

OTTER LAKE LANDOWNERS' ASSOCIATION BY-LAW#1

A not-for-profit corporation without share capital organized and existing under the law of the Province of Ontario, Canada as Ontario Corporation #1450210, revised September 19, 2020.

CONSTITUTION

1. GENERAL

- 1.1. The Corporation shall be called the Otter Lake Landowners' Association, Incorporated, hereinafter designated as "OLLA" or the "Association".
- 1.2. The Mandate of the Otter Lake Landowners' Association, Incorporated, is:
 - 1.2.1. 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.
 - 1.2.2. To organize activities that benefit Otter Lake and immediate environs, including activities encouraging community spirit.
 - 1.2.3. To maintain professional working relations and communicate with government and private agencies as required.
- 1.3. 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 in keeping with, but not limited to, the Otter Lake Sustainable Lake Plan.
- 1.4. Conduct of AGM, all other members' meetings and Board of Directors meetings shall be covered by Roberts Rules of Order.

2. JURISDICTION

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

3. DEFINITIONS

- 3.1. "Association" or "OLLA" means The Otter Lake Landowners' Association Incorporated;
- 3.2. "Corporation" means "Association" or "OLLA"
- 3.3. "By-law" refers to a by-law of the Association;
- 3.4. "Board" or "BOD" means the Board of Directors of the Association;
- 3.5. "Director" means a member of the Board of Directors;

- 3.6. "Officer" means a Director who has a specific role, i.e., President, Vice-President, Treasurer, Secretary, etc.
- 3.7. "Member" means voting member.

4. MEMBERSHIP

- 4.1. Membership is limited to one per property within the designated area.
- 4.2. Membership may be represented by one of the following and must be at least 18 years of age:
 - 4.2.1. The registered property owner (if the ownership is joint, only ONE of the registered owners), **OR**
 - 4.2.2. The spouse or partner of the registered owner, **OR**
The designate of the registered property owner.
 - 4.2.2.1. The designate shall be identified in writing to OLLA on the membership application form.
 - 4.2.2.2. The designate shall be a regular user of the property of the owner making the designation.
- 4.3. These persons shall be referred to as "Voting Members" at the Annual General Meeting or other members' meetings called by the Board of Directors.
- 4.4. Each membership carries with it the right to one vote at any members' meetings called by the Board of Directors.
- 4.5. Application for membership shall be made to any Director of OLLA.
- 4.6. 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 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 4.2 and 4.3 above.
- 4.7. The membership year shall be from the time the membership is paid, include the AGM, and end prior to the next AGM, at which time membership renewal fees will be due.
- 4.8. A member who has not paid his/her membership 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.
- 4.9. Membership Dues increases shall be proposed by the Board of Directors having regard to the state of the OLLA treasury accounts, the current commitments and the projected expenditures, and shall be approved by the

voting members at the Annual General Meeting and shall take effect immediately until a new fee is adopted by the members.

5. MEETINGS OF THE MEMBERS

- 5.1. 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.
- 5.2. At least 30 days prior notice shall be given to the members concerning the holding of the AGM or any other members' meeting which is called by the Board of Directors. Notice of meetings shall be by either OLLA publications (Newsletter; NewsByte), email, and/or signs. Official documents pertaining to the meeting shall be made available on the OLLA website with links provided in meeting notice(s).
- 5.3. **Quorum:** 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 AGM or any members' meetings called by the Board of Directors.
- 5.4. **Voting:**
 - 5.4.1. Each voting member shall have the right to vote at the AGM or any members' meetings called by the Board of Directors, provided that membership is in good standing in accordance with Sections 4.2, 4.4 and 4.6.
 - 5.4.2. If a question arises regarding voting eligibility, the Treasurer and/or Membership Director shall be called upon to verify whether a membership is valid.
 - 5.4.3. Members must be in attendance at a meeting to cast a vote, except as allowed in Section 5.5 of this By-Law.
- 5.5. **Proxy:**
 - 5.5.1. For voting at the a general meeting, or any other members' meeting called by the Board of Directors, the registered property owner, the spouse or partner of the registered 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, the spouse or partner of the registered owner, or his/her designate. This proxy appointment notice shall be presented to a Director of OLLA at before the commencement of the AGM or any other members' meeting.

