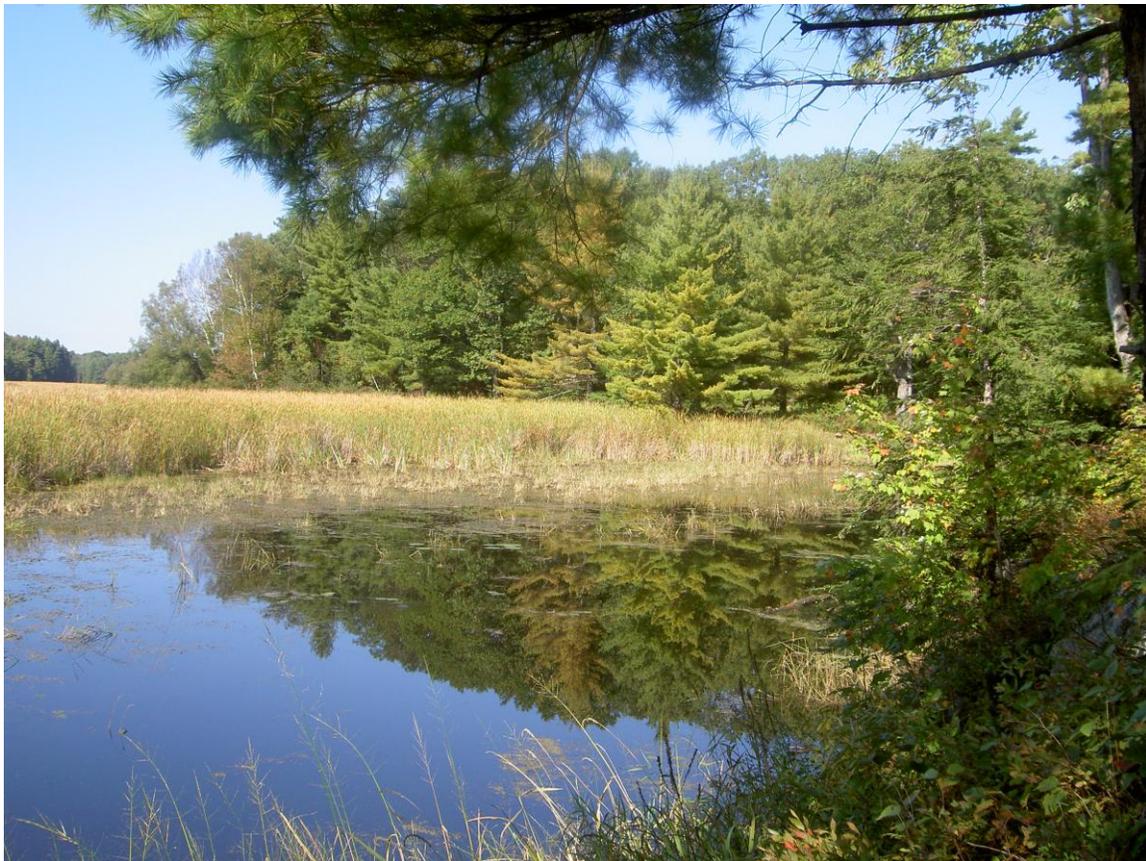


Be Part of the Big Changeover!

This is your official invitation to come to the A2A Annual General Meeting March 23rd 10:00 to 3:00 at the Brockville Museum 5 Henry St., Brockville Ontario. Lunch and refreshments will be provided.

**Directions below*

You will be involved in making the decisions that will allow A2A to broaden its mandate and structure to serve partnering organizations and to function more effectively on the American side of the St. Lawrence. In addition to electing a new Board of Directors, members will be voting on a draft bylaw to change the name of the organization to The Algonquin to Adirondacks Collaborative, amend the organization's objects and amend and consolidate its bylaws. We will also be looking over a new Strategic Plan. Please RSVP at emconger.lostbay@gmail.com



Background:

Results of two major workshops, held in 2012, concluded that scientifically the A2A initiative is essential to healthy native wildlife populations and human well-being in the years to come, and that in order to fulfill its mandate, the organization needed to broaden its focus. Acting on the advice of the proceedings of these two workshops, an Interim Board was formed, and by it, a number of committees. They will be recommending changes for us to consider at the AGM. We hope that you can be part of this historic meeting, while meeting new and old friends!

