

POINTE AU BARIL ISLANDERS' ASSOCIATION

These are the By-Laws, dated September 24, 2020, relating generally to the transaction of the business affairs of the Pointe au Baril Islanders' Association, a ratepayer association since 1908, which became a Not-for-Profit Corporation incorporated on April 1, 1946 by the Province of Ontario.

1 – DEFINITIONS

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

- (a) "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;
- (b) "Board" means the Board of Directors of the Association;
- (c) "By-laws" means this by-law (including the schedules to this By-law) and all other By-laws of the Association as amended and which are, from time to time, in force;
- (d) "Chair" means the chair of the Board or relevant "Chair" of a Board Committee as prescribed by context;
- (e) "Director" means an individual occupying the position of Director of the Association by whatever name he or she is called;
- (f) "Member" means a member of the Association, as described in section 3;
- (g) "Members" means the collective membership of the Association;
- (h) "Officer" means an Officer of the Association;
- (i) "President" means Chair of the Board of Directors of the Association;
- (j) "Vice-President", in the ordinary course, means the individual elected by the Board to become the next President;
- (k) "Voting Member" means a member of the Association as further described in section 3.5.

2 – GENERAL PRINCIPLES

2.1 **Head Office.** The head office of the Association shall be within the Township of the Archipelago, in the Province of Ontario (subject to change by special resolution) or at such place as the Board of Directors may from time to time determine by resolution.

- 2.2 **Mission.** To unite our island and coastal community while preserving and protecting its unique natural environment, supporting community involvement and safety, and engaging with relevant organizations to help us achieve the vision of the Association.
- 2.3 **Vision.** To preserve this unique natural habitat for generations to come.

3 – MEMBERS

- 3.1 **Eligibility.** Eligibility for membership includes those persons who have an interest in furthering the Mission and Vision of the Association, as described herein.
- 3.2 **Members.** Persons shall become Members by making written application to the Secretary-Treasurer.
- 3.3 Members of the Association are those who have paid dues to the Association in the current fiscal year and who have complied with any conditions of membership imposed by the Board and the Association's By-laws.
- 3.4 Membership levels are set from time to time by the Board and are available through the Secretary-Treasurer. Dues vary according to the applicable level of membership, which in turn provides varied benefits affiliated by the selected level.
- 3.5 **Voting Members.** Subject to the provisions in section 3.6, Voting Members of the Association include:
- (i) an individual who owns all or part of the legal and beneficial interest in a fulltime or seasonal residence or commercial establishment located within the Pointe au Baril area ("owner");
 - (ii) the spouse of an owner;
 - (iii) the adult children of an owner; and,
 - (iv) the parent(s) of a current owner, who was/were the past owner(s) of the property.
- 3.6 Notwithstanding the definition of Voting Members in section 3.5 (i) to (iii) and the number of Voting Members who may be related to a property, the number of votes taken at any Members Meeting shall be limited to one vote per paid membership, as described in section 4.14.
- 3.7 **Honorary and Lifetime Members:** Honorary and Lifetime Members may be recognized by vote at the Annual Meeting of Members and once so recognized, they will be entitled to all of the privileges of membership in the Association without payment of annual dues in perpetuity.
- 3.8 **Resignation:** Non-payment of dues by Members will be taken as their resignation from the Association.
- 3.9 **Termination of Membership.** The membership of a Member shall terminate:

- (a) upon his or her resignation as a Member,
- (b) upon his or her death,
- (c) upon a vote of two-thirds of the Board duly convened to consider such expulsion.¹

