

Bob Lake Association
An Association of Property Owners on Bob Lake
Township of Minden Hills, Ontario, Canada

Constitution and By-Laws

1 Name

- 1.1 The Association shall be known as the Bob Lake Association, hereinafter referred to as the Association.

2 Mission

- 2.1 To act, advocate and inform on behalf of the Members of the Association to protect and improve Bob Lake and its environment.

3 Objects

- 3.1 In furtherance of its mission, the Association will:
- a) Foster the relationship among residents of Bob Lake as it relates to common goals and concerns;
 - b) Provide an educational forum for topics pertaining to the environment of Bob Lake and the quality of life of its property owners;
 - c) Provide a forum for all Members to voice concerns and issues, and such complementary purposes not inconsistent with these Objects;
 - d) Co-operate and work with all levels of government and agencies in such matters as affect the members of the Association and their properties;
 - e) Participate as a party in any form of legal, judicial, administrative and municipal proceeding subject to the approval of the Board of Directors;
 - f) Undertake such projects and activities deemed beneficial by the Board of Directors of the Association.

4 Membership

- 4.1 Membership shall be open to those people owning property abutting the shoreline of Bob Lake and to those, whose property abuts the aforementioned shoreline properties, hereinafter referred to as Property.

- 4.2 Members in good standing, hereinafter referred to as Members, shall consist of those persons owning Property and who have paid the annual membership dues for the current year.
- 4.3 Persons who jointly own Property shall all become Members upon payment of the annual dues by one of those persons. Each person becoming a Member under this arrangement shall be entitled to the same rights, privileges and power as any other Member of the Association subject to Voting Privileges as set out in clauses 5.2 and 5.3;
- 4.4 Associate membership in the Association shall be open to any individual whose dues for that purpose are paid. Associate Members shall be entitled to participate in activities/meetings of the Association but shall not have the right to vote at any meeting of the Members. Individuals seeking associate membership shall be registered as such, subject to the approval of the Board of Directors.
- 4.5 The Board of Directors may grant honorary membership in the Association to individuals in recognition of their contribution to the Association.
- 4.6 Membership is associated with the property. Membership status is transferred with any resale or change in ownership of the property for the balance of that year.

5 Voting Privileges

- 5.1 Subject to clauses 5.2 and 5.3, Members, as defined by clause 4.2, are eligible to vote on matters coming before any meeting of the membership.
- 5.2 Each Property holds one (1) vote on matters arising before any meeting of the Members. In the case of joint ownership of a Property, the Members for said Property shall select the voting Member for said Property.
- 5.3 Subject to clause 5.2, a Member, who owns more than one (1) property, shall be entitled to one (1) vote per property for which the Member has paid annual dues.
- 5.4 Each Member entitled to vote at a meeting of the Members may, by means of a written proxy in a form acceptable to the Board of Directors, appoint any person 18 years of age or older, as his or her nominee to attend and act at the meeting in the manner, to the extent, and with the power conferred by the proxy.

6 Dues

- 6.1 The Board of Directors shall propose annual dues payable by Members and Associate Members subject to approval by the Members at the Annual General Meeting or a duly convened special meeting of Members.
- 6.2 Any Member or Associate Member whose dues remain unpaid by the time of the Annual Meeting of the year for which dues are payable shall automatically cease to be a Member or an Associate Member but any such Member or Associate Member shall be reinstated upon payment of required dues.
- 6.3 The Board of Directors may from time to time propose a separate voluntary assessment to raise funds for a special purpose of the Association.

7 Financial

- 7.1 The fiscal year of the Association shall be the calendar year.
- 7.2 A financial statement for the previous fiscal year shall be presented to the Annual General Meeting of the Association.
- 7.3 The Association shall maintain a bank account in its own name in a federally chartered financial institution at a branch decided by the Board of Directors from time to time.
- 7.4 In the event that the Association is dissolved, and after payment of all its debts and liabilities, its remaining assets shall be disposed of in a manner consistent with the objects do the Association by the Board of Directors.

8 Board of Directors

- 8.1 The affairs of the Association shall be managed by a Board of Directors of not less than seven (7) nor more than eleven (11) Directors each of whom, at the time of election and throughout his or her term of office, shall be a Member or the duly authorized Proxy of a Member and be eighteen (18) years of age or older.
- 8.2 The Directors of the Association shall be elected at the Annual General Meeting. Each Director so elected shall serve for a period of one (1) year from his or her election or until a successor is elected or appointed.
- 8.3 The Board of Directors may fill vacancies on the Board by appointment from among Members of the Association, so long as a quorum of Directors remains in office. A Director so appointed shall hold office until the next general meeting of Members at which a successor is elected.

