

Bylaws Constitution of the Skootamatta District Ratepayers Association Assoc. Inc.

ARTICLE 1

Name

Section 1 The name of the ~~Association Corporation~~ shall be the Skootamatta District Ratepayers Association. Inc.

Section 2 The Association was incorporated in the Province of Ontario (1983) as a not-for-profit corporation.

Section 3 The ~~Association Corporation~~ may be referred to below as the "~~Corporation Association~~" or the "SDRA". The Board of Directors may be referred to below as the "Board" or the "Executive".

Section 4 Any reference to the "Act" contained in this bylaw means the Not-for-Profit Corporations Act, 2010 (Ontario) and as amended or re-enacted from time to time.

ARTICLE 2

Mandate: The Purpose, or Mandate of the Association shall be:

Section 1 To advance the interests of the property owners and their families resident on, and adjacent to Sheldrake, Skootamatta and Pringle Lakes.

Section 2 To advance the interests of persons mentioned in Article 2, Section 1; which interests shall include the following:

- a) to monitor water quality and to promote best practices in the sustainability of the water quality of the above named Lakes;
- b) to promote the fair taxation of the area residents and the prudent administration of the Township by elected officials;-
- c) to promote and/or provide for needed facilities not normally provided by the various levels of Government, in order to enhance the safety and well being of area residents;
- d) to provide information to the residents on the various activities in the area, including those activities supported by the Association for the benefit of such residents and to provide historical commentary and useful information potentially of interest to members;
- e) to promote active participation by area property owners in Township elections by the posting of candidate positions on the SDRA website and other methods to increase the voting influence of such owners;
- f) to stimulate membership in the Association and participation in its activities, through the communication of the benefits of such to area property owners and their families;

- g) to support and respect such matters as maintenance of each residents' privacy and that their rights are not infringed upon by neighbours or governmental agencies;
- h) to study and report upon Government plans relating to the use of crown land for commercial or residential purposes, on or near to the 3 Lakes, and to make representations with respect to such, if deemed appropriate to Members' interests. Similarly, to monitor By-Law and other exemptions provided by the Government to private land owners which may result in land uses that are inconsistent with the objectives of the Association.

ARTICLE 3

Headquarters

Section 1 The headquarters shall be located in the residence of the President, or other Officer as designed by the Executive. The mailing address for the Association shall be ~~that of the President, or as otherwise~~ determined by the Board, and posted upon the Association's website.

ARTICLE 4

Preamble

- The Board of Directors shall manage the affairs of the Association. The Board of Directors, subject to any determinations by a Meeting of Members, shall have primacy over the affairs of the Corporation, except as delegated by it to its Officers and Committees. Such delegation may be reviewed by the Board at any time.
- The Board, its Directors, and Officers are collectively responsible for maintaining the Corporation as a legal entity, The retention of all official documents and correspondence, the filing of all required regulatory documents on a timely basis and generally exercising the duty of care appropriate to the conduct of the Association's business on behalf of its Members.
- The Board shall determine the appropriate number of Officers and Directors for the coming term, and shall provide a proposed list of such candidate Officers and Directors prior to the Annual General Meeting ("AGM"), to be voted upon by the members.
- The Board of Directors shall meet, in person, by telephone, or through electronic means, as determined by a previous Meeting of such, or at the call of the President or by any 3 Directors. A quorum of the Board shall be 50% of the current number of Directors plus 1.

Directors and Officers

Section 1 A minimum of 3 and a maximum of 20 Directors of the Association shall constitute the Executive. The Term period for all Directors, all of whom must be Members in good standing while serving, shall be 2 years before re-election term. The Term year starts from the date of the Annual General Meeting.

The Directors who are Officers of the Association shall be:

- a) President / **Chair**;
- b) Vice-President;
- c) Secretary;
- d) Treasurer.

The same person may hold two or more offices of the Association.

The other Directors of the Association may be:

- a) 3 directors elected from amongst persons normally associated with Skootamatta Lake one of whom will be a Lake Steward;
- b) 1 director elected from amongst persons normally associated with Pringle Lake;
- c) 1 director elected from amongst persons normally associated with Sheldrake Lake;
- d) The immediate Past President for a 1 year term;
- e) ~~Up to 10 Directors-at-Large, subject to the Board's recommendation. If any of the Director and Officer position categories in a) to e) above, as recommended in the Board's slate provided to the AGM, are not filled by qualified representatives, such positions will remain open for recruitment at the AGM, or for further recruitment by the Board subsequent to the AGM.~~
- f) **The Executive may fill vacancies on the Board and the Directors appointed shall hold office for a term expiring not later than the next Annual General Meeting.**

Section 2 Not less than ~~two weeks~~ **10 days** before each Annual General Meeting the President shall ensure that a slate of Directors and Officers shall be prepared by the Executive. The names of the candidates shall be made available by the Secretary, or a Board designate, to all interested parties by posting on the Association website prior to the Annual General Meeting, at which time the new Directors will be elected by majority vote of the Members of the Association. All voting will be done by a show of hands, by proxy, or by online poll.

