
A by-law relating generally to the transaction of the affairs of
HARVEY LAKELAND COTTAGE OWNERS ASSOCIATION

WHEREAS the HARVEY LAKELAND COTTAGE OWNERS ASSOCIATION has prepared and/or entered into previous by-laws (collectively the "Past By-Laws");

AND WHEREAS the HARVEY LAKELAND COTTAGE OWNERS ASSOCIATION wishes to cancel the Past By-Laws and enter into a new by-law No.1;

NOW THEREFORE be it enacted and it is hereby enacted that all the by-laws of the HARVEY LAKELAND COTTAGE OWNERS ASSOCIATION heretofore enacted including the Past By-Laws be cancelled and revoked and that the following by-laws be substituted in lieu as follows:

Section 1 - General

1.01 Definitions

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. "Annual Meeting of the Members" means the annual general meeting of the Members scheduled in the fall of each year;
- c. "Articles" means the Articles of Incorporation which are the set of formal documents filed with the Ontario Government to legally document the creation of the Corporation;
- d. "Board" means the Board of Directors of the Corporation;
- e. "By-Laws" means this By-Law, and includes the schedules to this By-Law and where the context requires, the Registered Covenants, Regulations and Policies of the Corporation as amended and which are, from time to time, in force.
- f. "Chair" means the Chair of the Board;
- g. "Corporation" means the Harvey Lakeland Cottage Owners Association, also known as the Harvey Lakeland Commonland Owners Association;
- h. "Director" means an individual occupying the position of Director of the Corporation by whatever name he or she is called;
- i. "Member" means a Member of the Corporation;
- j. "Members" means the collective membership of the Corporation;
- k. "Officer" means an Officer of the Corporation;
- l. "Member in Good Standing" means a Member of the Corporation who has no outstanding dues, fees, penalties or interest owing to the Corporation and who is in compliance with the Corporation's Registered Covenants, By-Law, Regulations and Policies ;
- m. "Associate Member in Good Standing" means an Associate Member who is in compliance with the Corporation's Registered Covenants, By-Law, Regulations and Commonland Management Policy.

1.02 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, words importing one gender include all genders and references to persons shall include firms and corporations.

1.03 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.

1.04 Head Office

The Head Office of the Corporation shall be in the Municipality of Trent Lakes, 37 Hall Crescent, Buckhorn, Ontario, and at such place therein as the Directors may from time to time determine.

1.05 Seal

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

1.06 Powers

- a. The Directors of the Corporation may administer the affairs of the Corporation in all things; and
 - i. make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into; and
 - ii. save as hereinafter provided, generally, exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do as approved by the Members at a General Meeting.
- b. Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

1.07 Execution of Documents

- a. Deeds and transfers on behalf of the Corporation shall be signed by the President and the Secretary, and the Secretary shall affix the seal of the Corporation to such instruments as require the same.
- b. Licenses, contracts, cheques and engagements in the course of the Corporation's operations may be entered into on behalf of the Corporation by the President with the Treasurer.
- c. The President with the Treasurer:
 - i. may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise; and
 - ii. may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation; and
 - iii. may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.
- d. In the absence of the President, Treasurer or Secretary where required in the foregoing the Board may by resolution delegate authority to any one of the President, Vice President, Treasurer or Secretary provided that the resulting combined authority resides with two Directors.

1.08 Books and Records

The Directors shall see that all necessary books and records of the Corporation required by the By-Laws of the Corporation or by any applicable statute or law are regularly and properly kept.

Section 2 - Directors and Officers

2.01 Election and Term

- a. The affairs of the Corporation shall be managed by a Board of eight Directors, seven of whom are elected by the Members and the eighth being the immediate Past President.
- b. The Members shall elect the Directors to serve in specific Officer positions, including: President, Vice-President, Treasurer, Secretary, Director - Forests , Director - Trails, Director - Waterfronts. The immediate Past President shall also be an Officer. The President holds the office of Chair.
 - i. One person may hold more than one office when Officer positions are vacant with the exception of the offices of President and Vice-President. For greater certainty, it is acknowledged and agreed that an individual cannot be both the President and Vice-President but otherwise an individual can hold more than one Officer position.
 - ii. The Board may appoint other such Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.
- c. Each Director at the time of his election and throughout his term of office must be a Member in Good Standing of the Corporation.
- d. The elected Directors shall serve terms of two years with the terms staggered so that at least three positions are up for election each year. At the end of their two year term, Directors shall retire from the Board but shall be eligible for re-election for a subsequent two-year period, if otherwise qualified.
- e. Nominations for a Director must be received by the Secretary, with a seconder 21 days prior to the Annual Meeting.

