

Tinnerman Canoe Base Foundation Proposal

Dan Wilcox, Bill Blake and Nick Bohr December 4, 2011

Introduction

In response to the Greater Cleveland Boy Scout Council's (GCC) September 20, 2011 vote to cease operating the Tinnerman Canoe Base (TCB) and offer it for sale, many TCB alumni expressed disappointment. A number of alternatives for continued future use of TCB as a canoe base for young people were proposed. Bill Blake, Friends of Tinnerman/Tinnerman Guide Association (FOT) board member, identified some alternative approaches for TCB's future (Attachment 1).

In response to the GCC decision to sell the TCB, FOT member Bill Blake set up a Tinnerman email listserv to communicate with TCB alumni about the future of the base. The listserv had about 93 members as of November 23, 2011. FOT member Mark Albertson conducted a survey of listserv members about alternative futures for the TCB. The majority of the 40 respondents (as of November 3, 2011) preferred the private foundation approach for a TCB future. The respondents in the initial survey indicated that they are willing to donate a total of \$174,500 by April 1, 2012. The initial survey indicates that there is strong support among TCB alumni for the foundation-supported future TCB approach.

This proposal describes a future where TCB would be acquired, improved and maintained by a private foundation.

The foundation would initially organize, raise funds, acquire TCB from the GCC and make improvements to the camp to enable it to be used as a canoe base for scouts.

The foundation would lease the TCB to one or more BSA councils to be operated as a canoe base during a number of weeks in the summer. The participating BSA Council(s) would operate TCB through promotion, recruitment of one or more Camp Directors, guides, scout crews and adult leaders, and through conduct of all camp operation logistics.

The foundation would also raise funds on a continuing or major endowment basis to conduct annual routine and major maintenance of TCB, provide stipends for returning guides, and provide financial assistance to scout troops and explorer posts for 'camperships' to attend TCB. The Foundation would work with the lessee BSA council(s) to maintain and operate TCB in a condition that meets BSA, Ontario Ministry of Environment (OME) and Parks Canada standards.

New or Existing Foundation?

A foundation to acquire and improve the TCB, lease it to the BSA for use as a canoe base, maintain it and assist with stipends for returning guides and camperships for scouts on a long-term continuing basis would require a dedicated and active Board and volunteer membership.

A new foundation could be organized and registered as a 501(c)(3) non-profit charitable corporation with the State of Ohio and the IRS. Starting a new foundation would require recruiting a new board and membership, drafting new rules and bylaws, legal registration and development (fundraising).

The FOT is an existing foundation (non-profit 501 (c) (3) corporation) established in 1998 with a mission to promote the TCB.

The current FOT board and members are sincerely interested in continued use of the TCB as a canoe base for young people. They have invested considerable volunteer effort to further use of the TCB by scouts and have been very disappointed by the GCC decision to discontinue use of the camp. Some FOT directors and members may be interested and willing to assist with a new foundation to accomplish acquisition, improvement and continued use of the TCB.

During a November 28, 2011 conference call, although a quorum was not present and no decisions were made, FOT board and members appeared to NOT want to amend the FOT by-laws to become a private foundation whose charter would enable the acquisition of Tinnerman Canoe Base (TCB).

The FOT does NOT want to make appeals or appear in any way to be collecting funds or membership dues if people mistakenly believe those monies would go to the acquisition of TCB.

The FOT appeared to want to continue to pursue an Endowment of Camperships, as it voted to do last September.

During the November 28, 2011 FOT conference call, it was recommended that a separate (non-FOT) Exploratory Committee be formed to determine the feasibility of a new private foundation to purchase, improve and maintain the TCB.

Following the November 28, 2011 FOT conference call, TCB alumni Bill Blake, Nick Bohr and Dan Wilcox discussed some next steps to explore the feasibility of a new TCB Foundation. We have decided to use the TCB email list serve to contact other TCB alumni to examine the strength of interest in forming a new foundation, acquiring TCB and making it available for scouts to use in the future.

This proposal for a new TCB Foundation is provided as background information for the accompanying second survey of TCB alumni.

Route Forward

Some steps are suggested for a new TCB Foundation toward purchasing the TCB and ensuring its future as a canoe base for use by scouts.