Section 3 Additional candidates for the Board may be submitted at the Annual General Meeting. Each candidate so nominated must be proposed and seconded by a member in good standing. If there are multiple candidates for more Directors than allowed for in these Articles, individual voting by name will take place to maintain the Board's recommendation as to the appropriate number of Directors for the ensuing year.

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- Section 4 The President, who shall also serve as Chair of the Association, shall normally preside at all meetings of the Association, generally ensure the co-ordination Board and Committee activities, and generally, or at the specific direction of the Board, be the spokesman for the Association-. During their absence, the Vice-President, or another Director, with the consent of the Board, shall preside.
- Section 5 The Secretary, or designated alternative, shall attend all meetings of the Association and shall act as clerk thereafter and record all notes and minutes of the proceedings in the books to be kept for that purpose, and make all the required regulatory non-financial filings on behalf of the Corporation-. They shall give or cause to be given notice of all meetings of the Association.
- Section 6 The Treasurer shall have the custody of the funds and any securities of the Association and shall keep full and accurate records of receipts and disbursements in books belonging to the Association. They shall manage the funds of the Association as directed by the Executive, and shall prepare interim financial statements, as requested by the Board and provide an annual statement of aggregate revenue and expenses for presentation at the AGM. The financial year end for the Association will be as determined by the Board, currently March 31st.
- Section 7 The Executive shall appoint replacement Officers upon vacancy prior to the next AGM and may fill any vacancies in the authorized number of Directors allowed in these articles.
- Section 8 The detailed description of the duties of the Officers, the other Directors and any Board Committees shall be determined by the Executive.
- Section 9 Directors and Officers shall not receive any remuneration for their service but may be reimbursed for any 3rd party expenses for any trip in excess of 100 km, subject to Board approval (including by policy). A Director, when considering attendance at a Board meeting remote to his/her/their location, is expected to consider attendance by telephone/electronic means, if available and significantly cheaper.
- Section 10 Under the Corporations' Act, any Director who has a material interest in any matter under consideration by the SDR and/or its Board, must disclose such potential conflict of interest for review and disposition by the Board.
- Section 11 The SDR will arrange, for Directors and Officers and General Liability, insurance coverage and will maintain such protection against legal action. The SDR further provides indemnification to its Directors and Officers, in cases of potential liability due to legal action against any, or all, of such named parties, to the extent of its assets. This indemnity requires both, that the named parties have acted in accordance with the legal expectations related to their position and, that the SDR insurance policies are in place to defend the named parties from all legal costs, settlements and judgements-.

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ARTICLE 5

Membership and Dues

- Section 1 All property owners or permanent residents on and adjacent to Sheldrake, Skootamatta and Pringle Lakes are eligible for full Membership. Membership is restricted to individuals. Corporations or other entities are not eligible for membership. Ex Officio members are permitted when approved by the Board.
- Section 2 A full Membership fee or due will be levied, per household unit, annually. The amount levied may be amended periodically by the Board. Each fee paid enables the casting of one vote at any Meeting of Members. Upon payment of additional fees by members of the family unit, additional votes, on the basis of one vote per Membership fee, are eligible at such Meetings.
- Section 3 A unit is defined as follows:
a) a husband and/or wife, and/or partner of either, of voting age who own property or permanently reside in the defined area, and any adult children and spouses of such unit;
b) a single person of voting age owning property or permanently residing in the defined area.
- Section 4 Dues are due and payable upon receipt of the Annual Newsletter and no later than at the Annual General Meeting of the Association each year and may be paid to any Officer of the Association, by mail, or on-line at the Association's website.

ARTICLE 6

Admission, Resignation, Expulsion

- Section 1 Any property owner in the defined area may apply for full Membership by submitting his name and a declaration of his area of habitation. Immediately upon payment of the dues ~~he or she is~~ they are automatically a full Member. New memberships and renewals granted, upon fee payment, may be rescinded retroactively by the Board, in extraordinary circumstances, by a 2/3rds vote, and the repayment of any dues received. The Board retains the power to deny Membership, if deemed to be in the best interests of the Association.
- Section 2 Resignation of any member shall become valid upon written notice to the Board.
- Section 3 The loss of voting and other privileges of a member shall take place when the annual dues are not paid within 30 days of the Annual General Meeting. Such privileges are

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automatically reinstated upon the payment of such dues by March 31st of the year following, and thereafter by normal application for membership, which condition may be waived by the Board.