- 5.5.2. An OLLA member holding voting Proxies may exercise a maximum of two (2) proxy votes on any motion.
- 5.6. **Requisitions:**
- 5.6.1. Ten or more voting members of OLLA may requisition the Board of Directors to hold a members' meeting for any purpose in keeping with the affairs of the corporation that is not inconsistent with the Ontario Corporations Act or the Ontario Not-for-Profit Corporations Act when it is subsequently acclaimed.
- 5.6.2. The requisition shall state the general nature of the business to be presented at the members' meeting and shall be signed by the requisitioners and deposited with the President or the Secretary (Secretary/Treasurer) of OLLA.
- 5.6.3. 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.
- 5.6.4. If within 40 days from the date of the deposit of the requisition the Directors do not call and hold the members' 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.
- 5.7. **Motions:** Motions at the AGM or any members' 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.

6. BOARD OF DIRECTORS

- 6.1. The Board of Directors shall consist of not less than five and not more than ten Directors. Of these, one shall be the immediate Past President (if there is a Past President).
- 6.2. Directors shall be nominated and elected at the Annual General Meeting.
- 6.3. The term of office of a Director is three years. Directors may stand for re-election to further terms of office.
- 6.4. 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 Association.

- 6.5. To the degree possible, the aim of diversity and representation on the Board will be promoted by considering directors equally from around the lake and seasonal and year-round residents.
- 6.6. 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.
- 6.7. 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.
- 6.8. A Director must be a registered property owner OR a registered property owner's spouse in the jurisdiction of OLLA, OR a registered owner's official designate AND must be the same current paid-up member of OLLA for voting purposes at members' meetings (see Section 4 – Membership). There cannot be two paid-up members from the same registered property elected or appointed as Directors serving terms at the same time.
- 6.9. A quorum of Directors may replace Directors positions that have been vacated. The term of such an appointed Director shall be until the next AGM at which time that appointed Director may be nominated for election to a full 3-year term.
- 6.10. A Director who fails to attend three consecutive Board meetings (face to face, telephone or video) without communication of a valid reason provided to the President, shall be deemed to have stepped down from his/her position as a Director immediately following the 3rd absenteeism from a board meeting, at which time the President will advise that Director by email within 7 days that he/she is no longer considered to be a Director.
- 6.11. A quorum of Directors can remove a Director if he/she is not a member in good standing (not a paid-up member) by a simple majority vote. Removing a Director for all other reasons must be done by a two-thirds majority vote at a members' meeting.
- 6.12. Directors serve without remuneration, except for reimbursement of expenses in accordance with Section 10.6 of this By-Law. No Director shall directly or indirectly receive any profit from their position.

7. BOARD OF DIRECTORS POWERS AND DUTIES

The Directors of the Board shall carry out the duties and exercise the powers delegated to them by these By-laws and shall:

- 7.1. Manage the business and finances and execute the policies and decisions of the Association;

- 7.2. Reflect the views, wishes and objectives of the members;
- 7.3. Plan and organize activities for its members, including activities encouraging camaraderie;
- 7.4. Ensure regular contact is maintained with all members;
- 7.5. Ensure that all necessary files and records required by the Association's By-laws or by the Act or any other applicable statute or law are regularly and properly kept.

8. MEETINGS OF THE DIRECTORS

- 8.1. Between Annual General Meetings, the general management and control of the affairs, funds and property of the Association 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 members' meetings on the same notice as for Annual General Meetings.
- 8.2. Quorum: 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 the Directors.
- 8.3. Voting: Motions in the meetings of Directors shall be determined by a simple majority of the votes cast. All Directors, including the President shall have the right to cast a vote. In the case of a tie vote, the motion is automatically defeated.
- 8.4. 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.
- 8.5. The Board of Directors shall make every effort to meet a minimum of three times per year.
- 8.6. The first Board of Directors meeting following the AGM shall be held within 60 days.
- 8.7. In the absence of a scheduled meeting, the President, while respecting Sections 8.2 and 8.3, can orchestrate a vote by email.
- 8.8. The President must call a meeting if 30% of the Directors request one in writing.

9. DUTIES OF THE OFFICERS

- 9.1. The Board of Directors shall appoint the Officers from the Directors of the Board.
- 9.2. 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.