- 1) A new TCB Foundation could be established as a 501(c)(3) non-profit charitable corporation with bylaws and articles of incorporation registered with the State of Ohio and with the IRS. Suggested draft bylaws and articles of incorporation are included in

Attachments 2 and 3. These draft bylaws and articles of incorporation are modeled after those of the FOT. The draft organizing documents would be reviewed in detail by a new TCB Foundation board of directors and refined with attention to legal sufficiency prior to filing with the State of Ohio and with the IRS.

Recommendation 1: If the second survey of TCB alumni indicates feasibility of starting a new foundation, a volunteer board of directors could be formed.

Recommendation 2: The new TCB Foundation board of directors could review and refine the draft bylaws and articles of incorporation and then register the new organizing documents with the State of Ohio and with the IRS.

- 2) Since acquisition by the Cleveland Council in the 1960s, many scouts, scout leaders, guides and volunteer maintenance crew members have been to TCB. They retain lifetime memories of their experiences there. The TCB 'alumni' group is large. Many are Eagle Scouts and are successful in many walks of life. The TCB alumni group and philanthropic foundations that promote youth development in the Cleveland Ohio area have the capacity to fund acquisition, improvements and continued use of TCB by scouts.

Recommendation 3: The new TCB Foundation could engage the assistance of an experienced non-profit organization development coordinator, either as a volunteer board member or as a contract employee, to design and conduct a development campaign to raise funds.

Recommendation 4: The new TCB Foundation could expand its membership and fund-raising by using and expanding the recently-established Tinnerman email listserv. Bill Blake, Mark Albertson and others are already working on this.

- 3) The TCB is currently listed for sale by the GCC with an asking price of \$499,000. See: <http://www.narozanskinorthrealtyinc.com/listman/listings/l0497.html> There does not appear to be any legal restrictions against U.S.A. citizen or non-profit foundation ownership of real estate in Ontario.

Recommendation 5: The new TCB Foundation could initiate a development campaign as soon as possible to raise funds from TCB alumni, businesses and foundations in the Cleveland area via the listserv, by direct mail, volunteer phone banks, and other outreach techniques. The TCB Foundation could consult with real estate experts, examine the appraisal, and decide on a price to offer for purchase of the TCB. The TCB Foundation could also work with a major donor to obtain a development grant and/or loan to acquire the TCB. When funds and/or pledges in excess of the amount to offer are acquired, an offer to purchase the TCB could be extended to the GCC through the listing real estate agent.

- 4) One of the factors leading the GCC to decide not to continue operating the TCB is the OME requirement to upgrade the septic system. The GCC commissioned Canadian Shield Consultants of St. Charles, Ontario (an engineering consulting firm) to prepare a design and cost estimate for an upgraded septic system. The design would meet OME requirements for the camp with continued use of the existing flush toilets and a maximum on-base population of approximately 100 people. The design and cost estimate for \$141, 250 (Canadian) was submitted on January 25, 2011 (Figure 1, Attachment 5).