*Directions from the 401: Take Hwy. 29 (Stewart Blvd.) exit south and keep going until the road winds around the Brockville courthouse, and then continue south on the same street, now called William. You'll then cross King Street. Continue south down the hill (street now called Broad) until you come to Water Street, where you must turn or end up on a dead end at the St. Lawrence. Turn right (west) and go for 4 ½ blocks, passing the Beer Store and Hardy Park. The Museum is at the west side of the park at the corner of Henry and Water St. Phone number (613) 342 -4397.

[Attached bylaw 10]

Bylaw Number 10

To Change the name of A2A, to amend its objects,
and to amend and consolidate its bylaws

Passed at the Annual General Meeting of
Algonquin to Adirondacks Conservation Association
Held at Brockville
Saturday, 23 MArch 2013

BE IT ENACTED, and it is hereby enacted as Bylaw Number 10 of the Algonquin to Adirondacks Conservation Association that:

A.) THE NAME OF THE ALGONQUIN TO ADIRONDACKS CONSERVATION

ASSOCIATION be, and it is hereby changed to Algonquin to Adirondacks Collaborative (A2A).

B.) THE OBJECTS OF THE ALGONQUIN TO ADIRONDACKS CONSERVATION

ASSOCIATION be, and they are hereby amended by adding the words highlighted hereunder in red to the Objects of the Corporation, so that the Objects state:

The Objects of the Corporation are:

- (i) To sustain a functional habitat of connected natural areas across highlands, valleys, rivers, wetlands, and human barriers and boundaries that will enhance **biodiversity, mitigate impacts of a changing climate, and facilitate** the survival and movement of healthy wildlife **in the region surrounding, encompassing, and connecting** Algonquin and Adirondack Parks.
 - (ii) To conduct research concerning **biodiversity**, wildlife, the environment, **and the impacts of a changing climate** in the Algonquin to Adirondack region, and to make this research available to the public;
 - (iii) To educate the public concerning the heritage and environmental issues and character of the Algonquin to Adirondack region;
 - (iv) To undertake activities that are incidental and ancillary to the above charitable objects;
- and

(v) To collaborate with like-minded, non-profit organizations to achieve the above objectives.

C.) ALL EXISTING BYLAWS OF THE ALGONQUIN TO ADIRONDACKS

CONSERVATION ASSOCIATION be, and they are hereby revoked and replaced by the following consolidated bylaw:

CONSOLIDATED BYLAW NUMBER 10 OF:
ALGONQUIN TO ADIRONDACKS COLLABORATIVE (A2A)
(hereinafter referred to as “the Corporation”)

NAME

1. The English name of the Corporation is Algonquin to Adirondacks Collaborative, otherwise identified as A2A. The French name of the Association is La Collective d’ Algonquin à Adirondacks, also otherwise identified as A2A.

OBJECTS

2. The Objects of the Corporation are:
 - (i) To sustain a functional habitat of connected natural areas across highlands, valleys, rivers, wetlands, and human barriers and boundaries that will enhance biodiversity, mitigate impacts of a changing climate, and facilitate the survival and movement of healthy wildlife in the region surrounding, encompassing, and connecting Algonquin and Adirondack Parks.
 - (ii) To conduct research concerning biodiversity, wildlife, the environment, and the impacts of a changing climate in the Algonquin to Adirondack region, and to make this research available to the public;
 - (iii) To educate the public concerning the heritage and environmental issues and character of the Algonquin to Adirondack region;
 - (iv) To undertake activities that are incidental and ancillary to the above charitable objects; and
 - (v) To collaborate with like-minded, non-profit organizations to achieve the above objectives.

CORPORATE SEAL

3. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation. (The seal need not be imprinted until after its use has been directed by the board of directors).

HEAD OFFICE

4. Until changed in accordance with the Act, the Head Office of the Corporation shall be in the County of Leeds and Grenville in the Province of Ontario.

CONDITIONS OF MEMBERSHIP

5. Membership in the association shall be limited to individual persons, and individual representatives of non-profit organizations whose objectives align with those of the Corporation. Membership shall also be limited to members in good standing. The membership year is the calendar year. Any annual membership renewed after September 1st is valid until December 31st of the following year. A member whose membership has been renewed for the current year is a member in good standing.
6. Membership fees or dues may be set from time to time by the board of directors.
7. Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the secretary of the Corporation.
8. Any member may be required to resign by a vote of three-quarters (3/4) of the members at an annual meeting.

