

Preamble:

The Mandate of the Otter Lake Landowners' Association, Incorporated is:

- A. To establish and operate an association for the benefit of members who are owners of property abutting Otter Lake in the Township of Rideau Lakes, Ontario, for the purpose of monitoring water quality and conditions affecting the lake environment.
- B. To organize activities that benefit Otter Lake and the immediate environs.
- C. To communicate with Government and private agencies as required.

The general objective is to contribute to maintaining and enhancing the well being of our local environment and the quality of life on Otter Lake for both seasonal and permanent residents

Name:

The corporation shall be called the Otter Lake Landowners' Association, Incorporated, hereinafter designated as 'OLLA' or 'the corporation'.

Jurisdiction:

The Otter Lake Landowners' Association shall be representative of the area including all properties having frontage on Otter Lake in Rideau Township, in the Province of Ontario.

Membership:

- A. Membership is limited to one per property within the designated area.
- B. Each membership carries with it the right to one vote at any meeting of the members called by the Board of Directors.
- C. Membership may be represented by one of the following:
 1. The registered property owner (if ownership is joint, ONE of the registered owners), OR
 2. The spouse or partner of the registered owner, OR
 3. The designate of the registered property owner.
The designate shall be identified in writing to OLLA on the membership application form. The designate shall be a regular user of the property of the owner making the designation.
 4. For voting at a general meeting, the property owner or his/her designate may appoint a Proxy. The Proxy must be a paid-up member of OLLA and shall be identified in writing, signed by the registered property owner or designate. This proxy appointment notice shall be presented to a Director of OLLA at the commencement of the general meeting.
- D. These persons shall be referred to as 'Voting Members' at the Annual General Meeting or other general meeting called by the Board of Directors.
- E. Application for membership shall be made to any Director of OLLA.
- F. Application in respect to each property shall be made on one of the appropriate forms as specified by OLLA and shall be accompanied by the current year membership dues. Owners of multiple properties each having frontage on Otter Lake may make application(s) for membership and pay membership dues in respect to each of these such registered properties. Each individual membership for which annual membership dues have been paid entitles one vote in accordance with Sections B and C above.
- G. The membership year shall be the calendar year, beginning on January 1 and ending on December 31. Membership renewal fees are due on January 1 of each year.
- H. A member who has not paid his/her dues on or before the date of the Annual General Meeting (AGM) shall be deemed to be in default, and therefore shall not have the right to vote at the AGM.
- I. Membership Dues for the following year shall be set by the Board of Directors in the latter part of each year, having regard to the state of the OLLA treasury accounts, the current commitments and the projected expenditures for the forthcoming year.

Financial Year:

- A. The financial year shall commence on January 1 and shall end on December 31 each year.
- B. There shall be an annual review of the financial operation of the corporation either by a professional accountant or by signed statement from two members of the corporation.

Annual and other General Meetings:

- A. An Annual General Meeting (AGM) shall be held on a date to be fixed and announced in advance by the Board of Directors. This date of the AGM will normally be in late July on the Saturday prior to the Saturday of the Civic Holiday (first Monday in August) weekend. The purpose of this meeting is for receiving reports, the election of Directors, and for the transaction of any other business.
- B. At least 30 days prior notice shall be given to the members concerning the holding of the Annual General Meeting or any other general meeting of members which is called by the Board of Directors.
- C. At least 60 percent of the Directors and at least 20 percent of the other voting members shall constitute a quorum for the holding of an Annual General Meeting or other general meeting of members.
- D. Each voting member shall have the right to vote at the AGM or any other general or special meeting, provided that the membership is in good standing prior to the vote, this in accordance with Membership: Sections B, C, and F, above.
- E. An OLLA member holding voting Proxies may exercise a maximum of two (2) proxy votes on any motion.
- F.
 - 1. Ten or more voting members of OLLA may requisition the Board of Directors to hold a general meeting of the members for any purpose in keeping with the affairs of the corporation that is not inconsistent with The Corporations Act.
 - 2. The requisition shall state the general nature of the business to be presented at the meeting and shall be signed by the requisitioners and deposited with the President or the Secretary (or Secretary-Treasurer) of OLLA.
 - 3. Upon deposit of the requisition the Board of Directors shall forthwith give the requisite notice to the members and call the meeting for the transaction of the business stated in the requisition.
 - 4. If within 40 days from the date of the deposit of the requisition the Directors do not call and hold the meeting, any of the requisitioners may call such meeting, which shall be held within 60 days from the date of the deposit of the requisition.
- G. Motions at general meetings shall be made and seconded by voting members in good standing and shall be determined by a simple majority of votes on a show of voting paddles or other objects as specified by the Board of Directors, which indicate membership in good standing.

