

## North Pigeon Lake Association By-Law 1 (Constitution)

(As amended on 2016-XX-YY and formerly known as the North Pigeon Lake Ratepayers' Association)

### ARTICLE 1 NAME

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

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

### ARTICLE 2 PURPOSE

2.1 To consider all subjects and issues that tend to preserve and promote the welfare of the shoreline and waters of north Pigeon Lake and its catchment area (herein after referred to as the "Area") see Appendix A for map.

2.2 To consider, recommend and promote such provincial, federal, municipal and other measures as may be deemed wise by the voting members, and expedient in the interests of the Area.

2.3 To plan, recommend and promote the adoption of such measures that will act to beautify enhance, protect and improve the Area.

2.4 To facilitate communications between NPLA members with external bodies and associations with similar objectives.

2.5 To promote good government, including environmental stewardships, particularly as it affects the Area.

### ARTICLE 3 DEFINITIONS

3.1 "Annual dues" means the annual 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, or appointed by the Board following the process outlined in Article 7.

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

3.5 "Fiscal Year" is from June 1st to May 31<sup>st</sup> the following year.

3.6 "In writing" means delivered by hand, mail, or e-mail.

3.7 "Member" means anyone who subscribes to the purposes of the NPLA and has paid their Annual Dues to become eligible for the benefits of membership (also referred to as a Voting Member). A Member may be either an individual or a family residing together.

3.8 "Officers" means those Directors duly appointed by the Board at the first meeting of the Board following the Annual General Meeting to serve as Officers.

- 3.9 “President” means the person elected by the Board at the first meeting of the Board of Directors following the Annual General Meeting of the NPLA.
- 3.10 “President Emeritus” shall mean the immediate Past President of the NPLA.
- 3.11 “Secretary” means such person duly appointed by the Board of Directors at the first meeting of the Board of Directors following the Annual General Meeting
- 3.12 “The Area” means the north half of Pigeon Lake and that part of its drainage or catchment area contained within the City of Kawartha Lakes and the Municipality of Trent Lakes.
- 3.13 “Treasurer” means such person duly appointed by the Board of Directors at the first meeting of the Board of Directors following the Annual General Meeting.
- 3.14 “Vice-President” means the person duly appointed by the Board at the first meeting of the Board following the Annual General Meeting
- 3.15 “Voting Member” means any member in good standing (see also 3.5)

#### **Article 4 ANNUAL GENERAL MEETING AND SPECIAL MEETINGS**

- 4.1 The NPLA shall hold at least one regular meeting of its members in each year, and shall hold special meetings, whenever called by the Board, or upon request of not less than ten Voting Members given In Writing to the Secretary.
- 4.1.1 All Voting Members shall be entitled to vote at any specially called meetings and at the Annual General Meeting. If a Voting Member is absent from a meeting of Members, such Voting Member may designate by written proxy 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. For a Member, who represents more than one person, the Member has only one vote. (see also 6.2)
- 4.1.2 Fifteen (15) Voting Members present in person or by proxy, shall, constitute a quorum at a meeting of the NPLA.
- 4.2 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.
- 4.2.1 Notice of the Annual General Meeting shall be sufficiently given if sent in writing to 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.
- 4.2.2 Order of Business at the Annual General Meeting shall be as follows but may be adjusted to accommodate guest speakers or unusual circumstances:
- 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 Finances and Appointment of Auditors;
  - viii. Approval of all actions and decisions of the Board of Directors;
  - ix. Approval of liability insurance adequacy;

- x. Election of Board of Directors
- xi. Adjournment

#### 4.2.3 Annual General Meeting Chair

The President shall be the Chair, or in his/her absence, the Vice-President shall preside as Chair, but if the Vice-President and the President are not present, the President Emeritus shall be the Chair. If within 15 minutes after the time appointed for holding the meeting, the President, Vice-President and President Emeritus are all absent the Voting Members present shall by show of hands elect a person from the Voting Members present to chair the meeting.

#### 4.3 Special Meeting

The NPLA 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 in writing to Members, 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 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 a motion at a meeting of Members of the NPLA shall give the Secretary of the NPLA 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 Annual General Meeting or Special Meeting.

