

# Bylaws of SKERRYVORE RATEPAYERS ASSOCIATION

Updated June 16, 2022

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# Section 1 – Directors

## Electing and Appointing Directors

### 1.1 a) Who elects the directors?

The Members elect the Directors.

### b) Qualifications of a Director?

- i) Must be a Member in good standing of the association.
- ii) Must be at least 18 years of age.
- iii) Shall not be an undischarged bankrupt or incapable of managing a property as such defined in section 6 of the *Substitute Decisions Act* of Ontario.

### 1.2 How long do Directors serve?

The Members will elect directors on 3-year terms, staggered initially in 2023 such that:

- one third of the Directors for a 3-year term,
- one third of the Directors for a 2-year term, and
- one third of the Directors for a 1-year term.

Directors can be eligible for re-election after their designated term.

## Empty Seats

### 1.3 In what situations does a director cease holding office before the end of their term?

A Director will stop holding office immediately, if he/she:

- Ceases to qualify as a member
- dies
- becomes bankrupt, or
- is found to be incapable of managing property by a court or under Ontario law.

A Director may resign by written notice to the Corporation. A Director who resigns will stop holding office when the Corporation receives the written notice or at the time specified in the notice, whichever is later.

### 1.4 Can the Members remove a Director from office?

Members may remove a Director before the end of their term of office. Members may do this by passing a resolution at a Members' Meeting with at least a majority (51%) of the votes cast by the Members. If a vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote.

### 1.5 How are Board seats filled when they've been vacated mid-term?

A quorum of Directors may fill a vacant seat by a Directors' majority vote.

### 1.6 How many Directors may a quorum of Directors appoint?

The total number of directors so appointed may not exceed one-third of the number of directors elected by the members. Appointed directors may only serve until the next AGM.

**1.7 What if the vacancy means there isn't a quorum of directors?**

If there aren't enough Directors to make up a quorum or the Members did not elect the minimum number of Directors, the Directors in office will, without delay, call a special Members' Meeting to fill the vacancy. If the Directors fail to call such a meeting, the meeting may be called by any Member.

**1.8 What is the voting threshold to elect a Director mid-term?**

If the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority (51%) vote. The Board may fill any other vacancy by a majority (51%) vote.

Paying Directors

**1.9 Can we pay directors for their work as directors or in other capacities?**

The Directors will fulfil their role as Directors without remuneration. Directors will not directly or indirectly receive any profit from occupying the position of Director.

## **Section 2 – Board Meetings**

**2.1 Who can call Board Meetings?**

President and any 2 Directors jointly may call meetings of directors at any time and any place on notice as required by the Notices Section of this Bylaw.

Board Meeting Notices

**2.2 Do we have to give advanced notice for Board Meetings?**

Notice of the time and place for the holding of a meeting of the Board will be given to every Director of the Corporation in the manner provided in the Notices Section of this Bylaw.

**2.3 How long in advance does the notice have to be given?**

Notice of the time and place of the meeting must be given not less than 1 day before the date that the meeting is to be held.

**2.4 How should notice be given?**

Notice must be given according to requirements set out in the Notices Section of this Bylaw.

**2.5 When can we have a Board Meeting without advanced notice?**

Notice of a meeting is not necessary if:

- a. all the Directors are present, and none objects to the holding of the meeting,
- b. those absent have waived notice or have otherwise signified their consent to the holding of such meeting.

Conducting Board Meetings

**2.6 Who will chair Board Meetings? What if they are absent?**

The Chair will oversee Board Meetings. If the Chair is absent, the Directors present will choose a

Director to act as the Chair.

**2.7 How will voting be conducted at the Board Meeting?**

Each Director, including the Chair, has one vote. Questions arising at any Board Meeting will be decided by a majority (51%) of votes unless otherwise required by the Act. Quorum is the presence of 4 directors.

**2.8 Will the Chair have the power to break ties?**

In case of an equality of votes, the Chair will have a second vote or casting vote.

Phone and e-Meetings

**2.9 Can Directors join Board Meetings online or by phone?**

If the majority of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephone or electronic means. The telephone or electronic means must allow all participants to communicate adequately with each other during the meeting. A Director participating in the above ways is deemed to be present at that meeting. For greater certainty, Board meetings may be held entirely by phone or electronic means.