4 – MEETINGS OF MEMBERS

- 4.1 **Annual Meeting.** The Board will designate the date and time of the Annual Meeting of Members (“Annual Meeting”) such that most Members will be able to attend should they choose to do so. Absent special or unforeseen circumstances, the Annual Meeting will be held in the summer months of July and August in the Township of the Archipelago at a location reasonably accessible to most Members.
- 4.2 **Notice.** Notice of the Annual Meeting will be posted in the Association Yearbook for the relevant year. Informal notice may also be posted on the Association website, e-blasts, others media outlets and in locations as may be appropriate. Such ancillary notice is not a substitute for the formal Notice carried in the Yearbook.
- (a) Notice of the Annual Meeting will include a general outline of the business to be transacted including, but not limited to, tabling of the financial statements and electing the Board.
 - (b) Any Member, upon request, shall be provided, not less than 10 days or other number of days prescribed in regulations before the Annual Meeting, with a copy of the approved financial statements and other financial information required by the By-laws or articles.
- 4.3 **Business of the Annual Meeting.** The business transacted at the Annual Meeting shall include:
- (a) receipt of the agenda;
 - (b) receipt of the minutes of the previous Annual and subsequent Members Meetings;
 - (c) consideration of the financial statements;
 - (d) election of Directors; and
 - (e) such other or special business as may be set out in the Notice of Annual Meeting.

No other item of business shall be included on the agenda for Annual Meeting, subject to section 4.4 below, unless a Member’s proposal has been given to the Secretary-

¹ The Member will be advised by email and/or registered mail of the date, time and place of such a meeting and of the specific reason for consideration of such action at least 10 days prior to the Board meeting at which the Member’s expulsion will be considered and voted on. The Member has the right to make submissions in response to the matters outlined in the notice provided after which the Board vote will be taken.

Treasurer 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.

4.4 Adding to the Agenda for Annual Meeting of Members.

- (a) If a Member of the Association wishes to have a matter considered at the Annual Meeting, he/she must provide written notice to the President of the Board no less than fourteen days prior to the date of the Annual Meeting. Further, the Member shall provide sufficient background and detail about the issue(s) to be raised to allow the Board to consider same.
- (b) At the discretion of the Board and after the Annual Meeting has been called to order by the Chair, there may be a vote of the Members taken, as to whether the requested addition to the agenda as noted in section 4.4(a) above, should be placed on the agenda.
- (c) No matter raised for a first time at the Annual Meeting shall be put to the Members for a vote unless properly added as an agenda item.

4.5 Additional Meetings. Other meetings of the Members (“Members Meetings”) may be convened by:

- (i) the President; or
- (ii) four Directors,

at a date and time and at designated place within Ontario or, in the absence of such determination, at the place where the head office of the Association is located.

4.6 Means of Conducting Members Meetings. Members Meetings including the Annual Meeting may be held in person, by telephone or by electronic means including by video-conference as circumstances warrant and the Board designates in the Notice calling the Members Meeting.

4.7 Notice of Additional Meeting(s). Notice of any additional Members Meeting shall be provided on no less than ten days’ notice by delivery to the last known Members’ email address and by publication through the Association *Connections*. Such Notice will contain a general description of the background and proposed issue(s) to be addressed. Notice will outline the proposed means for communication between the Board and the Members with respect to the additional Members Meeting.

4.8 Computation of time. In computing the date when Notice must be given under any provision requiring a specified number of days’ notice of any Members Meeting or other event, the date of giving the Notice shall be excluded and the date of the Members Meeting or other event shall be included.

4.9 Waiver of Notice. A Member and any other person entitled to attend a Members Meeting may waive Notice of a Members Meeting and attendance of any such person at that Members Meeting shall constitute a waiver of Notice of the Meeting, except where such person attends a Members Meeting for the express purpose of objecting to the

transaction of any business on the grounds that the Members Meeting was not lawfully called.