MEMBERS' MEETINGS

9. The Annual General Meeting (AGM) of the members shall be held in the County of Leeds and Grenville within 90 days after the end of the Corporation's fiscal year,.

10. At every Annual General Meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. The Annual General Meeting shall be empowered to:
- (a) approve the minutes of the previous annual meeting,
 - (b) approve or vary the future work program and budget of the Corporation,
 - (c) elect officers for the Corporation,
 - (d) review the Letters Patent and By-Laws of the Corporation,
 - (e) receive reports from committees;
 - (f) reaffirm commitment to the purposes of the Corporation;
 - (g) deal with such other matters as may be brought forth by the Board, individual members or staff of the Corporation.
11. The board of directors or the president or vice-president shall have power to convene, at any time, a general meeting of the members of the Corporation. The board of directors shall convene a general meeting of members on written requisition of one-third (1/3) or more of the members.
12. Each member shall be sent, at twenty-one (21) days in advance, written notice, by delivery, by mail, or by email, of the date, time, and location of any Annual General Meeting or other general meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken. Each voting member present at a meeting shall have the right to exercise one vote. However, members who applied for membership thirty (30) or fewer days before an Annual General Meeting or other general meeting shall not be entitled to vote at the said Annual General Meeting or other general meeting.

13. Any three members in good standing may put forward a resolution for a vote at an Annual General Meeting or other general meeting.
14. A majority of the votes cast by the members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the Act or these By-laws. Robert's Rules of Order shall be used as a guide to conduct general meetings.
15. No error or omission in giving notice of any Annual General Meeting or other general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken at that meeting. Any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken at that meeting. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his or her last address recorded on the books of the Corporation

COLLABORATING PARTNERS

16. A collaborating partner is a non-profit organization whose activities align with A2A's Vision, Mission, and Objects, and which participates with A2A and other collaborating partners to develop coordinated initiatives .
17. The Corporation may distribute funds to collaborating partners, and otherwise take measures necessary for the implementation of initiatives by collaborating partners.
18. In the event that the Corporation provides funding to a collaborating partner, the Corporation shall require that the collaborating partner report periodically on progress under the initiative. If progress reports are not satisfactory to the Corporation it may withhold future funding. Terms of funding shall be decided by the board of directors.

ACTIVITIES IN THE UNITED STATES

19. In the event that an organization is established in the United States to further the objects of the Corporation in that jurisdiction, the Corporation will enter a joint partnership agreement with such organization, satisfactory to the Charities Directorate of the Canada Revenue Agency, to maintain control of, and to monitor the use of, Canadian funds in the United States.

BOARD OF DIRECTORS

20. The property and business of the Corporation shall be managed by a board of directors, comprised of a minimum of five (5) and a maximum of fifteen (15) directors at any time. The number of directors shall be determined from time to time 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 at a general meeting duly called for the purpose of determining the number of directors to be elected to the board of directors.

21. A minimum of two (2) directors shall be Canadian, and two (2) American. An effort shall be made to balance representation from both the United States and Canada.

22. Directors must be individuals, 18 years of age, with power under law to contract. A director must be a member in good standing of the Corporation for at least 30 days prior to election.

23. Directors shall be elected for a two-year term. In any one year, half of the number of directors (or as near to half as is possible) shall be elected; in the following year the remaining number of directors shall be elected.

24. The election of directors shall proceed by secret ballot. Each member in good standing may vote for a candidate for each vacancy on the board. Candidates for vacancies who received a majority of votes in their favour shall be elected to fill the vacancies. If no candidate for a vacancy has a majority, the candidate with the least number of votes shall retire, and a vote shall be held for the remaining candidates, and this procedure shall be followed until a candidate has received a majority

of the votes. Each member present at the meeting is entitled to one ballot on each occasion where there is voting, and there are no proxy votes allowed.

25. The office of director shall be automatically vacated:

- a) if at a general meeting of members, a resolution is passed by the members present at the meeting that he or she be removed from office;
- b) by a 3/4 vote of the other directors which vote shall be taken if a director violates conflict of interest procedures or if a director misses 3 consecutive board meetings;
- c) if a director resigns his or her office by delivering a written resignation to the President;
- d) if he or she is found by a court to be of unsound mind;
- e) if he or she becomes bankrupt or suspends payment or compounds with his creditors;
- f) on death.

26. The board may, at any board meeting, fill vacancies on the board by majority vote by appointing directors to temporarily fill vacancies until the next election of directors.