## **Section 3 – Officers**

Appointments and Removals

**3.1 What Officers can the Board appoint?**

The Board will appoint from among the Directors a Chair and may appoint any other person to be President, Treasurer and Secretary at its first meeting following the annual meeting of the Corporation. The Board may appoint other Officers and agents as it deems necessary. These Officers and agents will have such authority and duties as the Board may assign from time to time.

**3.2 Who can remove an Officer?**

The Board may remove any Officer by resolution.

**3.3 For what reasons may an Officer be removed?**

An Officer may be removed for any of the following reasons: theft, mismanagement, perjury, legally declared incompetent, ceases to be a member, convicted of a criminal offence, failure to declare and or abide by rules pertaining to conflict of interest, or lack of meaningful participation.

Duties

**3.4 What duties does the Chair have?**

The Chair will perform the duties described in the Bylaws and such other duties as may be required by law or as the Board may determine from time to time, including: calling and chairing meetings of the Board, setting meeting agendas and chairing executive committees.

**3.5 What duties do other Officers have?**

Each Officer will perform the duties specified in the Appendix of this Bylaw required by law and as the Board may determine from time to time.

**3.6 Can Officers delegate their powers?**

Officers will be responsible for the duties assigned to them, but they may delegate to another director the performance of any or all of such duties.

## **Section 4 – Conflicts of Interest**

**4.1 Are Directors required to disclose any conflict of interest?**

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act.

**4.2 Are Directors who have a conflict of interest allowed to vote?**

No such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction, except as provided by the Act.

## **Section 5 – Members**

**5.1 How many classes of Membership are there?**

Membership in the Corporation shall consist of 1 class(es) of Members.

**5.2 How does someone become a Member?**

Members of the corporation are those who have paid dues to the association in the current year, who own all or part of the legal and beneficial interest within Skerryvore and who have complied with any conditions of membership imposed by the Board and the Association's By-Laws.

**5.3 What rights do Members have?**

As set out in the articles, each Member of the class is entitled to receive notice of, attend, and vote at all Members' Meetings, and each Member will be entitled to one (1) vote at such meetings. Each paid membership is entitled to one (1) vote.

**5.4 How does membership end?**

Membership automatically terminates if the Member resigns or such membership is otherwise ended according to the Act, or does not pay their annual membership dues.

**5.5 How long does membership last?**

The term of membership will be 1 year, subject to renewal in accordance with the policies of the Corporation.

## Discipline of Members

### **5.6 Who can discipline Members or terminate their membership?**

The Board may pass a resolution authorizing disciplinary action or the termination of Membership for: violating our Code of Conduct or other policies, violating our bylaws and any other reasons calling for discipline in the Discretion of Discipliner.

### **5.7 How much advanced notice must the discipliners give the Member?**

The discipliners must provide 30 days' written notice to a Member before passing the above-mentioned resolution.

### **5.8 What information should the notice include?**

The notice will set out the reasons for the disciplinary action or suspension/termination of membership.

### **5.9 Does the Member have a right to respond?**

The Member receiving the notice is entitled to give the discipliners an oral and a written submission addressing the disciplinary action or termination not less than 5 days before the end of the 30-day period. The Board shall consider the submission of the Member before making a final decision regarding disciplinary action or termination of membership.

## **Section 6 – Members' Meetings**

### Annual Members' Meeting

#### **6.1 When and where will the Annual Members' Meeting be held?**

The Board will decide the date and place of the Annual Members' Meeting. The place of the Annual Members' Meeting must be within Ontario.

#### **6.2 What will the agenda of the Annual Members' Meeting (AGM) be?**

The business at the annual meeting will include the following:

- a. Approve the agenda for the AGM
- b. Approve the minutes of the previous AGM and any special meetings
- c. Approve the financial statements for the previous year
- d. a report from the auditor or the person appointed to review the non-profit's finances
- e. reappoint the auditor or appoint a new public accountant to do an audit or review engagement
- f. elect directors, and
- g. any new or special business that was included in the notice of the meeting

#### **6.3 Can anything be added to the agenda? If so, how?**

Voting Members have a right to submit proposals to be added to the agenda. They must give the proposal to the Board prior to the giving of notice of the Annual Members' Meeting in accordance with the Act, so that such item of new business can be included in the notice of Annual Members' Meeting. No other item of business shall be included on the agenda for the Annual Members' Meeting.

