

Constitution of the
Sydenham Lake Association

Article 1 – Name

The name of this organization shall be the SYDENHAM LAKE ASSOCIATION, hereinafter referred to as the association or the SLA.

Article 2 – Mission

The mission of the association is to enhance the enjoyment of Sydenham, Bulls Eye, and Little Long Lakes, now and for future generations.

Article 3 - Purpose

The purpose and objectives of the association shall be:

- a) Community Building.
- b) Lake Advocacy.
- c) Environmental Stewardship.
- d) Membership Advocacy.

Article 4 – Membership

- 4.1 REGULAR: The owner(s) or resident(s) of a property or properties bordering on Sydenham Lake (including Eel Bay), Bulls Eye Lake, and Little Long Lake, including in-flowing and out-flowing streams in the immediate vicinity of the lakes, are entitled to a single membership in the association on payment of the annual membership fee. This membership extends to the immediate family or families (spouses or partners, sons and daughters) of the owner or owners, although only one person from a membership may vote on any motion at a general meeting.
- 4.2 ASSOCIATE: Anyone who does not qualify for a regular membership but who nonetheless has an interest in the association is entitled to a non-voting associate membership on payment of the annual membership fee.
- 4.3 HONOURARY: From time to time, the board may award a one-year, renewable, non-voting honorary membership in recognition of services rendered to the association.
- 4.4 APPLICATION: Application for membership must be in writing on the prescribed application form in which the applicant agrees to be bound by the Constitution and By-Laws of the association.
- 4.5 CESSATION OF MEMBERSHIP: Any member who fails to pay the annual membership fee shall cease to be a member of the association. The interest of any member in the association shall not be transferable.
- 4.6 TERMINATION OF MEMBERSHIP: The Board of Directors in accordance with the By-Laws of the association may terminate the membership of any member.

- 4.7 OBLIGATION OF MEMBERS: Members of the association shall observe and be bound by the Constitution and By-laws.
- 4.8 REINSTATEMENT: Any member having had his membership terminated for any cause shall be eligible for membership only in the manner prescribed for new members.

Article 5 – Directors, Officers and Executive Committee

- 5.1 DIRECTORS: The Directors shall be responsible to the membership for the general operations and management of the SLA. It shall also be responsible for conducting and overseeing the affairs of the association.
- 5.2 BOARD OF DIRECTORS: The Board of Directors shall be comprised of a minimum of eight (8) and a maximum of twelve (12) members.
- 5.2.1 The immediate Past-President shall be an *ex-officio* member for the Board of Directors.
- 5.3 OFFICERS: The Officers of the SLA shall consist of: President, Vice-President, Secretary and Treasurer.
- 5.4 EXECUTIVE COMMITTEE: The Executive Committee shall be composed of the Officers of the SLA. It shall meet at the call of the President or the Vice-President. In any emergent situation which arises affecting the association, the Executive Committee shall be authorized to act with the full power and authority that the Board of Directors might itself exercise provided, however, that as soon as reasonably possible, the remaining Directors shall be notified of the emergency and of the action taken, and as soon as possible thereafter a meeting of the Board of Directors shall be called.
- 5.5 ELIGIBILITY: Directors must be:
- 5.5.1 Eighteen (18) years of age.
- 5.5.2 A member in good standing in the year or their nomination.
- 5.5.3 Required to maintain this status for the duration of their term of office.
- 5.6 NOMINATION AND ELECTION PROCEDURE:
- 5.6.1 The Board of Directors shall prepare a slate of nominees for the required Director positions. Any member who meets the eligibility requirements may have his or her name added to the slate of nominees. A call for volunteers will be made at least one month prior to the AGM. Any member interested in being a director, should identify themselves to the Board prior to the AGM.
- 5.6.2 Elections shall be conducted by the most senior Officer, as outlined in Article 5.3, not required to be elected. Should all Officer positions be up for election, a Director who is remaining in their position shall conduct the elections.
- 5.6.3 If the total nominated for a position on the Board of Directors exceeds twelve (12), then the composition of the board shall be determined by secret ballot.

