

REDSTONE LAKE COTTAGERS ASSOCIATION (RLCA)

BYLAW REVIEW AND PROPOSALS

GOALS: TO REVIEW THE EXISTING BYLAW AND RECOMMEND CHANGES THAT ALLOW RLCA TO OPERATE IN COMPLIANCE WITH CURRENT LEGISLATION AND WITH GOOD CORPORATE PRACTICES AND POLICIES APPROPRIATE FOR A NOT FOR PROFIT CORPORATION;

TO PROVIDE INSTRUCTIONS THAT WILL FORM THE BASIS FOR A NEW BYLAW WHICH USES CLEAR AND SIMPLE LANGUAGE

LAWYER RETAINED TO ENSURE NEW BYLAW IN COMPLIANCE WITH APPLICABLE LEGISLATION

ITEM #	TOPIC –FOR NEW BYLAW	REFERENCE IN EXISTING BYLAW	RECOMMENDED TERMS FOR NEW BYLAW
1	GENERAL		
a	Title	BY-LAW NUMBER ONE—A By-Law respecting the general business and affairs of the Association	Bylaw No. 2
b	Repeal of Bylaw No. 1	Directors may repeal, amend and re-enact bylaws; any changes must be approved at next AGM or at a general meeting called for such purpose, failing which they cease to have any force from the date of that meeting	Yes— but the repeal or amendment does not impair the validity of any act or thing done pursuant to the repealed or un-amended bylaw; --amendments repeal or enactment are effective once passed by a resolution of the directors, but cease to have any force if not confirmed by the members at the next AGM or at a meeting called for that purpose.
c	Effective date	July 29, 1961	this bylaw comes into force when approved by the directors and ceases to have force as set out above
d	Definitions	None	Multiple definitions required
e	Head Office	Postal address is the home address of the President; Note the Articles of Incorporation require the head office to be in the Township of Guilford	same
f	Corporate Seal and LOGO	None	--there is no Corporate Seal (and no need to adopt one) but there is a Logo; directors to adopt a form of LOGO and may develop policies

			concerning its use
g	Financial year end	April 30 th , in each year, unless otherwise ordered by the board of directors	March 31
h	Interpretation	Masculine includes feminine and singular includes plural; persons include firms and corporations	Same provisions, updated language
2	MEMBERS		
a	Classes of members	General members and associate members (who are members of the family of general members and others who are admitted as members by the board);	Only ONE class of member. (There is no record of any associate members)
b	Qualification	None	--Persons (including corporations, partnerships and other legal entities) who have an interest in real property fronting on or near the shorelines of Redstone Lake, Little Redstone Lake, Pelaw Lake, Burdock Lake or Bitter Lake, IN THE County Of Haliburton, ON -individuals must be at least 18 years old
c	Becoming a member?		-all qualified persons must have completed in full and signed and returned to the Membership Officer an application in the form posted on the RLCA website; in the form the applicant must provide full name and address of the property for which applying for membership; must include email address and mailing address, must consent to receipt of all communications by email and must sign the form.
d	Membership Fee	Prescribed as \$2.50 per general member and \$1.00 per associate member, with limits per family; directors may alter amounts of fees – any change is effective when confirmed by the members at an AGM or special general meeting; Fees are due May 1 st	-Payable in respect of each separate piece of real property owned by 1 or more persons who qualify as members. Fee is payable annually and will be set by the directors from time to time. --membership fees are not refundable when a member ceases to be a member, but any fee that has been prepaid can be transferred to a new owner of the property of the former member if the new owner applies to be a member and the former member consents to the transfer The membership fee is due April 1 st each year The annual membership fee is set by the Board—current fee for April 1,

			2017 to March 31, 2018 is \$30 for 1 year, \$60 for 2 years and \$80 for 3 years. Directors can change annual membership fees by resolution but the fee change must be confirmed by a majority of votes and the next AGM.
e	Member in good standing	No definition, but must be a member in good standing to exercise any voting rights	On completion of application form and payment of membership fee the Membership Co-ordinator will issue a certificate of good standing At any time a member is in good standing if the annual membership fee for the person's property has been paid for the current year or is not more than 180 days in arrears; Membership coordinator will note on the membership list when a member is no longer in good standing.
f	Ceasing to be a member	60 days after notice that fees are outstanding, member automatically ceases to be a member; member may be reinstated by the board on payment of outstanding fees	-Automatic if the annual membership fee for the member's property is unpaid for more than 18 months after it is due -On death of member -When the sale of the member's interest in the property is completed or the interest of the member in the property has expires (e.g. a tenancy expires) when the membership coordinator receives a written and signed resignation from the member
g	Membership year	n/a	April 1 in a year to March 31 in the following year
h	Voting rights	On a membership basis—different for each class of member; may vote by proxy	One vote for all members included in a certificate of good standing (i.e. for each property). Voting will be by ballot issued in respect of each certificate of good standing; all members from one property covered by one certificate who are in attendance will decide who among them will exercise the vote. All members vote on all issues, subject to the "one vote per property" rule. Proxy voting is ok
i	Other member rights		Members in good standing will be able to receive the discounts offered to RLCA members, as arranged by the board; members in good standing will also be able to take advantage of any liability or other insurance arranged by the board, and in effect which protects members.
3	MEETINGS OF MEMBERS		
a	Quorum	Minimum of 7 in person or by proxy,	Ok