2.02 Duties

- a. The Chair shall perform the duties described in sections 3.05 and 9.05 and such other duties as may be required by law or as the Board may determine from time to time.
- b. The Directors, in their roles as Directors and in their roles as Officers, 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.

2.03 Vacancies

The office of a Director shall be vacated immediately:

- a. 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;
- b. if the Director dies or becomes bankrupt;
- c. if the Director is found to be incapable of managing property by a court or under Ontario law; or
- d. if, the Members by resolution passed by at least two-thirds of the votes cast at a General Meeting of which notice specifying the intention to pass such resolution has been given, remove the Director before the expiration of the Director's term of office.

2.04 Filling Vacancies

A vacancy on the Board shall be filled as follows:

- a. a quorum of Directors may fill a vacancy on the Board from among the Members in Good Standing if they see fit to do so; otherwise, such vacancy shall be filled at the next Annual Meeting of the Members at which the Directors for the ensuing year are elected;
- b. if there is not a quorum of Directors the remaining 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; and
- c. 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.

2.05 Committees

Committees may be established by the Board as follows:

- a. 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
- b. 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.

2.06 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 Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties.

Section 3 - Board Meetings

3.01 Calling of Meetings

Meetings of the Directors may be called by the President or Vice-President, or by the Secretary on direction in writing of any two Directors at any time and any place on notice as required by this By-Law.

3.02 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.

3.03 Notice

- a. Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this By-Law to every Director of the Corporation not less than seven days before the date that the meeting is to be held.
- b. 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.
- c. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual Meeting of the Corporation.
- d. The statutory declaration of the Secretary or President that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice.

3.04 Quorum

A majority of the Directors shall form quorum for the consideration or transaction of any business, either special or general at any meeting of the Board.

3.05 Chair

The President shall chair all meetings. In the absence of the President, the President's duties may be performed by the Vice-President or such other Director as the Board may appoint for this purpose.

3.06 Voting

- a. Questions arising at any Board meeting shall be decided by consensus whenever possible.
- b. Questions that are not decided by consensus shall be put to a vote of the Directors present and decided by a majority of votes.
- c. Each Director has one vote. In case of an equality of votes, the Chair shall not have a second or casting vote.

- d. Notwithstanding b. and c. above, the immediate Past President is a non-voting Director and shall not have a vote.
- e. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent.
- f. A declaration by the Chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

3.07 Participation by Telephone or Other Communications Facilities

If all of the Directors of the Corporation 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.

Section 4 - Financial

4.01 Financial Year

The financial year of the Corporation ends on August 31 in each year or on such other date as the Board may from time to time by resolution determine.

4.02 Banking

The Board shall by resolution from time to time designate the financial institution in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

4.03 Financial Transactions And Accounts

Any two of the President, the Treasurer and the Secretary, in such manner as determined from time to time by resolution of the Board of Directors:

- a. shall sign all cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation;
- b. may endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation using the Corporation's rubber stamp for the purpose; and
- c. may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign the requisite bank forms, including the generality to the foregoing of balances and release or verification slips.
- d. In the absence of two of the President, Treasurer or Secretary where required in the foregoing the Board may by resolution delegate authority to the Vice President.

4.04 Securities

- a. The President with the Treasurer in such manner as determined from time to time by resolution of the Board of Directors in general or specific instances, may:
 - i. deposit for safekeeping the securities of the Corporation with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors; and
 - ii. withdraw any and all securities so deposited.
- b. The institutions which may be so selected as custodians of the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.
- c. In the absence of any one of the President or Treasurer where required in the foregoing the Board may by resolution delegate authority to the Vice President or Secretary.