- 4.10 **Omission of Notice.** The accidental omission to give Notice of any Members Meeting or any accidental irregularity in the Notice of any Members Meeting or the non-receipt of Notice to any Member shall not invalidate any resolution passed or any proceedings taken at that Members Meeting.
- 4.11 **Additional Members.** Any person who is eligible to become a Member of the Association may apply following the date of the Notice of a Member Meeting referred to above, provided that his or her application together with payment of the required membership fee, is received by the Secretary-Treasurer not later than five (5) days before the date of the Members Meeting to which the Notice relates. Any additional Member will be entitled to attend the Members Meeting, and will be deemed to have waived Notice thereof.
- 4.12 **Chair of the Meeting.** The President of the Association shall chair the Annual Meeting and additional Members Meetings, if any. In the absence of the President, the Vice-President shall chair Members Meetings. In the event that the President and Vice-President are both absent, the remaining Directors shall choose another Director as chair of any particular Members Meeting. If no Director is present or if all the Directors present decline to take the chair position, the Members who are present and entitled to vote shall choose one of such person to be chair.
- 4.13 **Quorum.** Twenty-five Voting Members, present in person or having provided their written proxy to the President and Secretary-Treasurer, shall constitute quorum at any Members Meeting. No business shall be transacted at any Members Meeting unless the requisite quorum is accounted for at the time of the transaction of such business.
- 4.14 **Voting at Members Meetings.** Only Voting Members are entitled to cast a vote at any Members Meeting. Voting Members may cast one vote per paid membership. More than one vote per ownership interest may be cast and counted only if the additional Voting Members have a paid and recorded membership.
- 4.15 **Adjournment.**
- (a) **Absence of Quorum.** If quorum is not present at the time appointed for a Members Meeting or within such reasonable time thereafter as the Board may determine, the President or his/her substitute as per section 4.12 above, shall adjourn the Members Meeting to a fixed time and place. The Notice provisions of section 4.7 shall apply to the date and posted regarding the rescheduled Members Meeting.
 - (b) **At the Discretion of the Chair.** The Chair of any Members Meeting may with the majority consent of the Members present at the Members Meeting adjourn the meeting to a fixed time and place and no notice of such adjournment need be given to the Members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the Notice calling the same.

- (c) **Notice Provisions.** The Notice provisions of section 4.7 shall apply to the date and place regarding any Members Meeting following adjournment in this section.

4.16 **Votes.**

- (a) Every question submitted to any Members Meeting, as described in this section, shall be decided at first instance by a show of hands. In the case of an equality of votes, the Chair of the Members Meeting shall note, both on a show of hands and at a poll, the number of Members present and the votes placed. The Chair may then record a second or casting vote, in addition to the vote or votes to which the Chair is otherwise entitled, to break the equality.
- (b) At any Members Meeting unless a poll is demanded, a declaration by the Chair of the Meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.
- (c) A poll may be demanded, either before or after any vote by show of hands, by any person entitled to vote at a Members Meeting. If, at any Members Meeting at which a poll is demanded with respect to the election of the Chair of the meeting or on the question of adjournment of a meeting, the poll shall be taken forthwith without adjournment. If, at any Members Meeting at which a poll is demanded on any other question or as regarding the election of Directors, the vote shall be taken by ballot of those present either at once, later in the Members Meeting or after adjournment as the Chair of the Meeting directs. The result of a poll shall be deemed to be the resolution of the Members Meeting at which the poll was demanded. A demand for a poll may be withdrawn.

5 – DIRECTORS

- 5.1 **Number of Directors and Powers.** The affairs of the Association shall be managed by a Board consisting of a minimum of eight (8) and a maximum of twelve (12) Directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Association that are not by the By-laws or any resolution of the Association or by statute expressly directed or required to be done in a prescribed manner. The number of Directors within the said minimum and maximum numbers shall be approved by resolution of the Members, or if a special resolution empowers the Directors to determine the number, by resolution of the Directors.

- 5.2 **Qualifications.** Every Director shall:

- (a) be 18 or more years of age;
- (b) be a Member of the Association or shall become a Member of the Association within 10 days after the Director's election or appointment; and
- (c) not be an undischarged bankrupt or incapable of managing property as such phrase is defined in section 6 of the *Substitute Decisions Act of Ontario*.