### **ARTICLE 5- MEMBERSHIP**

- 5.1 Membership in the NPLA shall commence from the date of payment of the Annual Dues until the end of the current fiscal year (May 31st) and continue subject to Article 5.2. For those paying their dues in the period March 30th to May 31st they will be considered to be members from the date of said payment until the May 31st of the following fiscal year.
- 5.2 Membership in the NPLA shall be terminated within 10 days upon failure to pay their Annual Dues.
- 5.3 All Members in good standing and their immediate family shall be entitled to attend meetings of the NPLA

## ARTICLE 6-VOTING

- 6.1 All Voting Members of the NPLA shall be entitled to one vote per household unless multiple members have paid annual dues at meetings of the NPLA.
- 6.2 A secret ballot may be requested by a Voting Member on any issue requiring a vote, if a majority, by a show of hands, supports a secret ballot. Such a secret ballot shall be conducted in a manner prescribed by the President.

## ARTICLE 7-BOARD OF DIRECTORS

- 7.1 The business of the NPLA shall be managed by a Board consisting of a minimum of seven (7) Voting Members and a maximum of twelve (12) voting members.
- 7.2 Directors are elected at the Annual General Meeting, except as hereinafter provided in these bylaws, and shall serve a term of three (3) years.
- 7.3 The President Emeritus is automatically eligible to remain on the Board as long as said person is the Immediate Past President.
- 7.4 Sixty percent (60%) or more of the Directors shall constitute a quorum for a meeting of the Board. Presence at a Board meeting can include those present via teleconferencing.
- 7.5 The Board shall have general charge and supervision of the management of the affairs of the NPLA, and carry out its purpose in accordance with Article 2.
- 7.6 The Board shall not, without a majority vote of consent, incur liabilities on behalf of the NPLA in excess of 30% of the current assets of the NPLA.
- 7.7 The Board may from time to time make rules and regulations for the NPLA, as they may deem necessary or advisable.
- 7.8 The Board may from time to time appoint such committees, as it deems advisable.
- 7.9 At each Board meeting, all questions shall be decided by a majority vote of those present. In case of a tie the matter will be considered defeated.
- 7.10 Each Director shall have one vote. No proxy voting is permitted at any Board meeting.
- 7.11 Any Director can resign from the Board at any time In Writing to the Secretary.
- 7.12 A Director may be relieved of his/her office by a majority of Members at a Special Meeting, or by two thirds (2/3) Vote of the Board between Meetings of the NPLA for failure to act in accordance with Article 2 and other provisions of this Bylaw. Such action by the Board shall be upheld or overturned by majority vote at the next regular, special, or Annual General Meeting of the NPLA
- 7.13 Vacancies in the Board shall be filled for the balance of the year by a vote of the remaining Directors. The Board may add additional Members to the Board, if circumstances arise

where the Board deems it advisable to add additional Members. Those additional Members shall be added by majority vote of Members of the Board, and shall be confirmed by a vote of the Members at the next Regular, Special or Annual General Meeting.

- 7.14 The President of the NPLA, by virtue of his or her office, shall be Chair of the Board.
- 7.15 Meetings of the Board may be called on five days' notice In Writing. In addition, or as an alternative, the Board may, by resolution, set a fixed time and place for holding meetings of the Board in each month, or in such months of the year as the Board of Directors may so determine. Any Voting Member of the NPLA, who has notified the President at least twenty-four hours in advance, may attend the Board Meeting, and place before such meeting any concerns or recommendations, which he or she may have. Except as herein provided, attendance at meetings of the Board shall be limited to Directors of the NPLA together with such other persons as the Directors may invite to be present.
- 7.16 The Board shall meet at least four (4) times per financial year.

#### **ARTICLE 8-PROTECTION OF DIRECTORS**

- 8.1 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 NPLA Voting Member, except as prescribed by law.
- 8.2 The Directors shall not be personally liable for the debts, liabilities or other obligations of the NPLA, except as prescribed by law.
- 8.3 The NPLA 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 NPLA. The NPLA shall advance the expenses of such person provided that the said person acted lawfully, honestly and in good faith with a view to the best interest of the NPLA. The NPLA must purchase yearly, an adequate insurance policy as determined by the Board on behalf of itself, its Directors or Officers against any such liability.
- 8.4 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 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 of the Annual General Meeting.

