

ROUND LAKE PROPERTY OWNERS' ASSOCIATION

BY-LAW

with **amendments**: addition of **4.4** (highlighted, and consecutive articles renumbered), approved by the Board of Directors May 7, 2011 and ratified by members at the **July 23, 2011 AGM**

Articles: 1.1 to 20.1

1 OBJECTIVES OF THE ASSOCIATION

1.1 The Round Lake Property Owners' Association (RLPOA) was formed in 1962 to represent owners around the lake in order to:

- a) keep Round Lake a clean and safe environment for its inhabitants;
- b) have a voice to express concerns regarding municipal, provincial and federal affairs when they affect the Round Lake area;
- c) disseminate information of interest to Round Lake residents and cottage owners;
- d) provide a forum in which the association members can meet and exchange ideas;
- e) preserve and enhance the rights of municipally - taxed property owners.

2 HEAD OFFICE

2.1 Until changed in accordance with the Act, the Head Office of the corporation shall be in the Township of Killaloe, Hagarty and Richards, in the Province of Ontario.

3 CONDITIONS OF MEMBERSHIP

3.1 Membership in the corporation shall be limited to owners of municipally-taxed properties that front on the shores of Round Lake and the rivers and creeks that flow in and out of Round Lake up to their present intersection with Round Lake Road (County Road 58), Red Rock Road, and the Tramore Dam downstream.

3.2 To be considered a member in good standing, a property owner must have paid the membership fee for the current year.

3.3 Membership may also be extended by the registered property owner to a maximum of one designate who shall be a person who has regular use of and responsibility for the property registered to the owner making the designation, and shall be identified in writing on the annual membership application.

3.4 In the case of a single property where there are multiple owners who maintain separate and established dwellings on that property, each dwelling shall be treated as a single property for membership and voting purposes.

3.5 Any member may withdraw from the corporation by delivering to the corporation a written resignation and lodging the same with the secretary of the corporation.

3.6 Any member may be required to resign by a vote of three-quarters of the members present at an annual general meeting.

3.7 A request from a member in good standing to address the board shall be considered if received in writing by the board secretary two weeks prior to a board meeting, and shall include a description of the issue and a complete copy of any material to be distributed.

4 MEMBERS' MEETINGS AND VOTING

4.1 The annual general meeting (AGM) of the members shall be held during the weekend preceding the summer Civic Holiday weekend. Only members in good standing may attend. Others may attend only by invitation of the board, without voting privileges.

4.2 At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors, if applicable, shall be presented. Auditors for the ensuing year may be appointed at the AGM.

4.3 The members may consider and transact any business either special or general at any meeting of the members, providing that substantive motions coming from sources other than the board must come through a Notice of Motion to the board, in writing and received by the board at least 60 days before the scheduled meeting.

4.4 Proposals regarding presentations at members' general meetings must be submitted to and approved, as to subject and speaker, by the board of directors at least thirty days prior to the meeting. The board may waive the thirty-day notice at its discretion.

4.5 The board of directors or the president or vice-president shall have power to call, at any time, a general meeting of the members of the corporation. The board of directors shall call a special general meeting of members on written requisition of members carrying not less than 25% of the voting rights.

4.6 A quorum at an annual, general or special meeting shall be 20 voting members, in accordance with Article 4.7.

4.7 Twenty days' written notice shall be given to each voting member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.

4.8 Each member in good standing, or their designate in accordance with Article 3.3, present at a meeting shall have the right to exercise one vote, with a maximum of one vote per property. Voting shall be by display of paddles issued to members in good standing except for election of officers and directors, which will be by secret ballot. A simple majority of the votes cast by the members present and carrying voting rights shall determine the questions in meetings.

4.9 In electing a candidate for Director of a geographic zone, only members from within that zone shall be entitled to vote.

4.10 Representation by proxy shall not be accepted.

4.11 No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken thereat. For purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his last address recorded on the books of the corporation.