4.05 Borrowing

The Board of Directors may authorize the President with the Treasurer to make arrangements to:

- a. borrow money on the credit of the Corporation; or
- b. issue, sell, or pledge securities of the Corporation; or
- c. charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation; and
- d. vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Corporation of aforesaid transactions and instruments and generally to manage, transact and settle the borrowing of money by the Corporation.

Section 5 - Protection of Directors and Officers

5.01 Protection of Directors and Officers

- a. The Directors, Officers and Committee members of the Corporation are indemnified against all liability and costs arising from any legal action directed personally against the Directors as a result of their actions on behalf of the Association, provided that they acted in good faith.
- b. No Director, Officer or Committee member of the Corporation is 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:
 - i. complied with the Act and the Corporation's articles and By-Laws; and
 - ii. exercised their powers and discharged their duties in accordance with the Act.

Section 6 - Conflict of Interest

6.01 Conflict of Interest

- a. 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.
- b. 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.

Section 7 - Members

7.01 Members

- a. Membership in the Corporation shall consist of the owners of individual lots contained in a Plan of Subdivision of Part of Lots 12, 13, 14, and 15, Concession 11, Township of Harvey, County of Peterborough, as registered in the Registry Office of the Land Titles Division of the County of Peterborough.
- b. Owners of multiple lots hold membership for each lot.
- c. No more than two joint owners of any one lot shall derive membership from ownership of that lot.

7.02 Associate Members

- a. An Associate Member is:
 - i. an individual residing permanently at the dwelling of a Member, but who is not an owner of the property; or

- ii. an individual who has entered into an agreement of 6 months or longer to rent a Member's dwelling and who is residing at that dwelling.
- b. A Sponsoring Member is the property owner of the dwelling at which the Associate Member is residing.
- c. An Associate Membership shall be granted to such an individual upon receipt of written notification by the Board from the Sponsoring Member attesting that the criteria for Associate Membership have been met by said individual.
- d. An Associate Member will be accorded the same privileges as Members with respect to the use of Commonland. Associate Members may also attend and speak at General meetings, but shall not be allowed to vote except where they have been assigned a proxy by a Member.

7.03 Transfer of Membership

- a. The interest of a Member of the Corporation shall be transferable only when such Member shall transfer title to his or her lot in the registered Plan of Subdivision.
- b. In the case of transfer of ownership in a lot, a Member shall remain liable for payment of any assessment or other sum levied or which became payable by him or her to the Corporation prior to transferring such lot.
- c. It shall be a condition of closing any transfer of title to a lot in the registered Plan of Subdivision that the transferring Member return all keys in his or her possession which provide access to the Corporation's Commonland to the Corporation.

7.04 Dues and Fees

- a. Dues, fees, penalties and interest payable by Members shall be fixed from time to time by a majority vote of the Members present at the Annual Meeting or other General Meeting based on recommendations of the Board of Directors.
- b. Dues are payable for each lot by an owner who owns multiple lots.
- c. In the event that a past owner of a lot is in arrears, the purchaser assumes the responsibility for this debt. The original owner is not relieved of this debt.
- d. The Treasurer shall notify the Members of the dues, fees, penalties and interest at any time payable by them. If any are not paid within thirty days of the date of such notice, the Members in default shall upon a resolution of the Board pursuant to section 3.06, cease to be Members in Good Standing of the Corporation. On collection of such dues, fees, penalties and interest plus costs, any such Members shall be reinstated as Members in Good Standing.
- e. The Board of Directors, on unanimous vote, are empowered to bring legal action against any Member who defaults in payment of dues, fees, penalties and interest beyond thirty days.
- f. A penalty will be charged to offset all costs incurred by the Association in the collection of delinquent dues and fees, including but not limited to, collection agency fees, legal fees and court costs.

7.05 Penalties and Remedies

The Board will always be proactive in bringing By-Law violations to the attention of the Member or Associate Member involved, and work to reach satisfactory resolutions in a timely manner.

