

CONSTITUTION AND BY-LAWS
OF THE
OTTER LAKE ASSOCIATION (Huntsville)

Article 1

The name of this organization is the Otter Lake Association. Hereinafter, in this document, OLA will refer to the Otter Lake Association (Huntsville).

Article 2

PURPOSE

The OLA is a group of property owners on Otter Lake, Huntsville. The OLA's main purpose is:

- A community that is actively involved in stewardship and education.
- To act as a liaison with outside agencies (e.g. – Town, Muskoka Watershed Council, HLC)
- To safeguard the natural beauty, clear air, and clean water in which wildlife, fish and plant habitat exist.
- To monitor the nature of development encompassing Otter Lake with regards to the values, principles and stewardship of the OLA.

Article 3

GENERAL MEMBERSHIP

- a) All OLA property owners, or their designates, are eligible for membership in the OLA. All members must be 18 years of age or older.
- b) Membership shall be recognized after payment of the annual dues to the OLA. Dues must be paid before, or on the day of, the Annual General Meeting (AGM).
- c) Any OLA property owner is permitted to attend and speak at meetings, but only one vote is allowed per property. Associate members have the right to speak, but cannot vote.

Article 4

DUTIES OF MEMBERS

- a) Members are expected to attend each Annual General Meeting (AGM) or to send an alternate member as his/her designate by proxy.
- b) Members are encouraged to make every effort to share information gained at OLA meetings with other OLA property owners in order to:
 - i) protect and preserve the OLA watershed and natural surrounding environment
 - ii) encourage the identification of lake issues
 - iii) provide education on issues concerning conservation and encourage stewardship
 - iv) encourage participation of all lake property owners in the OLA
- c) Members will provide the OLA directors with their name and address (mailing and Otter Lake address) and contact numbers to the chair of the OLA and notify the OLA directors of any change as soon as possible.

Article 5

BOARD OF DIRECTORS

- a) Role. The Board of Directors shall have the authority to manage the affairs, funds and property of the OLA except for those matters, which are, either by Constitution or by law, expressly directed or required to be done at a meeting of members of the OLA.
- b) Directors. Directors shall be 18 or more years of age and members of the OLA at the time of nomination.
- c) Election of Board of Directors. The Board of Directors shall, well in advance of the AGM, appoint a Nominating Committee to insure that sufficient qualified personnel are prepared to accept all offices on the Board of Directors. At the AGM, or at a Special Meeting, members shall, by ballot or show of hands, elect a Board of Directors of no fewer than 5 persons for a term of two year from the date of election or until the next AGM. A recorded vote may be demanded.
- d) Positions. The Board shall be comprised of at least a Chairperson, a Vice-Chair, a Secretary, a Treasurer and such Directors-at-large who may be assigned responsibilities as seen fit by the Board.
- e) A board member's resignation must be a written letter to the board of directors.

Article 6

MEETINGS OF OLA AND BOARD

- a) Time of AGM. The AGM of the OLA shall be held where and when the Directors determine without formal notice but before the Labour Day weekend in each year as the Board of Directors or the preceding AGM may determine.
- b) Regular Meetings of the OLA. The Chair may call other meetings of the OLA, by a majority vote of the Board, or upon the written request of not less than 25 percent of the members.
- c) Regular Meetings of the Board. These will be held at the call of the Chair but shall not be less than four per year.

Article 7

AMENDMENT OF THE CONSTITUTION

- a) Requirements. Any articles of the constitution may be amended at any general meeting of the OLA by a minimum of one-third of the total current membership, if the amendment(s) proposed has been submitted in writing and members have been notified of same, 15 days prior to the meeting.

BY-LAWS OF THE OLA

1. RULES OF ORDER

The OLA business will be conducted under parliamentary procedure.

2. MEMBERSHIP OF OLA

- a) The term of office for a member of the OLA shall be two years. A member may be reappointed.
- b) Cancellation of Membership. Membership may be cancelled by a majority vote of members, for specific cause, on the recommendation of the Board of Directors, at any meeting of the OLA. Such member must be given notice of such intended action and, if requested, given opportunity to appeal for a hearing, before such a meeting of the OLA. The Board of Directors would hear any such appeal and its decision presented at the next membership meeting.
- c) Fees. Members will approve the membership fee at each AGM. Any member who has not paid the annual fees by their due date shall not be permitted to vote until such time as the dues have been paid.