- 5.3 **Election and Term.**

- (a) At the first Annual Meeting following September 24, 2020, the date on which this by-law comes into force, one-third of the Directors shall be eligible to be elected for a term of one (1) year, one-third of the Directors shall be eligible to be elected for a term of two (2) years, and one-third of the Directors shall be eligible to be elected for a term of three (3) years. In the event that the Board is not divisible into thirds at any given Annual Meeting, the rotation of Directors will approximate one-third of the elected Directors.
- (b) After the initial appointment of Directors under 5.3(a), a Director's term of office shall be from the date of the Annual Meeting at which they are elected until adjournment of the third Annual Meeting next following or until their successor shall have been duly elected or appointed, whichever comes first;
- (c) Directors shall be elected by the Members in an Annual Meeting on a show of hands unless a poll is demanded. If a poll is demanded such election shall be by ballot.
- (d) No Director shall be elected for successive terms that, in the aggregate, will exceed nine (9) years. A Director who has retired at the end of such period of time shall be eligible for re-election to the Board, if otherwise qualified, for a further term that commences not sooner than one (1) year following the date of resignation at the conclusion of the said period of time.
- (e) Retiring Directors may continue in office until their successors shall have been duly elected.
- (f) The Board may, at its sole discretion, extend the term limit of any individual Director for benefit to the Members and the Board, having regard for the particular experience and ability of the individual Director, provided that 75% of the Board votes in favour of such extension and that such extension shall be for a period of no more than three years in length without a further vote being taken by the Board.

5.4 **Vacation of Office.** A Director shall cease to be a Director upon the occurrence of any one of the following events:

- (a) the Director does not become a Member of the Association within 10 days of election as a Director;
- (b) the Director becomes a bankrupt or suspends payment of personal debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;
- (c) the Director is found to be incapable of managing property as such phrase is defined in section 6 of the *Substitute Decisions Act* of Ontario;
- (d) by notice in writing to the Secretary-Treasurer, the Director resigns from the Association, which resignation shall be effective at the time it is received by the Secretary-Treasurer or at the time specified in the Notice, whichever is later; or,
- (e) the Director dies.

5.5 Filling Director Vacancies.

- (a) Subject to section 5.3, mid-term vacancy or vacancies on the Board, however caused, may, be filled by the Directors so long as there is a quorum of Directors and the appointment is agreed on by 75% of the Directors. Otherwise any such vacancy shall be filled at the next Annual Meeting of Members at which Directors for the ensuing year(s) are elected.
- (b) In the event that the number of Directors is increased between Annual Meetings of the Members, a vacancy (or vacancies to the increased number of Directors) shall be deemed to have occurred, which may be filled in the manner above.
- (c) Any vacancy filled by the Directors in accordance with the provisions of this section shall be for a term that ends at the conclusion of the Annual Meeting at which Directors are elected by the Members for the following year.

5.6 Quorum. A simple majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Directors. Notwithstanding vacancies in the Board, the remaining Directors may exercise all the powers of the Board as long as a quorum of the initially elected Board remains in office.

5.7 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, subject to the following:

- (a) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- (b) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Association in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
 - (i) considered reasonable by the Board;
 - (ii) approved by the Board for payment by resolution passed before such payment is made; and
 - (iii) in compliance with the conflict of interest provisions of the Act.

6 – OFFICERS

6.1 Election and appointment. The Board shall annually and more often as may be required:

- (a) elect a President and Vice-President from among themselves;
- (b) elect a Secretary-Treasurer; and,

- (c) from time to time, elect such other Officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may be prescribed by the Board.
- 6.2 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 for two-year terms.²
- 6.3 Notwithstanding the foregoing, each incumbent Officer shall continue in office until the earlier of:
- (i) the Officer's resignation,
 - (ii) the election or appointment of the Officer's successor,
 - (iii) the Officer ceases to be a Director or a Member of the Association if such is a necessary qualification of appointment, and
 - (iv) the conclusion of the Annual Meeting at which the Directors are elected by the members for the following year and the Officers are appointed by the Board.
- 6.4 A Director may be appointed by the Board to any office of the Association but, subject to section 42 of the *Act*, none of the said Officers except the President, need to be a Director of the Association. Two or more of the aforesaid offices may be held by the same person.
- 6.5 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.
- 6.6 The Vice-President shall act in place of the President either upon specific 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 may require.
- 6.7 It is generally anticipated that through performance of such duties, and by virtue of the Board's structure, the Vice-President, in the normal course of events, shall succeed to the office of President, if duly elected by the Board. The Vice President therefore shall not be compelled either to assume or retain the responsibilities of a Portfolio Director.
- 6.8 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, on approval of the Board, may delegate such of these duties as he/she sees fit subject to confidentiality and privacy requirements.