- a. A Member or Associate Member (henceforth referred to as the "complainant") witnessing a violation of the Articles, Registered Covenants, By-Law, Regulations or Policies by another Member or Associate Member; or the Immediate Family or Guest of a Member or Associate Member (Member or Associate Member henceforth referred to as the "respondent") may submit a complaint in writing to the Board.
- b. Upon receipt and consideration of a written complaint the Board may decide to provide written notice to the respondent of said complaint. Such notice will provide the substance of the complaint and the possible consequences if the Board was to find that a violation of the By-Laws had occurred.
- c. In cases where the Board declines to issue such written notice the complainant will be provided the rationale for that decision in writing.
- d. In cases where the Board proceeds to issue such written notice:
 - i. the complainant will receive a copy of the notice to the respondent; and
 - ii. the complainant's name shall be held in confidence by the Board.

- e. The respondent shall be entitled to give the Board a written submission in response to the complaint if provided to the Board not more than 10 days from the issuance of the notice.
- f. Within 25 days from the issuance of the notice the Board shall review and consider the complaint and respondent's written submission, if any, and pass a resolution that:
 - i. authorizes the penalty and/or remedy to be applied; or
 - ii. provides the rationale for not imposing a penalty and/or remedy.
- g. The Board shall provide notification of the resolution in writing to the respondent and complainant within 30 days of the issuance of the first notice.
- h. The decision of the Board is final.
- i. A fee will be charged to offset all costs incurred by the Association in the collection of delinquent penalties, including but not limited to, collection agency fees, legal fees and court costs.
- j. In the foregoing, the Board may act on behalf of the membership as the complainant.

Section 8 - Members Meetings

8.01 Annual Meeting

- a. The Annual Meeting shall be held on a day and at a place within Ontario fixed by the Board.
- b. The business transacted at the Annual Meeting shall include:
 - i. receipt of the agenda;
 - ii. receipt of the minutes of the previous annual and subsequent special meetings;
 - iii. consideration of the financial statements;
 - iv. report of the auditor or person who has been appointed to conduct a review engagement;
 - v. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
 - vi. election of Directors; and
 - vii. such other or special business as may be set out in the notice of meeting.
- c. No other item of business shall be included on the agenda for the 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.

8.02 Special Meetings

- a. The Directors may call a special meeting of the Members.
- b. 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.

8.03 Notice

- a. Subject to the Act, not less than 28 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.
- b. 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.
- c. Notice of each meeting must remind the Member of the right to vote by proxy.

8.04 Quorum

- a. A quorum for the transaction of business at a Members meeting shall consist of not less than 25 Members whether present in person or by proxy.
- b. 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.

8.05 Chair of the Meeting

- a. The President shall be the Chair of the Members meeting.
- b. In the Chair's absence, the Members present at any Members meeting shall choose another Director as Chair.
- c. If no Director is present or if all of the Directors present decline to act as Chair, the Members present shall choose one of their number to chair the meeting.

8.06 Voting of Members

Business arising at any Members meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-Law provided that:

- a. each Member shall be entitled to one vote on each question arising at any special or general meeting of the Members;
- b. notwithstanding a. above, where two Members are joint owners of one lot, they shall be entitled to only one vote and where one Member is the owner of more than one lot, such Member shall be entitled to one vote for each lot he or she owns;
- c. Corporations, partnerships and other legal entities may vote through a duly authorized proxy;
- d. notwithstanding a. and b. above, a Member must be a Member in Good Standing to be entitled to vote;
- e. Members entitled to vote may vote by proxy by depositing a proxy form, as established by the Directors. Such proxy holder need not be a Member.
- f. an abstention shall be recorded but shall not be considered a vote cast;
- g. votes shall be taken by a show of hands among all Members present and the Chair of the meeting, if a Member, shall have a vote;
- h. after a show of hands has been taken on any question, the Chair of the meeting may require, or any Member may demand, a count of votes;
- i. before or after a count of votes has been taken on any question, the Chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the Chair of the meeting shall direct;
- j. if there is a tie vote, the Chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- k. whenever a vote by show of hands is taken on a question, unless a count of votes or written ballot is required or demanded, a declaration by the Chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

8.07 Adjournments

- a. The Chair may, with the majority consent of any Members meeting, adjourn the same from time to time. No notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more.
- b. 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. In the event a Member is behaving in a disruptive fashion, he or she shall be warned by the Chair and, if he or she continues to in a act in a disruptive fashion, the Chair may seek a motion to adjourn the Members meeting with the consent of the majority of the Members present or represented by proxy at such meeting.

