

**Constitution
of
Lake Kasshabog Residents Association Inc.**

April 14 2024

BYLAW No.1

A bylaw to adopt a constitution for the Lake Kasshabog Residents Association Inc. (hereafter the “**Corporation**”)

WHEREAS it is deemed advisable to adopt a constitution setting forth the aims and projects for the Corporation, qualifications for membership and other matters relating generally to the transaction of the affairs of the Corporation,

BE IT ENACTED as a bylaw of the Corporation as follows:

Article I

Objectives: The objectives of the Corporation shall be:

1. To build a strong and well-informed lake community through effective communications, educational programming and events that foster social engagement.
2. To promote the long-term quality, value and experience of our lake environment, with a particular focus on environmental sustainability, water quality and lake safety.
3. To study and report on all government plans affecting the residents or the uses of land on Lake Kasshabog and vicinity, and to make representations to the various levels of government with respect to such matters; and
4. To liaise with and advocate for our members at like/associated organizations.

Article II

Membership:

1. Active membership shall be open to all owners of property bordering on Lake Kasshabog. This membership extends to the immediate family or families (including spouses or partners, children and grandchildren), though only one person associated with a property may vote at meetings of the Corporation.
2. Associate membership may be granted to any person who shares the objectives of the Corporation. Any application for associate membership shall be sponsored by no less than two active members of the Corporation and may be approved by a majority vote of the directors of the Corporation. Associate members are non-voting and cannot be elected to the board of directors.
3. In this Constitution, the terms “active member” and “associate member” mean someone in those categories who has paid their membership fees for the current year or the previous year.

Article III

Directors of the Corporation

1. The board of directors will manage or supervise the management of the activities and affairs of the Corporation.
2. The number of directors shall be between four and sixteen individuals. Each director's term of office shall be for a period of two years from the date of the annual general meeting at which they were elected. Any director whose term of office is expiring shall be eligible for re-election at the annual general meeting.
3. Any active member of the Corporation shall be eligible for election. Directors must maintain active membership throughout their term.
4. When a vacancy is created by the resignation or death of a director, or any other causes, the remaining directors may pass a resolution appointing an active member to serve as a director until the next annual general meeting.
5. The immediate past president of the Corporation, if no longer a director, may be invited by the President to attend board meetings for one year to assist with the transition. In this case, the past president is not a director or officer of the Corporation and shall not vote at meetings.
6. Members can remove a director by a majority vote at a special meeting where the notice of the meeting states that members will be asked to vote on removing the director. A director is entitled to give the board of directors a statement giving reasons for opposing his or her removal if a meeting is called for the purpose of removing him or her. The board of directors must immediately circulate the director's statement to members.
7. Every director and officer, in exercising his or her powers and discharging his or her duties to the corporation, shall
 - a. act honestly and in good faith with a view to the best interests of the corporation and
 - b. exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
8. A conflict of interest arises in any situation where a director's duty to act solely in the best interests of the corporation and adhere to his or her fiduciary duties is compromised or impeded by any other interest, relationship or duty of that director. 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 to the Corporation including the nature and extent of the interest. No such director shall attend any part of a meeting of directors or vote on any resolution to approve any such contract or transaction.

Article IV

Officers of the Corporation

1. The board of directors shall appoint from among themselves the following officers: a Chair, a President, a Secretary and a Treasurer.
2. The Chair shall preside at board meetings and at members' meetings and shall perform any other duties required by law or as the board may determine from time to time. The Chair and the President may be the same person. If the Chair is unable to attend a meeting, another director may chair that meeting.

Article V

Duties of the President

1. The President shall be charged with the general management and supervision of the affairs and operations of the Corporation. The President, with the Secretary or other person appointed by the board for such purpose, shall sign all by-laws and any other legal document.
2. During the absence or inability of the President, his/her duties and powers may be exercised by any of the directors as the board may from time to time appoint for the purpose.
3. The President shall be an ex officio member of all committees.

Article VI

Duties of the Secretary

1. The Secretary shall attend all meetings of the board and record all facts and minutes of all proceedings in the books kept for this purpose. The Secretary shall give all notices required to be given to members and to the board. The Secretary shall be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation, and shall perform such other duties as may from time to time be determined by the board.
2. An Assistant Secretary may be appointed by the board, if warranted, to handle any documentation as directed by the Secretary and to safely store such documentation for future reference.

Article VII

Duties of the Treasurer

1. The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the board. The Treasurer shall disburse the funds of the Corporation under the direction of the board, taking proper vouchers therefor and shall render to the board at its regular meetings or whenever the board requires, an account of all their transactions as Treasurer, and of the financial position of the Corporation. The Treasurer shall also perform such other duties as may from time to time be determined by the board, including presenting a financial report at the AGM.
2. All cheques issued by the Corporation require the signature of the Treasurer and one other director with signing authority.
3. The Treasurer shall make all records available to an auditor/reviewer to be appointed by the remaining members of the board, annually, upon resignation or at any other time deemed necessary by the remaining members of the board.

