

POINTE AU BARIL ISLANDERS' ASSOCIATION

GENERAL BY-LAWS DRAFT 2018

Article No.	Title	Page
1	Name	2
2	Head Office	2
3	Mission	2
4	Membership <u>Definitions</u>	2 <u>2</u>
5	<u>Membership and</u> Membership Dues	3 <u>4</u>
6	The Association Year 3 7 Directors	3 <u>5</u>
7	<u>Officers</u>	<u>7</u>
8	Officers 4 9 Duties of Officers	4 <u>7</u>
10	<u>9</u> Board Structure	4 <u>9</u>
11	Additional Committees	6
12	Communications <u>10 Communication</u> & Use of Personal Information	6 <u>11</u>
13	Nomination <u>11 Protection</u> of Directors 7 <u>and Others</u>	7 <u>11</u>
14	Nominating Committee	7
12	<u>Conflict of Interest</u>	<u>11</u>
15	Meetings of <u>13</u> Members 8 16 Quorum at Member ' Meetings	9 <u>12</u>
17	Voting at Member Meetings	9
18	Proxies	10
14	<u>Notices</u>	<u>15</u>
15	<u>15</u> Conduct of Meetings	10 <u>16</u>
20	Annual Meeting Order of Business	10
21	Adjournments	11
22	16 Meetings of The Board of Directors	11 <u>17</u>
23	17 Contracts	11 <u>17</u>
24	18 Banking Arrangements	12 <u>18</u>
25	19 Borrowing	12 <u>19</u>
26	20 Insurance and Indemnification	13 <u>19</u>
27	21 Auditor	13 <u>19</u>
28	22 Georgian Bay Association	13 <u>21</u>
29	23 Burgee and Emblem	13 <u>21</u>
30	24 Amendments to the By-Laws	13 <u>21</u>
	<u>Schedule A</u>	<u>22</u>
	<u>Schedule B</u>	<u>23</u>
	<u>Schedule C</u>	<u>24</u>

~~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.~~

Pointe au Baril Islanders' Association (PaBIA) is a non-profit ratepayer association within the Township of the Archipelago.

The PaBIA mission is to proactively engage, represent and advocate for the Pointe au Baril water accessible community. Efforts will focus on shared issues, concerns, interests and opportunities that centre on protecting and preserving the environment, prudent land use and property development, member safety on land and water, and to promote community togetherness and recreation.

Further, PaBIA will proactively advance its interests through communicating with and petitioning all relevant jurisdictions including governmental and other community organizations.

4. ~~MEMBERSHIP~~General

4.01 Definitions

In this by-law, unless the context otherwise requires:

1. "Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;

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

3. "Board" means the board of directors of the Corporation;

4. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;

5. "Chair" means the chair of the Board;
6. "Corporation" means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
7. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
8. "Member" means a member of the Corporation;
9. "Members" means the collective membership of the Corporation;
and
10. "Officer" means an officer of the Corporation.

4.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

4.03 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

4.04 Seal

The seal of the Corporation, if any, shall be in the form determined by the Board.

4.05 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

5. MEMBERSHIP

~~A-5.01~~ 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-5.02~~ 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-5.03~~ 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-5.04.~~ 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 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.

5.05 Membership is not transferable and automatically terminates if the Member resigns, has not made payment of dues or such membership is otherwise terminated in accordance with the Act.

~~5.~~5.06 MEMBERSHIP DUES

~~A.~~1. 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.~~2. 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~~Directors

6.01 Election and Term

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. DIRECTORSA. Directors shall be elected by the Members. The term of office of the Directors (subject to the provisions, if any, of the articles) shall be from the date of the meeting at which they are elected or appointed until the next annual meeting or until their successors are elected or appointed for a maximum of four (4) consecutive years

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.~~ The Immediate Past-President shall serve a one (1) year Term following the election of a new President. If the Immediate Past-President is unable to serve the 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.

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.

6.02 Vacancies

The office of a Director shall be vacated immediately:

1. if the Director resigns office by written notice to the secretary, which resignation shall be effective at the time it is received by the secretary or at the time specified in the notice, whichever is later;
2. if the Director dies or becomes bankrupt;

3. if the Director is found to be incapable of managing property by a court or under Ontario law; or
4. if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

6.03 Filling Vacancies

A vacancy on the Board shall be filled as follows: a quorum of Directors may fill a vacancy among the Directors;

1. if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
2. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
3. the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.
4. 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.

6.04 Committees

~~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.~~

Committees may be established by the Board as follows:

1. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated; and
2. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

6.05 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:

1. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
2. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
 - a) considered reasonable by the Board;
 - b) approved by the Board for payment by resolution passed before such payment is made; and
 - c) in compliance with the conflict of interest provisions of the Act; and
3. Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if the Corporation is a charitable corporation, unless the provisions of the Act and the law applicable to charitable corporations are complied with.

~~8~~7. 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 for a maximum of four (4) consecutive years. At the discretion of the Directors, there may be an Assistant Secretary and/or an Assistant Treasurer, neither of whom need be Directors.

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

~~9~~8. DUTIES OF OFFICERS

8.01 The president shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

~~A~~.The President, when present, shall preside (Chair) 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~~8.02 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)~~1. The Vice President shall not be compelled to either assume or retain the responsibilities of a Portfolio Director.

~~2)~~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.

8.03 The Secretary-Treasurer shall perform the duties described in Schedule B and C and such other duties as may be required by law or as the Board may determine from time to time.

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.

8.04 Office Held at Board's Discretion
Any Officer shall cease to hold office upon resolution of the Board.

~~10-9.~~ BOARD STRUCTURE

~~A-9.01~~ Any person selected to represent PaBIA in any capacity shall be a current paid-up member of PaBIA.