- 9.2 Additional Nominee(s) for election as Directors of the NPLA shall advise the Secretary of such nomination at the time the Board nominates its proposed slate of Directors or at the time of the call for nominees at the Annual General Meeting.
- 9.3 The Election of Directors shall be held at the Annual General Meeting of the NPLA, except as provided for under Article 7.13, and in the case of a vote being required, the Chair shall call for a secret ballot and the winner(s) shall be the candidate(s) receiving the highest number of votes. A Voting Member may vote for more than one candidate

#### **ARTICLE 10-OFFICERS**

- 10.1 The Board shall appoint a President, Treasurer, Secretary, and a Vice-President and such additional Officers for a term of one (1) year as they may see fit and shall prescribe the duties of such additional Officers. The description and duties of additional officers not described in Article 11 shall be duly recorded in the Board minutes)

#### **ARTICLE 11-DUTIES OF OFFICERS**

##### 11.1 Duties of President:

- a. To act as the Chief Executive Officer and chief spokesperson for the NPLA and he/she shall exercise general supervision over the affairs of the NPLA;
- b. To preside at all meetings of the NPLA;
- c. To call all meetings of the Board of Directors and call all meetings of the NPLA to order at the appointed time;
- d. To announce the business before the NPLA in the proper form;
- e. To state and put all questions properly before the NPLA;
- f. To preserve order and decorum, and decide all questions of order; ~~and~~
- g. May sign all documents requiring the NPLA's signature, as per Article 12-Execution of Documents

##### 11.2 Duties of the Treasurer:

- a. To shall receive all moneys belonging to the NPLA, and shall keep them in a Chartered Bank or other depository to be named by the Board of Directors;
- b. To prepare and present to the Board regular financial status reports and prepare and deliver to the Annual General Meeting the annual financial reports;
- c. To keep accurate accounts of all moneys received and disbursed; and have charge of all property and documents of the NPLA;
- d. Is responsible for the maintenance of the membership roll lists of all Members;

- e. May sign documents requiring the NPLA's signature as per Article 12-Execution of Documents;
- f. To arrange for an independent audit of the annual financial information and report.
- g. Is responsible to the Board for monitoring Article 8 -Protection of Officers and making annual recommendations to the Board to ensure adequate insurance coverage for the Officers and Directors.

### 11.3 Duties of the Secretary

- a. To keep a record of the proceedings of all meetings;
- b. To issue a notice to Members of all regular and special meetings including the Annual General Meeting;
- c. May sign documents requiring the NPLA's signature as per Article 12-Execution of Documents;
- d. Is responsible for the maintenance of all pertinent mailing lists of the NPLA;
- e. To maintaining and up-dating the NPLA's Web-site as authorized by the Board..

### 11.4 Duties of the Vice-President

- a. To replace the President if, and when, the President is absent or unable to perform his or her duties as under Article 11.1;
- b. To perform such other duties as may be performed as approved by the Board;
- C. May sign documents requiring the NPLA's signature as per Article 12-Execution of Documents;

### 11.5 Duties of the President Emeritus

- a. To assist, as required with the continuity of the Board in pursuit of the objectives of Article 2;
- b. To Chair meetings of the NPLA if and when both the President and the Vice-President are absent or unable to perform their duties under Article 11.1 and Article 11.4 respectively;
- c. To perform such other duties as may be performed as approved by the Board of Directors;
- d. May sign documents requiring the NPLA's signature as per Article 12-Execution of Documents.

**ARTICLE 12-EXECUTION OF DOCUMENTS**

- 12.1 All contracts or other instruments in writing, shall, unless otherwise specifically provided, be signed by **one** of the President, the Secretary, the Treasurer or a signing Director approved by the Board **but must have documented email or other written approval of one or more of the other signing Officers.**
- 12.2 Such contracts or other instruments in writing, when so signed, shall be received as an act of the NPLA. Nothing herein contained shall affect any signing authority from time to time conferred on any Officer or Director of the NPLA in pursuance of any By-Law or Resolution.
- 12.3 Any contract or instrument so signed shall be received as the act of the NPLA.

**ARTICLE 13-OMISSIONS AND IRREGULARITIES**

- 13.1 No proceeding of the NPLA or of its Board shall be invalidated by any accidental omission to give notice, or any irregularity in proceedings of any meeting of Members of the NPLA 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 NPLA by a vote of not less than two-thirds of the Voting Members present, notice *In Writing* of the proposed amendment having been provided to the Voting Members by the Secretary in the notice of calling of the meeting.

**ARTICLE 15-PRIVACY POLICY**

- 15.1 The NPLA is committed to safeguarding the personal information entrusted to us by our Members. Our privacy statement outlines the practices we follow in protecting personal information. This privacy statement applies to the NPLA and to any person providing services on our behalf. A copy of the Privacy Policy is attached as Appendix B.