

Otter Lake Ratepayers Association By-Law

Incorporated January 1989

(Amended July 1990, May 2002, May 2005, May 2015, May 2023)

Article I

1.01 Definitions

In this by-law, unless the context otherwise requires:

- a. "Act" means the Not-for-Profit Corporations Act 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or reenacted from time to time;
- b. "AGM" means Annual General Meeting of the Members;
- c. "Board" means the Board of Directors of the Corporation;
- d. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- e. "Chair" means the Chair of the Board;
- f. "Corporation" means the Corporation that has passed these by-laws under the Act or is deemed to have passed these by-laws under the Act;
- g. "Director" means an individual occupying the position of Director of the Corporation by whatever name he or she is called;
- h. "Immediate family" means spouse, mother, father, son, daughter, mother-in-law, father-in-law, son-in-law, daughter-in-law, granddaughter or grandson, brother, sister, brother-in-law, sister-in-law;
- i. "Member" means a Member of the Corporation;
- j. "Members" means the collective membership of the Corporation;
- k. "Officer" means an Officer of the Corporation; and
- l. "Otter Lake" means Otter Lake and Little Otter Lake.

1.02 Interpretation:

Other than as specified in Section 1.01, all terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa and words importing one gender include all genders.

1.03 Severability and Precedence:

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law. If any of the provisions contained in the by-laws are inconsistent with those contained in the Act, the provisions contained in the Act will prevail.

1.04 Purpose Statements of the Corporation:

The Corporation works for the betterment and welfare of Otter Lake and its ratepayers. More specifically:

1. **We work to promote and preserve water quality and water levels** through monitoring and by taking appropriate actions to maintain the ecological integrity of the Otter Lake watershed.
2. **We inform and educate Otter Lake residents, and where possible,** their guests and transient users of the lake, about the ecology of the area and ways to protect and sustain it.
3. **We advocate on behalf of Otter Lake residents and inform them of issues** that concern them. We do this by working with the relevant levels of government and non-government agencies wherever possible to voice the concerns of Otter Lake residents on issues affecting them and the lake environment.

4. We promote a friendly, social and considerate Otter Lake community.

Article II

Membership:

1. The membership will consist of ratepayers on Otter Lake, whether corporations or individuals, and their immediate family, who have submitted an application for membership;
2. Members in good standing are eligible to participate in the activities of the Corporation and to receive communications from the Corporation.

Article III

Board of Directors:

1. The Board of Directors, with one-third (1/3) of the Board being elected annually, shall be comprised of nine (9) Directors, eighteen (18) years or older, each a member of OLRA in good standing, serving for a term of three years;
2. Any Member of the Corporation whose annual dues are paid up for the year preceding the AGM shall be eligible for election, provided such member is not an undischarged bankrupt. Any Director whose term of office is expiring shall be eligible for re-election;
3. The office of a Director shall be vacated immediately if:
 - a. the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;

- b. the Director dies or becomes bankrupt;
 - c. the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
 - d. the Members by ordinary resolution at a meeting of the Members, remove the Director before the expiration of the Director's term of office;
4. 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 until the next AGM;
 5. The election of Directors shall be held at the AGM;
 6. No Director shall directly or indirectly receive any profit from occupying the position of Director or from providing services to the Corporation in any other capacity. However, Directors may be reimbursed for reasonable expenses that they incur in either of those capacities.

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 annually. Any increase greater than \$5.00 requires membership approval;
2. It shall be considered that membership is to be effective at the AGM, and continuing to the following AGM, when dues are to be paid;
3. It shall be considered that members who have paid-up for the preceding year are entitled to complete participation in the AGM;

4. Any member in default of payment of his or her annual dues at the conclusion of the AGM shall be suspended from membership until the dues are paid in full.

Article V

Meetings:

1. Notice of any AGM or general meeting of the Members of the Corporation shall be given by electronic-mail addressed to the last known address of all members at least ten (10 days) before the date set for such meeting;
2. If possible and practical, the AGM shall be held on the closest weekend to the Victoria Day public holiday in May. The location, method(s) of participation and time shall be determined by the Board of Directors;
3. There shall be not less than one general meeting of the Members 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 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, live digital communication, or in person, 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. A meeting of the Board can be held without notice if all the Directors are present and

none object to the holding of the meeting or if those that are absent have waived notice or have otherwise signified their consent to the holding of the meeting;

5. 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 electronic mail of any matters that require a resolution by vote. Any votes 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 of the Members on that date.

