



## NPLRA CONSTITUTION

NORTH PIGEON LAKE RATEPAYERS' ASSOCIATION BY-LAW 1 (Constitution)  
Revised and Approved at the Annual General Meeting of Members 2012-07-28

### ARTICLE 1 – ASSOCIATION NAME

1.1 The Association shall be known as the North Pigeon Lake Ratepayers' Association and the acronym to be used to identify the short form name shall be "NPLRA".

1.2. The NPLRA may, by a majority vote of the Voting Members, change its name.

### ARTICLE 2 – PURPOSES

The following are the purposes for which the NPLRA has been organized:

2.1 To consider all subjects tending to preserve and promote the welfare of the shoreline and waters of north Pigeon Lake, to the benefit of its residents.

2.2 To devise, consider, recommend and promote such legislative, municipal and other measures as may be deemed wise and expedient in the interest of North Pigeon Lake and its residents.

2.4 To plan, recommend and promote the adoption of such measures as will tend to beautify and improve North Pigeon Lake for its residents and add to its attractiveness.

2.5 To facilitate communications between the NPLRA and its residents, and external bodies and associations with similar objectives (FOCA for example).



2.6 To promote the good government of the Township of Harvey Cavendish and Galway and particularly as it affects North Pigeon Lake and its residents.

### ARTICLE 3 – DEFINITIONS

3.1 "Annual Dues" means the annual membership or associate membership fees payable in such amount as the Board of Directors may from time to time so direct.

3.2 "Annual General Meeting" means the meeting of the Members, on such day each year as selected by the Board of Directors.

3.3 "Board of Directors" or "Board" means Members elected by a majority of Voting Members at an Annual General Meeting. The government and management of the NPLRA shall be vested in a Board of Directors.

3.4 "Directors" means Members of the Board of Directors.

3.5 "Member" means the current owner(s) of real property *in* the defined area (see 3.8) of north Pigeon Lake. Also eligible for membership will be the immediate family of owners and/or any resident of real property in the defined area (seasonal or permanent). A Member must have paid their Annual Dues to become eligible for the benefits of membership.

3.5.1 "Associate Member" means any individual or business that wishes to be associated with NPLRA and is approved as such by the Board of Directors. Such member is not entitled to a vote on any matter.

3.6 "Treasurer" means such person as duly appointed by the Board of Directors at the first meeting of the Board of Directors following the Annual General Meeting.



3.7 "Secretary" means such person as duly appointed by the Board of Directors at the first meeting of the Board of Directors following the Annual General Meeting.

3.8 "North Pigeon Lake" means the shoreline, waters and adjoining areas of the north half of Pigeon Lake.

3.9 "Officers" means Directors elected by the Board of Directors at the first meeting of the Board of Directors following the Annual General Meeting.

3.10 "Voting Member" means any Member in good standing

3.11 "In writing" is taken to mean delivered by hand, mail or email.

#### ARTICLE 4 – ANNUAL AND SPECIAL MEETINGS

##### 4.1 Annual General Meeting

4.1.1 The NPLRA shall hold at least one regular meeting in each year, and shall hold special meetings, whenever called by the Board of Directors, or upon the request of not less than ten Voting Members given In Writing to the Secretary.

4.1.2 The Annual General Meeting shall be held no later than the 31<sup>st</sup> of August, in each year, or on such other date as the Board of Directors may determine.

4.1.3 Notice of the Annual General Meeting of the NPLRA shall be sufficiently given if sent by email, mail or deposited at the residence of a Member, at least twenty-one (21) days prior to the date of the meeting and such notice shall state the business to be considered at such a meeting.



4.1.4 All Voting Members in good standing shall be entitled to vote at meetings of the NPLRA. If a Voting Member is absent from a meeting of Members such Voting Member may designate any other member of such Voting Member's household, who is at least 18 years of age, to vote on all issues on which the absent Voting Member would be entitled to vote, if he or she were present.

4.1.5 Fifteen (15) Voting Members present in person or by proxy, shall, constitute a quorum at a meeting of the NPLRA.

#### 4.2 Conduct of Annual General Meeting

4.2.1 Order of Business - the following shall be the order of business but may be adjusted to accommodate guest speakers

(i) Determination of Quorum;

(ii) Reading and approval of the Minutes of the Preceding Annual General Meeting;

(iii) Reports of Committees;

(iv) Reports of Officers;

(v) Unfinished Business;

(vi) New Business;

(vii) Approval of Financial Statements and Appointment of Auditors;

(viii) Approval of all actions and decisions of the Board of Directors



(ix) Approval of liability insurance adequacy

(ix) Election of Directors;

(x) Adjournment

#### 4.2.2 Annual General Meeting Chair

The President shall be the Chair, or in his/her absence, a Vice-President designated by the President shall preside as Chair for a meeting of the Members, but if no Vice President is present within 15 minutes after the time appointed for holding the meeting, any Director present shall chair. Failing that, the Voting Members present shall by a show of hands elect a person from the Voting Members present to chair the meeting.

