

POINTE AU BARIL ISLANDERS' ASSOCIATION

GENERAL BY-LAWS

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**THE POINTE AU BARIL ISLANDERS' ASSOCIATION,
RESTATED AND AMENDED BY-LAWS**

Effective August 4, 2013

These are the By-Laws relating generally to the transaction of the business and affairs of the Pointe au Baril Islanders' Association. In accordance with the procedures set forth at Article 30 hereof below, the Restated and Amended By-Laws of the Pointe au Baril Islanders' Association (hereinafter referred to as the "Association") are HEREBY ENACTED AND ADOPTED as follows:

1. NAME

The name of the Association shall be the Pointe au Baril Islanders' Association (PaBIA).

2. HEAD OFFICE

The head office of the Association shall be within the former Township of Harrison, District of Parry Sound, in the Township of the Archipelago, or at such other place as the Board of Directors may from time to time determine.

3. MISSION

PaBIA unites together our water access community to promote, protect and preserve this unique and natural region.

4. MEMBERSHIP

A. The following persons are eligible for membership:

- 1) All persons, spouses and immediate family of persons, being owners, part owners, lessees or renters of islands, parts of islands or mainland fronting on Georgian Bay or any inlets thereof, in the former Townships of Harrison and Shawanaga, District of Parry Sound, Township of the Archipelago.
- 2) All other persons who have an interest in the area.

B. Such persons shall become members upon making written application to the Secretary-Treasurer and making payment of the membership dues for the current fiscal year. For voting and all other purposes, a member of the Association, therefore, shall be an eligible person who has submitted such an application and timely paid his or her dues.

- C. Honorary and Lifetime Members shall be elected by a vote at any general meeting and they shall be entitled to all the privileges of membership in the Association without the payment of any dues.
- D. Any member of the Association may be expelled by a two-thirds majority vote at a meeting of the Board of Directors duly called and held to consider such expulsion. A notice stating the date, time and place of such meeting and specifying the reasons for considering such action shall be both emailed and mailed by first class mail to the member at his/her respective email and permanent residence addresses a minimum of 10 days before such meeting. The Board shall pass judgment only after a full hearing of the member or after his/her failure to appear in accordance with such notice.

5. MEMBERSHIP DUES

- A. Members shall pay such dues as shall be fixed from time to time by the Board of Directors. Dues shall be due on the fifteenth of March in each year, and then payable for the fiscal year as hereinafter provided. All those with paid-up dues shall be members of PaBIA and shall be entitled to cast one vote at any meeting of the members, as described in Article 16 hereof.
- B. Moneys received for membership dues shall be used to further the interests of the Association and shall be expended in accordance with authority granted by the Board of Directors.

6. THE ASSOCIATION YEAR

The Association year shall be the calendar year, from the first day of January to the last day of December in the same year.

7. DIRECTORS

- A. There shall be a minimum of 8 and a maximum of 12 Directors who shall be paid-up members of the Association. Directors shall be elected at the Annual General Meeting (“AGM”) unless otherwise set out herein.
- B. In the event of i) a vacancy occurring on the Board, or ii) a need arises for an additional Director, at the discretion of the President, prior to the AGM, a majority of the Board may appoint any eligible member of the Association to fill that vacancy/need only until the next ensuing AGM, at which time any continuation shall be subject to the regular election process. The addition of a Director pursuant to ii) above shall only be permitted to occur once per year.
- C. PPAC shall put forth one of its members to be included on the list of nominees to be presented for election at the AGM, and if so elected, such person shall be a Director-at-Large under the direction of the President.

- D. All those put forth to be Officers of the Association shall also be included on the roster of proposed Directors for vote at the AGM, and, if so elected, shall be Directors-at-Large of the Association.

8. OFFICERS

The Officers of the Association shall be a President, a Vice-President and a Secretary-Treasurer and shall be elected from the membership of the Board of Directors for two-year terms. At the discretion of the Directors, there may be an Assistant Secretary and/or an Assistant Treasurer, neither of whom need be Directors.