Article VI

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 AGM 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:
 - a. contact the Board of Directors to ascertain whether or not the Directors intend to run for office again;
 - b. contact Members who have indicated their wish to run for office, and establish their intentions;
 - c. contact Members who they believe would be good Directors and seek their acceptance of nomination;

- d. place in nomination the names of all Members seeking election.
This does not preclude further nominations at the AGM.

Article VII

Officers of the Corporation:

1. There shall be a Chair, President, Vice-President, Secretary and Treasurer and such other Officers as the Board of Directors may determine by by-law from time to time;
2. The roles of Chair and President may be fulfilled by one person;
3. 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;
4. Any Officer shall cease to hold office upon resolution of the Board to do so. Unless so removed, an Officer shall hold office until the earlier of:
 - the Officer's successor being appointed,
 - the Officer's resignation,
 - the end of the Officer's term,
 - such Officer becoming an undischarged bankrupt, or
 - such Officer's death.
5. Officers shall be responsible for the duties assigned to them and may not delegate to others the performance of any or all of such duties unless approved by the Board.

Article VIII

Duties of the Chair, President and Vice-President:

1. The Chair shall preside at Board meetings. In the absence or inability of the Chair, the Directors present shall choose one of their number to act as Chair;
2. The Chair shall, when present, preside over all meetings of the Members. The President will supervise 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;
3. During the absence or inability of the President, his or her duties may be exercised by the Vice-President.

Article IX

Duties of the Secretary:

1. The Secretary shall attend all meetings of the Board of Directors, the AGM and general meetings of the Members, record the minutes of all proceedings and send a final copy of minutes to the President, who will maintain a copy and maintain a copy on the Corporation's website for public reference;
2. The Secretary may also perform such other duties as may from time to time be determined by the Board of Directors;
3. 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 X

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

Article XI

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.
2. Any Officer may decline a duty.

Article XII

Conflict of Interest

1. A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the

contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

Article XIII

Participation by Telephone or Other Communications Facilities:

1. If the majority of the Directors of the Corporation consent, a Director or Directors may participate in a meeting of the Board by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting;
2. If deemed appropriate by a majority vote of the Board, some or all members may participate in any general meeting of the Members by telephonic or electronic means that permit participants to communicate adequately during the meeting. A Member participating by such means is deemed to be present at that meeting.

Article XIV

Execution of Documents:

1. Contracts and/or expenditures in the ordinary course of the Corporation's operation may be entered into on behalf of the Corporation by the Chair or Secretary or by any person authorized by the Board;
2. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof;
3. Any contract or expenditure, which exceeds \$3,750, 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 Members;

4. All Corporation cheques shall be signed by any two of the President, Vice-President or Treasurer;
5. The financial year of the Corporation ends on Dec. 31st of each year or on such other date as the Board from time to time may by resolution determine.

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 (as long as required by law).

Article XVI

Amendments to the By-Laws:

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 (at which there is quorum) called for the purpose of considering such by-law, and subsequently passed by a simple majority at a general meeting of the Members.

Article XVII

Quorums:

1. A quorum of a general meeting of the Members of the Corporation shall require the attendance of not less than fifteen (15) Members in good standing;
2. A quorum of the Board of Directors shall be a majority of the Directors.

Article XVIII

Voting:

1. All votes at a meeting of the Board of Directors and at any general meeting of the Members shall be by a show of hands and/or electronic vote;
2. A Member shall not have the right to appoint a proxyholder to attend and act on behalf of the Member at a general meeting of the Members;
3. One Member (in good standing and over the age of 18) from each property on Otter Lake may vote at a general meeting of the Members on issues raised;
4. Each Director has one vote at Board Meetings. Questions arising at any Board meeting shall be decided by a majority of votes;
5. In the case of an equality of votes, the Chair shall have a second vote or casting vote.