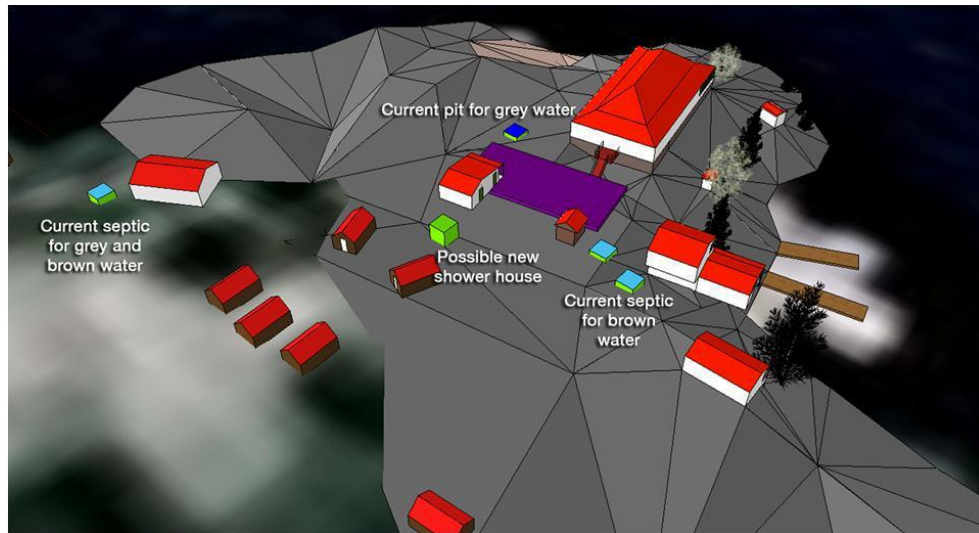


Figure 1. Potential layout design for an upgraded septic system at TCB by Canadian Shield Consultants.

The design and cost of improvements to the TCB septic system to meet OME requirements for continued use as a canoe base depends on how the camp would be operated in the future. A number of suggestions have been proposed for future use of TCB and associate septic system upgrades:

- A) Operate TCB minimally, using the base as summer residence for camp staff and guides and for storage of canoes, boats and equipment. All scouts and leaders would leave and return on canoe trips via Hartley Bay Marina. Remove all flush toilets, install outhouses and grey water leach systems that meet OME requirements. Advantages: Low cost for septic system upgrades, low cost for water transport of people and supplies between TCB and Hartley Bay, likely to meet OME requirements. Disadvantages: Scouts and adult leaders wouldn't experience TCB, logistical difficulties with scouts arriving and returning at Hartley Bay Marina.
- B) Operate TCB as was done previously but without flush toilets. Remove all flush toilets, install outhouses and grey water leach systems that meet OME requirements. Advantages: Low cost for septic system upgrades, scouts and adult leaders experience

TCB, fewer logistical difficulties with scouts arriving and returning. Disadvantages: Higher costs for water transport of people and supplies between TCB and Hartley Bay, may not meet OME requirements.

- C) Operate TCB with a smaller maximum number of people on base and without flush toilets. Remove all flush toilets, install outhouses and grey water leach systems that meet OME requirements. Operate TCB as was done previously but shift arrival and departure times of crews. Advantages: Low cost for septic system upgrades, scouts and adult leaders experience TCB, likely to meet OME requirements. Disadvantages: Higher costs for water transport of people and supplies between TCB and Hartley Bay, logistical difficulties with scouts arriving and returning.
- D) Operate TCB as was done previously. Retain existing flush toilets and water system. Improve the septic system to meet OME requirements. Advantages: Scouts and adult leaders experience TCB. Would meet OME requirements. Fewer logistical difficulties with scouts arriving and returning. Disadvantages: High cost of upgrading septic system, change in base layout. Higher costs for water transport of people and supplies between TCB and Hartley Bay.

Recommendation 5: The new TCB Foundation could form a standing committee to explore alternative strategies for future use of the TCB and upgrade of the septic system. The standing committee could include people experienced with TCB operation, engineering and environmental compliance. The standing committee could consult with the OME and with Canadian Shield Consultants to develop a plan to submit to the TCB Foundation board for approval. The TCB Foundation would raise funds sufficient to implement the plan and proceed to contract for construction of septic system improvements. The TCB Foundation could also contract for construction management to ensure that the improvements are constructed to specifications.

- 5) The primary intent of a foundation approach for acquiring the TCB is to provide for its continued use as a canoe base by scouts and their adult leaders. This would require a lease arrangement with one or more BSA councils for summer use. It would also require that the TCB is maintained to meet BSA standards for a high-adventure camp.

Recommendation 6: The TCB Foundation could enter into a lease with the GCC and/or other BSA scout councils for use of the TCB. Terms of the lease would provide for the council(s) to conduct promotion of the camp, recruitment of camp staff and guides, recruitment of scout crews and their adult leaders, and all logistics for transportation, food, fuel, boats, licenses and permits for camp operation. The lease could include payment to the TCB Foundation to at least partially fund annual maintenance costs.

Recommendation 7: The TCB Foundation could establish a standing committee to oversee TCB operations. The standing committee could arrange for routine maintenance by volunteers and BSA summer staff, oversee use of the TCB by the BSA, arrange for major repairs and improvements by volunteers and contractors, and maintain liaison with the OME,

Parks Canada, and river neighbors. A TCB Foundation representative could reside at TCB during the summer months to coordinate use of the base with the BSA Camp Director(s).