5 BOARD OF DIRECTORS

5.1 The property and business of the corporation shall be managed by a board of directors, comprised of a President, Past President, Vice President, Treasurer, Secretary, Water Levels Chairman, Lake Steward, a Chairman of each of the following activities and programs:

Mailmaster/Memberships; Safety; Fund Raising; Communications; Community Involvement, and one director from each of the geographic zones as outlined below:

- A - Reserve Creek to Jack's Creek
- B - Jack's Creek to Foy Park
- C - Foy Park to Pine Point
- D - Pine Point to Bonnechere River
- E - Bonnechere River to 818 John St.
- F - 818 John St. to Byers Creek
- G - Byers Creek to Lake St.
- H - Lake St. to Oak St.
- I - Oak St. to 812 Lakeview Drive.
- J - 812 Lakeview Drive to Sunrise Rd.
- K - Sunrise Rd. to Sherwood River
- L - Sherwood River to Bonnechere River
- M - Bonnechere River to Dombroskie's Point
- N - Dombroskie's Point to Reserve Creek
- R - Bonnechere River to Tramore Dam.
- X - Islands

5.2 The number of geographic zones shall be determined, from time to time, by a majority of the board of directors and sanctioned by an affirmative vote of at least two-thirds of the voting members present at a meeting duly called for the purpose of determining the number of directors to be elected to the board of directors.

5.3 Officers and directors must be individuals, of at least 18 years of age, with power under law to contract, and must be members in good standing. Directors must own property or be designates of property

owners in accordance with Article 3.3, in the zones they represent.

5.4 Officers and directors shall be elected on a staggered basis, for a term of three years, by the members at an annual meeting of members. Nominations for officer and director positions shall be considered only if received by the Nominating Committee 20 days before the AGM and must be accompanied by a signed acknowledgment of the person nominated, indicating they agree to stand for election. Submissions shall be addressed to the association's mailing address. Nominees must be members in good standing. Nominations from the floor shall not be accepted.

5.5 In the case of a vacancy resulting from no eligible candidate having been willing to stand for election, or of a vacancy occurring before the end of a term, the Board may seek and appoint, at its discretion, a qualifying member to fill the position for the duration of the term. The appointment shall be presented for ratification of the voting members present at the following AGM.

5.6 The office of officer or director shall be automatically vacated:

- a) if at a special general meeting of members, a resolution is passed by the members present at the meeting that he be removed from office;
- b) if a director has resigned his office by delivering a written resignation to the secretary of the corporation;
- c) if he is found by a court to be of unsound mind;
- d) if he becomes bankrupt or suspends payment or compounds with his creditors;
- e) on death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the board of directors by majority vote may, by appointment, fill the vacancy with an eligible member of the corporation. The appointment shall be ratified by the voting members at the following AGM.

5.7 The officers and directors shall serve as such without remuneration. No officer or director shall directly or indirectly receive any profit from his position as such, provided that an officer or director may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any officer or director from serving the corporation in any other capacity and receiving compensation therefore.

5.8 A retiring officer or director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and/or his successor is elected.

6 POWERS OF THE BOARD OF DIRECTORS

6.1 The board of directors of the corporation may administer the affairs of the corporation in all things and make or cause to be made for the corporation in its name, any kind of contract which the corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the corporation is by its charter or otherwise authorized to exercise and do.

6.2 The board of directors shall have power to authorize expenditures on behalf of the

corporation from time to time and may delegate by resolution to an officer or officers of the corporation the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the corporation in accordance with such terms as the board of directors may prescribe.

6.3 The board of directors shall take such steps as they may deem requisite to enable the corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the corporation.

6.4 The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.

6.5 Remuneration for all agents and employees shall be fixed by the board of directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by the members, or in the absence of such confirmation by the members, then the remuneration to such agents or employees shall cease to be payable from the date of such meeting of members.

6.6 Any change to the amount of annual dues shall be set by the board of directors and presented for ratification at the annual general meeting of members.

7 BOARD OF DIRECTORS' MEETINGS

7.1 Meetings of the board of directors may be held at any time and place to be determined by the directors provided that five days' notice of such meeting shall be given, other than by mail, to each director. Notice by mail shall be sent at least 14 days prior to the meeting. There shall be at least one meeting per year of the board of directors. No error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each officer and director is authorized to exercise one vote.

7.2 A majority of the board of directors in office, from time to time, but no less than five members of the board of directors, shall constitute a quorum for meetings of the board of directors. Any meeting of the board of directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the corporation.

