

Otter Lake Ratepayers Association Constitution

Incorporated January 1989

(Amended July 1990, May 2002, May 2005, May 2015)

Article I

Objects:

To work for the betterment and welfare of Otter Lake and its ratepayers;

1. To promote the cultural and social interests of the seasonal and permanent residents and ratepayers on Otter Lake in the former Township of Foley now in Seguin Township;
2. To promote the interests of, and advance plans for, the advantage of seasonal and permanent residents and ratepayers on Otter Lake;
3. To promote aquatic, social and other activities for the benefit of all residents of and ratepayers on Otter Lake and vicinity;
4. To study and report on all municipal and provincial government plans affecting the residents and uses of land on Otter Lake and vicinity and to make representations to the various levels of government with respect to all such matters;
5. To inform, advise and educate all residents and ratepayers and to actively assist governmental agencies in all matters which would protect and improve the ecology of Otter Lake.

Article II

Membership:

1. All ratepayers on Otter Lake and their immediate family over the age of eighteen are eligible for membership.

Article III

Board of Directors:

1. The Board of Directors shall be comprised of nine (9) directors, each serving for a term of three years;
2. Any member of the Corporation whose annual dues are paid up for the year preceding the annual meeting shall be eligible for election. Any director whose term of office is expiring shall be eligible for re-election;
3. Any vacancy on the Board of Directors created by the resignation or death of any director, or any other causes, shall be filled upon the passing of a Resolution by the remaining Board of Directors appointing an active member to serve the balance of the term of the retired director;
4. The election of directors shall be held at the annual meeting.

Article IV

Annual Dues and Special Assessment:

1. The Board of Directors may increase the annual fee for membership dues as required by up to \$5.00 per family. Any increase greater than \$5.00 requires membership approval.
2. It shall be considered that membership is to be effective at the Annual General Meeting (AGM) when dues are paid until the following AGM.
3. It shall be considered that members who have paid-up for the preceding year are entitled to complete participation in the Annual Meeting;
4. Any member in default of payment of his or her annual dues at the conclusion of the Annual Meeting shall be suspended from membership until the dues are paid in full;

5. The Board of Directors from time to time may pass a by-law providing for a special assessment to raise funds for a special purpose of the Corporation, but such a by-law shall not be effective nor shall such assessment become due and payable until such a by-law is approved at a general meeting of the Corporation.

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Article V

Privileges of Membership:

1. All members in good standing are entitled to participate in all activities of the Corporation including voting on any resolution, by-law or election of officers of the Corporation;
2. The immediate family of all members (parents and children) shall be entitled to participate in all non-voting activities of the Corporation.

Article VI

Meetings:

1. Notice of any Annual Meeting or general meeting of the Corporation shall be given by prepaid ordinary mail and or electronic-mail addressed to the last known address of all members at least ten (10 days) before the date set for such meeting.
2. The Annual Meeting shall be held on the closest weekend to the Victoria Day public holiday in May. The location and time shall be determined by the Board of Directors;
3. There shall be not less than one general meeting per year, the location and time to be determined by the Board of Directors;
4. Any director is entitled to call a Board of Directors meeting. Notice of a Board of Directors meeting shall be given in writing and/or by

electronic mail with request for an electronic read receipt addressed to the directors at their last known address at least seven (7) days before the date of the holding of such a meeting, provided that if notice is given to any director by direct communication by telephone, personally or by wire, the requirement of notice in writing shall be waived. Such notice by direct communication may be given forty-eight (48) hours in advance of any meeting of the Board of Directors.;

5) Notice in writing shall be deemed to have been given on the day following the day on which it is mailed by prepaid ordinary mail. Notice sent by electronic mail shall be deemed to be given on the day that it was sent

6) The board of directors may inform the membership by prepaid ordinary mail and or electronic mail on any matters that require a resolution by vote. Any votes received by mail that are post marked on or before a date set by the board and or received by electronic mail dated on or before a date set by the board of directors shall be deemed to have been cast at a general meeting on that date

Article VII

Nominating Committee:

1. A nominating committee consisting of three members shall be appointed by the Board of Directors at least two months prior to the Annual Meeting for the purpose of assisting in recruiting candidates for election to the Board of Directors;
2. The Chairperson of the Nominating Committee shall be one of these three members. If necessary, the Board of Directors shall approve the Chairperson;
3. The Nominating Committee shall:

- I. contact the Board of Directors to ascertain whether or not the directors intend to run for office again;
- II. contact members of the Corporation who have indicated their wish to run for office, and establish their intentions;
- III. contact members of the Corporation who they believe would be good directors and seek their acceptance of nomination;
- IV. place in nomination the names of all members seeking election. This does not preclude further nominations at the Annual Meeting.