Directors and Officers:

- A. The Board of Directors shall consist of not less than seven and not more than ten Directors. Of these, one shall be the immediate past President (if there is a Past President).
- B. The term of office of a Director is three years. Directors may stand for reelection to further terms of office.
- C. Directors shall be nominated and elected at the Annual General Meeting and shall serve up to a three year term.
- D. To the degree possible, Directors shall be elected so that not all Directors' terms fall due in the same year, so as to provide continuity in the management of the corporation.
- E. Election of Directors shall be by a simple majority of the voting members present by a show of voting paddles or other objects as specified by the Board of Directors, which indicate membership in good standing.
- F. In electing the Directors, when more than the required number of Directors are nominated and stand for election, the election shall be by secret ballot.
- G. A Director must be a registered property owner or a registered property owner's spouse in the jurisdiction of OLLA, or a registered property owner's official designate, and must be a current paid-up member of OLLA.
- H. The Officers shall consist of a President, Past President (when there is one), Lake Steward, Secretary and Treasurer. The positions of Secretary and Treasurer may be combined. A Vice President may be appointed. The Board of Directors shall appoint the Officers from members of the Board.
 - I. Between Annual General Meetings, the general management and control of the affairs, funds and property of the corporation shall be vested in the Directors, subject only to the constitution and by-laws and decisions taken by majority vote of the members at the Annual General Meeting, or at other general meetings on the same notice as for Annual General Meetings.
 - J. Sixty (60) percent of the Directors shall constitute a quorum for the transaction of business of the Directors provided a reasonable effort has been made to stage a meeting of all of the Directors.
 - K. Motions in the meetings of Directors shall be determined by a simple majority of the votes cast. In the event of a tie vote, the President's vote can be used to break the tie.
 - L. Any Director may participate in a meeting of the Board of Directors using conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other.
 - M. The Board of Directors shall make every effort to meet at least three times or more per year.
 - N. A quorum of the Directors may replace Directors positions that have been vacated.

Indemnification:

- A. All Directors and Officers of the corporation and their heirs, executors, administrators and their estates and effects respectively, shall at all times be indemnified and saved harmless out of the funds of the corporation from and against:
 - 1. all costs, charges and expenses whatsoever which the Director or Officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for, or in respect of, any act, deed matter or things whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office, AND
 - 2. All other costs, charges and expenses which the Director or Officer sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her willful neglect or default.
- B. The corporation may also indemnify any Director in such other circumstances as the Law may permit or require.
- C. Nothing in this By-Law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-Law to the extent permitted by Law.

Funds:

- A. The funds of the corporation shall be in the keeping of the Treasurer (or the Secretary-Treasurer), who shall deposit these in a chartered Canadian bank or trust company and shall make payments for the corporation by cheque on the said account, with the exception of petty cash payments for which the Treasurer will account by voucher.
- B. The signing officers are the President, the Vice-President (if there is one) and the Treasurer (or Secretary-Treasurer). In the absence of a Vice President, one of the other Directors shall be appointed by the Board of Directors as a third signing officer. Normally this third signing officer shall be the Secretary. Any cheques must have two signatures, one of which shall be the Treasurer (or Secretary-Treasurer).

Committees:

The Directors may appoint Standing Committees or Special Committees as required, e.g. Lake Stewardship, Publicity, etc.

Consultants & Contractors:

The Board of Directors may enter into arrangements and contracts with individuals and firms to provide goods and services in keeping with the objectives of OLLA.

Amendments:

- A.
 - 1. Amendments to the Constitution and By-Laws may only be made at the Annual General Meeting or any general meeting properly called, and members must be notified at least 30 days before the meeting.
 - 2. The proposed amendment(s) shall be put before the membership at the time of notification for the holding of the meeting.
- B. Any amendments must be passed by a two-thirds majority of the voting members present at the general membership meeting.