Financial Reports

1. The Treasurer shall prepare an annual financial statement for approval by the board of directors.
2. The approved annual financial statement shall be presented by the Treasurer at the Annual General Meeting (AGM). Approval at the AGM is not necessary.
3. If the board elects to waive a financial audit or review engagement of the annual financial statement, this must be presented as an extra-ordinary resolution at the AGM and be passed by at least 80% of the votes cast.

Article VIII

Committees

1. The Corporation shall establish committees as deemed necessary. All committees shall be governed where applicable by the same procedures followed by the board.
2. The board shall appoint the chairperson of each committee and each chairperson shall hold office at the discretion of the board. If the chairperson of a committee is not a director, the board will appoint a director to liaise with the chairperson to ensure the board is aware of the committee's activities.

3. A committee shall be comprised of active members, and/or other participants as appropriate and as chosen by the committee chairperson. Such added participants are eligible to vote at the committee level.
4. The scope of each committee shall be outlined in general by the board.
5. Special committees shall be automatically dissolved upon completion of their specified task(s).

Article IX

Indemnities to Directors and Officers

1. Every director of the corporation shall at all times to the greatest extent possible, be indemnified and saved harmless by the Corporation for damages that result from their actions taken as a director or officer of the Corporation, unless such damages are the result of their fraud, willful neglect or default or gross negligence.
2. The Corporation shall maintain liability insurance through the FOCA Association Insurance Program for both General Liability and Directors & Officers Liability. The Corporation's liability insurance will also cover volunteers who perform work for the Corporation.

Article X

Meetings

1. The Annual General Meeting of the Corporation shall be held within six months of previous year's fiscal year end.
2. Notice of an annual meeting or a special meeting of the Corporation shall be sent electronically to members whose email addresses are available to the Corporation, at least fifteen days before the scheduled meeting date. Such notices shall also be posted on the Corporation's communications and social media platforms.
3. Notice of a board meeting shall be communicated to the directors at least seven days before the date of the meeting, by email, telephone or personally.
4. No error or accidental omission in giving notice of any meeting to any member, or the non-receipt of notice by any member, shall invalidate the meeting or make void any proceedings taken at the meeting.
5. Meetings may be held in person, electronically and/or by telephone at the discretion of the board.
6. The board shall convene a special meeting upon receiving a written requisition from at least ten per cent of the active members. The requisition must state the purpose of the meeting and be delivered to the Secretary by registered mail. The

meeting must be convened by the board within twenty-one days after the Secretary receives the requisition. If the board fails to convene the meeting within that time, any member who signed the requisition may call the meeting, as nearly as possible in the manner in which meetings are to be called under these bylaws.

7. Voting by proxy is not permitted.

Article XI

Quorum

1. A quorum at any meeting of members shall consist of not less than twenty active members of the Corporation, other than directors of the Corporation.
2. A quorum of the board of directors of the Corporation shall consist of not less than 50% of the directors plus one.

Article XII

Voting

1. All votes at meetings of the board and at any meeting of members shall be by a show of hands, unless a secret ballot shall be demanded by at least two members present at such meeting. Each cottage/property with active membership shall be entitled to one vote. A vote count in favour of a resolution must exceed 50% of the votes cast in order to pass.
2. At their discretion, the board of directors may put any resolution passed at an Annual General Meeting, which they judge to be potentially contentious in nature, to an internet or mail vote open to all members. Ratification of such an issue or resolution shall require a greater than 50% affirmative response in the returns received within the stipulated timeline. Such action must be concluded within the calendar year in which the resolution was first passed.

Article XIII

Annual Dues and Special Assessment

1. The annual fees for membership shall be such amount as determined, from time to time, by resolution of the board.
2. The board may, from time to time, establish an additional fee to be paid for participation in any activity sponsored by the Corporation; and
3. The board may, from time to time, pass a bylaw providing for a special assessment to raise funds for a special purpose of the Corporation, but such a bylaw shall not be effective nor shall such assessment become due and payable

until it is approved at a special meeting of the Corporation called for the purpose of considering it.

Article XIV

Execution of Documents

1. Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by the President and also by the Secretary or any other person authorized by the board.

Article XV

Books and Records

1. The board shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by law are regularly and properly kept.

Article XVI

Amendments to this By-Law

1. No amendment to this by-law shall be valid unless passed by greater than 50% of the members of the board present at a meeting to be called for the purpose of considering such by-law, and until ratified at either the annual general meeting or a special meeting called for the purpose of considering and approving such by-law.

ENACTED AND PASSED by the board of directors of the Corporation on the 14th day of April, 2024


President  _____
11F6FEFB26342810XJ4ZPcFw==
Apr 16, 2024, 07:02 PM EEST

Secretary  _____
7vMfK000YMO2EXLqP14HZg==
Apr 16, 2024, 12:31 PM EDT

APPROVED at the annual general meeting of the Corporation held on the 14th day of May, 2024.

President _____

Secretary _____

     
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Apr 16, 2024, 01:07 PM EDT Apr 17, 2024, 04:22 PM EDT Apr 17, 2024, 03:18 PM EDT Apr 16, 2024, 11:45 AM EDT Apr 16, 2024, 01:34 PM EDT Apr 16, 2024, 11:44 AM EDT