized to exercise one (1) vote.
55. Voting results at meetings of the Board of Directors shall be determined by a simple majority of Directors present.
56. All regular meetings of the Board shall be open to the general membership as observers. It is incumbent upon the member to find out the time and location of meetings.
57. The following minimum order of business shall be observed at regular meetings of the Board of Directors:
 1. Review of the agenda for additions, deletions, or modifications;
 2. Review and approval of minutes of the previous meeting;
 3. Reports of Standing Committees;
 4. Report of the Treasurer;
 5. Report of the Executive Director;
 6. Unfinished business from minutes and business arising out of the reports;
 7. New business; and
 8. Adjournment.
58. Members may request items to be added to the agenda by notifying the Chair in advance of the meeting. At the discretion of the Chair, the business can be dealt with at that meeting or merely tabled and placed on the agenda of the next meeting.
59. Special meetings of the Board of Directors shall be called at the discretion of the Executive or on written request to the Chair by one third (1/3) of currently sitting Directors. The business of such meetings shall be restricted to the purpose for which the meeting was called or requested. Notice of such meeting shall be given to Directors at least seven (7) days in advance.

Insurance for Directors and Officers

60. The Corporation shall purchase and maintain insurance to the benefit of any director or officer against liabilities, costs, charges and expenses sustained or incurred by such Director or officer for failure to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Officers

61. The Officers of the Corporation shall be the Chair of the Board, Vice Chair, Secretary, and Treasurer and the Executive Director. As determined by the Board of Directors, the positions of Secretary and Treasurer may be combined. In the event the Secretary is a Recording Secretary a fifth member of the Board will be appointed by the Directors.

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62. Any officer may be removed by a vote of at least two-thirds (2/3) of the members of the Board of Directors present at a meeting of the Board of Directors for which written notice has specified the intent to consider such removal.

Duties of Officers

63. The Chair shall be the chief governance officer of the Corporation. The duties of the Chair shall include:

- a) Planning and presiding at all meetings of the Corporation and of the Board of Directors;
- b) Ensuring that all orders and resolutions of the Board of Directors are carried into effect.
- c) upholding and enforcing the by-laws of the organization and ensuring that the Board's mission, vision and value statements form the basis for all of its actions;
- d) Ensuring the preparation of corporate reports and other documents;
- e) Providing general guidance and direction to the Executive Director or in their absence assigning other staff in concert with the Board; and
- f) Representing, or designating an alternative to represent, the Corporation to the media and general public.
- g) Providing leadership, acting as a liaison with stakeholders, and being responsible for guiding, directing, and motivating the organization.

64. The Vice Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as shall from time to time be delegated by the Board of Directors.

65. The Treasurer shall:

- a) 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;
- b) 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, with such registered dealer in securities as may be designated by the Board of Directors from time to time;
- c) ensure that the Corporation remains in compliance with all financial or governmental regulations;
- d) disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the chair and Directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation;
- e) ensure that annual returns or reports are filed with appropriate agencies.

66. The Treasurer may delegate any of the above to the Executive Director.

67. The Secretary shall:

- a) attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books kept for that purpose;

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- b) give, or cause to be given, notice of all meetings of the members and of the Board of Directors;
- c) be custodian of the seal of the Corporation, which he or she shall deliver only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution.

68. The Executive Director shall manage the day-to-day operations of the Corporation and carry out such other duties as assigned by the Board of Directors, including presenting an annual work plan and budget for the Corporation to be approved by the Board of Directors.

Standing Committees

69. The Board of Directors shall appoint Standing Committees as follows:

- a. Sustainable Development
- b. Audit and Finance
- c. Governance and Human Resources
- d. Fund Raising
- e. Nominations

70. The duties of each Standing Committee shall be as determined by the Board of Directors;

71. The Board of Directors may appoint ad hoc committees whose duties and terms of office shall be at the will of the Board of Directors.

Executive Committee.

72. There shall be an Executive Committee of the Board of Directors composed of the Chair, Vice Chair, Treasurer and Secretary. The Chair of the Board of Directors shall be the Chair of the Executive Committee. The Executive Committee will provide direction to and receive direction from the Board of Directors, and will report to the Board at each regular Board meeting on matters dealt with at their meetings.

73. The duties of the Executive shall be:

- a) Ensuring that the Corporation's programs are being adequately delivered and that the mission, vision and values of the organization are being maintained; and
- b) Facilitating coordination and cooperation among committees as established by the Board of Directors.

Meetings of the Executive

74. Meetings of the Executive may be called at the Chair's discretion or upon request of any three (3) members of the Executive. Such regular and special meetings shall be open to all Directors as observers.

75. A quorum at Executive meetings shall be a simple majority of Executive members.

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76. A simple majority vote will determine recommendations to be made to the Board.

Execution of Documents

77. Contracts, documents or any instruments in writing requiring the signatures of the Corporation, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The Directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds and other securities of the Corporation. The seal of the Corporation when required shall be affixed to contracts, documents, and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.

Minutes

78. Members in good standing shall have reasonable access to all minutes of meetings of the Board of Directors, and all official financial reports of the Corporation at the head office of the organization only.

Annual Report to the Membership

79. The Chair is responsible for directing the preparation of the Annual Report to the Membership.

80. The Annual Report shall include a review of the past year's business and a financial statement. The Annual Report will be presented to the membership for acceptance at its annual general meeting.

Financial Year

81. Unless otherwise ordered by the Board of Directors, the fiscal year end of the Corporation shall be March 31.

Amendment of By-Laws

82. The by-laws of the Corporation may be repealed or amended by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members present at an annual general meeting duly called.

External Accountant

83. The members shall, at each annual general meeting, appoint a chartered professional accountant or other person qualified to review the accounts and annual financial statements of the Corporation for report to the members at the next annual general meeting. The person so appointed shall hold office until the next annual general meeting and their remuneration shall be fixed by the Board of Directors. The Board of Directors may fill any casual vacancy in this office by appointment.

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Books and Records

84. The Board of Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept. The Corporation may make its books and accounts accessible to officials of appropriate agencies for periodic verification of expenditures at its offices.

Rules and Regulations

85. The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual general meeting of the members of the Corporation when they shall be confirmed, and failing such confirmation at such annual general meeting of members, shall at and from that time cease to have any force and effect.

Governing Law

86. The business and affairs of the Corporation shall be governed according to the laws of the Province of New Brunswick.