#### 4.3 Special Meeting

The NPLRA shall hold special meetings whenever called by the Board of Directors, or upon the request of not less than ten Voting Members given In Writing to the Secretary. Notice of a Special Meeting shall be sufficiently given if sent by email, mail or deposited at the residence of a Member, at least twenty-one (21) days prior to the date of the meeting and such notice shall state the business to be considered at such a meeting, provided that such Member was a Member in good standing for not less than thirty (30) days prior to the date of the Annual General Meeting.

4.3.1 Any Member desiring to bring forward a motion at a meeting of Members of the NPLRA shall give the Secretary of the NPLRA notice of such motion together with the name of his or her seconder, at least seven (7) days prior to the scheduled date of the Special Meeting.

#### ARTICLE 5 – MEMBERSHIP



5.1 Membership in the NPLRA shall commence from the date of payment of the Annual Dues until the end of the financial year (May 31st) during which the Annual Dues were paid.

5.2 Membership in the NPLRA shall be terminated upon a Member ceasing to be a current owner of real property or a resident of North Pigeon Lake or upon failure to pay Annual Dues

#### ARTICLE 6 – VOTING

6.1 All Members in good standing shall be entitled to attend meetings of the NPLRA.

6.2 All Voting Members in good standing shall be entitled to one vote per household at meetings of the NPLRA.

6.2.1 A secret ballot may be requested by a Voting Member on any issue requiring a vote, which request shall be approved by a show of hands. Such secret ballot shall be conducted in a manner prescribed by the President.

#### ARTICLE 7 – BOARD OF DIRECTORS

7.1 The Business of the NPLRA shall be managed by a Board of Directors consisting of a minimum of seven (7) Voting Members.

7.1.1 The Immediate Past President is automatically eligible to remain on the Board as long as said person is the Immediate Past President.

7.2 Sixty percent (60%) or more of the Directors shall constitute a quorum for a meeting of the Board of Directors. Presence at a Board meeting can include those present via teleconferencing.



7.3 The Board of Directors shall have general charge and supervision of the management of the affairs of the NPLRA, and shall carry out its purpose in accordance with Article 2.

7.4 The Board of Directors shall not incur liabilities on behalf of the NPLRA in excess of the current assets of the NPLRA.

7.5 The Board of Directors may from time to time make rules and regulations for the NPLRA as they may deem necessary or desirable.

7.6 The Board of Directors may, from time to time, appoint such committees as it deems advisable.

7.7 At each Board of Directors' meeting, all questions shall be decided by a majority of those present. In case of a tie, the President, shall have a second or casting vote.

7.8 Directors are elected at the Annual General Meeting and shall serve for a term of three (3) years.

7.9 Termination of Directors

7.9.1 Any Director can resign from the Board at any time In Writing to the Secretary.

7.9.2 A Director may be relieved of his/her office by a majority vote of Members at a Special Meeting.

7.10 Each Director shall have one vote and such voting may not be done by proxy.

7.11 Vacancies in the Board of Directors shall be filled for the balance of the year by a vote of the majority of the remaining Members of the Board of Directors.

7.12 The President of the NPLRA by virtue of his or her office shall be Chair of the Board of Directors.

7.13 Meetings of the Board of Directors may be called on five business days' notice In Writing. In addition, or in the alternative, the Board of Directors may, by resolution, set a fixed time and place for holding meetings of the Board of Directors in each month, or in such months of the year as the Board of Directors may so determine. During the first half-hour of each Board of Directors' Meeting, any Voting Member of the NPLRA in good standing who has notified the Secretary at least twenty-four hours in advance, may attend the Board of Directors' Meeting and place before such meeting any concerns which he or she may have. Except as herein provided, attendance at meetings of the Board of Directors shall be limited to Directors of the NPLRA, together with such other persons as the Directors may invite to be present.

## ARTICLE 8 – PROTECTION OF DIRECTORS

8.1 Limitation of Liability - No Director or any individual, upon whom powers of a Director have been delegated, shall be liable for the acts, omissions or defaults of any other Director, Committee Member or other NPLRA Voting Member.

8.2 The Directors shall not be personally liable for the debts, liabilities or other obligations of the NPLRA, except as required by law.