8 INDEMNITIES TO OFFICERS, DIRECTORS AND OTHERS

8.1 Every officer and director of the corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the fund of the corporation, from and against:

a) all costs, charges and expenses which such director sustains, or incurs in any action, suit or proceedings which is brought, commenced or prosecuted

against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;

b) all other costs, charges and expenses which he incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

9 OFFICERS

9.1 The officers of the corporation shall be a president, vice-president, secretary and treasurer and any such other officers as the board of directors may by by-law determine. Any two offices may be held by the same person. Officers need not be directors.

9.2 The officers of the corporation shall hold office for three years from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the board of directors at any time, and such action shall be presented to the members for ratification at the next members' meeting.

10 DUTIES OF OFFICERS

10.1 The president shall be the chief executive officer of the corporation. He shall preside at all meetings of the corporation and the board of directors. He shall have the general and active management of the affairs of the corporation. He shall see that all orders and resolutions of the board of directors are carried into effect.

10.2 The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed upon him by the board of directors.

10.3 The treasurer shall have custody of the funds and securities of the corporation and shall keep full and accurate accounts of all assets. Liabilities, receipts and disbursements of the corporation in the books belonging to the corporation and shall deposit all moneys, securities and other valuable effects in the name of the corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time. He shall disburse the funds of the corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meeting of the board of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the corporation. He shall also perform such other duties as may from time to time be directed by the board of directors.

10.4 The secretary may be empowered by the board of directors, upon resolution of the board of directors, to carry out the affairs of the corporation generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He shall give or cause to be given notice of all meetings of members and of the board of directors, and shall perform such other duties as may be prescribed by the

board of directors or president, under whose supervision he shall be.

10.5 The duties of all other officers of the corporation shall be such as the terms of their engagement call for or the board of directors requires of them.

11 COMMITTEES

11.1 The board of directors may appoint committees whose members will hold their offices at the will of the board of directors. The directors shall determine the duties of such committees and issue terms of reference. Committees shall be responsible to and report to the board.

12 EXECUTION OF DOCUMENTS

12.1 Contracts, documents or any instruments in writing requiring the signature of the corporation shall be signed by any two officers, and all contracts, documents and instruments in writing so signed shall be binding upon the corporation without any further authorization or formality. The officers and directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the corporation to sign specific contracts, documents and instruments in writing.

13 MINUTES OF BOARD OF DIRECTORS

13.1 The minutes of the board of directors shall be available to the board of directors, each of whom shall receive a copy of such minutes, and to the general membership upon request.

14 FINANCIAL YEAR AND REPORTING

14.1 The fiscal year end of the corporation shall be December 31.

14.2 A Treasurer's report shall be voted on by the members at the annual general meeting.

15 AMENDMENT OF THE BY-LAWS

15.1 The by-laws of the corporation not embodied in the letters patent may be repealed or amended by by-law, or a new by-law may be enacted by a majority of the officers and directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the voting members (Ref. Article 3.3) at a meeting duly called for the purpose of considering the said by-law.

15.2 A proposed amendment can be as a result of a board decision, or from the membership in which case it must be supported by the names and signatures of at least 10 members in good standing. The proposed amendment must be mailed to the RLPOA mailing address and received 60 days prior to the annual general meeting. The board shall circulate the proposed amendment to the members at least 20 days prior to the annual general meeting. At the annual general meeting the proposed amendment shall be considered, voted upon, and if approved, take effect the same day.

16 AUDITORS

16.1 The members may, at each annual meeting, appoint an auditor to audit the

accounts and annual financial statements of the corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the board of directors may fill any casual vacancy in the office of the auditor. The board of directors shall fix the remuneration of the auditor.

17 BOOKS AND RECORDS

17.1 The board of directors shall see that all necessary books and records of the corporation required by the by-laws of the corporation or by any applicable statute or law are regularly and properly kept.

18 RULES AND REGULATIONS

18.1 The board of directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the corporation as they may deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

19 INTERPRETATION

19.1 In these by-laws and in all other by-laws of the corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

20 PRIVACY POLICY

20.1 RLPOA supports and abides by the requirement of the Personal Information Protection and Electronic Data Act (PIPEDA). RLPOA collects personal data only with the individual's approval and only uses it for the purpose for which it was collected or as required by law. Members may inspect their personal information in the associations files and have it corrected if found in error or lacking completeness. RLPOA will not sell, lease, rent or lend out information lists containing personal information. In the event that RLPOA considers a request for the use of a list to be beneficial to the member(s), the information will only be released with the member(s)' permission.