		but must be at least 2 present in person	
b	Place of Meeting	Head office unless bylaw says otherwise	Place set out in the Notice of meeting, as long as it is in the County of Haliburton
c	Notice of Meeting	In writing by mail at least 7 days prior, to the last address on file	Notice by email, at least 10 days prior to meeting, to the last email address on file; if no email address, then mail by ordinary mail and deemed to have been received 2 nd day after mailing, to the last address on file. Use provisions that address all email concerns
d	Any other provisions needed to govern the holding of member meetings, notices, procedures, voting etc.		Add as appropriate
4	DIRECTORS (elected by members)		
a	Number	5	a minimum of 5 and maximum of 11 if possible; otherwise 7
b	Term	1 year or until next election	2 years, staggered so the entire board is not replaced at once—in the first election after this bylaw comes into force at least 50% of the directors will be elected for 1 year and the remainder for 2 years
c	Maximum Term	none	maximum of 6 consecutive years after this bylaw comes into force
d	Qualifications	Must be a general member	Must be an individual who is at least 18 years old, is a member in good standing, has consented in writing to act as a director, is not an undischarged bankrupt and has not been declared to be of unsound mind
e	Election	At AGM	At the AGM
f	Vacancy	Filled by directors as long as quorum remains in office or by members at next AGM. If no quorum then directors call a general meeting of the members to fill the vacancy	Update as required
g	Removal	Members may remove and replace prior to expiry of term by resolution at a meeting called for that purpose	Update as required
h	Resignation	n/a	Provide for resignation on receipt by Secretary of written resignation
i	Powers/duties	Administer the affairs RLCA in all things and make any contract and exercise any other powers and things as RLCA by its	Update Record keeping to become the responsibility of the Secretary and the

		registration or otherwise is authorised to exercise or do Shall see that all necessary books and records required by bylaws or statutes are regularly and properly kept	Treasurer, as set out in attachment "A"
j	Remuneration	None	None, but can be reimbursed by reasonable expenses incurred on behalf of RLCA
k	Indemnity & Insurance	None	Yes—as full an indemnity as possible and provide for the purchase of director and officer insurance
l	Committees	None	Board should have the ability to work in committees-to be added to the bylaw
5	MEETINGS OF DIRECTORS		
a	Quorum	Majority	Majority
b	Place of meeting	Such place as board determines	Update
c	Setting dates	Meetings may be called by President or VP or by Secretary on direction of President or VP or by Secretary on direction in writing of 2 directors	Meetings called by President or Secretary on direction of President or Secretary on written request of at least 2 Directors
d	Notices	No formal notice required if all directors are present or if those absent consent. One day's notice to directors by delivery or telephone or mailed with 2 days' notice. May schedule regular monthly meetings in which case no notice required. No notice required for a meeting held immediately after an AGM	This works, so just update language
e	Minutes		For each meeting—once approved at the next meeting will be evidence of what took place at the meeting
f	Signed minutes in lieu of meeting	Yes—same effect as if passed at a regular meeting	Useful provision—update language
g	Decisions	Questions decided by majority vote. Chairman has a casting second vote.	Ok—update language
6	OFFICERS (appointed by directors)		

a	Mandatory officers	President and Vice President who must be directors; and a Secretary and a Treasurer or a Secretary-Treasurer.	President, Secretary and Treasurer-all 3 must be Directors
b	Optional officers	Such other officers as the board determines	Such other officers as board of Directors determines
7	AUDITORS	Auditor shall be appointed at AGM—appointed until next AGM or their successor is appointed or they are removed; auditor comments on balance sheet and reports annually at the AGM. If the remuneration of auditor is not fixed by the members at the AGM it will be fixed by the board.	Appoint an auditor at AGM; give power to directors to fix remuneration if not done at AGM. Financial audit only and set out the terms of reference. NOTE: RLCA does not have assets or income that justify paying for an audit. The preference is to appoint a person who is a CA or who works under the direction of a CA to review the current financial statement and report back to the members. If this is possible, members would appoint such a person and fix the remuneration.
8	Other Provisions		Any other terms that a lawyer hired to draft the bylaw suggests and the board of Directors approves. All provisions must comply with existing legislation governing Not for Profit Corporations and recommendations are to be varied to so comply.

