

BAYFIELD RATEPAYERS ASSOCIATION CONSTITUTION and BYLAWS

GENERAL

Name

1. The Association shall be commonly known by the name of Bayfield Ratepayers Association.

Head Office

2. The head office of the Association shall be in the Ward of Bayfield, (the "Ward") within the Municipality of Bluewater, in the Province of Ontario. The directors may, from time to time, determine the specific location of the head office.

Objectives

3. The objectives of the Association shall be to foster and advance the interests of the permanent and summer residents of the Ward without limiting the generality;
 - (a) To maintain the desirable features of the Ward;
 - (b) To keep members informed of matters which affect them as ratepayers or tenants of the Ward;
 - (c) To foster projects which are in the interest of the Ward as a whole; and
 - (d) Other complementary purposes not inconsistent with these objectives.

Fiscal Year

4. The fiscal year of the Association shall begin on July 1st of each year and end on June 30st of the following year.

MEMBERSHIP

Classes of Members

5. Eligibility for membership will include three (3) classes of membership in the Association as follows, with a limit of two eligible members per household or residence and shall be at least eighteen (18) years of age:
 - (a) **Property Owners:** either absentee, seasonal or resident in the ward;
 - (b) **Tenants:** principal place of residence within the ward;
 - (c) **Associate Members:** being those who do not own property in the Ward and do not reside in the Ward, but have a genuine interest in the welfare of the Ward and have been approved as being Associate Members by a majority of the Board of Directors. Associate members are *not entitled to be an officer or director of the Association, or to vote at the **Annual General Meeting** or **General Meetings** of the Association.*

6. Membership fees are set at:

- (a) Two (2) year membership \$ 5.00 per term.
- (b) Five (5) year membership \$10.00 per term.
- (c) Lifetime membership \$50.00 one time fee.

The directors may, from time to time, set another amount or amounts by resolution of the board of directors, subject to approval by the membership during the **Annual General Meeting** .

Those members who, prior to the date of this by-law being enacted, are shown on the books of the Association as having satisfied the requirements for a Life Membership under a prior by-law of the Association, shall remain members of the Association for life, without being required to satisfy any further membership fees, but subject to any other requirements of the Association relating to eligibility for membership or the termination thereof.

7. Every Property Owner or Tenant who is a member in good standing, and who has paid the applicable annual membership fee for that year is entitled:
 - (a) to attend any meeting of the Association;
 - (b) to hold any office of the Association;
and
 - (c) to vote in any election of officers.

8. Every Property Owner or Tenant who is a member in good standing and who has paid the applicable membership fee for that year shall be entitled to discuss and vote upon all matters of business properly brought before the Association at a meeting of the members.
9. Each eligible member that is entitled to vote on any matter shall be limited to one (1) vote. The chair of the meeting is entitled to a casting vote in the event of a tie on any matter before that meeting that has been voted upon by the members.
10. Each Property Owner or Tenant who is a member in good standing may vote at a meeting of the Association by proxy in writing delivered to the secretary no later than 48 hours prior to the meeting.
11. Membership shall cease:
 - (a) upon death of a member;
 - (b) if the member has not renewed his or her membership and paid the applicable membership fee prior to or at the **Annual General Meeting** ;
 - (c) if the member resigns by written notice given to the secretary;
 - (d) if the member no longer qualifies for membership in accordance with the constitution;
 - (e) if the membership has been terminated by a vote of at least two-thirds of the members at a meeting duly called for that purpose. Notice of the meeting shall be served upon the member and shall set out the grounds for the proposed termination of his or her membership.