Annual membership fees are due BEFORE commencement of annual general meeting

3. BOARD OF DIRECTORS

- a) **Role.** It shall be the duty of each Director to promote the purposes of the OLA. However, no Director except the Chair may claim to represent, unless specifically authorized to do so by the Chair or the Board, the OLA or views of the OLA on any specific issue.
- b) **Election.** The Board of Directors shall be elected at the AGM. After election, the Board will choose from its own, by simple majority of its members, persons to fill the positions designated. One past board member must be appointed to provide continuity.
- c) **Notice of Meetings.** The Chair or any two Directors call meetings of the Board.
- d) **Quorum.** The quorum necessary at any meeting of the Board of Directors will be 51% of the board. Votes may be introduced through proxy when necessary.
- e) **Voting.** Every question will be decided by a simple majority and conducted by a show of hands. A contentious issue shall be conducted by a secret ballot. The chair breaks a tie.
- f) **Directors' Duties.** All Directors shall be expected to serve a minimum two-year term. Upon replacement or completion of his or her term of office, each Director shall immediately transfer all official OLA records in his/her possession to his/her replacement.

Chair. It shall be the duty of the Chair to prepare the agenda for all meetings and to preside at meetings of the OLA and he/she shall perform such other duties as are necessary to the proper conduct of his/her office as Chair. He/she shall be ex-officio member of all standing and special project committees. At his/her discretion, the Chair may designate the Vice-Chair or another person if the Vice-Chair is not available to chair all or any part of a meeting. If the Chair or Vice-Chair are not present 15 minutes after the scheduled meeting time, or indicate an unwillingness to act, the Directors present may choose one of themselves to chair the meeting. The Chair shall appoint members to special duties and committees not otherwise provided for in the By-laws.

Vice-Chair. The Vice-Chair shall chair meetings in the absence of the Chair, assist the Chair whenever possible and act for the Chair in the event the Chair is absent or resigns. The Vice-Chair shall also perform any special assignments requested by the Chair.

Secretary. The Secretary shall attend all meetings of the Board and of the general membership, keep a correct record of all meetings of the Board and the membership and give notice of all meetings in the manner prescribed by the constitution. The Secretary shall attend to such correspondence as required by the OLA and shall be responsible for and safely keep a book of minutes. The Secretary will also perform any other duties as may be requested by the Chair.

Treasurer. The Treasurer shall be responsible for the safekeeping of OLA funds and for maintaining adequate and accurate financial records. The Treasurer shall prepare a budget annually and supervise the collection and expenditure of all OLA monies, have custody of cash, the securities, books and accounts of the OLA. He/she shall submit the current financial statement to membership and Board of Directors meetings and be responsible for having financial records audited annually for presentation and approval at the AGM. He/she shall keep an accurate record of the payment of dues by the various

members to ensure correct voting at meetings. The Treasurer shall perform any other duties as may be requested by the Chair.

Note: Signing authority shall be comprised of three unrelated directors. Any two can sign.

g) Cancellation of Directorship. A member of the Board of Directors who is absent for 3 consecutive meetings may be asked to resign his or her Directorship. The Chair has the authority to suspend a Director subject to ratification at the next meeting of the Board. Any Director may, with or without notice, be removed by vote of the Board of Directors when deemed necessary in the interests of the OLA.

h) Replacement of Director. Whenever a vacancy occurs on the Board of Directors midterm, the Board may, as long as a quorum remains in office, appoint a willing person from a membership to fill the remaining term until the next AGM.

i) Temporary Replacement of Director. During the absence or disability of a Director, the executive may appoint another member in his or her stead.

j) Replacement of Board of Directors Mid-term. The membership has the right to replace the Board of Directors at a meeting called specifically for that purpose if the Board refuses to, or acts in a manner prejudicial to the long-term policies and objectives of the OLA. A meeting for this purpose must be requested by 51 percent of the members of the OLA. Directors must be specifically informed of the purpose of the meeting 15 days prior to such a meeting. The members should be prepared to vote in a new slate of Directors at this same meeting or at another meeting held as soon as possible thereafter.

k) Term of Office is 2 years. Directors may hold a specific office on the Board of Directors for no longer than three consecutive terms with the exception of the Chair, which shall be limited to two consecutive terms. .

l) Cancellation of Resolutions of the Board. Voting members of the OLA have the right to rescind or invalidate a resolution of the Board if agreed upon by 51% of the membership.