**6.4 Do Members have a right to access financial documents ahead of the meeting?**

Any Member, upon request, shall be provided, not less than 21 days or other number of days prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the Bylaws or articles.

Special Members' Meetings

**6.5 Who can call a Special Members' Meeting?**

The Directors may call a Special Members' Meeting.

**6.6 Can the Members make the Directors call a Special Members' Meeting? If so, how?**

The Board will convene a Special Members' Meeting on written request of not less than 10% of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the request.

Notice

**6.7 Do we have to give advanced notice of Members' Meetings? If so, what criteria must it meet?**

Subject to the Act, not less than 30 days and not more than 50 days prior to the Meeting written notice of any annual or Special Members' Meeting must be given in the manner specified in the Act and the Notices Section of this Bylaw to each Member and to the auditor or person appointed to conduct a review engagement. All items for the agenda must be submitted 14 days prior to the Annual Meeting, and the Final Agenda must be completed/posted 10 days prior to the annual general meeting.

**6.8 How much detail must the notice contain?**

Notice of any meeting where special business will be transacted must contain enough information to permit the Members to form a reasoned judgement on the decision to be taken.

Quorum

**6.9 How many Members need to be at the Members' Meeting to conduct official business?**

A quorum for the transaction of business at a Members' Meeting is 15 Members entitled to vote at the meeting. There must be a minimum of four (4) directors present to establish a quorum.

**6.10 What happens if you lose quorum part way through the meeting?**

A quorum must be present throughout the meeting in order for the Members to proceed with the business of the meeting.

## Chair of the Meeting

### **6.11 Who will chair Members' Meetings?**

The President shall be the chair of the Members' Meeting or they shall appoint a chair among the directors

### **6.12 Who will chair Members' Meetings if the Chair is absent?**

In the Chair's absence, the Members present at any Members' meeting will choose another Director as chair.

## Voting

### **6.13 How many votes will be necessary to pass a resolution?**

Business arising at any Members' Meeting will be decided by 2/3 of votes unless otherwise required by the Act or the Bylaws.

### **6.14 How many votes will each Member have?**

Each voting Member will be entitled to one vote at any Members' Meeting.

### **6.15 Can Members vote by proxy?**

If a Member is unavailable to attend or participate in a Members' Meeting, they may not appoint someone to vote for them by proxy.

### **6.16 How will votes be taken?**

Votes will be taken by a show of validated voting mechanisms among all Members present unless otherwise required by the Act.

### **6.17 Will the chair of the meeting have a vote?**

The chair of the meeting will not have a vote.

### **6.18 What if there's a tie vote?**

If there is a tie vote, the chair of the meeting has to call for a written ballot. The chair can vote in a written ballot to break a tie.

### **6.19 Will abstentions be counted as votes?**

An abstention will not be considered a vote cast.

## Attendance

### **6.20 Who has a right to attend Members' Meetings?**

The only persons entitled to attend a Members' Meeting are:

- the Members
- the Directors
- the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and
- others who are entitled or required under any provision of the Act or the articles to be present at the meeting.

Any other person may be admitted only if the Chair of the meeting invites them or the majority (51%) of the Members present at the meeting consent to their being there.



## Section 7 – Notices

### 7.1 What are valid ways of sending advanced notice of meetings?

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 shall be delivered:

- As the directors determine such as electronic mail, posting signs, etc.

### 7.2 Can we count the day notice is sent as part of the total number of days required for advanced notice?

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice will, unless it is otherwise provided, be counted in such number of days or other period.

### 7.3 What effect does an error or omission have on the validity of the notice?

No error or accidental omission in giving notice of any Board Meeting or any Members' Meeting will invalidate the meeting or make void anything that happens at the meeting.

## Section 8 – Finances & Signing Authority

### 8.1 When does our financial year end?

The financial year of the Corporation ends on June 30 in each year.

### 8.2 Who has authority to sign legal documents on behalf of the Non-profit Organization?

Deeds, 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 decide who will execute a particular document or type of document and how it will be executed. Any Director or Officer may certify a copy of any instrument, resolution, Bylaw or other document of the Corporation to be a true copy thereof.

## Section 9 – Adoption and Amendment of Bylaws

### 9.1 What percentage of Member support does it take to change these Bylaws?

The Members may from time to time amend this Bylaw with 2/3 of the votes cast at a Members' Meeting.