- 6) One of the most enriching experiences of TCB alumni has been to serve as a guide. The TCB guides are an outstanding group who have greatly contributed to the experience of all the scouts, adult leaders, camp staff and volunteers who have been to the TCB. The FOT has raised funds to provide stipends to returning guides. The FOT may do so in the future, but that is uncertain.

Recommendation 8: The TCB Foundation could raise funds to provide stipends to returning guides and BSA Camp Directors.

- 7) TCB alumni all have lasting memories of their experiences in the lower French River area. We know that it is a truly special place. A way can be made for scouts to continue to go on canoe trips in the lower French River area and to gain from that experience.

Recommendation 9: The TCB Foundation could raise funds to provide ‘camperships’ for BSA troops and Explorer posts and Girl Scout troops to go on canoe trips in the lower French River area.

Attachment 1. Alternative futures for TCB by Bill Blake.

Possible Approaches	Description	Pros	Cons	Contact
Private Foundation	Foundation formed to own & operate base (like Camp Tuscazoar in OH)	Base would operate much like it did under Greater Cleveland Council	Must quickly form & fund foundation	Kevin O’Donnell kevin.odonnell@att.net
Alumni-Owned Camp	Group of alumni buy base	Scout-friendly; Faster possible purchase	Finding a few wealthy buyers; Contract between buyers	Dave Zbasnik dzbasnik@austin.rr.com
Club Membership, Ownership	Large, dues-paying membership buys & operates base	Available to youth groups; On-going revenue stream for maintenance	How to structure ownership?	Mark Albertson mark@albertson.com

Scout-Friendly Private Ownership	Private owner (e.g. family) sympathetic to scout crew use	Scout trips still available	Restricted base use; Insecure future	Bill Blake bblake@sonic.net
Basic Base	Base only used for equipment storage — scouts don't stay there	Avoid \$200,000 septic upgrade	Still need to buy, via foundation, alumni or other means	Bill Blake bblake@sonic.net
Another Youth Organization	Find a group (e.g. Christian, etc.) to buy base	Base still serves hundreds of youth each summer	Availability to scouts could be limited or eliminated; Lots of camps now for sale	Blog on saving Boy & Girl Scout camps: Savecamps.org
Commercial Base Camp	Commercial operator/owner operates a "DIY" base for families, groups, and scouts	May thru November operation allows for more use & better financial returns	Scouts may be limited to one or two crews a week	Bill Blake bblake@sonic.net
Camperships	Proceeds from sale go into permanent "campership" endowment fund.	Cleveland Council administers endowment that helps future scouts go on week long canoe trips; Fund available for additional GCC fundraising	How to make certain the endowment is "permanent"?	Steve Bittance bittance@hotmail.com

Email Listserv for The Future of Tinnerman Canoe Base:

<http://lists.sonic.net/mailman/listinfo/tinnerman>

DRAFT

BY-LAWS

AND STANDING RULES

OF

TINNERMAN CANOE BASE FOUNDATION

(Drafted December 3, 2011)

I. NAME

This organization shall be known as the *Tinnerman Canoe Base Foundation*, (hereinafter in this document referred to as the “Foundation”).

II. ORGANIZATION / PURPOSE / JURISDICTION

Section 1. **ORGANIZATION.** The Foundation shall operate as a nonprofit organization.

Section 2. **PURPOSE.** Subject to the Foundation’s Articles of Organization filed with the Ohio Secretary of State (Document Id. No. _____), the Foundation shall attempt to purchase the Tinnerman Canoe Base (TCB), make improvements, maintain the TCB and make it available ~~for use~~ as a canoe base with priority use by Boy and Girl Scouts and secondary use by other organized youth groups that meet the criteria of the Foundation. The Foundation shall assist Boy Scouts of America Council(s) in the promotion of the TCB; the recruitment, training, and retention of guides and camp directors through the payment of stipends or such other acts as the Board of Directors may deem necessary, desirable or appropriate; and to provide young people with the experience of canoe travel and camping in the lower French River area.