² See Schedules A, B and C attached to this Bylaw for a description, as may be amended from time to time, of the Roles and Responsibilities of the principal Officers of the Association.

7 – COMMITTEES OF THE BOARD

7.1 **Committees.** The Board may from time to time appoint such committee or committees, as it deems necessary or appropriate for such purposes and with such powers as it shall see fit. Members of committees need not be Directors however it is expected that each portfolio committee identified at section 7.3 will be led by a Director. The Board may remove any member of a Board committee by majority vote.

7.2 **Standing Committees of the Board.** For proper governance of the Association, the Board will establish the following standing committees:

- (i) Finance
- (ii) Governance
- (iii) Nominations

Each of the standing committees will be led by a Director, who is accountable to the Board as a whole. It is expected that the Director chairing each of the standing committees will have subject matter expertise. Further, it is expected that the vice-president of the Associate will, in the usual and ordinary course, chair the Nominations Committee. Each standing committee chair may appoint additional members to said committee as needed to carry out the duties of the committee, subject to confirmation by the Board by a simple majority vote.

7.3 **Portfolio Committees.** Board portfolio committees are established to provide efficient and effective operational delivery of the Association's Mission and Vision to its Members. To that end, and subject to modification from time to time as required, the Board will establish portfolio committees as follows:

- (i) Community Safety
- (ii) Members Services and Engagement
- (iii) Communications
- (iv) Member Activities
- (v) Education
- (vi) Environmental Protection
- (vii) Government Relations

7.4 **Succession Planning.** Any Director leading a Board committee shall be responsible for maintaining a viable succession plan for their portfolio and/or standing committee. Their succession plan shall be reviewed on an annual basis with the chair of the Nominations Committee.

8 – MEETINGS OF DIRECTORS

- 8.1 **Calling of Meetings.** Meetings of the Directors may be called by the Chair, President or any two Directors at any time and any place on Notice as required by this by-law.
- 8.2 **Regular Meetings.** The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.
- 8.3 **Participation by Telephone or Other Communications Facilities.** If all Directors of the Association consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.
- 8.4 **Notice.** Notice of the time and place for the holding of a meeting of the Board, other than a regularly scheduled meeting in accordance with section 8.2, shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to every Director at their latest address as shown in the records of the Association not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived Notice or have otherwise signified their consent to the holding of such meeting.
- 8.5 **First Meeting of Newly Elected Board.** If a quorum of Directors is present, each newly elected Board may, without Notice, hold its first meeting immediately following the Annual Meeting of the Association.
- 8.6 **Omission of Notice.** The accidental omission to give Notice of any meeting of Directors to, or the non-receipt of any Notice by, any person shall not invalidate any resolution passed or any proceeding taken at such meeting.
- 8.7 **Adjournment.** Any meeting of Directors may be adjourned from time to time by the Chair of the meeting, with the consent of the meeting, to a fixed time and place. Notice of any adjourned meeting of Directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The Directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the Notice calling the same.
- 8.8 **Chair.** The chair of each meeting of the Board shall be the President or such other Director as the President may from time to time designate for that purpose or, failing such designation, as the Board may select.

- 8.9 **Voting.** Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes, the Chair of the meeting shall have a second or casting vote.

