



# Presqu'ile Point Lighthouse Preservation Society

P.O. Box 962, Brighton, ON K0K 1H0

[www.PresquilePointLighthouse.ca](http://www.PresquilePointLighthouse.ca)



## **ByLaws of Presqu'ile Point Lighthouse Preservation Society (PPLPS)**

Approved January 17, 2013

Amended September 8, 2014 (Clause 3. vi)

Amended Sept. 19, 2016 (Clause 5. ii, Clause 3. vi, and replace KOPPLA with PPLPS)

1. The **Head Office of Presqu'ile Point Lighthouse Preservation Society (PPLPS)** shall be in the Municipality of Brighton, Northumberland County, in the Province of Ontario, and at such place therein as the directors may from time to time determine.
  
2. **Aims & Objectives**

The objective of PPLPS is to evaluate the condition of the lighthouse, determine the steps that are required to arrest the deterioration of the building, both internally and externally, and bring it back to the beautiful and commanding presence it once enjoyed.

PPLPS will undertake a campaign of public awareness to educate the community about the perilous condition of the lighthouse and to explain the value of the lighthouse as both a heritage site and a tourism resource. PPLPS will partner with all organizations and individuals who wish to help. This will be a community effort!
  
3. **PPLPS Membership**
  - i) Membership shall be open to any person in agreement with the Aims & Objectives of the Society and such other individuals or other associations, unincorporated associations, partnerships and other legal entities as are admitted as members by the Board of Directors.
  - ii) There shall be several categories of membership in the Society and such categories shall be as deemed necessary as from time to time designated by by-law.
  - iii) Membership may be required to resign where, in the view of the Board of Directors, the activities of the member violate the Society's stated objectives. In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the Society prior to acceptance of his/her resignation.
  - iv) There shall be fees payable by members as shall from time to time be fixed and categorized by majority vote of the Board of Directors present, which vote will become effective only when confirmed by a two-thirds vote of the members present at an annual or other general meeting.
  - v) The Secretary shall notify the members of the fees at anytime payable by them and, if any are not paid within 90 days of the date of such notice, the members in default shall thereupon automatically cease to be members of the Society, but any such members may on payment of all unpaid dues or fees be reinstated.
  - vi) All categories of membership shall upon subscription to membership, at any time during the year, shall be members for a period of 12 months from the date of receipt or from the date of the Membership Chair's renewal date. Subsequent renewal will be 12 months after the previous renewal date.
  - vii) The interest of a member in the Society is not transferable and lapses and ceases to be a member by resignation or otherwise in accordance with the by-laws of the Society.
  - viii) Here is the breakdown of annual membership fees:
    1. Individual and Family - \$20



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1. they would receive regular newsletters on our progress, etc
2. Corporate Sponsors - Honorary
  1. they would receive regular newsletters on our progress
  2. they would receive mention of their non-monetary donations
  3. where their non-monetary annual donations exceed \$500, they would be recognized by the use of their logos in our various publications
3. Family & Corporate Sponsors - \$100
  1. they would receive regular newsletters on our progress
  2. they would receive mention of their monetary sponsorship
4. Family & Corporate Sponsors - \$500 and above
  1. they would receive regular newsletters on our progress
  2. they would receive mention of their monetary donations by incorporating their logos in our various publications

#### 4. Voting & Representation

- i) Each member of the Society shall, at all meetings of members, be entitled to one vote.
- ii) No one member shall be entitled to vote at meetings of the Society unless he/she has paid all fees, if any, then payable by him/her.
- iii) At all meetings of members, every question shall be decided by a majority of the votes of the members present in person unless otherwise required by the by-laws of the Society. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the Chairperson that a resolution has been carried or not carried and an entry to that effect in the minutes of the Society shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the vote accorded in favour of or against such resolution.

The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by the members present and such poll shall be taken in such manner as the Chairperson shall direct and the result of such poll shall be deemed the decision of the Society in any meeting of members upon the matter in question.

  - In case of an equality of votes at any meeting of members, whether upon a show of hands or at a poll, the Chairperson shall be entitled to a second or casting vote.
- iv) Each member in good standing, whether individual, association, unincorporated association, partnership or other legal entity, shall be entitled to one individual representative at any special, annual or general meeting of the members of the Society.



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v) Notwithstanding any provision to the contrary in the by-laws, the representative of the member to the Society shall be the member eligible to hold any position to the Board of Directors of the Society and/or any position of officer or committee member of the Society.