MEETINGS

Meetings - General

12. The **Annual General Meeting** of the Association shall be held within the Ward of Bayfield no later than fifteen (15) months after the last **Annual General Meeting**. The following business shall be conducted at the **Annual General Meeting**:
 - (a) reading of the financial reports;
 - (b) election of the directors;
 - (c) appointment of auditors and fixing or authorizing the board to fix the remuneration of the auditor; and
 - (d) any other business that may properly be brought before the meeting.
13. The directors may, from time to time, call a **general meeting** of the Association.
14. The directors shall call a **general meeting** of the Association if at least twenty-five (25) voting members of the Association request that a **general meeting** be called.
15. The **Annual General Meeting** shall be held in the months of July or August of each year.
16. The secretary shall give notice of the **Annual General Meeting** or of a **general meeting** to the members at least fourteen (14) days before the date of the meeting.
17. At the **Annual General Meeting** the membership shall be permitted to propose further nominations for election to the board of directors, in addition to those listed in the notice of the **Annual General Meeting**, provided that any such nomination is proposed prior to the election of directors being held and each such additional nomination shall be brought as a motion by a member and be supported by at least one other member who is present in person at the meeting.
18. A *Quorum* for the **Annual General Meeting** or for a **general meeting** of the Association shall be twenty-five (25) voting members of the Association present in person at the meeting.
19. The only business that may properly be brought before any meeting, shall be conducted at said meeting of the members. Matters which have not been specified in the notice of the meeting, or properly added to the *agenda* of the meeting, shall not be discussed at the meeting of the members. Personal business not related to the operations of the Association and not properly placed on the *agenda* of the meeting, shall not be conducted or discussed during any **Annual General Meeting** or **general meeting**. Any additional business desired to be conducted or discussed at any **Annual General Meeting**, or **general meeting** not specified in the notice of the meeting, may be properly added to the *agenda* of the meeting by a motion made by a member and supported by at least one other member present in person at the meeting.

Notice

20. Any notice required to be given herein by a member, director, officer or auditor shall be deemed to have been given if it is:
- (a) delivered personally to the person to whom it is to be given;
 - (b) delivered to the person's address as recorded in the Association's records;
 - (c) mailed to the person's address as recorded in the Association's records by prepaid ordinary mail; or
 - (d) sent to the person's address as recorded in the Association's records by any means of prepaid transmittal, delivery, e-mail, or recorded communication.

A notice shall be deemed to have been given when it is delivered personally, or to the person's address, or electronic transmission, or three (3) days after it was mailed or transmitted.

21. The notice shall specify the business to be attended to at the **Annual General Meeting**.
22. During the months of June, July and August, any notice required to be given herein in relation to an **Annual General Meeting** being held, shall be deemed to have been given if it is posted in plain and obvious view at areas throughout the Ward where such notices might reasonably be expected to appear. Such notices shall be posted not less than fourteen (14) days prior to the date of the meeting and shall be in the form required. Any notices required to be given in relation to an **Annual General Meeting** to be held during any other month of the year shall be deemed to have been given only in accordance with paragraph 17.

DIRECTORS and OFFICERS

Board of Directors

23. A board of directors shall manage the affairs of the Association.
24. The number of directors of the Association shall be set at nine (9).
25. The board of directors shall include a minimum of one (1) seasonal resident and one (1) permanent resident.
26. The board of directors shall appoint from among themselves a president, vice-president, secretary, treasurer and any other such officers as the board of directors may determine by the by-laws from time to time, who shall serve until the next **Annual General Meeting** or until he or she is removed from office by resolution of the board of directors. Two positions may be combined into one (1) position where the directors consider it appropriate.

Remuneration of Directors

27. The directors of the Association shall serve without remuneration and no director shall directly or indirectly receive any profits from his or her position as such, provided that a director may be paid reasonable expenses incurred by him or her in the performance of his or her duties, and shall not exceed fifty dollars (\$50.00) without prior approval by the board of directors.

Contracts

28. Every director shall declare his or her interest, direct or indirect, in any contract or arrangement or proposed contract or arrangement with the Association and refrain from voting in respect to the contract or arrangement or proposed contract or arrangement if and when prohibited.
29. Every director who has any direct or indirect interest in a contract or proposed contract with the Association shall:
- (a) declare his or her interest at the first meeting of the directors after which he or she became interested or aware of any such interest;
 - (b) request that his or her declaration be recorded in the minutes of the directors meeting;
and
 - (c) not vote on any resolution or participate in any discussion with respect to the resolution concerning the contract or proposed contract.

