

# BLUEWATER SHORELINE RESIDENTS' ASSOCIATION

## **By-Law No. 1**

Revised August 23, 2008

A By-law relating generally to the transaction of the affairs of Bluewater Shoreline Residents' Association

BE IT ENACTED as a By-law of Bluewater Shoreline Residents' Association as follows:

1. **INTERPRETATION** - In these by-laws, and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and reference to persons shall include firms and corporations.
2. **HEAD OFFICE** -The Head Office of the Corporation shall be in the Municipality of Bluewater, in the Province of Ontario, or at such other place as the Board of Directors may from time to time determine.
3. **CORPORATE STRUCTURE** - Bluewater Shoreline Residents' Association (BSRA) is an umbrella group of independent residents/beach/cottage/subdivision associations in Hay West and Stanley West Wards of the Municipality of Bluewater in Huron County in the Province of Ontario. Those residents/beach/cottage/subdivision associations which choose to join BSRA are termed Constituent Associations, and each is entitled to select from among its members each year one person as a Delegate to the General Meetings of BSRA. It shall be the duty of the Secretary or equivalent of any Constituent Association to notify the BSRA Secretary of any newly appointed Delegate. At BSRA's Annual General Meeting, the Delegates elect eight (8) members of the Board of Directors, consisting of a Past President, President, a Vice President, an Environment Chairperson, a Secretary, a Treasurer, a Communications Chairperson and a Membership Chairperson, each of whom must be a bona fide member of a Constituent Association or be Affiliate Member of BSRA, or become so within ten (10) days of his/her election, and remain so throughout the term of office. Except in unusual circumstances, the Past President is normally the Immediate Past President, and normally holds office by virtue of his service. In default of election for office, the then incumbent(s) shall hold office until their successor(s) shall be elected. The Board of Directors manages the affairs of the Corporation on behalf of the Membership of BSRA, which consists of all of the bona fide members of the Constituent Associations. Members of the Board of Directors are *ex officio* members of the BSRA with voice and vote.
4. **MEMBERSHIP** - The Corporation shall consist of all Associations of resident owners living on the West side of Bluewater Highway 21 in Stanley West Ward or Hay West Ward who wish to join BSRA. They may become Constituent Member Associations on payment of an annual fee and acceptance by the Board of Directors of the Corporation. One duly appointed person from each member association shall be the designated its representative, and be termed a Delegate to General Meetings of BSRA. The membership of BSRA shall consist of all bona fide members of Constituent Associations. Individual persons may become Affiliate members if they meet the membership criteria and are accepted by the Board of Directors of the Corporation. Like-minded Associations may become Affiliate Associations if they meet the membership criteria and are accepted by the Board of Directors of the Corporation. Each Affiliate Association may appoint a Delegate to attend meetings of the corporation and participate, but without the right to move motions or vote. Affiliate individuals may attend meetings of the corporation and participate in discussions, but without the right to move motions or vote, but are eligible to be appointed to Committees or be elected to Office.
5. **HONORARY MEMBERS** - The Corporation may elect Honorary Members of the Corporation upon recommendation of the Board of Directors. The duties and privileges of Honorary Members shall be specified by

the Board of Directors.

**6. BOARD OF DIRECTORS** - Each Director shall be elected to hold office for a one-year term succeeding his election or until a successor has been duly elected and qualified. Each Director, at the time of election, or within 10 days thereafter and throughout the term of office, shall be a member of an association which is a member of the Corporation, or shall be an Affiliate Member. The whole Board shall be retired at the Annual General Meeting, but shall be eligible for re-election, if otherwise qualified. The election may be by show of hands unless a ballot is demanded by any member. The members of the Corporation may, 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 any Director before the expiration of the term of office, and may, by a majority of the votes cast at that meeting, elect any person into the position for the remainder of his term.

**7. VACANCIES** - Vacancies on the Board of Directors, however caused, may, so long as a quorum of Directors remain in office, be filled between Annual General Meetings by the Directors from among the qualified members of the Corporation, as they shall see fit to do so, until the next following Annual General Meeting of the Corporation.

**8. QUORUM & MEETINGS, BOARD OF DIRECTORS** - A majority of the Directors (50%) shall form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the Directors are present when notice is given, or if those absent have signified their consent to the meeting being held in their absence. Directors meetings may be formally called by the President or by the Secretary on the direction of the President, or by the Secretary on direction in writing of two Directors. Notice of such meetings shall be delivered, telephoned, faxed or e-mailed to each Director not less than seven days before the meeting is to take place. 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 giving such notice. The Board may appoint a day in any month or months for regular meetings at an hour to be named, and of such regular meeting no notice need be sent. A Directors' meeting may also be held, without notice, immediately following the Annual General Meeting of the Corporation.

**9. COMMITTEES** - The Board of Directors may establish standing and ad hoc committees as deemed necessary. These may include, but are not limited to, Nominating Committee, Political Action Committee, Membership Committee, Environmental Committee, etc.

**10. ERRORS IN NOTICE, BOARD OF DIRECTORS** - No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meetings, and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

**11. RULES OF ORDER, VOTING** - All meetings of the Corporation shall be conducted in accordance with the most recent edition of Robert's Rules of Order. Questions arising at any meeting shall be decided by a majority of votes of those present.

**12. POWERS** - The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and do all such other acts and things as the Corporation, by its Charter or otherwise, is authorized to exercise and do. The Directors may also establish policies to be followed.