9 – FOR THE PROTECTION OF DIRECTORS AND OFFICERS

- 9.1 **Protection of Directors and Officers.** No Director, Officer or committee member of the Association is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Association or for joining in any receipt or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Association 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 Association 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:
- (i) complied with the Act and the Association's articles and By-laws; and
 - (ii) exercised their powers and discharged their duties in accordance with the Act
- 9.2 For greater certainty, no Director, Officer or committee member of the Association will be liable for the matters described in section 9.1 unless the same shall happen by or through the person's own wilful neglect or default or failure to act honestly and in good faith with a view to the best interests of the Association, provided that nothing herein shall relieve any Director or Officer of any liability imposed by statute.
- 9.3 **Indemnities to Directors.** Every Director and Officer of the Association, and their heirs, executors, administrators, estate trustees and legal personal representatives, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against:
- (a) all costs, charges and expenses whatsoever such Director or Officer sustains or incurs in or about any action, suit, or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office; and
 - (b) all other costs, charges and expenses he or she sustains or incurs in or about or in relation to the affairs of the Association;
 - (c) but with the exception of such costs, charges and expenses as are occasioned by his or her own negligence or default or failure to act honestly and in good faith with a view to the best interests of the Association.
- 9.4 **Insurance.** Subject to applicable law, the Association shall purchase and maintain such insurance for the benefit of its Directors and Officers as the Board may from time to time determine.

10 – CONFLICT OF INTEREST

- 10.1 **Conflict of interest.** In supplement of and not by way of limitations upon any rights conferred upon Directors by section 41 of the Act, it is declared that no Director shall be disqualified from office or shall vacate the office by reason of being otherwise in any way directly or indirectly interested or contracting with the Association either as vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to be entered into with the Association in which the Director is in any way directly or indirectly interested either as vendor, purchaser or otherwise, nor shall any Director be liable to account to the Association or any of its Members or creditors for any profit arising from any such office or place of profit; and, subject to the provisions of section 41 of the Act, no contract or arrangement entered into by or on behalf of the Association in which any Director shall be in any way directly or indirectly interested shall be avoided or voidable and no Director shall be liable to account to the Association or any of its Members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship.
- 10.2 **Disclosure.** A Director who is in any way directly or indirectly interested in a proposed contract with the Association shall make the disclosure to the Board required by the Act. Except as provided by the Act, no such Director shall vote on any resolution to approve such contract.

11 – TRANSACTIONS OF THE ASSOCIATION

- 11.1 **Financial Year.** The financial year of the Association ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.
- 11.2 **Administer Affairs.** The Directors of the Association may administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association 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 Association is by its Letters Patent or otherwise authorized to exercise and do.
- 11.3 **Execution of Instruments.** Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Association by any two of the Directors or Officers of the Association as assigned by the Board to be Signing Officers. The Board may from time to time direct the manner in which, and the person or persons by whom, any particular instrument or class or instruments may or shall be signed. Any Signing Officer may affix the corporate seal to any instrument. Any Signing Officer may certify a copy of any instrument, resolution, by-law or other document of the Association to be a true copy thereof.
- 11.4 **Banking Arrangements.** The banking business of the Association shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

11.5 **Cheques, drafts, notes, etc.** All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such Officer or Officers or person or persons, whether or not Officers of the Association, and in such manner as the Board may from time to time designate by resolution.

11.6 **Expenditures.** The Directors shall have power to authorize expenditures on behalf of the Association from time to time and may delegate by resolution to an Officer or Officers of the Association the right to employ and pay salaries to employees. The Directors shall have the power to make expenditures for the purpose of furthering the objects of the Association. 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 Association in accordance with such terms as the Board may prescribe.

12 – ADOPTION AND AMENDMENT OF BY-LAWS

12.1 **Amendments to the By-laws.** The Members may from time to time amend this by-law by a majority of the votes cast. The Board may from time to time in accordance with the Act pass or amend this by-law other than a provision respecting the transfer of a membership or to change the method of voting by Members not in attendance at a Members Meeting.

12.2 Enacted [insert date, except where Association is deemed to have passed this by-law under Section 18(1) of the Act.].

12.3 **Repeal.** The By-law adopted on August 4, 2013 is hereby repealed. Such repeal shall not affect the previous operation of any previous by-law or affect the validity of any act done or right or privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any Articles or predecessor charter documents of the Association obtained pursuant to any such by-law prior to its repeal. All resolutions of Members of the Board acting under any previous by-law so repealed will have continuing effect except to the extent of being inconsistent with this by-law and until otherwise amended or repealed.

WITNESS the corporate seal of the Association.

ENACTED by the Board of the Association this 22 day of August, 2020.

President – Tom Scoon

Secretary – Nancy Rogers

CONFIRMED by a majority of the Members on this _____ day of 2020.