5.7 ELECTION AND TERMS OF OFFICE:

- 5.7.1 Directors of the association shall be elected at the AGM.
- 5.7.2 Directors shall be elected to serve a three (3) year term.
- 5.7.3 Directors may be elected to serve consecutive terms.
- 5.7.4 Officers of the association shall be elected from the Directors.
- 5.7.5 Officers shall be elected to serve a one (1) year term.
- 5.7.6 Officers may be elected to serve consecutive terms.
- 5.7.7 Officers shall be elected in the order listed in Article 5.3.
- 5.7.8 Officers shall be elected by a majority vote of the Board of Directors.
- 5.7.9 The Board of Directors shall meet immediately following the AGM and elect the Officers

5.8 VACATED POSITION:

- 5.8.1 Should the position of President become vacant, the Vice-President shall assume the office of President for the duration of the term of the individual they have replaced.
- 5.8.2 Should the Vice-President assume the role of President, the Board of Directors shall elect an Officer or Director to assume the office of Vice-President.
- 5.8.3 Should the positions of Secretary or Treasurer become vacant, the Board of Directors shall elect a Director to fill the position.
- 5.8.4 Should a Director's position become vacant it will be filled only if required to meet the provisions contained in Article 5.2.
- 5.8.5 The Board of Directors will solicit interest in serving as a Director from the members in good standing. The required number of new Directors will be selected from the applicants by a vote on the Board of Directors.
- 5.8.6 Directors selected under Article 5.8.5 will serve until the next AGM at which time the position will be open for election to fulfil the balance of the term of office.

Article 6 – Duties of Officers and Directors

6.1 PRESIDENT: Shall,

- a) Act as Chairperson of all Executive Committee Meetings, Board of Directors Meetings, and all General Meetings;
- b) Represent, or cause to be represented, the SLA publically and at meetings or functions with external organizations;
- c) Sign, or authorize the signing, of all official correspondence of the association;
- d) Have cheque co-signing authority;
- e) Be an *ex-officio* member of all committees;
- f) Annually designate two (2) members at large to function as Trustees and verify the records and accounting of the association.

6.2 VICE-PRESIDENT: Shall,

- a) Assume the responsibilities of the President in their absence;
- b) Have cheque co-signing authority;

6.3 SECRETARY: Shall,

- a) Record and maintain minutes of all Executive Committee Meetings, Board of Directors Meetings, and all General Meetings;
- b) Retain copies of all association correspondence;
- c) Have cheque co-signing authority.

6.4 TREASURER: Shall,

- a) Maintain and record the accounts and financial transactions of the association;
- b) Reporting these at regularly all scheduled meetings;
- c) Make necessary expenditures on behalf of the association in accordance with financial protocols;
- d) In cooperation with the board, prepare an annual budget for the coming fiscal year for presentation to the AGM;
- e) Facilitate an annual review of the association's financial records and financial statements;
- f) Have cheque co-signing authority.

6.5 DIRECTORS: Shall,

- a) Conduct the general business of the association in keeping with the Constitution and By-Laws;
- b) Authorize the Officers to conduct banking on behalf of the association;
- c) Receive and act upon reports and recommendations delivered to it by standing and *ad hoc* committees;
- d) Perform any additional duties requires to fulfill the mission and purpose of the association that are not specifically outlined in the Constitution and By-Laws.

6.6 REMOVAL FROM OFFICE: The membership may, by a 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 Officer or Director from office before the expiration of the term of office, and may, by a majority of votes cast at the meeting, elect any eligible member to serve the remainder of the term.

Article 7 – Committees

7.1 Committees of the association shall be established when required.

7.2 The composition, roles and responsibilities of committees will be established by the Board of Directors and updated as required.

7.3 A minimum of one (1) member of the Board of Directors, excluding the committee Chairperson, is required on each committee.

Article 8 – Meetings

8.1 The Annual General Meeting of the SLA shall be held on a weekend in July. This will normally be after the Canada Day long-weekend. The date shall be set by the Board of Directors. Notice of this meeting shall be posted on the association web site,

communicated electronically to the last e-mail address of all members, and advertised in the media not less than thirty (30) days prior to the meeting date.

- 8.2 A General Meeting of the association may be called by the Board of Directors at any time.
- 8.3 A General Meeting of the association may also be called upon receipt of the written request to convene such a meeting by a minimum of twenty (20) percent of the current members in good standing. Such requests are to be sent to the Secretary.
- 8.4 Notice of the meetings outlined in Articles 8.2 and 8.3 shall be posted on the association web site, communicated electronically to the last e-mail address of all members, and advertised in the media not less than fifteen (15) days prior to the meeting date.
- 8.5 Meetings of the Executive Committee shall be scheduled as provide for in Article 5.4.
- 8.6 The Board of Directors shall meet a minimum of four (4) times each year. The date of the next meeting date shall be scheduled at each board meeting. Additional meetings may be held as required.
- 8.7 Committees shall meet at required. The dates shall be set by the Committee Chairperson.
- 8.8 Members wishing to place an item on the agenda of a Meeting shall inform the Secretary or committee Chairperson, not less than seven (7) days in advance of the meeting.
- 8.9 The agenda for meetings shall be set by the President/Vice-President. The agenda for committee meeting shall be set by the Committee Chairperson.
- 8.10 Quorums for meetings shall be as follows:
 - a) AGM and General – ten (10) members in good standing.
 - b) Executive Committee – three (3) members.
 - c) Board of Directors – two (2) Officers and four (4) Directors.
 - d) Committees – the Chairperson and fifty percent (50%) of committee members.
- 8.11 All meetings are open to any member of the association.
- 8.12 The following shall be the order of business for the Annual General Meeting:
 1. Opening Remarks
 2. Presentations
 3. Minutes of the Previous Annual General Meeting
 4. Reports: Board of Directors, Committees
 5. Budget
 6. Business Arising from the Minutes
 7. Correspondence
 8. Amendments to the Constitution
 9. Election of Directors
 10. New Business
 11. Adjournment