27. The directors shall receive no compensation for acting as such. The directors may be reimbursed according to procedures specified by the board for reasonable expenses incurred by them in the performance of their duties as a member of the board. No director shall directly or indirectly receive any profit from his or her position as such. The Corporation may calculate and publish the in-kind value of the time donated by board members and other volunteers. Nothing herein contained shall be construed to preclude any director from serving the Corporation as an officer or in any other capacity and receiving compensation therefor. However, in cases where such a director would benefit financially from a decision by the board, he or she shall declare a conflict of interest and refrain from voting.

28. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his or her retirement is accepted and his or her successor is elected or appointed.
29. The board may appoint, at any time, non-voting special advisors to the Board to benefit from specific expertise or representation, and may call upon past directors, elders, or other special advisors for such support.

POWERS OF DIRECTORS

30. The directors of the Corporation may 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 letters patent or otherwise, authorized to exercise and do. The directors of the Corporation shall actively seek out partnerships with others as a means to achieve shared goals.
31. The 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 interest of the association in accordance with such terms as the board of directors may prescribe. The board of directors is hereby authorized, from time to time
- a) to borrow money upon the credit of the Corporation, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the board of directors in its discretion may deem expedient;
 - b) to limit or increase the amount to be borrowed;
 - c) to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently

owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

32. 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.
33. The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to time 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.
34. Remuneration for all officers, agents and employees and committee members shall be fixed by the board of directors by resolution.

DIRECTORS' MEETINGS

35. Meetings of the board of directors may be held at any time and place to be determined by the directors, provided that 48 hours written notice of such meeting shall be given, by delivery or by email, to each director. Notice by mail shall be sent at least 14 days prior to the meeting. There shall be at least one (1) meeting 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 meeting of the board of directors of the association 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.
36. A minimum of three directors shall constitute a quorum.
37. Decisions of the board of directors shall be made by consensus whenever possible. Consensus occurs when all directors present agree not to oppose a clear motion articulated by the chair. The chair may put a particular question to a vote only if he/she deems that sufficient discussion has occurred to seek consensus, and he/she deems that consensus on the particular question is not readily achievable, and all of the directors present consent to resolve the question by a vote. Each

director present is authorized to exercise one (1) vote and a simple majority will resolve the question.

38. If all members of the board consent, board meetings may be held by conference telephone, video conference, or other communications facilities that permit all persons participating in the meeting to hear each other. A person participating in such a meeting is deemed to be present at the meeting. Minutes of such meetings will be kept and made available upon request to members of the Corporation.
39. Meetings of the board, committees, working groups etc. are open to any member in good standing, and to others as the board may decide, except where the chair determines that confidentiality is needed to discuss financial, personnel, or property matters.
40. Any meeting of the board of directors shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Corporation.
41. It shall be the duty of every director of the Corporation who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Corporation, to declare such interest and refrain from discussing or participating in discussions and to refrain from voting in respect of the contract or arrangement or proposed contract or proposed arrangement.
42. All directors who are involved in or associated with, directly or indirectly, projects which are funded by the Corporation, have an ongoing duty to declare a conflict of interest at the outset of the discussions of these projects. The director shall be excused from the meeting room for the debate, shall refrain from discussion and is not entitled to vote on any matter around which a conflict is declared.

INDEMNITIES TO DIRECTORS AND OTHERS

43. Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it 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 the funds of the Corporation, from and against;

- a) all costs, charges and expenses 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 or her, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability;
- b) all other costs, charges and expenses which the director 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 own willful neglect or default.

OFFICERS

- 44. The officers of the Corporation shall be a president, vice-president, secretary and treasurer and any such other officers as the board of directors may by bylaw determine. Any two offices except president and vice-president may be held by the same person. Officers must be members of the board of directors. The president and the treasurer shall be Canadian.
- 45. After the election of each new board, the board shall appoint these officers from among its membership.
- 46. The officers of the Corporation shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the board of directors at any time.

DUTIES OF OFFICERS

- 47. The president shall chair all meetings of the Corporation and of the board of directors. The president shall have the general and active management of the affairs of the Corporation and shall see that all orders and resolutions of the board of directors are carried into effect.