Secretary – 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 Association. 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 Association; 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 Vice-President

ROLE STATEMENT

The vice-president shares with the president in providing leadership to the Board, ensuring the integrity of the Board's process. As described below and at the request of the president, the vice-president represents the Board to outside parties.

In relation to the Board, the vice-president joins with the president in coordinating 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 Association. In support of the president, the vice-president ensures the Board discusses matters relating to the Board's mandate.

RESPONSIBILITIES

Succession

The vice-president will guide succession development of the Board for the upcoming five year. More specifically, the vice-president will chair the Nominations Committee, as provided for in these by-laws. In exercising these responsibilities, the vice-president will provide ongoing consideration and updates to the Board regarding potential candidates to fill committee and director positions as they arise. Further, the vice-president will:

- meet with potential candidates to assess interest and suitability;
- present a list candidates to committee for discussion and approval;
- present approved candidates to Board for approval;
- proactively review all positions within PaBIA to assess future openings; and,
- engage with community to promote PaBIA and encourage volunteering.

It is expected that the vice-president will attend all Board meetings and will report to the Board on matters with the responsibilities of the position. The vice-present will provide ongoing transitional support to the Board Committee Members and to new director of any portfolio vacated during the course of any given year.

The vice-president, as requested by the Board at relevant intervals, will lead the development of the strategic direction of the Board for the five years following that person's appointment to the position of vice-president.

Reporting

The vice-president will act on behalf of the president at meetings, functions and otherwise, as requested to do so by the president or as required to do where circumstances may warrant.

The vice-president will attend the Annual Meetings of the Ojibway Club and the Ojibway Historical Preservation Society and will report to the Board regarding issues of shared concern or application, identifying those that may have bearing on the mission and responsibilities of the Board and Association at related meetings

Community Engagement

The vice-president will attend at the Deerhorn Conference, a forum for effective and transparent communication among ratepayer associations, G4, the Council and Staff for the Township of the Archipelago. The vice-president will report to the Board as relevant to the ongoing work of the Association and interests of its Members.

In addition, the vice-president will be available to sit on other committees outside of PaBIA as required and relevant to the Association and its Members; e.g., Ojibway Historical Preservation Society, Shawanaga First Nations, GBA).

Schedule C

Position Description of the Secretary-Treasurer

ROLE STATEMENT

The secretary-treasurer works collaboratively with the president and vice-president to support the Board in fulfilling its fiduciary responsibilities.

RESPONSIBILITIES

Board Conduct

The secretary-treasurer supports the president and vice-president in maintaining a high standard for Board conduct through knowledge of the by-laws regarding Directors' roles and responsibilities with particular emphasis on their fiduciary duties and through upholding Board policies.

Meetings

The secretary-treasurer gives notice of all meetings of the Association and the Board, as required by the by-laws. The secretary-treasurer ensures the proper recording and maintenance of minutes of all meetings of the Association and the Board as well circulating draft minutes for approval at Member Meetings including the Annual Meeting and at Board Meetings.

Document Management

The secretary-treasurer maintains custody of all minute books, documents, registers and the seal of the Association and ensure that they are maintained as required by law as well as ensuring that all reports are prepared and filed as required by law or requested by the Board. The secretary-treasurer attends to correspondence on behalf of the Board. The secretary-treasurer maintains all relevant materials of the Association and Board and keeps all computer files up to date.

Banking, Financial Statement

The secretary-treasurer receives and deposits all payments of membership dues as well as all deposit of payments for Yearbook advertising. The secretary-treasurer manages payments for all Association invoices, maintains records of all payments and deposits and ensures that Association records balance with monthly bank statements. The secretary-treasurer maintains financial records related to the Marine Patrol including pay, benefits and tax obligations.

The secretary-treasurer prepares annual financial statements.

Members

The secretary-treasurer maintains a roll of the names and addresses of the Members and keeps the Membership Director and the Communications Director updated regarding new members, pending payment from members, and updates concerning the *In Memoriam* section of the Yearbook and for inclusion in the *Connections* e-newsletters and Yearbook Update.