

Black Lake Property Owner's Association

~~***~~ A not for profit ~~Corporation without share capital~~ Association organized and existing under the laws of the Province of Ontario
Canada
~~as an Ontario Corporation~~

By-Law #1

Effective August 1, 2004 (adopted July 24, 2004);

~~*** Amended: 29 July 2006 (Article 13-2020: Articles 1(1, 4, 5), 2(3), 3(1a, 1f), and; 11 July, 2015 (Article 8-1 13 (3, 6 and 7).~~

CONSTITUTION

Preamble

The "Stanleyville Black Lake Civic Association Constitution", dated September 1981, remained in effect until 31 July 2004. At the 2004 Annual General Meeting of the Stanleyville Black Lake Civic Association, a name change for the Association was approved along with a new constitution effective 01 Aug 2004.

The mission of the Association is to identify and maintain an interest in issues of broad-based concern that may impact the value of owning property abutting Black Lake while at the same time promoting or undertaking activities that will help foster a community spirit.

The objectives of the Association are:

- To represent all Black Lake Property Owners.
- To help preserve and/or enhance the quality of life for all residents of Black Lake by providing a forum to collectively discuss and, if possible, resolve issues of common concern.
- To provide a unified voice in all matters pertaining to and directly affecting Black Lake's water, shoreline watershed and adjacent lands. Particular areas of interest include: health of the environment; crime prevention; fire safety; road maintenance; safety in/on the water; noise/light pollution; and, development activity.
- To monitor the activity of and liaise with the Township of Tay Valley, the Rideau Valley Conservation Authority, government agencies and other lake associations, as appropriate to identify and or comment on the potential impact of an issue or initiative on Association Members.

- To initiate and/or support activities that will facilitate members getting to know their neighbours and develop a sense of community.

Article 1 - Name, Head Office and Seal

- (1) ~~***~~The Corporation Association shall be called the **Black Lake Property Owner's Association**. In this By-Law ~~the Corporation may it will also~~ be referred to as the "Association".
- (2) In any official communication with non-members of the Association or promotional activity of any sort, the full name of the Association shall be included if the acronym "BLPOA" is to be used.
- (3) In any communications intended solely for members of the Association the abbreviation "BLPOA" may be used without the necessity of spelling out the Association's name in full.
- ~~(4) ***~~ The ~~Head Office~~domicile of the Corporation Association shall be in ~~the~~ Tay Valley Township ~~and at such place therein as the Directors from time to time determine.~~
- ~~(5)~~(4) ~~The seal, an impression, in the County of which is stamped in the margin hereof, shall be the corporate seal.~~Lanark, Ontario"

Article 2 - Membership

- (1) Full Membership is limited to one per property that abuts Black Lake. Only an individual that is a Registered Owner of the property may obtain a Full Membership. Registered Owner shall mean the owner registered on title for the property or the significant other, partner, or any other individual as designated in writing by the registered owner.
- (2) Full Membership carries with it the right to have a maximum of two individuals, who are registered owners of the property, identified on the Membership Record as a Full Member for purposes of exercising the right to vote in either a Recorded Vote or a Non-Recorded Vote. Each individual designated as a Full Member shall only have one vote per property.
- (3) ~~***~~Associate Membership is limited to one per property that abuts Black Lake. Only an individual who is deemed by the Board of Directors of the Association to be a regular user of the property, such as a long-term tenant of a four-season property or a full-season renter of a seasonal property, may obtain an Associate Membership.

- (4) Associate Membership carries with it the right to have a maximum of two individuals identified on the Membership Record as an Associate Member for purposes of exercising the right to vote in a Non-Recorded Vote. Associate Membership does not include the right for an Associate Member to have a Recorded Vote. Each individual designated as an Associate Member shall only have one vote per property.
- (5) There shall only be one membership in effect per property at any given time. An Associate Membership is automatically cancelled upon approval of a Full Membership.
- (6) Full Members and Associate Members shall be referred to collectively as Members.
- (7) Full Membership and Associate Membership dues shall be paid prior to or at the Annual General Meeting of the Association in order for members to retain voting and/or other membership privileges. Full Memberships and Associate Memberships shall automatically be considered to be in default if dues are not paid on time and members shall automatically have all voting and other membership privileges suspended until such time as the dues are paid in full.

