

GRACE LAKE ASSOCIATION BY-LAWS

Effective June 29, 2013

ARTICLE 1 – ASSOCIATION NAME

- 1.1 The Association shall be known as the Grace Lake Association and the acronym to be used to identify the short form name shall be "GLA".

ARTICLE 2 – PURPOSES

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

- 2.1 To consider all subjects tending to promote the welfare of Grace Lake, for the benefit of its cottagers and residents.
- 2.2 To plan, recommend, take or encourage the adoption of such measures as will tend to protect and preserve Grace Lake, its water and shoreline, for the benefit of its cottagers and residents.
- 2.3 To monitor development on Grace Lake and encourage appropriate, sustainable actions and practices.
- 2.4 To advocate with the municipality of Dysart et al and other government bodies for such legislative measures as may be deemed wise and expedient in the interest of Grace Lake and its cottagers and residents.
- 2.5 To facilitate communications between GLA and its cottagers and residents, and external bodies and associations with similar objectives (FOCA for example).

ARTICLE 3 – DEFINITIONS

- 3.1 "Grace Lake" means the shoreline, island and waters of Grace Lake, in the municipality of Dysart et al, Haliburton County, Ontario, Canada.
- 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 GLA shall be vested in a Board of Directors.
- 3.4 "Directors" means Members of the Board of Directors.
- 3.5 "President" 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.
- 3.6 "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 "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 and as captured in the AGM minutes for a given year.
- 3.9 "Officers" means the positions of President, Treasurer, and Secretary of the GLA, as appointed by the Board at the first meeting of the Board of Directors following the Annual General Meeting.
- 3.10 "In Writing" is taken to mean delivered by hand, mail or e-mail.

ARTICLE 4 - MEMBERSHIP AND VOTING RIGHTS

- 4.1 The GLA shall have two classes of membership: Full Membership and Associate Membership.
- 4.2 Full Membership is open to households of the following demographics:
- (i) Households of a current owner of real property on Grace Lake (as defined in 3.1);
 - (ii) Each separate household of a partial or partner owner of real property on Grace Lake where such ownership is shared;
 - (iii) Households of any offspring of a current owner (full or partial) of real property on Grace Lake, including children, grand-children, etc., over the age of 18 years and living separately from the current real property owner.
- 4.2.1 Full Membership is awarded on the basis of one membership per each qualified household.
- 4.2.2 A Full Member must have paid their Annual Dues for the current year to be eligible for the benefits of membership. Such are referred to as "Members in Good Standing".
- 4.2.3 Full Members are eligible to vote at meetings of the Members. Each Full Member gets one vote at meetings of Members. Such are referred to as "Voting Members".
- 4.3 Associate Membership is open to individuals, businesses or groups which wish to support and be associated with the GLA, and which are approved by the Board of Directors.
- 4.3.1 Associate Members shall have the right to attend and participate in meetings of Members but not to vote.
- 4.4 Membership in the GLA 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.
- 4.5 Membership in the GLA shall be terminated upon a Member or Member's parent(s) or Member's grand-parent(s) ceasing to be a current owner of real property of Grace Lake or upon failure to pay Annual Dues

ARTICLE 5 – ANNUAL AND SPECIAL MEETINGS

5.1 Annual General Meeting

- 5.1.1 The GLA 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 six Voting Members given In Writing to the Secretary.
- 5.1.2 The Annual General Meeting shall be held no later than the 31st of August, in each year, or on such other date as the Board of Directors may determine.
- 5.1.3 Notice of the Annual General Meeting of the GLA 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. To accomplish this any Member desiring to bring forward any business or motion at a meeting of Members of the GLA shall give the Secretary of the GLA notice of such business or motion together with the name of his or her seconder, at least thirty (30) days prior to the scheduled date of the meeting so appropriate information can be included with notice of the meeting for GLA Members. Such submissions shall not exceed 500 words. Depending on the business or motion being brought forward, the Board of Directors may require supporting documentation that could delay an agenda item to a subsequent meeting of the GLA.
- 5.1.4 All Voting Members in good standing shall be entitled to vote at meetings of the GLA. One single member of each Voting Member household, who is at least 18 years of age, may give the household's vote.
- 5.1.5 Voting Members unable to attend the meeting can appoint the Board of Directors or some other person to vote in proxy.
- 5.1.6 Notice of the meeting will include a Proxy Document which:
- (i) States the specific meeting where the proxy is to be used;
 - (ii) States whether the proxy is solicited by or on behalf of the Board of Directors;
 - (iii) States the name of the person appointed as the proxyholder to attend and act on the Member's behalf at a Members meeting, and allow the Member to specify a proxyholder of his or her choice;
 - (iv) Has a means to allow a Member to specify how the proxy holder shall vote on specific matters, or have a means to allow a Member to give a proxyholder general authority to vote in all matters to be voted upon at the meeting at the discretion of the proxyholder.
- 5.1.7 Ten (10) Voting Members present in person or by proxy, shall, constitute a quorum at a meeting of the GLA.