Article VIII

Officers of the Corporation:

1. There shall be a President, Vice-President, Past President, Secretary and Treasurer and such other officers as the Board of Directors may determine by by-law from time to time;
2. The officers shall be elected by the Board of Directors from among their number at the first meeting of the Board after the annual election of directors.

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Article IX

Duties of the President and Vice-President:

1. The President shall, when present, preside at all meetings of the members of the Corporation and the supervision of the affairs and operations of the Corporation. The President, with the Secretary or other officer appointed by the Board for the purpose, shall sign all by-laws;
2. During the absence or inability of the President his or her duties may be exercised by the Vice-President.

Article X

Duties of the Secretary:

1. The Secretary shall attend all meetings of the Board of Directors, the Annual Meeting and general meeting of the membership, and record all facts and minutes of all proceedings in the books kept for that purpose. The Secretary shall give all notices required to be given to members and to directors. He or she shall be the custodian of the seal of the Corporation, and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation, which the Secretary shall deliver up 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 and he or she shall perform such other duties as may be determined from time to time by the Board of Directors;
2. In the event of the absence of the Secretary at any meeting, the Board of Directors shall appoint one of the directors to record the minutes of the proceedings.

Article XI

Duties of the Treasurer:

1. The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit monies or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefore, and shall render to the Board of Directors at the regular meetings thereof or whenever required of him or her, an account of all transactions as Treasurer, and of the financial position of the Corporation;

2. The Treasurer shall also perform such other duties as may from time to time be determined by the Board of Directors.

Article XII

Duties of Other Officers:

1. 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.

Article XIII

Seal of the Corporation:

1. The seal of the Corporation, an impression whereof is stamped in the margin hereof, shall be the Seal of the Corporation.

Article XIV

Execution of Documents:

1. Deeds, transfers, licenses. Contracts and engagements on behalf of the Corporation shall be signed by either the President or Vice-President and by the Secretary, and the Secretary shall affix the seal of the Corporation to such instruments as require the same;

2. Contracts in the ordinary course of the Corporation's operation may be entered into on behalf of the Corporation by the President or Secretary or by any person authorized by the Board;

3. Any contract or expenditure, which exceeds \$2500.00, shall only be entered into if passed by vote by two-thirds of the members of the Board of Directors and if ratified at a general meeting of the Corporation;

4. All Corporation cheques shall be signed by any two of the President, Vice-President or Treasurer.

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Article XV

Books and Records:

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

Article XVI

Amendments to the By-Law:

1. No amendments to this by-law shall be valid unless passed by two-thirds of the members of the Board of Directors present at a meeting to be called for the purpose of considering such by-law, and until ratified at a general meeting of the Corporation called for the purpose of considering and approving such by-law.

Article XVII

Quorums:

1. A quorum of a meeting of the Corporation shall require the attendance of not less than fifteen (15) members of the Corporation in good standing;

2. A quorum of the Board of Directors shall consist of not less than four (4) directors.

Article XVIII

Voting:

1. All votes at a meeting of the Board of Directors and at any meeting of the Corporation shall be by a show of hands unless a secret ballot shall

be demanded by at least two (2) members present at such a meeting. Each member in good standing shall be entitled to one vote;

2. All members in good standing are entitled to vote by proxy. A proxy may be appointed by the member in writing dated for each specific meeting. A proxy so appointed may exercise all rights that the member would have during that meeting. However, a proxy is ineligible to participate in the election of the Board of Directors.

3. Where the meeting is deemed to have been pursuant to a mailing all members in good standing shall vote by prepaid ordinary mail sent to the address specified by the Board of Directors. The vote shall be cast and post-marked on or before the date set by the Board of Directors;

4. In the event of a tie, the deciding vote shall be cast by the President.