8.3 Indemnification and Insurance - The NPLRA shall indemnify, to the extent covered by insurance, a Director or Officer or person formerly occupying such position against expenses, judgments, fines, settlements and other amounts reasonably incurred or expected to be incurred in connection with any actual or threatened claim or proceeding against him or her by reason of the fact that he or she is, or was a Director or Officer of the NPLRA and shall advance the expenses of such person provided that the Officer acted honestly and in good faith with a view to the best interest of the NPLRA. The NPLRA must



purchase yearly an insurance policy on behalf of itself, its Directors or Officers against any such liability.

8.4 Conflict of Interest - No Director shall vote upon any motion or resolution where such vote would place the member in a conflict of interest or otherwise impair his or her ability to vote in accordance with Article 2.

#### ARTICLE 9 – NOMINATION AND ELECTION OF DIRECTORS

9.1 The Board of Directors shall nominate a number of candidates for Directors, at least equal to the number of vacancies at the next Annual General Meeting and the names of such nominees shall be included in the Notice of the Annual General Meeting.

9.2 Additional Nominee(s) for election as Directors of the NPLRA shall advise the Secretary of such nomination at the time the Board of Directors nominates its proposed slate of Directors or at the time of the call for nominees at the AGM.

9.7 The Election of Directors shall be held at the Annual General Meeting of the NPLRA and in the case of a vote being required, the Chair of the Meeting shall call for a secret ballot with a simple majority determining the winner(s) of any such vote.

#### ARTICLE 10 – OFFICERS

10.1 The Board of Directors shall elect a President, Treasurer, Secretary, and one or more Vice-Presidents of the NPLRA and such additional Officers for a term of one (1) year as they may see fit and shall prescribe the duties of such Vice-Presidents and additional Officers.

#### ARTICLE 11 – DUTIES OF OFFICERS



#### 11.1 Duties of President:

- (i) To act as the chief executive officer for the NPLRA and he/she shall exercise general supervision over the affairs of the NPLRA;
- (ii) To preside at all meetings of the NPLRA;
- (iii) To call all meetings to order at the appointed time;
- (iv) To announce the business before the NPLRA in the proper form;
- (v) To state and put all questions properly before the NPLRA;
- (vi) To preserve order and decorum, and decide all questions of order; and
- (vii) May sign all documents requiring the NPLRA's signature.

#### 11.2 Duties of the Treasurer:

- (i) The Treasurer shall receive all moneys belonging to the NPLRA, and shall keep them in a Chartered Bank or other depository to be named by the Board of Directors;
- (ii) Prepare and present to the Board regular financial status reports and prepare and deliver to the AGM the annual financial reports;
- (iii) Keep accurate account of all moneys received and disbursed and has charge of all property and documents of the NPLRA;
- (iv) May sign all documents requiring the NPLRA's signature.



(v) Arrange for an independent audit of the annual financial information and report.

### 11.3 Duties of the Secretary:

(i) Keep a record of the proceedings of all meetings;

(ii) Issue a notice to Members of all regular and special meetings including the Annual General Meeting; and

(iii) Perform such other duties as may be required including but not limited to the disbursement of minutes of Board meetings to Directors and AGM minutes to Members.

(iv) May sign all documents requiring the NPLRA's signature.

(v) Is responsible for the maintenance of the membership roll and all pertinent mailing lists of all Members.

## ARTICLE 12 – EXECUTION OF DOCUMENTS

12.1 All contracts or other instruments in writing, shall, unless otherwise specifically provided, be signed by any two of the President, the Treasurer, the Secretary or a signing Director approved by the Board of Directors. Such contracts or other instruments in writing, when so signed, shall be received as an act of the NPLRA. Nothing herein contained shall affect any signing authority from time to time conferred on any Officer or Director of the NPLRA in pursuance of any By-law or Resolution which may be from time to time passed by Board of Directors. The Board of Directors may from time to time by Resolution or Bylaw appoint any Officer or Director on behalf of the NPLRA to execute any contract or other instruments in writing. Any contract or instrument so signed shall be received as the act of the NPLRA.



#### ARTICLE 13 – OMISSIONS AND IRREGULARITIES

13.1 No proceedings of the NPLRA or of its Board of Directors shall be invalidated by any accidental omission to give notice, or by any irregularity in proceedings of any meeting of Members of NPLRA or its Directors.

#### ARTICLE 14 – AMENDMENTS

14.1 This By-law may only be amended at an Annual General Meeting or Special Meeting of the NPLRA by a vote of not less than two-thirds of the Voting Members present, a written notice of the proposed amendment having been provided to the Voting Members by the Secretary in the notice of the calling of the meeting.

#### ARTICLE 15 - PRIVACY POLICY

15.1 The NPLSA is committed to safeguarding the personal information entrusted to us by our Members and Associate Members (herein referred to as Members). Our privacy statement outlines the practices we follow in protecting personal information. This privacy statement applies to NPLSA and to any person providing services on our behalf. A copy of the complete privacy statement is provided to any Member or Associate Member on request.