## 5. Annual and General Meetings

i) The annual or any other general meeting of the members shall be held at the head office of the Society or elsewhere in Ontario as the Board of Directors may determine and on such day as the directors shall appoint.

ii) At every annual meeting, in addition to any other business that may be transacted:

- The report of the directors shall be presented;
- The financial statement and the report of the auditors or “examiner(s) of books” shall be presented;
- A Board of Directors shall be elected;
- Auditors or “examiner(s) of books” shall be appointed for the ensuing year;
- The remuneration of the auditors or “examiner(s) of books” shall be fixed.

iii) The members may consider and transact any business either special or general without any notice thereof at any meeting of the members.

iv) The Board of Directors or the Chairperson or the Vice Chairperson shall have the power to call at any time a general meeting of the members of the Society. No public notice nor advertisement of member's meeting, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each eligible member by sending notice by email or by prepaid mail seven (7) days before the time fixed for the holding of meeting; provided that any meetings of members may be held at any time and place without such notice if all the members of the Society are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Society at annual or general meetings may transact.

- 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/her last address recorded on the books of the Society.

v) Any meetings of the Society or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place.

vi) No notice shall be required of any such adjournment and an adjournment may be made notwithstanding that no quorum is present.

- A quorum for the transaction of business at any meeting of members, annual or general, shall consist of not less than 6 voting members, inclusive of directors, present in person or represented by proxy.



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## 6. Board of Directors

- i) The affairs of the Society shall be managed by a Board of a minimum of four Directors, each of whom at the time of his/her election and throughout their term of office shall be a member of the Society.
  - There shall be a Chairperson, a Vice-Chairperson, a Secretary and a Treasurer or in lieu of a Secretary and Treasurer, a Secretary-Treasurer and such other officers as the Board of directors may determine by by-law from time to time.
  - One person may hold more than one office except the Chairperson and the Vice-Chairperson.
- ii) The directors of the Society may administer the affairs of the Society in all things and make or cause to be made for the Society, in its name, any kind of contract which the Society may lawfully enter into and, save as in hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Society is by its charter or otherwise authorized to exercise and do.
- iii) Except as otherwise required by law, the Board of Directors, may hold its meetings at such place or places in the Province of Ontario as it may from time to time determine.
- iv) A majority of Directors shall form a quorum for the transaction of business.
- v) Directors meetings will be formally called by the Chairperson or Vice Chairperson or by the Secretary on direction in writing of two directors.
- vi) Notice of Directors' meetings shall be delivered, emailed or telephoned to each director not less than two days before the meeting is to take place.
- vii) For the first meeting of the Board of Directors held immediately following the election of directors at the annual meeting of the members, no notice shall be necessary in order to legally constitute the meeting, provided that a quorum of the directors be present.
- viii) For a meeting of the Board of Directors at which a director is appointed to fill a vacancy in the board, no notice shall be necessary to the newly appointed director.
- ix) The Board may appoint a day or days in any month or months for regular meetings at any hour to be named and of such regular meetings no notice need be sent.
- x) No error or omission in giving notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceeding taken or had at such meeting and any director may at any time waive notice of any such meeting and ratify and approve of any or all proceedings taken or had thereat.

## 7. Election of the Board of Directors

- i) The Directors of the Society shall be elected by a majority vote at the annual meeting of the Society in the year in which their term of office expires.
- ii) A director shall not be less than eighteen years of age.
- iii) The members of the Society may, by resolution passed by at least two-thirds of the votes cast at a general meeting, remove any director before the expiration of his/her term of office and may by a majority of the votes cast at the meeting, elect any person in his/her stead for the remainder of his/her term.



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- iv) Vacancies on the Board of Directors, however caused may so long as a quorum of directors remain in office be filled by the directors from among the qualified members of the Society, if they shall see fit to do so, otherwise, such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy.
- v) The directors shall serve without remuneration and no director shall directly or indirectly receive any profit from his/her position as such; provided that a director may be paid or reimbursed for reasonable expenses incurred by him/her in the performance of his/her duties and subject to preapproval by the Board of Directors.

## 8. Responsibilities of Specific Board Members

- i) The **Chairperson** shall, when present:
  - (a) preside at all meetings of the members of the Society and of the Board of Directors;
  - (b) be charged with the general management and supervision of the affairs and operations of the Society.
- ii) The Chairperson with the Secretary or other officer appointed by the Board for the purpose shall sign all by-laws and membership certificates.
- iii) During the absence or inability of the Chairperson, his/her duties and powers may be assumed by the Vice Chairperson or such other director as the Board may from time to time appoint for the purpose.
- iv) The **Secretary** shall normally be the secretary of the Board of Directors and shall:
  - a) attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for the purpose;
  - b) give all notices required to be given to members and to directors;
  - c) be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Society which he/she shall deliver up when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in resolution;
  - d) shall perform such other duties as may from time to time be determined by the Board of Directors.
- v) The **Treasurer**, or person performing the usual duties of a Treasurer, shall:
  - a) keep full and accurate accounts of all receipts and disbursements of the Society in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Society in such bank or banks as may from time to time be designated by the Board of Directors;
  - b) shall disburse the funds of the Society under the direction of the Board of Directors, taking proper vouchers thereof and shall render to the Board of Directors at the regular meetings thereof or whenever required, an account of all his/her transactions;
  - c) shall also perform such other duties as may from time to time be determined by the Board of Directors.
- vi) The duties of all other officers of the Society shall be such as the terms of their engagement call for or the Board of Directors requires of them.