9. DUTIES OF OFFICERS

- A. The President, when present, shall preside at all meetings of the Directors and of the members and shall, during his/her term of office, serve in all respects as the chief executive officer of the Association. The President shall also be an ex-officio member of all committees.
- B. The Vice-President shall act in place of the President either upon delegation from the President, or when the President is unable to act. The Vice-President shall also perform such duties and exercise such powers as the President may from time to time delegate, or as the Board of Directors may require.
 - 1). The Vice President shall not be compelled to either assume or retain the responsibilities of a Portfolio Director.
 - 2). It is generally anticipated that through these duties, and by virtue of the Board's structure, described below, that the Vice President, in the normal course of events, shall succeed to the Office of President, if duly elected.
- C. The Secretary-Treasurer shall keep the records and accounts, receive the annual dues, perform such other business as is incumbent on the position, and shall also keep a record of the members' names, the Pointe au Baril properties and their Pointe au Baril and permanent home mailing and email addresses and telephone numbers. The Secretary-Treasurer may delegate such of these duties as he/she sees fit to the Assistant Secretary and/or the Assistant Treasurer.

10. BOARD STRUCTURE

- A. Any person selected to represent PaBIA in any capacity shall be a current paid-up member of PaBIA.

B. Directors

- 1). To ensure that the structure and operations of the Board of Directors and its Committees most efficiently and effectively address the mission and purposes of the Association and those issues that most directly impact Association members there shall be initially established seven Major Portfolios of the Board with each Portfolio led by a Director. These Portfolios shall be:
 - a). Administrative
 - b). Communications and Marketing
 - c). Environment
 - d). Governance
 - e). Government and Regulatory Affairs
 - f). Member Activities, and
 - g). Member Safety.
- 2). All current and future Board of Director functions, under these Portfolios, shall be conducted by and through functionally specific Standing Committees, whose description and functions are maintained and updated, by each Portfolio Director, and published on PaBIA's website.
- 3). All Directors shall be responsible for maintaining a viable succession plan for their Portfolio and Standing Committees.
- 4). Each Director is expected to become familiar with those issues scheduled to come before the Board of Directors. A Director is responsible for keeping the President informed of Portfolio and related Standing Committee activities. All Directors shall ensure the timely notification of any issue/action item that needs to be on an upcoming meeting agenda.
- 5). There shall be established and maintained the Past Presidents' Advisory Council (PPAC), consisting of all available Past Presidents of the Association. As addressed, in Article 7 C (above), PPAC shall elect a representative to the Board of Directors, who shall serve as a Director-at-Large.

C. Standing Committees

- 1). Standing Committees have functionally specific tasks/responsibilities that allow PaBIA to achieve its mission.
- 2). Each Portfolio has standing committees that are aligned with the general purpose of the Portfolio. The Chairs of such Standing Committees shall be recruited from the membership roster and appointed by the respective Portfolio Directors, with the advice and consent of the remaining Board of Directors.
- 3). The work of Portfolio Standing Committees should be conducted in a timely manner between Board meetings, to enable their Portfolio Directors to coordinate and/or present related Portfolio matters at the next meeting of the Directors.

- 4). Standing Committee Chairs shall exercise leadership, initiative and responsibility, as they gain knowledge/experience that will help to prepare them for possible advancement by filling the role of Portfolio Director.
 - 5). All Directors shall be responsible for the recruitment and appointment of those Standing Committee Chairs, within their Portfolio. In turn, Standing Committee Chairs, with the assistance of their Portfolio Directors, shall be responsible for identifying and recruiting those members as are necessary for the proper functioning of their Standing Committee.
- D. In reaffirmation of the Association's historical approach and tradition, the succession of Officers in the regular course and to the extent possible, shall ensure the rotation of two Canadian residents and then one American resident as President, providing, however, for flexibility to accommodate both the possible unavailability of their being such a resident and the potential involvement as President of a resident from any other country represented in the Association membership. The President and all other Officers shall continue to be elected by the Board of Directors with the usual provision for filling vacancies in the Officer positions considering these residency provisions.