Section 3. **JURISDICTION.**

(a) The Foundation shall have the right to establish membership contributions, dues and fees.

(b) The Foundation shall retain title to and ownership of all property and money donated by its members, and said property and money will be managed by the Officers and Board of Directors for the purposes of the Foundation. No members shall have any right, title or interest in any such property or money.

III. MEMBERSHIP

It shall be the policy of the Foundation to encourage membership by all persons who have attended TCB, who have been TCB guides, have volunteered in the aid of TCB in various capacities or have a genuine interest in the purposes of the Foundation. As used herein, the terms “Member,” “Members,” “general membership” and “membership” shall mean, as applicable, any person, or collectively, all such persons, who has paid the dues established by the Board of Directors to qualify as member for the duration of such person’s natural life (each, a “Life Member”) or any person who has paid in-full to the Foundation dues for the relevant period, as such dues may be established by the Board of Directors from time to time.

IV. MEETINGS

Section 1. **ANNUAL MEETING.** An annual meeting of the general membership shall be held each February at such time and place as specified by the Officers and Board of Directors for reports of interest to the general membership, the election of Directors, and for the transaction of other business on the agenda or that may come up during the course of the meeting.

Section 2. **SPECIAL MEETINGS.** Special meetings of the general membership may be called at any time by the President, by a majority of the Board of Directors, or by a petition signed by fifty (50) members of the Foundation or by ten percent (10%) of the members of the Foundation, whichever is the smaller submitted to the Secretary at least ten days prior to such meeting. The time and place of the meeting in each case shall be specified in the call for the meeting.

Section 3. **NOTICE OF MEETINGS.** A minimum of fourteen (14) days prior written notice of the Annual Meeting of the membership and a minimum of seven (7) days prior written notice of each special meeting shall be given to the members by electronic means or postal mail at their respective addresses as shown in the records of the Foundation. The date, time, place and purpose of the meeting shall be given in the call.

Section 4. **VOTING RIGHTS.** All members of the Foundation shall have the right to make motions and vote at any meeting of the general membership, either by attending the meetings in person or by telephone.

Section 5. **QUORUM.** Those Members present, either in person or by telephone, at any meeting of the general membership shall constitute a quorum.

V. BOARD OF DIRECTORS

Section 1. **POWERS.** The powers of the Foundation shall be exercised, its property controlled and its affairs conducted by its Board of Directors who shall have full and complete control and direction of the affairs of the Foundation, subject to the Articles of Organization, these By-Laws, and the action of the Members at any annual or special meeting.

Section 2. **LIMITATIONS.** Each Director shall be a Member of the Foundation, entitled to vote, and shall not receive any salary or compensation for his/her services as a Director.

Section 3. **COMPOSITION OF THE BOARD OF DIRECTORS.** The Board of Directors shall be composed of up to thirteen (13) and not less than seven (7) Members of the Foundation. The Board of Directors may also include the immediate two past Presidents of the Foundation and the Staff Advisor designated by the Council as ex-officio members. The Board of Directors of the Foundation may, if desired, add to its complement additional members who will sit as ex -officio Governors with no vote.

Section 4. **TERM.** The term of office of each Director shall be for a period of three (3) years commencing February 15th of the year in which elected. Each Director shall hold office until he shall resign or shall be removed or otherwise be disqualified to serve, or his successor shall be elected and qualified. When a vacancy occurs on the Board of Directors, such vacancy shall be filled by appointment by the President until the next annual election at which time the unexpired term shall be filled by election. The initial Board of Directors will recruited to serve one, two and three-year terms before standing for re-election to provide continuity and new Directors over time.

