

BASS LAKE PROPERTY OWNERS ASSOCIATION**Organization By Law No 1**

The Bass Lake Property Owners Association (BLPOA) is a not-for-profit volunteer-based association. The Association exists to develop and implement a water level management plan that assists in the protection and well-being of the natural environment of the lake and enhances the quality of life on Bass Lake for both seasonal and permanent residents.

The Association has registered as an incorporated not-for-profit corporation in the province of Ontario. Its Ontario Corporation Number is: 5005708 and its Letters of Patent were issued on 17 January, 2019.

1. Article 1 - Name & Location

- The Corporation will be called BASS LAKE PROPERTY OWNERS ASSOCIATION. In this By-Law the Corporation may be referred to as the “Association” or the “BLPOA”;
- The location of the Association shall be within the municipalities of the Rideau Lakes Township.

2. Article 2 - Constituency

- The BLPOA shall be representative of the area included within all properties with waterfront frontage on Bass Lake or deeded access to the Bass Lake waterfront.

3. Article 3 - Objectives

- Work with the Township of Rideau Lakes on a municipal project to establish an effective lake water level management plan for Bass Lake under the leadership of the Township, this includes working with the Rideau Valley Conservation Authority and Ontario Ministry of Natural Resources;
- Promote the preservation of our provincially protected wetlands that surround the perimeter of Bass Lake;
- Work with and assist the Ministries of the Environment, Natural Resources and Health, the Rideau Valley Conservation Authority and other governmental agencies in carrying out their responsibilities to preserve and enhance the natural environment and improve the water quality of Bass Lake;
- Communicate with Government and private agencies as required;
- Communicate to and provide a forum for the Bass Lake members for interaction relating to all above objectives.

4. Article 4 - Business of Association

- The fiscal year for the Association will be the calendar year. The annual membership fees will be become due on the 31st of August of each year.

- The execution of instruments such as: assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Association by two persons, one of whom holds the office of President, Vice-President or Director and the other of whom holds one of the said offices or the office of secretary, treasurer or any other office created by by-law or by resolution of the board. In addition, the board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed.
- The Treasurer will be responsible for all funds collected on behalf of the Association. All cheques or banking transactions will require two signatures from among the following: The President, an assigned Director and the Treasurer. Expenditures will only be made for purposes approved by the Board. The Association will arrange for the annual review of its financial records.
- The Head Office of the Association shall be in Rideau Lakes Township in the County of Leeds Grenville in the Province of Ontario, and at such place therein as the directors may from time to time determine.

5. Article 5 - Communications

- The Association Executive will communicate with the membership using a variety of mechanisms including email, the Association website and periodic/monthly Communiques.
- Communications to the membership will include notices of the Annual General Meeting and Special Meetings and may include other items of general interest such as: notifications of lost and found items on the lake; information received from the Rideau Valley Conservation Authority, Township(s) or other Government agencies; and updates on various activities around the community. PLEASE NOTE: It is the members' responsibility to notify the Association of any changes in mailing or electronic address.
- Members wishing to communicate with the Association Executive will contact them through xxxxxxx and the questions/comments will be forwarded to the correct Board member to action.

6. Article 6 - Membership

- Membership is limited to one per property within the constituency and the property must have water frontage or deeded access to the lake's waterfront. The designated property owner(s) voting representative must be 18 years of age or older.
- Each membership carries with it the right to one vote at any Annual General or Special General Meeting of the members.
- Membership fees shall come due annually on the 31st of August. A member failing to pay on time shall be deemed to be in default and shall lose voting and other membership privileges until such time as the fees have been paid in full.
- The amount for the annual membership fees shall be approved by the voting members at the Annual General Meeting to take effect the following membership year.
- Members who do not renew their dues by the beginning of the Annual General Meeting will be unable to vote at that or subsequent Special Meetings until they pay their dues.

7. Article 7 - The Board of Directors

Section 1 – Powers of the Board

- There shall be a Board of Directors of the Association which shall manage the activities and affairs of the Association and shall have the power to determine the overall policies of the Association.
- The Board of Directors may recommend policy to the membership, determine priorities through member consultation and provide programs and activities to address members' interests and priorities.

Section 2 – Size and Constitution of Board of Directors

- The affairs of the Association shall be managed by a Board composed of a minimum of eight (8) and a maximum of fifteen (15) Directors, 18 years or older.
- Directors shall be elected at the Annual General Meeting (AGM) by the voting members of the association and one will be the immediate past president.

Section 3 – Nomination and Election of the Board of Directors

- To be eligible for nomination as a Director, an individual must be a member in good standing of the Association.
- In selecting the Directors, the aim of diversity and representation on the Board will be promoted by considering the number of property owners per private Road as well as the balance between seasonal and year-round residents.
- All Directors and the President shall be nominated by two Voting Members.
- All Directors and the President will be elected by a simple majority of votes cast at the Annual General Meeting. If a directorship is not filled at the Annual General Meeting or becomes vacant during the year, the Board may make an interim appointment, by a simple majority of votes at a regular Board Meeting, to fill such vacancy until the next Annual General Meeting, at which time the Director would stand for election.
- Nominations and election for the President will precede nominations and election for other Directors to allow unsuccessful candidates to stand for election as a Director.
- All Voting Members will register prior to the commencement of an Annual General Meeting or Special General Meeting and receive a voting card indicating their status as a Voting Member.
- A Director who misses three consecutive Board of Directors meetings may, by a majority vote of the Board, be required to resign from the Board.