11. ADDITIONAL COMMITTEES

Special or Ad Hoc committees may be established or abolished, from time to time, to carry on the work of the Association, as the Board of Directors may determine. The members of these committees shall be appointed by the Board with specific instructions to their purpose and objectives. Such members and any designated leader among them shall have direct reporting responsibility to a specifically assigned Portfolio Director, who may also serve as the Chair of such special or Ad Hoc committee.

12. COMMUNICATIONS & USE OF PERSONAL INFORMATION

- A. A major objective of the Association shall be to provide transparency and accountability for all Board of Directors efforts. This objective shall be met through the combined efforts of all Board members. Each Director shall be responsible for the timely response and follow-up to any Association member's inquiry or request, and to all internal Board communications.
- B. The personal information that Association members submit for use in the Yearbook is solely intended for the personal use and convenience of the Association's members. Any commercial, advertising, solicitation, advocacy group or other business use of this information by an Association member is prohibited. Any proposed deviation from this intent shall be formally reviewed and approved by the Board. Members are not entitled to share such published personal information of another member, as found in the Yearbook, with any person, business, group or other organization that is not a member of the Association.

13. NOMINATION OF DIRECTORS

- A. The Board of Directors shall be responsible for the identification and broad recruitment of capable and willing Association members to be possible Directors. The Secretary/Treasurer shall maintain and update a list of such potential candidates and shall ensure that the list is reviewed annually, preferably during the spring Board meeting.
- B. Whenever there is an upcoming vacancy on the Board of Directors, whether it be mid-year or at the end of the regular term, the President shall discuss such vacancy with the Directors. Prospective candidates shall be considered from the potential candidates list and an appropriate candidate shall be selected if agreed on by a majority of Directors.
- C. In the event the Directors cannot agree on a candidate, the matter shall be referred to a Nominating Committee pursuant to Article 14 below.
- D. If a majority of Directors cannot agree on the candidate proposed by the Nominating Committee, or if there is not a quorum of Directors in accordance with Article 22 E, the President shall immediately call for a meeting of the members of the Association to fill the vacancy.

14. NOMINATING COMMITTEE

- A. The President may from time to time appoint a Nominating Committee consisting of the following persons: 1) a Chairman, who shall be a current Director of the Association selected by the President; 2) at least two other (but no more than four other) Association members selected by the President and the Chairman referred to in 1).
- B. The Nominating Committee may be used, when a majority of the Board cannot agree:
 - 1). To select nominees for the annual roster of potential Directors presented at the AGM;
 - 2). To select nominees for a vacancy on the Board of Directors that occurs and needs to be filled prior to the AGM when a majority of the Directors cannot agree;
 - 3). To select an additional Director pursuant to Article 7 B ii);
 - 4). To fill key topical or standing committee positions; and
 - 5). To fill the role of auditor, legal counsel or such other professional requirements of the Association.

15. MEETINGS OF MEMBERS

- A. The Annual General Meeting (AGM) shall be held in the Township of the Archipelago at a location reasonably accessible by the members. The Board of Directors will select a date and time that most members will be able to attend, typically mid-summer.
- B Notice of the AGM will be posted in the Yearbook. Informal notices may also be posted on the Association's website, other media outlets, and in locations deemed appropriate.
- C Special meetings may be called by the President, or by four members of the Board of Directors, with at least 10 days notice given to each Board member; either by email or first class mail.
- D No error or omission, in giving notice of any annual, special meeting, or any adjourned meeting of the members shall invalidate such meeting or void any proceedings taken at the meeting.

16. QUORUM AT MEMBER MEETINGS

Twenty-five members, present in person and each entitled to vote, there at, shall constitute a quorum for the transaction of business at any annual or special general meeting of Association Members.