8.08 Persons Entitled to be Present

- a. The only persons entitled to attend a Members meeting are Members in Good Standing, designated proxy holders of Members in Good Standing provided that the said proxy holder is a Member in Good Standing or a non-Member, Associate 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.
- b. 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.

Section 9 - Notices

9.01 Service

- a. Any notice required to be sent to any Member or Director shall be:
 - i. provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means; and
 - ii. sent to their latest address as shown in the records of the Corporation or if no address be given then to the last address known to the Secretary.
- b. Any notice required to be sent to the auditor or the person who has been appointed to conduct a review engagement, if any shall be:
 - i. provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means; and
 - ii. sent to their business address, or if no address be given then to the last address known to the Secretary.
- c. Notices in a. and b. above 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.

9.02 Computation of Time

- a. Any notice sent by prepaid mail shall be deemed to have been received by the intended recipient on the fifth day after it is was sent.
- b. Any notice sent by facsimile, email or other electronic means shall be held to be sent at the time when the same was sent by facsimile, email or other electronic means.
- c. 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.

9.03 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.

Section 10 - Adoption and Amendment of By-Law

10.01 Amendments to By-Laws

The Board and Members may from time to time by a majority of votes cast at a Members meeting and in accordance with the Act, amend or replace this By-Law.

Enacted October 28, 2023.

original signed by
Margaret Roberts

Margaret Roberts
President

original signed by
Dave Bourgeois

Dave Bourgeois
Secretary

Schedule A - Officers' and Directors' Duties

Description of the Board Role

The Board is comprised of volunteers who manage the affairs of the Corporation in accordance with the Corporation's Registered Covenants, By-Law, Regulations and Policies as well as municipal, provincial and federal legislation.

Every Board member shall "act honestly and in good faith with a view to the best interests of the Corporation; and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances." Every Board member shall comply with the Ontario Not-for-Profit Corporations Act (2010) and its regulations in addition to the Corporation's Registered Covenants, By-Law, Regulations and Policies.

The Board is the legal authority of the Corporation and is the ultimate authority for decision-making and policy creation. Its members are responsible for compliance with legislation, planning the Corporation's direction, creating policies, financial stewardship and Commonland management.

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 Members and outside parties. The President co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors. 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. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

Direction. In collaboration with the other Directors, develop standards for Board decision-support packages that include formats and level of detail for reporting to the Members.

Performance Appraisal. Lead the Board in an annual process of monitoring and evaluating its performance.

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 central point of communication with the Members. Serve as the Board's primary contact with the public.

Reporting. Report regularly to the Members on items and issues relevant to the Board's governance responsibilities.

Board Conduct. Set a high standard for Board conduct and enforce policies and provisions of the By-Law 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.

Position Description of the Vice President

Role Statement

The Vice President supports the President in all of that office's responsibilities. During the absence or inability of the President, the Vice President may assume the President's responsibilities, duties and powers following such resolution by the Board.

The Vice President provides leadership and works in collaboration with the other Directors in the development and implementation of a volunteer recognition program.

Responsibilities

Volunteer Registry. Actively recruit volunteers to support the work of the Board. Maintain a registry of volunteers along with a record of their volunteer activities to support volunteer recognition.

Work Plan. Ensure that a work plan is developed and implemented that includes annual goals for volunteer recruitment and recognition.

Representation. Serve as the Board's central point of communication with Members on matters relating volunteerism.

Reporting. Deliver for approval at the Annual Meeting a report on volunteer development activities during the previous period along with a plan for the coming year.

Board Conduct. Maintain a high standard for Board conduct and uphold policies and provisions of the By-Law regarding Directors' conduct.

Mentorship. Serve as a mentor to other Directors.