Section 5. **NOMINATION AND ELECTION.** An ad hoc nominating committee consisting of a Chair and at least four members will be selected by the Board of Directors at the meeting of the Board of Directors that occurs in October of the year before any Director's term expires for the purpose of nominating candidates for the Board of Directors. The President of the Foundation is not eligible to serve on the Nominating Committee. Should it be necessary to select a nominee to fulfill an unexpired term, the nominating committee will designate which nominee is to fill the vacancy. Additional nominations by any member of the Foundation may be submitted by mail to the Membership Secretary. Candidates for Director who have agreed to serve on the Board of Directors shall be submitted to the Membership Secretary by the Nominating Committee not later than the second week of December. An Official Ballot shall be mailed either electronically or by US Postal Service to the members of the Foundation at least fourteen (14) days prior to the annual election to be held each year in February to allow adequate time for the voting procedure to be completed and notification to the newly elected Directors who assume office on February 15th. Members may vote for as many candidates for the Board as there are vacancies to be filled by election. Members may vote in person at the meeting at which such election will be conducted, by U.S. Mail or by electronic mail. Members who elect to vote by mail shall return their ballots by mail or electronic means to the designated address specified in said ballot no later than the close of business on day prior to such meeting. All ballots not so received shall be void for all purposes. Votes cast in-person at the meeting may be cast by voice vote; provided, however, if requested by any Member and such request is seconded by another

Member, such vote can be conducted by means of a paper ballot or role call vote. All properly received ballots and any paper ballots cast at a meeting shall be opened and counted by the Immediate Past President with the Chair of the Nominating Committee and one other member of the Nominating Committee present to act as monitors. A majority shall elect. In the event of a tie for any given position, the President or his/her appointed representative shall finalize the election by conducting a straw ballot among the candidates involved.

Section 6. QUORUM. A quorum of the Board of Directors shall be five (5) members. In the event of a tie vote of the Directors with respect to any matter, the President, if he shall not heretofore have voted in such matter as a Director, shall be entitled to vote with respect to such matter. The Directors and Officers may vote by telephone. They shall not have the right to vote by proxy and/or by written notice or ballot.

Section 7. RESIGNATION OF DIRECTORS: If the activities of a Director prevent his participation in the affairs of the Foundation and/or if a Director does not participate in the affairs of the Foundation, including committee and/or Board of Directors meetings, he/she may be asked to resign. This action shall be taken when the best interest of the Foundation may be served by replacement. A Director may be asked to resign by a two-thirds (2/3) vote of the remaining Directors. If a Director refuses to resign, he/she can then be disqualified by a vote of two-thirds (2/3) of the remaining Directors.

Section 8. RESPONSIBILITIES OF THE BOARD OF DIRECTORS. The Board may organize itself; adopt rules; appoint committees; schedule meetings; conduct, manage and control the affairs and business of the Foundation; collect all revenues and make all disbursements for the Foundation; borrow money or incur indebtedness for the purposes of the Foundation; appoint the chairs of Standing Committees and such other committees as may be necessary or desirable to effectuate the purposes of the Foundation; etc., in whatsoever manner is required, necessary or convenient to carry out its responsibilities under these By-Laws.

VI. OFFICERS

Section 1. OFFICERS. The elected officers of the Foundation shall be President, Vice President, Recording Secretary, Membership Secretary, and a Treasurer. All officers shall be Members of the Foundation. Any Officer may, but need not be, an elected Director. No person may hold two or more offices concurrently, and no officer shall receive any salary or compensation for services as Officer.

Section 2. ELECTION & TERM. The Board of Directors, at its first meeting after the annual election, shall elect officers from the Directors, or at Board of Director's discretion, from the general membership; provided, however, the President shall be a Director and shall also serve as President of the Board of Directors. The term of office of each officer shall be for three (3) years. Each officer shall remain in said office until he or she shall resign or shall be removed or otherwise disqualified to serve, or his or her successor shall be elected and qualified. No officer shall hold the same office for more than two (2) full terms. A person who has served in an office and subsequently has been inactive with respect to said office for one (1) year is again eligible for nomination and election to the same office. The election shall be conducted by voice

vote (unless any Director shall request a written ballot or roll call vote), after nominations have been made and seconded from the floor. A majority vote shall elect.

Section 3. REMOVAL & RESIGNATION OF OFFICERS. Any of the above Officers may be removed by vote of two-thirds (2/3) of all Directors at any regular or special meeting of the Board of Directors, after reasonable notice and a hearing, if requested. Any Officer may resign at any time by giving the Board of Directors, the President, or the Secretary written notice.

Section 4. FILLING OF VACANCIES. A vacancy in any office caused for any reason shall be filled by a majority vote of the Board of Directors. Each Officer so appointed shall hold office for the remainder of the term of the Officer who has vacated said office.