30. The directors may, on behalf of the Association, exercise all the powers that the Association may legally exercise unless the directors are restricted by law or by the members from exercising those powers. These powers include, but are not limited to, the power:
- (a) to enter into contracts or agreements;
 - (b) to make banking and financial arrangements;
 - (c) to execute documents;
 - (d) to direct the manner in which any other person or persons may enter into contracts or agreements on behalf of the Association;
 - (e) to purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of real or personal property, securities or any rights or interests for such consideration and upon such terms and conditions as the directors may consider advisable;
 - (f) to borrow on the credit of the Association for the purposes of operating expenses, or on the security of the Association's real or personal property; and
 - (g) to purchase insurance to protect the property, rights and interests of the Association and to indemnify the Association, its members, directors and officers from any claims, losses or costs arising from or related to the affairs of the Association.
 - (h) the maximum individual commitment or expenditure to any of the above shall not exceed the sum of two thousand dollars (\$2,000.00) without approval by the membership during the **Annual General Meeting**.
31. Each director shall be a member of the Association at the time of his or her election or appointment, or within ten days of election, or appointment and shall remain a member throughout his or her term of office in accordance with paragraph 5.

Rotating Directors

32. The directors shall be elected and retire in rotation as follows:
- (a) directors shall be elected to hold office for a term of two (2) years from their election or until the **Annual General Meeting** of the Association after expiration of the two (2) year term;
 - (b) retiring directors shall be eligible for re-election to the board of directors for a second term if otherwise qualified. At the conclusion of the second term, a director shall not be eligible for re-election or appointment until one full year has elapsed following the said second term.

Vacancies

33. The directors may appoint a director to fill a vacancy, provided that a *quorum* of directors remains in office. The name of any such nominee shall be provided to all the directors in writing at least two weeks prior to the meeting at which the appointment of such individual to the board of directors is to be considered. If there is no *quorum* of directors, the remaining directors shall call a **General Meeting** of the Association to fill the vacancies.

Election of Directors

34. The members of the Association may elect a director or directors, as the case may be, by a show of hands or by secret ballot if requested by a member.

Removal of Directors

35. The members of the Association may remove a director by a resolution passed by at least two-thirds of the votes cast at a **general meeting** for which notice was given and may by a majority of votes cast elect at that **general meeting** any person who is qualified to be a director in his or her stead for the duration of the term.

Meetings of the Directors

36. A *quorum* for a meeting of the board of directors shall be five (5) directors. The board may hold its meeting at any place within the Ward of Bayfield as it may, from time to time, determine.
37. Meetings of the board of directors may be called by the president, the vice-president, the secretary, or any two (2) members of the board.

38. No formal notice of any meeting of the board shall be necessary if all the elected directors are present or if those absent have indicated their consent to the meeting being held in their absence.
39. The board may appoint a day or days in any month or months for regular meetings at an hour to be named. If regular meetings are scheduled, no additional notice is required. A meeting of directors may also take place without notice immediately after an **Annual General Meeting** or a **general meeting** to transact any business.
40. No error or omission with respect to notice for a meeting of the board shall invalidate the meeting or invalidate or make void any proceedings taken or had at the meeting.
41. The directors shall vote on any resolution arising at any meeting of the board. A majority of votes shall decide the resolution. In case of a tie vote, the chair of the meeting shall have a casting vote in addition to his or her original vote.
42. Any director who is absent from three (3) consecutive meetings without reasonable cause or formal notice, will be terminated and shall be served notice of such termination by the president of the board of directors.
43. A declaration by the secretary that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour or against any resolution.