Section 4 – Terms of Office

- The term of office for Directors is one (1) year commencing immediately following the Annual General Meeting at which they are elected. Directors and the President may stand for re-election at the end of their terms.

- Should a Board position not be filled through the election process or become vacant mid-term, it may be filled through an appointment by the Board of Directors to sit as an Interim Director. Interim Directors serve only until the next Annual General Meeting at which time they must withdraw or stand for election.
- A Director may be removed by a majority vote of the Board under either of the following circumstances:
 - The Director has clearly violated the Code of Conduct.
 - The Director has missed three consecutive Board meetings
- In all other cases the removal of a Director requires a motion, carried by a majority of Members, at a Special Meeting or Annual General Meeting.

Section 5 - Meetings of the Board of Directors

- The Board shall meet at least three times each year, as called by the President. Committee members shall be invited to meet with the Board at least once a year to exchange ideas and information. The President must call a Board meeting if 30% of Directors request a meeting in writing. The frequency of meetings of the Committees of the Board shall be determined by the work of the Committees.
- A quorum for the Board shall be 40% of Directors.
- Motions in the meetings of Directors shall be determined by a simple majority of votes cast. The Director chairing the meeting (normally the President) can vote to make or break a tie. A tie vote is defeated.
- Written notice of each meeting of the Board of Directors shall be sent either by mail, personal delivery, or by electronic means (including but not limited to facsimile transmission or email) to each Director. Notice shall be sent no less than 48 hours before the date of the meeting. No error or omission in giving notice of any meeting of the Board of Directors shall invalidate any such meeting or make void any proceedings taken at such meeting.

Section 6 – Vacancies

- The Director may be removed from office if the Members, by ordinary resolution at a special meeting vote to remove any Director or Directors from office.
- The remaining Directors may nominate a replacement Director to fill the vacancy on the Board. Any individuals so appointed shall retain office only so long as the vacating Director would have retained the same if no vacancy had occurred.

8. Article 8 - The Officers

- The Officers of the Association shall comprise a President, a Vice-President, a Secretary and a Treasurer. The Secretary and Treasurer may be combined as Secretary/Treasurer.
- The Vice-President acts in the absence or incapacity of the President.
- The Board shall appoint the Officers of the Association, except the President, from the elected Directors. Candidates for President will each be nominated by two Voting Members specifically for the position of President.

9. Article 9 – Committees of the Board

- The work of the Association will normally be done through Standing Committees or a Task Force of the Board. Areas covered by Standing Committees can include finance, membership, environment, health, communications, education, services and other such areas as the Board shall deem appropriate.
- There shall be an Executive Committee comprised of the President, Vice-President, Secretary and Treasurer. A quorum of the Executive Committee consists of at least three (3) members.
- The Board may establish additional Special Committees and appoint individuals to Committees.
- The Chair of each Committee will be appointed by the Board. The Chair of each Committee will recommend Committee members for Board approval.
- The scope and mandate of each Standing or Special Committee will be approved by the Board. The Board must approve any position/policy/program publicly presented as that of the BLPOA prior to presentation.
- The Committees shall provide written reports of their activities to each Board meeting and to the Members at the Annual Meeting.

10. Article 10 – Meetings of the Members

- There shall be an Annual General Meeting of the Association each June (preferably on the third Saturday in June. and, if possible, in South Elmsley Ward). The main business of the Annual General Meeting shall be a review of the activities of the Association during the previous year, its plans for the future, the presentation of reports from the Board Committees, the presentation of the budget and the financial and auditor's reports.
- Special General Meetings of the membership may be called by the Board from time to time. The Board must call a Special General Meeting if requested in writing by at least 30% of Voting Members of the Association for any purpose connected with the affairs of the Association that is not inconsistent with The Corporations Act. At least two weeks' notice must be given to Members of the Annual and Special General Meetings.
- A quorum for the Annual and Special General Meetings shall constitute at least 50% of the Directors and 20% of the Voting Members for the current year.
- A quorum at any meeting of the members shall consist of the members present in person or by proxy who are in good standing and who represent 20% of all rights to vote at such meeting of Members. In the event a quorum is not present within 30 minutes of the time appointed for a meeting of the Members, the meeting may be adjourned from time to time for a period not exceeding 3 days at any one time without any notice until a quorum is present.
- Each member shall have one (1) vote for each qualifying property, as per Article 6;
- Motions are carried at an annual General Meeting or Special Meeting by a vote of fifty one percent (51%) of the Members present. In case of an equality of votes, a motion is defeated.

11. Article 11 – Indemnification

- All Directors and Officers of the Association and their heirs, executors, administrators and their estates and effects respectively, shall at all times be indemnified and saved harmless out of the funds of the Association from and against: all costs, charges and expenses whatsoever which, in good faith, a Director or Officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for, or in respect of, any act, deed, matter or things whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office; and all other costs, charges and expenses which the Director or Officer sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.
- The Association shall maintain Commercial General Liability and Director & Officers insurance coverage to protect the Association.

12. Article 12 - Amending Procedure

- Proposed amendments to this By-Law must be submitted in writing to the Members at least two weeks before the meeting of Members at which they are to be considered. Their adoption will require a two thirds majority vote of the votes cast at the meeting.