## 9. Committees

- i) The Board of Directors may from time to time as deemed necessary appoint committees consisting of such numbers of directors and/or members as may be deemed desirable and may prescribe their duties.
- ii) Any committee appointed under subsection i may meet for the transaction of business, adjourn and otherwise regulate its meeting as it thinks fit.



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- iii) Unless otherwise determined by the Board of Directors, two members of a committee appointed under subsection i shall be a quorum.
- iv) Questions arising at any meeting of a committee appointed under these bylaws shall be decided by a majority of votes and in case of an equality of votes the chairman of the meeting shall have a second or casting vote.
- v) The Chairperson of the Board of Directors shall be an ex officio member of all committees and, as such, shall have all the privileges of membership thereon.
- vi) Each committee shall transact its business as is delegated to it in these bylaws and such additional business as may be referred to it by the Chairperson or the Board. Except where special authority is given by the Board, such committees shall not take action until a report has been made and approved by the Board.

## 10. WindUp of Society

- i) The Society can only be dissolved with the approval of a motion to that effect, provided that a Notice of Motion has been given in writing, signed by two Directors and submitted to the Secretary for discussion at a special Board meeting, not more than 30 days in the future. The motion shall be passed only if approved by a minimum 50% plus one Director
- ii) Any residual assets at time of the windup or dissolution will be donated to the Friends of Presqu'île or other non-profit organization(s) that promote the Aims & Objectives of PPLPS after ensuring any outstanding invoices, etc. are paid off.

## 11. Legalities

- i) Every director or officer of the Society or other person who has undertaken or is about to undertake any liability on behalf of the Society and their 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 funds of the Society, *to a maximum of the Society assets*, from and against:
  - a) all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him for or in respect of any act, deed matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her office or in respect of any such liability;
  - b) all other costs, charges and expenses which he/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/her own willful neglect or default.





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- ii) No director or officer for the time being of the Society shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity of for:
- a) any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Society;
  - b) the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Society shall be placed out or invested;
  - c) any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or association with whom or which any moneys, securities or effects shall be lodged or deposited;
  - d) any other loss, damage or misfortune whatever which may happen in the execution or supposed execution of the duties of his/her respective office or trust or in relation thereto unless the same shall happen by or through his/her own willful default.
- iii) The Society shall keep at its principal office a record of members, reports and governing documents.
- iv) All books and records of the Society may be inspected by any member in good standing.
- v) Deeds, transfers, licenses, contracts and engagements on behalf of the Society shall be signed by either the Chairperson or the Vice Chairperson and by the Secretary.
- vi) Financial contracts in the ordinary course of the Society's operations may be entered into on behalf of the Society by the Chairperson, Vice-Chairperson, Treasurer or by any person authorized by the Board plus the Treasurer. All subject to prior approval by the Board of Directors
- vii) Any two of the Chairperson, Vice-Chairperson, the Directors, Secretary or Treasurer, or any two persons from time to time designated by the Board of directors may:
- a) transfer any and all shares, bonds or other securities from time to time standing in the name, of the Society in its individual or any other capacity or as trustee or otherwise;
  - b) accept in the name and on behalf of the Society transfers of shares, bonds or other securities from time to time transferred to the Society;
  - c) make, execute and deliver any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or Society.
- viii) Notwithstanding any provisions to the contrary in the by-laws of the Society, 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 obligations of the Society may or shall be executed.
- ix) Directors having charge or control of Society funds shall request a Police Check as may be required by the Board for the safe custody of the funds of the Society, cost of bond to be borne by the Society.
- x) The Society shall be carried on without purpose of gain for its members, and any profits or other gains to the Society shall be used in promoting its Aims and Objectives.
- xi) In these by-laws and in all other by-laws of the Society hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the female gender, as the case may be, and vice versa, and references to persons shall include firms.
- xii) These bylaws may be amended at any regular meeting of the members, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been provided to each member at least ten (10) days before such meeting.



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*Certified that the above Bylaws were adopted at a regular meeting of the PPLPS held on January 17, 2013 and amended at the AGM on September 8, 2014, and at the AGM on September 19, 2016.*

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*Chair Spencer Dennis*

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*Secretary John Warner*