Officers

44. The officers of the Association shall have the following duties:
 - (a) **President** - chair all meetings of the Association and of the board, when present in person and able; have general supervision of the affairs of the Association; sign and execute any documents with the secretary; perform any other duties which the board may, from time to time, assign;
 - (b) **Vice-President** - exercise any or all of the duties of the president in the absence of the president or if the president is unable for any reason to perform those duties; and perform any other duties which the board may, from time to time, assign;
 - (c) **Secretary** - keep and maintain the records and books of the Association, including the registry of officers and directors, the registry of members, the minutes of the **Annual General Meetings, general meetings** and meetings of the board, the by-laws and resolutions; certify copies of any record, registry, by-law, resolution or minute; give any notices required for the **Annual General Meeting, general meetings** and meetings of the board of directors; and perform any other duties which the board may, from time to time, assign;
 - (d) **Treasurer** - receive and account for all monies of the Association, pay all expenses incurred by the Association, keep and maintain the financial records and books of the Association, countersign all cheques or other payments with the president or the vice-president, as the case may be, assist the auditor in the preparation of the financial statements of the Association; and perform any other duties which the board may, from time to time, assign; and
 - (e) The duties of all other officers of the Association shall be such as are called for in the terms of engagement or as required by the board of directors.

Nominating Committee

45. A Nominating Committee of at least three (3) members, consisting of no less than one (1) director, shall be established for the purpose of the preparation of a slate of prospective directors to be submitted at each **Annual General Meeting** to be voted upon by the members at the election of directors. The responsibilities of the Nominating Committee shall include the recommendation of persons to fill any vacancy on the board of directors.

Other Committees

46. The board of directors may from time to time establish such other committees as it deems necessary and shall prescribe the duties and responsibilities of such committees.

MISCELLANEOUS

Minutes

47. Minutes of all **Annual General Meetings, general meetings** and meetings of the board of directors or committees thereof shall be prepared and distributed on a timely basis and shall include, at a minimum:
- (a) the date, time and place of the meeting;
 - (b) the name of the person in the chair and of any changes in the chair;
 - (c) the number of members or directors present and their names;
 - (d) any errors or omissions from the previous meeting;
 - (e) all rulings made by the chair and the nature and result of any appeals that arise from these rulings;
 - (f) all motions properly moved, including the name of the mover and seconder;
 - (g) the results of all votes taken;
 - (h) a list of all reports and/or documents introduced during the meeting, with copies of these reports being attached to the official copy of the minutes;
 - (i) a summary of significant points raised during the debate of motions;
 - (j) where any vote passed at a meeting of the board of directors, or a committee thereof, is not passed by unanimous assent, the views expressed by any dissenting director shall be summarized in the minutes of the meeting along with the name of the dissenting director;
 - (k) any commitments made by officers or any other persons present at the meeting;
 - (l) the time of adjournment; and
 - (m) the signature of the meeting secretary.

Publications

48. Any article, publication or advertisement intended to be distributed, by or on the behalf of the Association, including publications to be distributed by electronic means, may be reviewed by a majority of the directors, or a committee thereof established for this purpose. If any director expresses a conflict or disagreement with the content of the article, publication or advertisement, a statement to the effect that the views expressed in the article are not shared by the dissenting director, it then shall be recorded in the minutes of the directors meeting, or the next newsletter of the Association following the publication or advertisement.

Indemnification

49. The Association shall indemnify and save harmless the directors, their heirs, executors and administrators, and estates and effects, respectively from time to time and at all times from and against:
- (a) all costs, charges and expenses whatsoever that he or she 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 the execution of the duties of his or her office; and
 - (b) all other costs, charges and expenses that he or she sustains or incurs in or about or arising from or in relation to the affairs except costs, charges or expenses thereof as are occasioned by his or her own wilful neglect or default.

Amendments

50. The By-Laws of the Association may be enacted, repealed, amended, added to or re-enacted by the directors in accordance with the provisions of the Associations, subject to approval by the membership during the **Annual General Meeting**.

PASSED by the board of directors this day of 2001.

President

Secretary