9.3. Office Role Definitions

- 9.3.1. President: The President is the Chair of the Board, the Chair of all Board of Directors meetings and the AGM. The President is charged with the general management and supervision of the affairs and operations of the Association and speaks for the Board of Directors in an official capacity. The President may delegate this authority to another Director. The President is one of the three signatories for banking purposes.
- 9.3.2. Secretary: The Secretary is the recording officer and custodian of the records, other than the current Treasurer documents. The Secretary will make all records available to the OLLA Directors. The release of any documents to the public is only to be made with Board approval. The Secretary will maintain the Minutes of all meetings including the AGM. The Secretary is one of the three signatories for banking purposes.
- 9.3.3. Treasurer: The Treasurer is the banker for OLLA. The Treasurer will receive and deposit all funds, pay all outstanding invoices as directed, submit an annual report and interim reports for all Board meetings and the AGM. The Treasurer is one of the three signatories for banking purposes. Upon resignation, the Treasurer will balance the books and submit all records to the Secretary. A copy of these records will be provided to the new Treasurer. The Treasurer is also responsible for membership. The Board of Directors may separate the membership duties from the Treasurer and assign to another Director whose sole responsibility will be membership, including maintaining up-to-date membership lists with contact information, membership statistics, etc.
- 9.3.4. Lake Steward: The Lake Steward monitors water levels, water quality and conditions affecting the overall health of Otter Lake and communicates with the Rideau Valley Conservation Authority (RVCA) and other agencies as needed regarding the health of the lake. The Lake Steward generates an annual Lake Steward's Report that is presented to the membership at the AGM and posted on the OLLA website as well as interim reports for all Board meetings.
- 9.3.5. Past President: This position is for a period of one year. The purpose is to provide advice to the new President to help with the transition. After one year, the Past President returns to a Director position subject

to the three-year term limits.

- 9.3.6. Vice-President (if appointed): The Vice-President shall perform the duties of the President in the absence or inability of the President to act in this role.

10.IDEMNITY

- 10.1. 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:

10.1.1. 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

10.1.2. 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.

- 10.2. The corporation may also indemnify any Director in such other circumstances as the law may permit or require.

- 10.3. Nothing in the 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.

11.INSURANCE

- 11.1. The Association shall maintain Directors and Officers Liability Insurance (DOLI), and additional coverage as deemed appropriate, to protect Members pursuant to Section 9 of this By-Law.

12.FINANCIAL

- 12.1. The financial year shall commence on January 1 and shall end on December 31 each calendar year.

- 12.2. 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.

- 12.3. Annual financial statements of the Association shall be presented at the AGM

and shall be made available to any member upon submitting a written request to the President.

- 12.4. The funds of the Corporation shall be in the keeping of the Treasurer (or the Secretary-Treasurer), who shall deposit funds 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. *(Formerly section A in "Funds")*
- 12.5. 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 the Secretary). Any cheques must have two signatures, one of which shall be the Treasurer (or Secretary-Treasurer).
- 12.6. The Board shall not authorize the Association to incur a financial deficit, after taking into account all reserves, or to borrow funds.
- 12.7. No member or director of the Association shall spend funds, commit to spending funds, enter contract agreements, or bind the Association in any way without prior approval of the Board.
- 12.8. Members and directors who incur personal expenses while conducting business on behalf of the Association, if approved by the Board, may be reimbursed upon submission of receipts together with the approved OLLA form.

13.COMMITTEES

- 13.1. The Directors may appoint Standing Committees or Special Committees as required, e.g. Lake Stewardship, Publicity, Government Liaison, etc.
- 13.2. Members of these Committees shall be appointed by the Board and can either have a defined term or renewed on an annual basis
- 13.3. Committees shall provide regular reports to the BOD and as necessary to the AGM either directly or through the President or designated Director.

14.CONULTANTS & CONTRACTORS

- 14.1. The Board of Directors may enter into arrangements and contracts with individuals, other associations and firms to provide goods and services in keeping with the objectives of the Association.

15. BY-LAW AMENDMENT

- 15.1. By-laws may be adopted, repealed or amended at the Annual General Meeting or any other members' meeting properly called (see Section 5).
- 15.2. The proposed amendment(s) shall be put before the membership at the time of notification of the meeting.
- 15.3. Members may submit by-law amendment proposals in writing to the President at least 90 days prior to the July AGM (see Section 5.1) or when requesting a members' meeting in accordance with Section 5.6.
- 15.4. The proposed amendment(s) must be passed by a two-thirds majority of the Voting Members present at the AGM or any other members' meeting.
- 15.5. Amendments to the by-laws take effect immediately following the AGM or any other members' meeting that approved changes to OLLA's By-laws.

16. DISSOLUTION

- 16.1. The Association may be dissolved at any time, for any reason, with the approval of the members by a Special Resolution at a Special Meeting called for that purpose.
- 16.2. Association assets remaining after all costs of dissolution have been paid in full shall be donated to a charity selected by the Members at the Special Meeting called in accordance with Section 5.

EFFECTIVE DATE

Certified to be the amended By-Law #1 - Constitution of the Association as enacted by the Directors of the Association by Motion on the 16th day of August, 2020, and as confirmed by the Members of the Association by motion on the 19th day of September, 2020.

Effective date of amended By-Law #1: 19th day of September, 2020.