Position Description of the Treasurer

Role Statement

The Treasurer works collaboratively with the President 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.

Reporting. 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.

Board Conduct. Maintain a high standard for Board conduct and uphold policies and provisions of the By-Law regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Mentorship. Serve as a mentor to other Directors.

Position Description of the Secretary

Role Statement

The Secretary works collaboratively with the President to support the Board in fulfilling its governance responsibilities.

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. Have custody of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law.

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

Reporting. Support the President in reporting regularly to the Members on items and issues relevant to the Board's governance responsibilities.

Attend to correspondence on behalf of the Board in keeping with Board decisions. Ensure that all reports are prepared and filed as required by law or requested by the Board.

Board Conduct. Maintain a high standard for Board conduct and uphold policies and provisions of the By-Law regarding Directors' conduct, with particular emphasis on governance responsibilities.

Mentorship. Serve as a mentor to other Directors.

Position Description of the Director - Forests

Role Statement

The Director - Forests, provides leadership to the development, implementation, maintenance and renewal of the Forest Management Plan (FMP) in collaboration with the other Directors, with the advice of the Registered Professional Forester and with the input of the Members.

Responsibilities

Direction. Provide guidance to the Board and membership to ensure that all activities undertaken on Commonland are in accordance with the FMP. This includes but is not limited to:

- activities on or near trails, shoreline, docks, watershed and wetlands; and
- the location and materials used in the development and construction of trails and docks.

Work Plan. Ensure that a work plan is developed and implemented that includes annual goals for forest management.

Representation. Serve as the Board's central point of communication with the Members on matters relating to forest management and the FMP.

In conjunction with the Registered Professional Forester liaise with the Ministry of Natural Resources for all matters relating to the FMP and Commonland.

Reporting. Deliver for approval at the Annual Meeting a report on forests activities during the previous period along with a plan for the coming year.

Board Conduct. Maintain a high standard for Board conduct and uphold policies and provisions of the By-Law regarding Directors' conduct.

Position Description of the Director - Trails

Role Statement

The Director - Trails, provides leadership to the development and maintenance of the Commonland network of trails and works in collaboration with the other Directors to develop policies designed to support the safe use and enjoyment of the trails by Members.

Responsibilities

Direction. Provide guidance to the Board and Members to ensure that all activities undertaken on the trails are in accordance with the Trails Policy.

Work Plan. Ensure that a work plan is developed and implemented that includes annual goals for trails management.

Representation. Serve as the Board's central point of communication with the Members on matters relating to trails.

Reporting. Deliver for approval at the Annual Meeting a report on trails management activities during the previous period along with a plan for the coming year.

Board Conduct. Maintain a high standard for Board conduct and uphold policies and provisions of the By-Law regarding Directors' conduct.

Position Description of the Director - Waterfronts

Role Statement

The Director - Waterfronts, provides leadership and works in collaboration with the other Directors in developing policies designed to preserve the Commonland shoreline in its natural state and to enhance the enjoyment of the waterfront for Members. The Director – Waterfronts carefully maintains accurate records of dock space allocation requests and approvals and any related communications.

Responsibilities

Direction. Provide guidance to the Board and Members to ensure that all activities undertaken on the waterfront are in accordance with the Waterfront Policy.

Work Plan. Ensure that a work plan is developed and implemented that includes annual goals for waterfront management.

Representation. Serve as the Board's central point of communication with Members on matters relating to the waterfront.

Reporting. Deliver for approval at the Annual Meeting a report on waterfront management activities during the previous period along with a plan for the coming year.

Board Conduct. Maintain a high standard for Board conduct and uphold policies and provisions of the By-Law regarding Directors' conduct.

Position Description of the Past President

Role Statement

The Past President provides support and knowledge transfer to the President and the other Directors in their areas of responsibility as needed. The Past President is a non-voting member of the Board.

Responsibilities

Succession Planning. Maintain a list of potential Directors to support the election of new Directors to fill planned and unplanned Board vacancies.

Board Conduct. Maintain a high standard for Board conduct and uphold policies and provisions of the By-Law regarding Directors' conduct.

Mentorship. Serve as a mentor to other Directors.