### 9.2 Can the Board change the Bylaws between Members' Meetings?

The Board may from time to time in accordance with the Act pass or amend this Bylaw.

### 9.3 Can the Board create new Bylaws or change the Bylaws on their own?

The Board must submit any Bylaws it passes or changes it makes to existing Bylaws to the Members at the next Members' Meeting. The Members may confirm, reject or amend the new Bylaw or Bylaw changes.

## **Section 10 – Definitions & Interpretation**

### **10.1 Definitions**

In this Bylaw, 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. “Bylaws” means this Bylaw (including the schedules to this bylaw) and all other bylaws 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.
- j. “Resolution” means a formal decision taken at a meeting by means of a vote.

### **10.2 What if something isn’t defined above?**

Other than as specified in the Definitions section, all terms contained in this Bylaw that are defined in the Act will have the meanings given to them in the Act. Words in the singular include the plural and vice versa, and words in one gender include all genders.

### **10.3 What if part of the Bylaw is invalid?**

The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw.

### **10.4 What if parts of the Bylaw are inconsistent with the Articles or Act?**

If any of the provisions contained in the Bylaws are inconsistent with those contained in the articles or the Act, the provisions contained in the articles, or the Act will prevail.

**AMENDMENTS to the by-laws approved by the Members of the Association at the Annual Meeting of SRA this 6<sup>th</sup> day of August, 2022.**

  
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**Secretary, Sandra Sartor**

# Appendix

## A. Directors Responsibilities

- a. President
  - i. Calls and chairs meetings.
  - ii. Spokesperson to Township of Archipelago and other outside agencies.
  - iii. Takes on issues as they arise.
- b. Treasurer
  - i. Makes all bank deposits
  - ii. Issues cheques and one of the three signing authorities
  - iii. Prepares yearly Balance Statement to be shared with all members
  - iv. Acts as a treasurer for all SRA functions
  - v. Updates yearly membership lists from dues submitted.
- c. Secretary
  - i. Writes up minutes.
  - ii. Organizes and keeps all files and records.
  - iii. Records SRA correspondence when necessary.
  - iv. Completes and Submits Corporation papers.
- d. General Directors and Responsibilities
  - i. Knows the associations missions, policies, programs and needs.
  - ii. Provide direction for association.
  - iii. Faithfully reads and understands the associations financial statement.
  - iv. Serves as an active advocate and ambassador for the association.
  - v. Prepare for, attends, and conscientiously engages in all meetings.
  - vi. Completion of the Directors Consent Form

## B. Letters of Article-Letters Patent June 1981

To promote and protect the interests of the ratepayers of the area commonly known as the Skerryvore Cottage area located in the Township of the Archipelago in the District of Parry Sound;

To promote goodwill and fellowship among the residents of the Skerryvore Cottage area;

To do all such things as are incidental or conducive to the attainment of the above and in particular;

- a) For the further attainment of the above objects, to acquire, accept, solicit or receive, by purchase, lease, contract, donation, legacy, gift, grant, bequest, or otherwise, any kind of real or personal property; and to enter into and carry out agreements, contracts and undertakings incidental thereto;
- b) For the further attainment of the above objects, to hold, manage, sell, dispose of or convert any of the real or personal property from time to time owed by the corporation, and to invest and reinvest any principal in such manner as may from time to time be determined; and
- c) For the further attainment of the above objects, to employ and such assistants, clerks, agents, representatives, independent contractors and employees, and to procure, equip and maintain such offices and other facilities, and to incur such reasonable expenses as may be necessary.

**C) INDEMNITIES TO DIRECTORS AND OTHERS**

Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Corporation, from and against:

- i) All costs, charges, and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced, or prosecuted against him for or in respect of any act, deed, matter, or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office or in respect of such liability; and
- ii) All other costs, charges, and expenses which he sustains or incurs in or about or in relation to the affairs thereof; except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

**D) FOR THE PROTECTION OF DIRECTORS AND OFFICERS**

- i) No director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the 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, including any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited, or any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own wrongful and wilful act or through his own wrongful and wilful neglect or default.
- ii) The directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act, or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the board of directors. If any director or officer of the corporation shall be employed by or shall perform services for the Corporation otherwise than as director or officer or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Corporation, the fact of his being a director or officer of the Corporation shall not disentitle such director or officer of such firm or company, as the case may be, from receiving proper remuneration for such services.