ATTACHMENT “A”

RESPONSIBILITIES OF OFFICERS

The President shall:

- preside at all meetings of Members and Directors
- prepare or approve the agendas for all meetings of Members and Directors
- co-sign all contracts and documents with the Treasurer or Secretary, as required
- co-sign all cheques with the Treasurer
- set dates for directors meetings

- present a report on the affairs of RLCA to the members at the AGM
- be an ex-Officio member of all committees of RLCA
- delegate signing authority to other officers in the absence of the President
- ensure an orderly succession of RLCA corporate business to an incoming president
- report to the directors regarding any matters requiring director consideration

The Past President/Vice President shall:

- carry out the duties of the President in his or her absence
- assist the President as required or as assigned by the President
- assist other officers and directors as require

The Secretary shall:

- attend or delegate attendance at meetings of directors, members and committees and prepare and circulate minutes of those meetings, or delegate the recording and circulation of minutes
- maintain the corporate records received on taking office and created while acting as Secretary
- hand over corporate records in his or her possession on termination
- have the RLCA logo posted on the website under corporate documents and if appropriate, develop and bring to the Directors for consideration and approval policies about the use of the RLCA logo
- prepare notices of all meetings of Members and Directors and deliver to the communications officer or webmaster for posting and delivery
- co-sign documents with the President, as required
- prepare and file all required returns for RLCA under the *Corporations Information Act*

- prepare and keep a register showing the directors officers committee chairpersons and committee members along with their term of office and signing authority
- other duties as assigned

The Treasurer shall:

- keep the RLCA financial records which record all monies received and spent
- maintain the RLCA bank accounts (including deposits and withdrawals) and other investments
- pay the RLCA bills
- co-sign RLCA cheques with ONE of two other directors or officers designated by the Board;
- approve electronic payments
- issue RLCA receipts as required
- hand over all RLCA financial records in his or her possession on termination
- report to the Directors regularly on RLCA financial affairs
- develop appropriate policies governing the financial affairs of RLCA and bring them to the Directors for consideration and approval
- prepare and file, with any necessary assistance, all required income tax returns and filings for RLCA
- prepare and deliver the RLCA financial report at AGMs
- prepare an RLCA forecast budget for approval by the Directors and presentation at AGMs
- ensure all insurance covering RLCA, its Directors, Officers and volunteers, as authorized by the RLCA bylaws or the Directors is purchased and kept in force
- work with the Membership Officer to keep a record of the paid up status of each Member
- other duties as assigned

The Government Liaison Officer shall:

- represent RLCA at meetings with other organisations concerned with issues that affect the lakes and the wellbeing of Members
- review and keep up to date with municipal proposals that affect RLCA property owners
- review and keep up to date with other governmental and hydro proposals that affect RLCA Members
- review and keep up with all FOCA initiatives
- report on all matters of importance to the Directors
- other duties as assigned

The Environmental Officer shall:

- with the assistance of volunteers ensure that the water quality testing is done throughout the summer months on all of the lakes where RLCA Members have cottages
- develop an expertise about environmental topics such as flora and fauna, shorelines maintenance, water quality etc. by attending such lectures or courses that are useful for that purpose

The Membership Officer shall:

- keep the membership list with up to date names, home addresses, email addresses, phone numbers and other contact information for each Member and limit access to that list to those who need to know
- keep an up to date list of the paid up status of each Member
- retain all the membership lists received and developed online in the RLCA archives
- ensure that each Member's application contains a consent to receive communications by email and has been signed
- organize and implement membership drives with the assistance and approval of the Directors

- report to the Directors on membership levels and paid up status of Members
- report to the Members at the AGM on membership levels
- issue and sign membership certificates of good standing
- manage the process for allowing Members to vote at meetings (i.e. a ballot system to ensure there is 1 vote per property)
- other duties as assigned

The Webmaster Officer shall:

The Communications Officer shall:

- write, format and post content on the RLCA website, affiliated social media sites (Facebook Twitter..) and RLCA Roadside signs
- compile and coordinate distribution of Monthly e-blasts to Members
- proof read, and edit and approve all RLCA communications prior to being posted on line or sent out in any format—ensure consistence in timeliness, style and quality
- ensure all RLCA communications are engaging, professional and consistently relay the RLCA brand and vision
- keep records of all RLCA communications
- follow and disseminate information from FOCA, Cha and CEWF

- communicate with Directors and Volunteers to ensure their portions of the website are correct and current and their project status reports are up to date
- develop policies to govern RLCA communications and bring those policies to the Directors for consideration and approval
- ensure all communications comply with all approved policies and notify the President of any failure to so comply, prior to posting or sending any non-compliant communications
- other communication duties as assigned

The Social Officer shall:

The Advertising Officer shall:

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