- 8.13 Voting is limited to Regular Members in good standing.
- 8.14 Proxy votes are not permitted.
- 8.15 The Rules of Order shall be those written by Robert's.

Article 9 – Amendments to the Constitution and By-Laws

- 9.1 Constitutional amendments require a two-thirds majority of the eligible voters present.
- 9.2 By-Law amendments require a simple majority of the eligible voters present.
- 9.3 The Constitution may only be amended at the AGM.
- 9.4 All proposed Constitutional amendments must be submitted, noting the mover and seconder, to the Secretary prior to June 1st of the year of the AGM.
- 9.5 By-Laws changes may be made at any General Meeting of the association.
- 9.6 An updated Constitution and By-Laws will be posted on the association web site within thirty (30) days of the meeting date at which the changes were adopted.

Article 10 – Finances

- 10.1 The business of the association shall be carried out without monetary gain to its members, Officers or Directors. All assets of the association shall be used in promoting the objectives of the association and no member, Officers or Director shall have any claims to such assets.
- 10.2 If the association were to dissolve, the Board of Directors will identify an organization that meets the purpose of the association and donate all remaining assets to this group.
- 10.3 Banking arrangements for the association shall be transacted at a financial institution selected by the Board of Directors.
- 10.4 Cheques shall require the signature of two (2) of the Officers listed in Article 5.3. Whenever possible, the Treasurer shall be one of the Officers signing and no two members of any one family shall have authority to sign together for the association.
- 10.5 The fiscal year of the SLA shall be June 1st to May 31st.
- 10.6 The Trustees appointed under Article 6.1 (f), shall report their findings at the AGM.

Article 11 – Indemnification of Officers and Directors

- 11.1 The SLA will ensure that there is continuous indemnification insurance for its Officers and Directors.

- 11.2 No Officer or Director of the association shall be liable for the acts, deceits, neglects or defaults of any other Officer or Director, or for joining in any receipt or other act for conformity or for any loss or expense happening to the association through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the association, or for the insufficiency or deficiency of any security in or upon which any of the monies of the association shall be invested, or for any loss or damage arising out of the bankruptcy, insolvency or tortuous act of any person with whom any of the monies, securities or effects of the association shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage, or misfortune whatever which shall happen in the execution of the duties of his office, or in relation thereto, unless the same shall happen through his own dishonesty.

Article 12 – Interpretation

- 12.1 Interpretation of this Constitution and By-Laws, when required, shall be by a majority vote of the Board of Directors.
- 12.2 Any item not specifically covered by this Constitution and By-Laws shall be decided by a majority vote of the Board of Directors,

BY LAWS

1. SLA MEMBERSHIP FEES

- a) \$20.00 for a one (1) year period; or
- b) \$50.00 for a three (3) year period.

2. PAYMENT OF FEES

- a) Membership fees are due on the date of the Annual General Meeting in each year that renewal is required.
- b) Membership fees may be paid at the AGM.
- c) Payment may be made in cash or cheque payable to the "Sydenham Lake Association".
- d) Membership dues will not be pro-rated

3. EXPENSES

- a) Membership and participation in the association is voluntary and no member shall receive any compensation or honourarium for participating in SLA activities.
- b) Reasonable costs incurred in the operation of the association or by members attending events on behalf of the association may be paid.
- c) Expenses should normally be approved prior to the expense being incurred.
- d) The Executive Committee may authorize expenditures of up to \$250.00.
- e) The Board of Directors may authorize expenditures of up to \$2,500.00.
- f) Any expenditure over \$2,500.00 must be approved at a General Meeting of the association.

4. SANCTIONS

The Board of Directors may, by a two-thirds majority (2/3) vote, suspend or terminate the membership of any individual for any breach of the obligations of members set out in the Constitution and By-Laws. Such action is subject to ratification at the next General Meeting.