Article 3 - Meeting of Members

- (1) An Annual General Meeting shall be held each year for the purpose of: receiving reports; electing a President and Directors for the ensuing term; and, for transacting any other business.
 - a) ~~***~~The Annual General Meeting shall normally be held the second Saturday in July. The date may be advanced by up to 28 days or be delayed ~~by up to 8 days~~ until the end of July at the discretion of the President.
 - b) The Annual General Meeting shall always be held on either a Saturday or a Sunday.
 - c) At least 30 days notice shall be given to all Members if the Annual General Meeting is scheduled for any date other than the second Saturday in July. The method of notification shall be in accordance with procedures previously approved by the Members.
 - d) The start time for an Annual General Meeting shall be as determined by the President.

- e) The Annual General Meeting shall be held in either the Tay Valley Township or the Town of Perth at a place therein determined by the President.
 - f) The start time and location for the Annual General Meeting shall be communicated to all Members of the Association in accordance with procedures previously approved by the Members.
 - ~~g) All owners of property abutting Black Lake, that are not members of the Association, shall be informed of the time, date and location of the Annual General Meeting in a manner determined by the President.~~
 - g) ***In the event of official restrictions on public gatherings, the President and the Board shall plan to hold a 'virtual' AGM, using available technology.
- (2) A Special Meeting of the Members shall be held either at the discretion of the President or upon submission of a written request for a meeting to the President, from any Member in good standing that is supported by at least twenty percent of the registered Full Members at the time the request is made.
- a) Notice of a Special Meeting, held at the discretion of the President, shall be communicated to all Members in accordance with procedures previously approved by the Members.
 - b) Notice of a Special Meeting, held as a result of a formal request from a Member, shall be sent to all Members via registered mail at least 21 days in advance of the meeting. Individual Members may wave their right to receive notification of any Special Meeting via registered mail in accordance with procedures previously approved by the Members.
 - c) All Special Meetings, held at the discretion of the President, shall be held in the Tay Valley Township or the Town of Perth on a date and at a time and location selected by the President.
 - d) All Special Meetings, held as a result of a formal request from a Member, shall be held in the Tay Valley Township or the Town of Perth no later than 35 days after receipt of the request by the President and on a date and at a time and location selected by the President.
 - e) All Special Meetings shall be held on a Saturday or a Sunday.
 - f) The agenda for a Special Meeting shall be communicated to all Members at the same time as the notice for the meeting is communicated. The Notice for the meeting shall include sufficient information to allow a majority of the Members to understand the underlying rationale for having the meeting.

- g) Only motions directly linked to the original agenda that is communicated to the members shall be voted on at the Special Meeting.
- h) Any meeting of the Association may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

Article 4 – Quorum

A quorum for the transaction of business at an Annual General Meeting or Special Meeting shall consist of fifteen Members in good standing present in person.

Article 5 - Voting of Members

- (1) There shall be three categories of vote: Recorded Vote; Non-Recorded Vote; and, Consensus Agreement.
 - a) A Recorded Vote shall document the individual names of each Full Member present or represented by proxy and whether they vote for or against a motion or if they abstain.
 - b) A Non-Recorded Vote shall identify only the total number of Members present that vote for or against a motion. Abstentions shall not be noted.
 - c) Consensus Agreement shall be assumed for a motion in the event that the President specifically asks for consensus and no Member present objects either verbally or through a show of hands.
- (2) All votes may be either by Open Vote or by Secret Ballot as determined by the President and subject to the following conditions:
 - a) All elections shall be by Secret Ballot, Non-Recorded Vote; and,
 - b) A motion to remove the President or a Director shall be by Secret Ballot, Non-Recorded Vote.
- (3) All Members in good standing shall be entitled to vote on motions tabled at an Annual General Meeting or Special Meeting subject to the following conditions:

- a) All Members in attendance at a meeting shall be permitted to vote in a Non-Recorded Vote.
 - b) All Full Members may vote in any Recorded Vote either in person or via a proxy.
 - c) No Associate Member shall have the right to vote in a Recorded Vote. An Associate Member does have right to fully participate in all discussions leading up to a Recorded Vote.
 - d) Immediately after the results of a Non-Recorded Vote are announced, any Full Member may request the motion be reconsidered and voted on by a Recorded Vote. The President shall require a Recorded Vote either at his/her discretion or if at least 51% of the Full Members in attendance support the request for a Recorded Vote.
- (4) For purposes of expediency, when a series of motions on a single issue are required, the President may require a show of hands to determine if anybody intends to change their vote from the previous vote. If nobody wants to change their individual vote, the President can declare, for the official record, that the follow-on motion is passed or defeated with the identical results as the previous vote.
- (5) A simple majority of members must vote for a motion for a motion to pass. In the event of a tie, the President may vote to break the tie.

Article 6 - Proxies

- (1) No Member has a right to be represented by proxy for a Non-Recorded Vote.
- (2) A Full Member has the right to be represented by proxy for a Recorded Vote.
- (3) An Associate Member does not have the right to be represented by proxy for a Recorded Vote.
- (4) Only a Full Member in good standing has the right to vote by proxy for one or more other Full Members in good standing. Assignment of a proxy to another Full Member shall be in writing in accordance with procedures previously approved by the Members.
- (5) Prior to the first Recorded Vote at any meeting, every Full Member intending to exercise a proxy vote shall provide a copy of the required proxy form to the President. The President shall ensure that all proxies submitted are properly accounted for before any Recorded Vote is taken.

Article 7 - Dues

The outgoing Board of Directors shall recommend what the annual membership dues should be for the upcoming year and the outgoing Treasurer or Secretary/Treasurer shall make such a motion at the Annual General Meeting.

Article 8 – Board of Directors

- (1) The affairs of the Association shall be managed by the President of the Association plus a Board of Directors. In this By-Law the Board of Directors is also referred to as the “Board”.
 - a) The Association shall have a maximum of ten Directors, all of which are elected except the Immediate Past President who will remain a Director. In the event that the Immediate Past President is unable or does not wish to serve, the Board may appoint an outgoing Director to the position.
 - b) Directors must be Members in good standing of the Association.
 - c) There may only be one Director per property.
- (2) The Board should make every effort to meet at least three times each year as called by the President. The President must call a meeting if three members of the Board request a meeting in writing.
- (3) A quorum for a meeting of the Board shall be four Directors.
- (4) Motions in meetings of the Board shall be determined by simple majority of votes cast. The President may only vote to break a tie.
- (5) The Board is responsible to the membership for the day-to-day management and conduct of the affairs of the Association subject only to the By-Laws and other direction/guidance approved by the Members. The Board also:
 - a) Elects or appoints Officers and Chairpersons of committees;
 - b) Appoints and constitutes committees;
 - c) Authorizes necessary expenditures,

- d) Authorizes banking and financial transactions;
 - e) Appoints signing officers, employees and/or agents.
- (6) The Board and its committees may have advisors with no fixed terms on matters such as legal, health, environment and land use. Advisors shall not have a vote on Board matters.

Article 9 – The Officers

- (1) The Officers of the Association, also referred to as the “Executive”, shall comprise a President, a Vice-President, a Secretary and a Treasurer. The positions of Secretary and Treasurer may be combined as Secretary/Treasurer.
- (2) The President shall preside at all meetings of the Association and the Board. The President shall ensure the provisions of all By-Laws and other decisions approved by the members are enforced. The President shall not propose motions at any meeting and may only vote only in the event of a tie. The President shall be an ex-officio member of all Association committees.
- (3) The Vice-President shall perform the duties of the President in the absence or inability of the President.
- (4) The Secretary shall prepare agenda for and attend all meetings, keep correct minutes of the proceedings, execute such writings as may be required by the President or Directors and preserve books papers, correspondence and all documents pertaining to his/her office.
- (5) The Treasurer shall receive all monies due to the Association and keep an up-to-date account of all receipts and disbursements in such form as will show the financial condition of the Association at any time.
- (6) The Board shall appoint the Officers of the Association, except the President, from the Directors.
- (7) The President and Directors shall serve without remuneration, salary or profit.
- (8) The President and the Directors may be reimbursed for reasonable expenses incurred in the performance of their duties in accordance with procedures and guidelines approved by the Members.