~~B-9.02~~ Directors

~~1)-1.~~ 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
- 9d). Governance
- e). Government and Regulatory Affairs
- f). Member Activities
- g). Member Safety

~~2)-2.~~ 2. All current and future Board of ~~Director~~Directors' 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)-3.~~ 3. All Directors shall be responsible for maintaining a viable succession plan for their Portfolio and Standing Committees.

~~4)-4.~~ 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)-5.~~ 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 Bylaw 6.01 (above), PPAC shall elect a representative to the Board of Directors, who shall serve as a Director-at-Large if the Immediate Past-President is unable to serve a one (1) year Term immediately following the election of a new President.

~~C.9.03~~ Standing Committees

~~1)-~~ 1. Standing Committees have functionally specific tasks/responsibilities that allow PaBIA to achieve its mission.

~~2)-~~ 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)-~~ 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)-~~ 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.

10

~~5)-~~ 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.9.04.~~ 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.~~

~~12-10.~~ COMMUNICATIONS & USE OF PERSONAL INFORMATION

~~A-1.~~ 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-2.~~ 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~~

11. Protection of Directors and Others

11.01 Protection of Directors and Officers

No Director, Officer or committee member of the Corporation is be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. complied with the Act and the Corporation's articles and By-laws; and
2. exercised their powers and discharged their duties in accordance with the Act

12. Conflict of Interest

12.01 Conflict of Interest

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

12.02 Charitable Corporations

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

13 Members' Meetings

13.01 Annual Meeting

~~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. Any Member, upon request, shall be provided, not less than 21 days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles. The business transacted at the annual meeting shall include:

1. receipt of the agenda;
2. receipt of the minutes of the previous annual and subsequent special meetings;
3. consideration of the financial statements;
4. report of the auditor or person who has been appointed to conduct a review engagement;
5. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
6. election of Directors; and
7. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

13.02. 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

13.03 Special Meetings of the Members

The Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition

13.04 Special Meetings of the Board

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.

13.05 Notice (to be determined)

Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy.

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.

~~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.~~ 13.06. 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. quorum for the transaction of business at a Members' meeting is a majority of the Members entitled to vote at the meeting, whether present in person or by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

13.07 Voting of Members

1 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. 2. 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. 3. 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.

13.08 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.

~~18. PROXIES~~

13.09 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

14 Notices

14.01 Service

~~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.~~

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

14.02 Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

14.03 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

~~19.~~15. CONDUCT OF MEETINGS

~~A.~~15.01. The proceedings at members' or Board of Directors' meetings shall be governed by the latest edition of Robert's Rules of Order.

~~B.~~15.02. 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.~~15.03 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.~~16. MEETINGS OF THE BOARD OF DIRECTORS

~~A.~~16.01. 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.~~16.02. A Board meeting may also be held, without prior notice, immediately following the AGM.

~~C.~~16.03. 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~~16.04. 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~~16.05. A quorum for the transaction of business shall consist of 5 Directors.

~~F~~16.06. 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.

17. Nominations and NOMINATING COMMITTEE

A. The Nomination process shall be in accordance with the Act.

BA. 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.

~~23~~18. CONTRACTS

~~A~~1. 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~~2. 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~~19. BANKING ARRANGEMENTS

~~A-1.~~ 1. Bank accounts shall be kept with such bank or banks as the Board of Directors may from time to time determine.

~~B-2.~~ 2. 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-3.~~ 3. 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-4.~~ 4. 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-5.~~ 5. 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.

~~25-20.~~ 20. BORROWING

~~A-20.01.~~ 20.01. 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.

~~26-21.~~ 21. 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.~~22. AUDITOR

~~A.~~1. The Auditor may shall 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.~~2. 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 conduct a Financial Review in accordance with the Act and 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.~~3. 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.~~23. 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.~~24. 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~~trademark and intellectual property rights with respect to such Burgee and emblem.

~~30.~~25. 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

Schedule A

Position Description of the President

Role Statement

The president provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The president co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and senior management, if any, of the Corporation. The president ensures the Board discusses all matters relating to the Board's mandate.

Responsibilities

Agendas

Establish agendas aligned with annual Board goals and preside over Board meetings if also holding the office of Chair. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

Direction

Serve as the Board's central point of communication with the senior management, if any, of the Corporation; provide guidance to senior management, if any, regarding the Board's expectations and concerns. In collaboration with senior management, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies and planning and performance information are appropriately presented to the Board.

Performance Appraisal

Lead the Board in monitoring and evaluating the performance of senior management, if any, through an annual process.

Work Plan

Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

Representation

Serve as the Board's primary contact with the public.

Reporting

Report regularly to the Board on issues relevant to its governance responsibilities.

Board Conduct.

Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

Mentorship

Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

Succession Planning

Ensure succession planning occurs for senior management, if any, and Board.

Committee Membership

Serve as member on all Board committees.

Schedule B

Position Description of the Treasurer

Role Statement: The treasurer works collaboratively with the president and senior management, if any, to support the Board in achieving its fiduciary responsibilities.

Responsibilities

Custody of Funds

The treasurer shall have the 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 monies, securities and other valuable effects in the name and to the credit 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 from time to time. The treasurer 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 Chair and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The treasurer shall also perform such other duties as may from time to time be directed by the Board.

Board Conduct

Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Mentorship

Serve as a mentor to other Directors.

Financial Statement

Present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

Schedule C

Position Description of the Secretary

Role Statement: The secretary works collaboratively with the president to support the Board in fulfilling its fiduciary responsibilities.

Responsibilities

Board Conduct

Support the president in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Document Management

Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

Meetings

Give such notice as required by the By-Laws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation, the Board and Board committees.