4. GENERAL MEETINGS

a) Quorum. The quorum necessary for general meetings shall be 20% of the members.

b) Tie-Vote. In case of a tie vote, the motion fails.

c) Designates by proxy. If a member is unable to be present at a meeting, he or she may send an alternate who must appraise the Chair before the meeting of his or her right to vote on behalf of the absent member.

d) Manner of Voting. At any general meeting, AGM or Special Meeting, every question put to the vote, including the election of the Directors, will be decided on by a show of hands unless a recorded vote is demanded before or on declaration of the result of a show of hands. Unless a recorded vote is demanded, the minutes will record the Chair's declaration of the passage or failure of the vote. If votes are counted which ought not have been counted, the error will not nullify the resolution unless it is pointed out at the

same meeting and not in that case unless, in the opinion of the Chair, it will be of sufficient magnitude to impair the resolution. No objection will be raised on the qualification of any voter except at the meeting at which the vote in question is taken and every vote not disallowed at such meeting will be considered valid.

e) Notice of AGM and Other Member Meetings of the OLA. Notice of meetings shall be given at least 15 days prior to the date of the meeting to each voting member at the e-mail or postal address shown on the record of members. Without further proof, such notice shall be deemed to have been received by the members. The accidental omission to give notice of a meeting to any voting member(s) shall not invalidate any resolution passed or any proceedings taken at such meeting.

f) Chairman. The Chair of the Board of Directors or, if absent, the Vice-Chair or another Director shall preside as Chair at every membership meeting.

g) Agenda for AGM. At each AGM, there shall be presented a report of the affairs of the OLA over the previous term, the audited financial statement and such other information and reports as the Directors may determine. The board of directors shall approve any additions to the agenda 7 days prior to the AGM.

5. GENERAL

a) Fiscal Year. The fiscal year of the OLA shall commence May 1st and end the 30th day of April each year. This change shall take effect as of the AGM on August 18th, 2007.

b) Representation on Other Bodies. The OLA directors may appoint members as delegates or representatives to any other body.

c) Rights as to Inspection of Books. Any voting member may, by serving notice a minimum of 15 days in advance, inspect any account, book or document at any Membership or Board of Directors meeting.

d) Banking Practices. The bank account of the OLA will be kept, in the name of the OLA, at a bank or banks to be selected by the Board of Directors. No money shall be withdrawn except for legitimate expenses of the OLA. All cheques, bills, notes, drafts or invoices for payment of money will be signed by any two of the three directors with signing authority. The dispersal of any amounts must be approved by resolution of the Board of Directors.

e) Financial Review. There must be an annual review of the financial operations of the OLA by the board of directors and approval by the membership of the OLA at the AGM.

f) Directors' Power of Amendment. The Directors may repeal, amend or re-enact the By-laws of the OLA. Every such repeal, amendment or re-enactment must be presented at the first upcoming OLA meeting and a copy of same sent either electronically or in hard copy to each member accompanying the notice of such meeting, which must be given 15 days prior to the said meeting.

g) Members' Power of Amendment. Members may confirm, reject, amend or otherwise deal with any By-law enacted by the Directors and submitted to the meeting for confirmation. Any repeal, amendment or re-enactment will cease to have effect after a negative vote by members.

h) Non-Profit. The OLA will be carried on without gain for its members. Donations or other gifts to the OLA may be accepted or declined, subject to approval by the Board of Directors, and will be used to promote the objectives of the OLA.

i) Remuneration. Directors shall serve without remuneration, salary or profit from the position of Director. However, Directors may be reimbursed for reasonable expenses incurred in the performance of their duties, subject to approval from the board.

j) Boating restriction. The use of combustible engine powerboats is restricted on Otter Lake.

Ratified by the OLA membership at the AGM on August 18th, 2007 at Otter Lake (Huntsville).