ARTICLE 7

Committees

- Section 1 The Board shall determine the names and duties of any Committees established and the Director Members of such. The Board shall make additional appointments from Members and Non-Members to such Committees as deemed necessary for the conduct of the business of the Association.
- Section 2 The terms of office of members of each Committee shall expire at the adjournment of the next Annual General Meeting following their appointment, prior to any reconstitution and reappointment at a Board meeting immediately following the AGM.

ARTICLE 8

Meeting and Voting

- Section 1 The Annual General Meeting shall be held on a Saturday during July, or on an alternate date as determined by the Board, if necessary. Notice of the location and time of the meeting must be posted, by SDRA signage and upon its website, at least 7 no later than 10 days and no earlier than 50 days prior to the meeting date, in addition to any prior communication with Members.
- Section 2 A Special Meeting of the Association may be called by the President or any two Members of the Executive, or any fifteen Members in good standing, ~~providing that 28 days notice is given by the posting in a conspicuous place, the Association's website, or by notification to the Members by e-mail and/or mail.~~ Members who request a meeting must provide a written request, signed by the members, outlining the reason for the meeting to the attention of the Board of Directors. The Board must properly advise the Members of such Special Meeting, if the conditions for calling such have been met.
- Section 3 Ordinary meetings of the Association shall be called by the Board for the purpose of furthering the Mandate of the Association.
- Section 4 At any meeting of the Association, the Executive, or of a Committee, unless otherwise required by the Act, a resolution put to the vote shall be decided on by the simple majority of the votes cast - ~~by outcall or a show of hands in person, by proxy or by electronic means.~~ Any meeting of the Association may be held entirely by telephonic

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or electronic means.

Section 5 A quorum for any General Meeting of the Association shall be in effect where the lesser of 25% of the Membership, or twenty members, are in attendance or represented by proxy. Proxy votes will only be considered when in writing and signed and given to a Member in good standing and provided to the Chairperson of the Meeting in advance of such Meeting. Members participating through electronic means are considered to be in attendance.

Section 6 Regular meetings of the Board of Directors of the Association are held as determined by a majority of such Directors at a prior meeting. Special meetings of the Board are at the call of the President, another Officer or any 3 Directors, with a majority of the board consenting by e-mail or telephone.

ARTICLE 9

Contracts

Section 1 Contracts, documents or any instruments in writing requiring execution by the Association shall be attested by two of the Officers of the Association, on the advice of the Executive, and all contracts, documents and instruments in writing so executed shall be binding upon the Association without any further formality.

Section 2 No Member or Director of the Association shall have power to enter into any contract, obligation or expense on behalf of the Association, without the authorization of the Executive and any Member or Director doing so shall be personally liable thereof.

Section 3 No single commitment or expenditure of funds by an Officer of the Association may exceed \$250.00 without the approval of the Executive

ARTICLE 10

Annual Report

Section 1 The Officers shall present a report to the Annual General Meeting on the conduct of the affairs of the Association together with a statement showing the aggregate financial transactions of the previous year and the state of the finances of the Association at the close of the fiscal year.

Section 2 The members will vote to approve the financial statements for the previous year at the Annual General Meeting. In accordance with the Act, the members may, by means of a special resolution, vote to not appoint a financial auditor and to not conduct a review

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engagement of the Association's financials.

ARTICLE 11

Amendments

- Section 1** The Board may, in accordance with the Act, pass or amend Bylaws by ordinary resolution of the Directors. Board amendments are in effect only until the next members meeting and subject to approval by the members. Amendments to ~~these is Constitution-Bylaws~~ may also be proposed by the ~~Board or the members~~ by a petition signed by at least 5 full Members of the Association.
- Section 2** Such proposed amendments shall be submitted by the Board to all voting Members of the Association, on a best efforts basis, by website posting, mail and/or e-mail at least ~~7-10~~ days prior to a Meeting to vote on the proposed amendments.
- Section 3** The President, or other Board designate, shall promptly announce the results of such voting and, if adopted, the amendments shall become effective immediately.
- Section 4** The word "Amendments" as used herein shall include additions to, deletions from, and alterations of the existing ~~Constitution-Bylaws~~.

ARTICLE 12

Dissolution

- Section 1** Upon the dissolution of the Association any assets remaining after payment of the debts and liabilities shall be transferred, at the discretion of the Officers, to an organization having similar objects. If no such organization exists at that time, then the Officers may distribute any remaining assets to a recognized charity or charities.

ARTICLE 13

Validity and Enforceability

- Section 1** The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw.
- Section 2** If any of the provisions contained in the Bylaws are inconsistent with those contained in the Articles of Incorporation of the Association, or the Ontario Not-for-Profit Corporations Act, the provisions contained in the afore-mentioned Articles or the Act will prevail.