

## 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. “Board” means the board of directors of the Corporation;
- c. “By-laws” means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- d. “Chair” means the chair of the Board;
- e. “Corporation” means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- f. “Director” means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- g. “Member” means a member of the Corporation;
- h. “Members” means the collective membership of the Corporation; and
- i. “Officer” means an Officer of the Corporation.

### 1.02 Execution of Contracts

Transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any contracts under a value of \$500 may be signed by just one Officer of the Corporation, otherwise two signatures of Officers are required. The Board must unanimously agree to any contracts over \$2000. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

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Neither the Officers or Directors may at any time;

- Borrow money on the credit of the corporation
- Issue, reissue, sell or pledge debt obligations of the corporation
- Give a guarantee on behalf of the corporation to secure performance of an obligation of any person, and
- mortgage pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any obligation of the corporation.

## Section 2 – Directors

### 2.01 Election and Term

The Members shall elect the Directors to hold office for a term ending no later than the end of the second annual meeting of Members following the election.

An individual who is elected or appointed to hold office as a director is not a director, and is deemed not to have been elected or appointed to hold office as a director, unless the individual consents in writing to hold office as a director before or within 10 days after the election or appointment.

The following persons are disqualified from being a director of a corporation:

- A person who is not an individual.
- A person who is under 18 years old.
- A person who has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property.
- A person who has been found to be incapable by any court in Canada or elsewhere.
- A person who has the status of bankrupt. 2010, c. 15, s. 23 (1)
- A Crystal Lake Community Association Member not in good standing

### 2.02 Vacancies

The office of a Director shall be vacated immediately:

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- a. if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation 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 by a court or incapable of managing property under Ontario law; or
- d. if, at a meeting of the Members, the Members by ordinary resolution removes the Director before the expiration of the Director's term of office.

### **2.03 Filling Vacancies**

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

- a. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
- b. if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the articles, the 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 or if there are no Directors in office, the meeting may be called by any Member; and
- c. a quorum of Directors may fill a vacancy among the Directors.

### **2.04 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

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for any such committee. The Board may dissolve any committee by resolution at any time.

### **2.05 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:

- a. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- b. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is: (i) considered reasonable by the Board; (ii) approved by the Board for payment by resolution passed before such payment is made; and (iii) in compliance with the conflict of interest provisions of the Act; and
- c. Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if the Corporation is a charitable corporation, unless the provisions of the Act and the law applicable to charitable corporations are complied with, including Ontario Regulation 4/01 made under the Charities Accounting Act.

## **Section 3 – Board Meetings**

### **3.01 Calling of Meetings**

Meetings of the Directors may be called by the Chair, president or any two Directors at any time and any place on notice as required by this by-law

### **3.02 Regular Meetings**

A quorum for a meeting of the directors is the majority of the elected directors.

For the purpose of the transaction of business or voting at a meeting of the directors;

- A quorum is five (5) directors, or
- If there are less than 5 elected directors, the quorum is all directors.

## **3.03 Chair**

The Chair shall preside at Board meetings. In the absence of the Chair, the Directors present shall choose one of their number to act as the Chair.

## **3.04 Voting**

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the matter being voted on does not proceed in its current state. The matter may be brought forward to a future meeting.

The Board may fix the place and time and format 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.

## **3.05 Participation by Telephone or Other Communications**

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 permit 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 December 31 in each year or on such other date as the Board may from time to time by resolution determine.

## Section 5 – Officers

### 5.01 Officers

The Board shall appoint from among the Directors a Chair and any other officers deemed necessary at its first meeting following the annual meeting of the Corporation. The office of Chair and president may also be held by the same person.

### 5.02 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- the Officer's successor being appointed,
- the Officer's resignation, or
- such Officer's death
- concurrent with the term of the Board.

The secretary shall perform the duties as may be required by law or as the Board may determine from time to time.

## Section 6 – Protection of Directors and Others

### 6.01 Protection of Directors and Officers

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

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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:

- a. complied with the Act and the Corporation's articles and By-laws; and
- b. exercised their powers and discharged their duties in accordance with the Act.

The Corporation will purchase and maintain indemnification liability insurance for its Directors and Officers.

## Section 7 – Members

### 7.01 Members

Membership in the Corporation shall be limited to individuals who own property OR have a vested interest in the vicinity of Crystal Lake and its surrounding area. Corporations and other entities are not eligible for membership.

One membership is entitled to one vote.

The term of Membership shall be one calendar year.

Each Member is entitled to receive notice of, attend, and vote at all meetings of Members, and each Member shall be entitled to one (1) vote at such meetings.

### 7.02 Membership

Memberships terminate at the end of each calendar year.

Membership fees are due annually. Fees are determined or adjusted by a majority vote of the Board.

## Section 8 – Members’ Meetings

### 8.01 Annual Meeting

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board and within 15 months of the preceding annual meeting.

The business transacted at the annual meeting shall include:

such other or special business as may be set out in the notice of meeting

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual and subsequent special meetings;
- c. consideration of the financial statements;
- d. report of the auditor or person who has been appointed to conduct a review engagement;
- e. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- f. election of Directors; and

No other item of business shall be included on the agenda for 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

The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Members who hold at least 10 per cent of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition unless the Act provides otherwise.

### 8.03 Notice

Notices of Members meetings shall be given not less than 10 and not more than 50 days before the meeting.



## **8.04 Quorum**

A quorum for the transaction of business at a Members' meeting is not less than 20 members or by no more than 10 percent of the Members entitled to vote at the meeting, whether present in person or by proxy.

## **8.05 Chair of the Meeting**

The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair and 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 at any meeting;
- b) 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;
- c) an abstention shall not be considered a vote cast;
- d) before or after a show of hands 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;
- e) 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

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- f) whenever a vote by show of hands is taken on a question, unless a 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.

### Section 9– Notices

#### 9.01 Services

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at his or her latest address as shown in the records of the Corporation or in the most recent notice or return filed under the Corporations Information Act, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

#### 9.02 Error or Omission in Giving Notice

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

### Section 10 – Adoption and Amendment of By-laws

#### 10.01 Amendments to By-laws

The Board may from time to time in accordance with the Act amend or repeal and replace this By-law.

## Section 11 – Policies and Procedures

The Board may create and update policies and procedures as required. These policies and procedures must be approved by a majority vote of the Board.

Policies and procedures will include position descriptions for Officers.

Policies and procedures may include financials, code of conduct, travel and expense, etc.