- 13. REMUNERATION OF DIRECTORS** - The Directors shall receive no remuneration for acting as such.
- 14. DUTIES OF THE PRESIDENT** - The President shall, when present, preside at all meetings of the members of the Corporation, and of the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President, with the Secretary or other officers appointed by the Board for the purpose, shall sign all by-laws, Corporate documents such as contracts, etc.
- 15. DUTIES OF THE VICE PRESIDENT** - The Vice President shall perform the duties of the President during an absence or inability. As well, other specific duties, as requested by the Board or the Corporation, shall be assigned as required.
- 16. DUTIES OF THE SECRETARY** - The Secretary should attend all meetings of the Board of Directors, and record all facts and minutes of all proceedings in the books kept for that purpose, and shall give all notices required to be given to members and to directors. The Secretary shall be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he shall deliver up only when authorized by a resolution of the Board of Directors to do so, and to such person as may be named in the resolution, and shall perform such other duties as may from time to time be determined by the Board of Directors.
- 17. DUTIES OF THE TREASURER** - The Treasurer, or person performing the usual duties of 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 monies to the credit of the Corporation in such bank designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefor, and shall render to the Board of Directors at the regular meetings thereof an account of all the 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 of Directors.
- 18. EXECUTION OF DOCUMENTS** - Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by the President and by the Secretary, and in the absence or inability of either of these two officers by the First Vice President.
- 19. 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 properly kept.
- 20. CORPORATE INSURANCE**- The Corporation shall maintain insurance coverage for liability purposes where needed, and for Directors and Officers coverage.
- 21. DUES** The dues or fees payable by Constituent Associations and other members shall from time to time be fixed by a two-thirds majority vote of the voting Delegates and Members at an Annual General Meeting.
- 22. ANNUAL AND OTHER MEETINGS OF MEMBERS** - The Annual or any other General Meeting of the Members and Delegates shall be held at such place in Ontario as the Board of Directors may determine, and on such day as the said Directors shall appoint. At every Annual General Meeting, in addition to any other business that may be transacted, the reports of the Directors and the financial statement shall be presented. A Board of Directors shall be elected, and auditors, if appropriate, may be appointed for the ensuing year. The Board Members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The Board of Directors or

the President shall have power to call a General Meeting of the members of the Corporation at any time. A notice of the time and place of every such meeting shall be given to each member by mail, fax, e-mail or be hand delivered at least fourteen days before the time fixed for the holding of such meeting, provided that any meetings of members may be held at any time and place without such notice if all members of the Corporation are represented thereat by qualified official Delegates, and at such meeting any business maybe transacted which the Corporation at an Annual or Special General meeting may transact.

**23. ERROR OR OMISSION IN NOTICE** - No error or omission in giving notice of any Annual or Special General Meeting or any adjourned meeting, of the members of the Corporation shall invalidate such meeting, or make void any proceedings taken thereat, and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address shall be his last address recorded on the books of the Corporation

**24. ADJOURNMENTS** - Any meetings of the Corporation or of its Directors may be adjourned to any time and from time to time, and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

**25. VOTING OF MEMBERS** - Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each Delegate of the Corporation shall, at all meetings of members, be entitled to one vote. Each Director not a Delegate shall be entitled to one vote. No member shall be entitled to vote at meetings of the Corporation unless all dues or fees then payable have been paid.

At all meetings of the Corporation, every question shall be decided by a majority of the votes of those entitled to vote unless otherwise required by the by-laws of the Corporation. Every question shall be decided in the first instance by a show of hands, by members designated only, unless a poll be demanded by any voter present. Upon a show of hands, every person having voting rights shall have one vote, and unless a poll be demanded, a declaration that a resolution has been carried or not carried and an entry to that effect in the minutes of the meetings of the corporation shall be admissible in evidence as proof of the fact, without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for the poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by the qualified voters present, and such poll shall be deemed the decision of the Corporation in General Meetings upon the matters in question. In case of an equality of votes at any meeting, whether upon a show of hands or at a poll, the President or person chairing such meeting shall vote to break the tie. Issues not of a money or corporate matter, (e.g., social nature) may be voted on by everyone present.

**26. FINANCIAL YEAR** - Unless otherwise ordered by the Board of Directors for urgent reasons, beginning with the calendar year 2007, the fiscal year of the Corporation shall end on December 31 in each year.

**27. CHEQUES, ETC.** - All cheques, bills of exchange or other payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. The appointed officer or officers may alone or together, as specified, 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. Any one of such officers so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and its bankers, and may receive all paid cheques and vouchers, and sign all the bank's forms or settlements of balance and release or verification slips.

**28. NOTICE** - Whenever, under the provisions of the by-laws of the Corporation, notice is required to be given, such notice may be given either personally or by fax or by e-mail or by depositing same in a post office letter box, addressed to the Director, Officer or Member at the last known address. For the purpose of sending any notice, the address of any member, director or officer shall be the last address recorded by the Corporation.

**29. BORROWING** - On behalf of the Corporation, the Directors may, from time to time: (a) borrow money on the credit of the Corporation; or (b) issue, sell or pledge securities of the Corporation, including book debts, rights, powers and undertakings, to secure any securities or any money borrowed, or any other obligation or liability of the Corporation.

**APPROVED** by the Members and Delegates at the Annual General Meeting this 23<sup>rd</sup> day of September, 2008.

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Paul Mennill, President

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Grant Monteith, Secretary