

Summary of Proposed Updates to the Otty Lake Association Constitution

Article 6 (4) ***NEW

4. If there are no candidates for President in a given year, the Board shall recommend an alternative Officer structure to carry out the function of the President for that year (e.g. co-Presidents or a leadership team approach). The membership shall vote on the recommended leadership structure at the AGM, prior to any elections.

Article 8 (4)

Original:

4. 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 OLA prior to presentation.

Proposed update (bold added to indicate new content):

4. 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 OLA prior to presentation **to the general membership**.

Article 9

Original (bold added to indicate word to be removed):

The fiscal year for the Association will be the calendar year. Fees will **be** become due at the beginning the fiscal year.

Proposed update:

The fiscal year for the Association will be the calendar year. Fees will become due at the beginning the fiscal year.

Article 12 (2)

Original:

2. All cheques or banking transactions require two signatures from among the following: the President, the Vice Presidents and the Treasurer.

Proposed update:

2. All cheques, banking transactions, and financial agreements require two signatures: one signature from an Officer of the Board, and one from either another Officer or any other Director to whom the Board designates signing authority.

PROPOSED UPDATED CONSTITUTION - AGM 2021

OTTY LAKE ASSOCIATION

A not-for-profit Corporation without share capital organized and existing under the laws of the Province of Ontario Canada as Ontario Corporation Number 1533492 **By-Law # 1 (revised July 2019)**

CONSTITUTION

The Otty Lake Association strives to promote and assist in the protection and enhancement of the natural environment of the lake and surrounding watershed.

Article 1 - Name & Location

1. The Corporation will be called **OTTY LAKE ASSOCIATION**. In this By-Law the Corporation may be referred to as the "Association" or the "OLA".
2. The location of the Association shall be within the municipalities of the Tay Valley Township or the Township of Drummond/North Elmsley.

Article 2 - Constituency

The OLA shall be representative of the area included within the following:

1. All properties with frontage on Otty Lake;
2. All properties with frontage on McLaren Lake;
3. All properties with frontage on Little Otty Lake;
4. All properties with frontage on Mud Lake;
5. All properties with frontage on Jebbs Creek;
6. All properties with deeded access to any of the above mentioned bodies of water and within the boundaries of the Tay Valley or the Drummond/North Elmsley Townships.

Article 3 - Objectives

1. To promote good water quality in the lakes within the OLA constituency.
2. To foster environmentally responsible use of the lakes, including recreational uses without undue negative impact.
3. To work and consult with the Townships of Tay Valley and Drummond/North Elmsley and with Lanark County in their development and application of policies, by-laws and regulations intended to improve the quality of the lakes and surrounding environment.
4. To work with and assist the Ministries of the Environment, Natural Resources and Health, the Rideau Valley Conservation Authority and other governmental agencies along with other lake associations, as appropriate, in carrying out their responsibilities to preserve and enhance the natural environment and maintain good quality water in lakes and streams.

Article 4 - Membership

1. Membership is limited to one per property within the constituency.
2. Each membership carries with it the right to two votes at any Annual General or Special General Meeting of the Members.
3. The names of the individuals entitled to exercise the votes associated with a membership shall be identified on the membership record and these individuals shall be referred to as "voting members".

Each individual so designated shall have only one vote and can be a voting member for only one property in the constituency.

4. Membership fees shall be paid annually before the commencement of the Annual General Meeting. 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.

5. 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.

6. The BurgessWood Property Owners Association (BWPOA) may annually pay for a block of 20 OLA memberships that would entitle it to 20 votes at the OLA Annual General Meeting or a Special General Meeting of the OLA members. The President of the BWPOA or his/her designate has the right to speak on behalf of the BWPOA and to exercise the votes represented by this block of memberships. Property owners in BurgessWood may also elect to purchase individual memberships per Article 4- 1,2,3,4, above. If the number of votes exercised by BurgessWood property owners with individual OLA memberships exceeds 70, the BWPOA block votes will not be counted.

Article 5 - The Board of Directors

1. The affairs of the Association shall be managed by a Board composed of a minimum of 10 directors to a maximum of 15 directors, 14 of whom shall be elected by the voting members of the Association and one will be the immediate Past President. Directors must be members 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 balance between seasonal and year-round residents.

2. A quorum for the Board shall be 50% of Directors.

3. 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.

4. The role of the Board of Directors is to recommend policy to the membership, determine priorities through member consultation, provide programs and activities to address members' interests and priorities. The Board monitors its activities subject to the by-laws and decisions passed by the voting members at the Annual General Meeting.

5. The Board and its committees may have advisors with no fixed term. Advisors shall not have a vote on Board matters.

6. 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.

Article 6 - The Officers

1. The Officers of the Association shall comprise a President, two Vice-Presidents, a Secretary and a Treasurer. The Secretary and Treasurer may be combined as Secretary/Treasurer.

2. The Vice-President(s) act(s) in the absence or incapacity of the President. It is intended that President will have served at least one term as Vice-President.

3. 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.

4. If there are no candidates for President in a given year, the Board shall recommend an alternative Officer structure to carry out the function of the President for that year (e.g. co-Presidents or a leadership team approach). The membership shall vote on the recommended leadership structure at the AGM, prior to any elections.

Article 7 - Elections and Terms of Office

1. All Directors and the President shall be nominated by two Voting Members.
2. The term of office for Directors and the President is two (2) years 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.
3. 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.
4. The term of office for all Officers except the President is the remainder of their term as a Director. The term of office for the President is two years.
5. 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.
6. 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, BurgessWood voting member or BurgessWood Property Owners Association delegated block voter.

Article 8 - Committees of the Board

1. The work of the Association will normally be done through Standing Committees of the Board. Areas covered by Standing Committees can include finance, membership, land use, environment, health, communications, education, services and other such areas as the Board shall deem appropriate.
2. The Board may establish additional Special Committees and appoint individuals to Committees.
3. The Chair of each Committee will be appointed by the Board. The Chair of each Committee will recommend Committee members for Board approval.
4. 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 OLA prior to presentation to the general membership.
5. The Committees shall provide reports of their activities to each Board meeting and to the Members at the Annual Meeting.

Article 9 - Fiscal Year

The fiscal year for the Association will be the calendar year. Fees will become due at the beginning of the fiscal year.

Article 10 - Meetings

1. There shall be an Annual General Meeting of the Association each July (preferably on the second Saturday in July and, if possible, in Perth). 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.
2. 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 10% 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 will be 10% of the Voting Members for the current year.

3. The Board shall meet at least three times each year, as called by the President. Counsellors and 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.

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:

1. 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
2. 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.

Article 12 – Financial

1. The Treasurer will be responsible for all funds collected on behalf of the Association.
2. All cheques, banking transactions, and financial agreements require two signatures: one signature from an Officer of the Board, and one from either another Officer or any other Director to whom the Board designates signing authority.
3. Expenditures will only be made for purposes approved by the Board.
4. The Association will arrange for the annual review of its financial records.
5. The Board shall not authorize the Association to incur a financial deficit, after taking into account all reserves, or to borrow funds.

Article 13 - 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.

Dated at Perth, Ontario this 8th day of July, 2021.