Section 5. DUTIES OF OFFICERS.

(a) The President shall be the executive head of the Foundation, presiding at meetings of the Board and of the Foundation and performing such other duties as may be assigned by the Board. The President shall make an annual written report to the membership on the activities of the Foundation.

(b) The Vice President shall assist the President in the performance of his duties and shall perform such other duties as may be assigned by the Board of Directors. In the event of the death, disability or absence or refusal to act of the President, the Vice President or shall perform and be vested with all the duties and powers of the President until such time as the successor to the President is elected.

(c) The Recording Secretary shall record and preserve the minutes of all meetings of the Foundation and of the Board of Directors, and shall perform such other duties as may be required by the Board of Directors. In the event of the death, disability, absence or refusal to act of the President and Vice President, the Recording Secretary shall perform and be vested with all of the duties and powers of the President until such time as the successor to the President is elected.

(d) The Membership Secretary shall be responsible for all correspondence between the Foundation and the membership including, but not limited to, notification of all meetings to officers, Directors and where applicable to general membership, publication and distribution of the nomination ballots to the general membership for election of Directors, and providing paper ballots for election of officers at the Board meeting following the election of Directors at the annual meeting in February. In the event of the death, disability, absence or refusal to act of the President, Vice President and the Recording Secretary, the Membership Secretary shall perform and be vested with all of the duties and powers of the President until such time as the successor to the President is elected.

(e) The Treasurer shall receive and disburse the funds of the Foundation, shall keep proper books of account, and shall be responsible for depositing of all moneys and valuables in the name of and to the credit of the Foundation in such banks and depositories as the Board of Directors shall designate, and such records shall be open to inspection by the Board of Directors and members and shall be periodically audited by a firm of Certified Public

Accountants upon request by a majority vote of the Board of Directors. The Treasurer will make periodic reports to the Board, and shall make an annual report to the Foundation. In the event of the death, disability, absence or refusal to act of the President, Vice President, the Recording Secretary, and the Membership Secretary, the Treasurer shall perform and be vested with all of the duties and powers of the President until such time as the successor to the President is elected.

VII. COMMITTEES

Standing and Special (ad hoc) Committee Chairs or entire committees may be appointed by the President or selected by the Board of Directors from among the Foundation membership and shall be responsible to the Board of Directors. If only the Chair of a Committee is appointed or selected, that Chair shall have the right to select the members of the committee from the general membership. All committee members shall be current dues paying or Life members of the Foundation. The President shall serve as an ex-officio member of all committees except the nominating committee. The quorum of any committee shall be a majority.

VIII. FINANCES

Section 1. **SOURCES OF REVENUE.** The Foundation shall be supported by money received from dues, fees, contributions, and the profit from activities or events as determined by the Board of Directors.

Section 2. **FISCAL YEAR** of the Foundation shall be February 1 to the last day of January of the following year.

Section 3. **AUTHORITY FOR ASSESSMENT.** The Board of Directors shall have sole authority to establish all dues and fees which shall be defined in the Standing Rules of the Foundation.

Section 4. **DUES COLLECTION PROCEDURE.** Dues shall be due and payable on the first day of the membership/fiscal year. Pro-rating of dues for those joining at a time other than the beginning of the fiscal year shall be regulated by the Treasurer and Membership Secretary and approved by a majority of those Directors present at any regular meeting of the Board of Directors. If dues are not paid, the member will be sent a second notice one month following the first notice. If dues are still not paid, the member will be sent a third and final notice, clearly marked "Final Notice," two months following the first notice. One month after the third and final notice is sent, if dues are still not paid the member will be deemed to have ceased and terminated his membership in the Foundation for non-payment of dues. Nothing in this section shall, however, limit the discretion of the Board of Directors to reinstate a non-paying member for any reason satisfactory to the Board of Directors. A member suspended for failure to pay dues shall be automatically reinstated upon payment in full of all dues in arrears.

IX. AMENDMENT

Proposed amendments to these Bylaws shall be submitted in writing to the Recording Secretary at least thirty (30) days prior to any special or regular meeting for consideration of the Board of

Directors, and shall require a two-thirds (2/3) affirmative vote of all Directors present voting for adoption. The Recording Secretary shall send a written notice detailing the amendment to all members of the Board of Directors at least ten (10) days before the next meeting. The vote to amend shall be by written ballot.