5.2 Conduct of Annual General Meeting

5.2.1 Order of Business - the following shall be the order of business but may be revised as appropriate:

- (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;
- (viii) Approval of all actions and decisions of the Board of Directors
- (ix) Election of Directors;
- (x) Adjournment

5.2.2 Annual General Meeting Chair

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

5.3 Special Meeting

The GLA shall hold special meetings whenever called by the Board of Directors, or upon the request of not less than six 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.

5.3.1 Any Member desiring to bring forward any business or motion at a meeting of Members of the GLA shall give the Secretary of the GLA notice of such business or motion together with the name of his or her seconder, at least thirty (30) days prior to the scheduled date of the Special Meeting so appropriate information can be included with notice of the meeting for GLA Members. Such submissions shall not exceed 500 words. Depending on the business or motion being brought forward, the Board of Directors may require supporting documentation that could delay an agenda item to a subsequent meeting of the GLA.

ARTICLE 6 – VOTING

- 6.1 All Members in good standing shall be entitled to attend meetings of the GLA.
- 6.2 All Voting Members in good standing shall be entitled to one vote per household at meetings of the GLA.
- 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 GLA shall be managed by a Board of Directors consisting of a minimum of three (3) and maximum of five (5) Voting Members.
- 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 GLA, 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 GLA in excess of the current assets of the GLA.
- 7.4.1 The Board of Directors is empowered to raise additional funds (beyond the fee-based assets of GLA) for the purpose of supporting a specific project as approved in advance by membership.
- 7.5 The Board of Directors may from time to time make rules and regulations for the GLA 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. There is no limit to the number of terms a Director may serve.
- 7.9 Any Director can resign from the Board at any time In Writing to the Secretary.
- 7.10 A Director may be relieved of his/her office by a majority vote of Members at a Special Meeting.
- 7.11 Each Director shall have one vote and such voting may not be done by proxy.
- 7.12 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.

- 7.13 The President of the GLA by virtue of his or her office shall be Chair of the Board of Directors.
- 7.14 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 GLA 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 GLA, together with such other persons as the Directors may invite to be present to conduct GLA business.

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 GLA Voting Member.
- 8.2 The Directors shall not be personally liable for the debts, liabilities or other obligations of the GLA, except as required by law.
- 8.3 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 GLA 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.
- 9.3 The Election of Directors shall be held at the Annual General Meeting of the GLA 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, and Secretary of the GLA, and such additional Officers for a term of one (1) year as they may see fit and shall prescribe the duties of such Officers.

ARTICLE 11 – DUTIES OF OFFICERS

- 11.1 Duties of President:

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

11.2 Duties of the Treasurer:

- (i) The Treasurer shall receive all moneys belonging to the GLA, 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 GLA;
- (iv) May sign all documents requiring the GLA's signature.
- (v) Arrange for an independent reviews or audits of the annual financial information and report, if requested by the Board of Directors.

11.3 Duties of the Secretary:

- (i) Keep a record of the proceedings of all meetings;
- (ii) Maintain a corporate register of directors, officers and members including their name, address for service, an e-mail address if the person has consented to receiving information or documents in this method, the date on which each person became a director, officer or member, and the names of every former director, officer and member who ceased to be the same within the last six years. The members' register will also include class of membership of members, that is Full or Associate.
- (iii) Issue a notice to Members of all regular and special meetings including the Annual General Meeting; and
- (iv) 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.

- (v) May sign all documents requiring the GLA's signature.
- (v) Is responsible for the maintenance of the membership roll and all pertinent mailing lists of all Members.
- (vi) Keep on file current GLA By-Laws as approved by the Membership.

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 GLA. Nothing herein contained shall affect any signing authority from time to time conferred on any Officer or Director of the GLA 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 GLA to execute any contract or other instruments in writing. Any contract or instrument so signed shall be received as the act of the GLA.

ARTICLE 13 – OMISSIONS AND IRREGULARITIES

13.1 No proceedings of the GLA 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 GLA 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 GLA 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 GLA is committed to safeguarding the personal information entrusted to us by our Members and Associate Members (herein referred to as Members). The names, contact information, membership history, voting records and other individualized information will not be shared with any outside organizations or individuals and will only be used for matters directly related to Grace Lake and the GLA without prior consent from said Members.

As approved by GLA membership at the Annual General Meeting of Members June 29, 2013.

Witnessed by,



Secretary



Date