- 8.4 Directors whose term of office has expired may be re-elected.
- 8.5 The Directors shall serve as such without remuneration but a Director may be reimbursed for expenses incurred by him or her and approved by the Board of Directors.
- 8.6 If a Director is absent for three consecutive meetings of the Board, the Board may by resolution remove such Director from office.
- 8.7 A simple majority of the duly elected or appointed Directors shall constitute a quorum of the Board of Directors.
- 8.8 Notices of meetings shall be sent to Directors at their last known email address as recorded on their membership registration a minimum of fourteen (14) days before the meeting; a meeting may be held with less than 14 days' notice if a minimum of 80% of the directors waive the notice period in writing prior to beginning the meeting.
- 8.9 All Directors attending a meeting may be present in person or by telephonic or other electronic means, provided that participants can communicate adequately with each other. Decisions may be proposed, voted on, and approved through email communications so long as the decision is recorded in the form of an "email motion" in the next Board meeting minutes.
- 8.10 The Board of Directors may hold a meeting without notice immediately following a general or special meeting of Members, notwithstanding clause 8.8.
- 8.11 The Board of Directors may appoint Standing or Ad Hoc committees as required.

9 Officers

- 9.1 The Officers of the Association shall be a Chair, a Vice-Chair, a Secretary, and a Treasurer.
- 9.2 ~~The Members shall elect the Officers from among the Board of Directors at the Annual General Meeting.~~ Officers shall be elected by the Board of Directors. A person shall not hold more than one office.
- 9.3 The Chair shall preside at all meetings of the Board of Directors and Members and, in the absence of the Chair, the Vice Chair shall preside at such meetings. In the absence of both of the aforementioned individuals, the Board may select a person to act as chair of the meeting.
- 9.4 The Chair is an ex-officio member of all committees.

- 9.5 The Secretary shall give, or cause to be given, all notices required to be given to Members and Directors. He or she shall enter, or cause to be entered in books for that purpose, minutes of all proceedings at such meetings. He or she shall be the custodian of all books, papers, records, and documents belonging to the Association.
- 9.6 The Treasurer shall keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Association, and under direction of the Board of Directors, shall control the deposit of money and the disbursements of the funds of the Association. He or she shall render to the Board of Directors an account of all the transactions and of the financial position of the Association. ~~He or she shall ensure a review is conducted by a non-Officer member of the Association on a yearly basis.~~ **The Board of Directors shall ensure a review is conducted by a non-Director member appointed by the Board of Directors on a yearly basis.**
- 9.7 From time to time the Board of Directors may modify the duties of any Officer or Officers.
- 9.8 The Signing Officers for the Association shall be the Chair, the Vice-Chair, the Secretary and the Treasurer. ~~Two of these four Officers must sign all debit instruments.~~ **Any Officer may sign debit instruments.**
- 9.9 With the Board of Directors' approval, the Chair, the Vice-Chair, the Secretary or the Treasurer may enter into contracts on behalf of the Association in the normal course of the Association's operations.

10 Indemnification

- 10.1 The Association shall purchase and maintain insurance for the benefit of Directors and Officers against any liability incurred in their capacity as a Director or Officer of the Association.

11 Meetings

- 11.1 There shall be one Annual General Meeting of Members at such time and place as determined by the Board of Directors.
- 11.2 The Board may convene a special meeting of Members at such time and place as determined by the Board of Directors.
- 11.3 A petition requesting a special meeting of the Members, containing the signatures of 25% of the Members, shall require the Board of Directors to convene a special meeting of Members at a time and place determined by the Board of Directors.

11.4 Notices of the Annual General Meeting or a special meeting of Members shall be given 30 days in advance at the Member's email address as recorded on his or her membership registration.

11.5 Quorum for a general or special meeting of the Members shall be twenty-five percent (25%) of the Members eligible to vote.

11.6 Meetings of Members, Directors or Committees may be held in person or by such telephonic, electronic or other communication facilities to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Member or Director participating in the meeting by those means is deemed for the purposes of these Constitution and By-Laws to be present at the meeting.

11.7 Robert's Rules of Order shall govern all meetings of the Board of Directors and general or special meetings of Members, provided they do not conflict with the By-Laws of the Association.

12 Rules and Regulations

12.1 The Board of Directors may, in accordance with these By-Laws, prescribe such rules and regulations relating to the management and operation of the Association as it deems expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the Members of the Association when they shall be confirmed. Failing such confirmation at such annual meeting of Members, such rules and regulations shall at and from that time cease to have any force and effect.

13 Amendments

13.1 Amendments to this Constitution shall be by subsequent by-laws approved by a two-thirds (2/3) majority of voting Members present at a general meeting of Members.

13.2 Notice of intent to amend shall be included in the notice of meeting, in accordance with clause 11.4 and shall include the proposed amendment.

13.3 Any proposed amendment that has not been the subject of a notice to amend shall be approved by a nine-tenths (9/10) majority of voting Members present at a general meeting of Members.