17. VOTING AT MEMBER MEETINGS

- A. Membership shall be determined from the official records maintained by the Secretary-Treasurer of the Association. Current members shall be entitled to cast one vote per paid membership at any meeting of the members. More than one vote per family and/or island may be cast and count, only if there is more than one such paid and recorded membership on file with the Secretary-Treasurer, for the family/island voting.
- B. At all meetings of members, every question, unless otherwise required by the By-Laws of the Association, or by law, shall be decided by the majority of the votes duly cast on the question.
- C. The President or other presiding Officer shall withhold his/her vote until the vote has been counted. In the case of an equality of votes, either upon a show of hands or upon a ballot, the President or presiding Officer shall use this vote as the deciding vote to determine a proper outcome.

18. PROXIES

No member shall be entitled to vote by proxy; provided however, any person eligible for membership under Articles 4 A (1) or (2) and 16 above as a spouse and/or immediate family member may be designate in writing properly authenticated and presented by the spouse and/or immediate family member to cast her or his one vote per current paid membership of that spouse or immediate family member as provided in Article 16 of these By- Laws.

19. CONDUCT OF MEETINGS

- A. The proceedings at members' or Board of Directors' meetings shall be governed by the latest edition of Robert's Rules of Order.
- B. To ensure appropriate prior review by the Board of Directors, when an Association member wishes to have an issue considered for the AGM Agenda, he/she should send written notice to the President, two weeks in advance of the AGM.
- C. At the discretion of the Board of Directors, at the outset of the AGM, there may be a vote of the membership to determine whether to include the requested issue on the AGM Agenda. Unless properly included as an AGM Agenda item, no issue raised at the AGM may be put to a vote of the Association's membership.

20. ANNUAL MEETING ORDER OF BUSINESS

The following Association business shall be addressed at every AGM:

- A. Approval of the previous meeting's Minutes.
- B. Business arising out of the Minutes.
- C. Brief report by the President.
- D. Financial Statement of Association - Secretary-Treasurer
- E. New Business.
- F. Board of Director's Report:
 - 1). Any Requested Changes to Board Structure;
 - 2). Nominations to fill Board of Director/Officer positions.
- G. Voting, if required, and/or elections by Association membership

21. ADJOURNMENTS

Any meetings of the members of the Association or of its Board of Directors may be adjourned to any time, and from time to time, and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

22. MEETINGS OF THE BOARD OF DIRECTORS

- A. The Directors shall meet at the call of the President, the Vice-President, or by the Secretary-Treasurer, when so directed in writing by four or more Directors. Notice of Board of Director meetings shall be given by email and/or first class mail at least 10 days before the proposed meeting date. The statement of the President, Vice-President or Secretary-Treasurer that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice.
- B. A Board meeting may also be held, without prior notice, immediately following the AGM.
- C. The Board of Directors may consider or transact any business, either special or general, at any meeting of the Board, including by teleconference. The Board of Directors shall have power to act on behalf of the Association, in all matters during the periods between AGM meetings.
- D. No error or omission in giving notice for a meeting of the Board of Directors shall invalidate such meeting, or invalidate or make void any proceedings taken or had at such meeting, and any Board member may at any time waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat.
- E. A quorum for the transaction of business shall consist of 5 Directors.
- F. Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes present. In the case of an equality of votes, the decision shall be determined to be "against". All votes taken at any such meeting shall be taken by ballot if so demanded by any Board member present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent by a show of hands. A declaration by the President that a resolution has been carried and an entry to that effect in the Minutes shall be prima facie evidence of that action without proof of the number or proportion of the votes recorded in favor or against such resolution.

23. CONTRACTS

- A. Transfers, deeds, contracts and engagements on behalf of the Association shall be signed by the President, Vice-President, or by such person or persons as may be appointed by resolution of the Board of Directors and attested by the Secretary-Treasurer, who shall maintain the records on all such transactions.
- B. Prior to any Association signatures, such instruments must be approved as to form by the Governance Portfolio Director, or by special counsel, when retained by the Association. Such approval shall be shown in writing: dated and signed by the person responsible, on the Association copy of the document.