48. The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed upon him or her by the board of directors. In the event that the president and vice-president are both absent, the directors present shall choose one (1) of their number to chair the meeting.
49. 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 in securities as may be designated by the board of directors 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 disbursements, and shall render to the president 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. He or she shall also perform such other duties as may from time to time be directed by the board of directors.
50. The secretary may be empowered by the board of directors, upon resolution of the board of directors, to carry out the affairs of the Corporation generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The secretary shall give or cause to be given notice of all meetings of the members and of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision he or she shall be. The secretary shall 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. He or she shall maintain a list of enrolled members and their addresses.
51. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board of directors requires of them.

COMMITTEES

52. The board of directors may appoint committees whose members will hold their offices at the will of the board of directors. The directors shall determine the duties of such committees and may fix by resolution, any remuneration to be paid.
53. The board shall appoint a nominations committee to solicit names, recruit potential directors and to nominate candidates for the election of directors at general meetings of the Corporation. Nominations shall be received by the nominations committee.

EXECUTIVE COMMITTEE

54. There shall be an executive committee composed of directors who shall be appointed by the board of directors. The executive committee shall exercise such powers as are authorized by the board of directors. Any executive committee member may be removed by a majority vote of the board of directors. Executive committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.
55. Meetings of the executive committee shall be held at any time and place to be determined by the members of such committee provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each member of the committee. Notice by mail shall be sent at least 14 days prior to the meeting. (No less than 2) members of such committee shall constitute a quorum. No error or omission in giving notice of any meeting of the executive committee or any adjourned meeting of the executive committee of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

EXECUTION OF DOCUMENTS

56. Contracts, documents or any instruments in writing requiring the signature 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 aCorporation 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 may 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

57. Minutes of the annual meetings, special and regular board meetings, or meetings of committee, subcommittee, working group, task force, or advisory council meetings shall be made available for review to any member good standing of the Corporation by request.
58. The minutes of the board of directors (and the minutes of the executive committee) shall be available to the board of directors, each of whom shall receive a copy of such minutes.

FINANCIAL YEAR

59. Unless otherwise ordered by the board of directors, the fiscal year end of the association shall be December 31.

AMENDMENT OF BY-LAWS

60. The by-laws of the Corporation not embodied in the letters patent may be repealed or amended by bylaw, or a new bylaw relating to the requirements of subsection 155(2) of the Canada Corporations Act, may be enacted 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 at a meeting duly called for the purpose of considering the said bylaw, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

AUDITORS

61. The members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the Corporation, which shall be reported to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the board of directors.

BANKING

62. The board shall appoint three officers of the Corporation as authorized co-signers. All financial transactions, such as cheques and bank drafts, shall require the signature of two of the three co-signers. The banking business of the association shall be transacted with such banks, trust companies and other firms or associations as may from time to time be authorized by the board.

BOOKS AND RECORDS

63. The directors shall see that all necessary books and records of the association Corporation required by the by-laws of the association or by any applicable statute or law are regularly and properly kept.

RULES AND REGULATIONS

64. The board of directors may prescribe such policies, 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 policies, rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members, they shall at and from that time cease to have any force and effect.

INTERPRETATION

65. In these by-laws and in all other by-laws of the Corporation 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, where necessary, include firms and corporations.

D.) THE ALGONQUIN TO ADIRONDACKS CONSERVATION ASSOCIATION BE, AND IS HEREBY AUTHORIZED to make application to the Minister of Industry for the issue of Supplementary Letters Patent to:

i.) change the name of The Algonquin to Adirondacks Conservation Association to Algonquin to Adirondacks Collaborative,

ii.) amend the Objects of The Algonquin to Adirondacks Conservation Association, and to confirm this Consolidated Bylaw Number 10.

E.) THE ALGONQUIN TO ADIRONDACKS CONSERVATION ASSOCIATION BE, AND IS HEREBY AUTHORIZED to seek approval from the Charities Directorate of the Canada Revenue Agency for the changes referred to in item D above.

F.) THE BOARD OF DIRECTORS BE, AND IT IS HEREBY AUTHORIZED to make any alterations to the changes referred to in Item D above which are required by the Ministry of Industry or by the Charities Directorate of the Canada Revenue Agency.

G.) THAT THE DIRECTORS AND OFFICERS OF THE ALGONQUIN TO ADIRONDACKS CONSERVATION ASSOCIATION ARE HEREBY AUTHORIZED and directed to do, sign, and execute all things, deeds, and documents necessary or desirable for the due carrying out of the foregoing.

PASSED UNANIMOUSLY AND ENACTED at an annual general meeting of the members of The Algonquin to Adirondacks Conservation Association held at Brockville, Ontario, on Saturday, this 23rd day of March 2013.