X. PARLIAMENTARY AUTHORITY

The current edition of Roberts Rules of Order shall be the Parliamentary Authority for all meetings of this Foundation, including Board, Committee and membership meetings, in all matters not specifically covered in the Foundation’s Bylaws and Standing Rules.

XI. XI. ABANDONMENT OR DISSOLUTION

In the event of abandonment of this Foundation, all money and other assets of the Foundation shall be promptly transferred to the Council. Upon the dissolution of the Foundation, the Board of Directors shall direct and control the dissolution and winding up of the Foundation’s affairs and distribution of the Foundation’s assets in accordance with the Articles of Organization and all applicable laws.



STANDING RULES OF
THE FRIENDS OF TINNERMAN/TINNERMAN GUIDE FOUNDATION

1. **DUES & FEES.** The annual dues of the Foundation shall be \$25.00 per year and the dues to become a Life Member are \$1,000.00. The annual dues may be increased or decreased by the Board of Directors. This provision shall not apply to the establishment of prices for social events.
2. **EXPENSES.** The Board of Directors shall reimburse any person authorized to act in behalf of the Foundation for expenses incurred by such person connection with the conduct of the Foundation’s business.
3. **AMENDMENT OF STANDING RULES.** These standing rules of the Foundation may be amended by a majority vote of the Board of Directors with 30 days notice, or by a two-thirds (2/3) vote without notice.

Attachment 3. Draft Purpose Statement in Articles of Incorporation for a new Tinnerman Canoe Base Foundation.

The Tinnerman Canoe Base Foundation is established for the purpose of receiving and maintaining a fund or funds and applying those funds and/or income thereof to acquire and promote the use of the Tinnerman Canoe Base by scouts and their adult leaders and other organized youth groups that meet the Foundation's criteria. The Foundation purpose is to enable scouts and their adult leaders and other organized youth groups that meet the Foundation's criteria to experience canoeing and camping in the lower French River area and to engage in all activities necessary, customary, convenient or incident to any of the foregoing.

Attachment 4. Draft Purpose Statement for Ohio State Articles of Incorporation for a new Foundation

The Foundation/Corporation is established for the purpose of receiving and maintaining a fund or funds and applying those funds and/or income thereof to: acquire, improve, maintain and promote the Tinnerman Canoe Base for use by Boy and Girl Scouts of America and their adult leaders and other youth groups that meet requirements as appropriate organizations for TCB; for training and retention of Tinnerman Guides; and toward improvement of the Tinnerman Canoe Base experience for young individuals and adults; and to engage in all activities necessary, customary, convenient or incident to any of the foregoing.

Attachment 5. Cost estimate for TCB septic system upgrade to meet OME requirements for flush toilets and a maximum base population of approximately 100 people.



Canadian Shield Consultants

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Tel:(705)867-5242 or 1-866-691-0424 Fax:(705)867-9988
Email: csfca@vianet.on.ca ||
<http://www.canadianshieldconsultants.com>

January 25, 2011

Tinnerman Canoe Base

Total project cost as per permit # 306-09-SP035 issued by Sudbury Health Unit on October 14, 2009.

Total cost includes: - (2) 9000L Septic Tanks
- (1) 3600L Septic Tanks
- (1) 2200L Lift Station
- (1) Flow Distribution Box
- (1) Flow Distribution Tank
- (4) St-650 Ecoflo Biofilter Cluster
- (2) Sewage Pumps
- (1) High Level Alarm
- Stone Aggregates
- Sand
- Top Soil
- Pressure lines, plumbing
- all installation labor to complete job except electrical wiring of pump

Budget Cost - \$125,000.00

HST - \$ 16,250.00

Grand Total - \$141,250.00

50% Payment 2011 - \$70,625.00

50% Payment 2012 - \$70,625.00

50% of work to be carried out spring 2011

- Import all aggregates materials and place on site as per design.
- Deliver pump station, septic tanks, pressure lines to be installed in spring 2011.

Balance of system Components to be supplied and total installation completion. Testing and commissioning to be carried out spring 2012.