24. BANKING ARRANGEMENTS

- A. Bank accounts shall be kept with such bank or banks as the Board of Directors may from time to time determine.
- B. Cheques on the Association's Bank Accounts, drafts drawn or accepted by the Association, promissory notes or instruments, whether negotiable or not, given by it may be signed, drawn and accepted, as the case may be, by such Officer, Officers, or person(s) as the Board of Directors may by resolution, name for that purpose.
- C. Bills of exchange, promissory notes, cheques or orders for payment of all money and all other instruments, whether negotiable or not, may be endorsed for deposit to the credit of the Association's bank accounts by such Officer(s), person(s) as the Board of Directors may by resolution, name for that purpose, or by means of a rubber stamp.
- D. Safety deposit boxes may be rented, entered and surrendered by such Officer(s), or person(s), as the Board of Directors may name for that purpose.
- E. The Board of Directors shall by resolution, as may be required, name an Officer(s) or person(s), to execute the form of agreement required between a bank and the Association as to the settlement, balance and verification of all books and accounts between the bank and the Association, to receive all paid cheques and other debit vouchers charged to the Association's account and to give receipts therefore, and to arrange, settle and balance such books and accounts between the Association and the bank.

25. BORROWING

- A. The Directors of the Association may from time to time:
- 1). Borrow money on behalf of and upon the credit of the Association, in such amounts and upon such terms as may be deemed necessary.
 - 2). Issue bonds and debentures or other securities of the Association for its lawful purposes for such amounts and upon such terms as may be deemed expedient, and pledge or sell the same for such sums and at such prices as the Directors shall determine.
 - 3). Hypothecate, mortgage or pledge the real or personal property of the Association, or both, to secure any such bonds, debentures or other securities or any money borrowed for the purpose of the Association.
 - 4). Give indemnities to any Director or other person who has undertaken or is about to undertake any liability on behalf of the Association, and to secure such Director or other person against loss by giving him/her a mortgage or charge upon the whole or any part of the real or personal property of the Association by way of security.

26. INSURANCE AND INDEMNIFICATION

The Board of Directors shall at least annually review requirements and make provision by appropriate resolution and action for securing necessary general liability, special and officers and directors' insurance coverage, as well as indemnification of Officers, Directors and other Board representatives to the extent permitted by law for activities by them on behalf of the Association.

27. AUDITOR

- A. The Auditor may be appointed by action of the Board of Directors or at the AGM, for the ensuing year. This person may or may not be an Association member and need not be a Chartered or Public Accountant.
- B. As soon as practical, after the close of the fiscal year, but before the Spring Meeting of the Board of Directors, the Auditor shall examine the Association's balance sheet, account books and the related statements of income and application of funds for the fiscal year then ended. He/she shall satisfy him/herself also that such Association assets as may be entrusted to the custody of the Officers and the Board of Directors are on hand and in good order.
- C. The Auditor shall provide the Secretary-Treasurer with a written report of his/her examinations prior to the Spring Meeting of the Board of Directors. The Secretary-Treasurer shall read this report at the meeting and the Board shall then vote to accept the report or to receive it as information for future action.

28. GEORGIAN BAY ASSOCIATION

The Board of Directors shall appoint two persons who, with the President, shall be the Association's representatives to the Georgian Bay Association.

29. BURGEE AND EMBLEM

The Association flag shall be a Burgee, in breadth one-half its length, the emblem of which shall have a field white with a solid circle of Pantone 1797C in the centre and a red triangle, the point directed to the outer point of the Burgee, and the base curved and lying parallel to the nearest edge of the red circle. The flag may be flown by any member of the Association; provided, however, that the Association, under the licensing and enforcement administration of the Board, shall retain all rights and interests in and to the trade mark and intellectual property rights with respect to such Burgee and emblem.

30. AMENDMENTS TO THE BY-LAWS

These By-Laws are drafted and recommended by the Board of Directors, then presented and adopted by the general membership of the Association, with the authority granted at the Annual General Meeting of August 4, 2013 to implement and publish these proposed changes, there explained and as set forth in the Association's Plan of Administrative and Management Reorganization. These approved By-Laws, shall remain in full force and effect, until such time as they are properly revised, amended, restated or otherwise validly superseded, according to law.

Signed by,

President, Ed Garner

Secretary-Treasurer, Nancy Rogers