Article 10 – Elections and Terms of Office

- (1) Any member may submit his/her own name for President or Director.
- (2) The term of office for Directors and the President is one year, commencing immediately following the Annual General Meeting at which they are elected. Directors and the President may stand for re-election at the end of their terms.
- (3) All Directors and the President will be elected by a simple majority of votes cast at the Annual General Meeting.
- (4) If an individual runs unopposed for the position of President, the individual shall be declared elected. A vote shall not be held.
- (5) If fewer members than are required submit their names for Director, the members shall be declared elected. A vote shall not be held.
- (6) If a directorship is not filled at the Annual General Meeting or becomes vacant during the year, the Board may make an interim appointment to fill such vacancy until the next Annual meeting.
- (7) The members may, by motion passed at a Special Meeting remove the President or any Director from office before the expiration of the term of office, and may, by a majority of votes cast at that meeting elect any eligible member to serve the remainder of the term.

Article 11 - Committees of the Board

- (1) The Board may establish a Standing Committee or Ad Hoc Committee to consider assess, analyze and make recommendations on any issue of interest to the Board.
- (2) The Board shall appoint the Chair of each committee. The Chair of each committee will recommend Committee members for Board approval.
- (3) The Board shall approve written terms of reference identifying the scope and mandate of each committee.
- (4) Each committee shall provide a written report of their activity at the Annual General Meeting and/or as specified in their terms of reference.

Article 12 - Indemnification

- (1) All Directors and Officers of the Association and their heirs, executors, administrators and their estates and effects respectively, shall at all times be indemnified and saved harmless out of the funds of the Association from and against:
 - a) all costs, charges and expenses whatsoever which, in good faith, a Director or Officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or for, or in respect of, any act deed, matter or things whatsoever made, done or permitted by him in or about the execution of the duties of his or her office; and,
 - b) all other costs, charges and expenses which the Director or Officer sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his her own willful neglect or default.

Article 13 – Financial

- (1) The fiscal year of the Association shall run from January 1st to December 31st of each year.
- (2) The funds of the Association shall be in the keeping of the Treasurer who shall deposit, within ten days of receipt, all monies, except petty cash, in a chartered Canadian Bank or Trust Company. Funds shall only be withdrawn by cheque. The maximum petty cash allowable is \$50.00.
- (3) ~~***The signing officers for the Association are the President, the Vice-President and the Treasurer and one other Board member.~~ An Association cheque for an amount in excess of \$100 must have two signatures, one of which must be the Treasurer.
- (4) The Board may approve the investment of Association funds in Canadian financial instruments for which the principal is both guaranteed and available on short notice to the Association.
- (5) Expenditures shall only be made for purposes approved by the Board.
- (6) ~~***The Executive shall ensure an audit review of the supporting documents for receipts and disbursements as recorded in the financial records of the Association is completed are complete and appropriate prior to, the Financial statements being presented and reported on at, the Annual General Meeting. The audit review shall be conducted by either a Chartered Professional Accountant another Board member or other individual as appointed by two~~

~~Members in good standing of the Association that is/are neither on the Executive nor related to any Member of the Executive President.~~

- (7) ~~***The Board shall not authorize the Association to incur a financial deficit, after taking into account all reserves that would result in total liabilities exceeding total assets.~~

Article 14 – Amendments to By-Laws

- (1) The By-Laws shall normally be amended, added to, or repealed at the Annual General Meeting or at any Special meeting specifically called for that purpose.
- (2) The By-Laws may be amended, added to, or repealed on an interim basis at any meeting of the Directors by a vote of five of the Directors and shall be effective only until the next meeting of the Association at which time they shall be voted on by the Members.