

Bayfield Ratepayers Association

Constitution and By-laws

As amended to August 5, 2023

GENERAL

Name

1. The Association shall be commonly known by the name of Bayfield Ratepayers Association.

Head Office

2. The head office of the Association shall be in the Ward of Bayfield, (the “Ward”) within the Municipality of Bluewater, in the Province of Ontario. The directors may, from time to time, determine the specific location of the head office.

Objectives

3. The objectives of the Association shall be to foster and advance the interests of the permanent and summer residents of the Ward without limiting the generality:
 - a. To maintain the desirable features of the Ward;
 - b. To keep members informed of matters which affect them as ratepayers or tenants of the Ward;
 - c. To foster projects which are in the interest of the Ward as a whole; and
 - d. Other complementary purposes not inconsistent with these objectives.

Fiscal Year

4. The fiscal year of the Association shall begin on July 1st of each year and end on June 30th of the following year.

MEMBERSHIP

Classes of Membership

5. Eligibility for membership will include two (2) classes of membership in the Association as follows, with a limit of two (2) eligible members per household or residence and shall be at least eighteen (18) years of age:
 - a. Property Owners: either absentee, seasonal or resident in the Ward;
 - b. Tenants: principal place of residence within the Ward;

Membership Fees

6. Membership in the Association requires payment of an annual fee. The membership fee includes both spouses/partners in the household

The current fee is \$20.00 per year. The Board of Directors by resolution may from time to time set another amount or amounts, subject to approval by majority vote at the subsequent Annual General Meeting.
7. Every Property Owner or Tenant who is a member in good standing, and who has paid the applicable annual membership fee for that year is entitled:
 - a. To attend any meeting of the Association;
 - b. To hold any office of the Association; and
 - c. To vote in any election of officers
8. Every Property Owner or Tenant who is a member in good standing, and who has paid the applicable annual membership fee for that year shall be entitled to discuss and vote upon all matters of business properly brought before the Association at a meeting of the members.
9. Each eligible member that is entitled to vote on any matter shall be limited to one (1) vote. The chair of the meeting is entitled to a casting vote in the event of a tie on any matter that has been voted upon by the members.
10. Each Property Owner or Tenant who is a member in good standing may vote at a meeting of the Association by proxy in writing delivered to the secretary no later than forty-eight (48) hours prior to the meeting.
11. Membership shall cease:
 - a. Upon the death of a member;
 - b. If the member has not renewed his or her membership and paid the applicable membership fee prior to or at the Annual General Meeting;
 - c. If the member resigns by verbal or written notice given to the secretary;
 - d. If the member no longer qualifies for membership in accordance with the constitution;
 - e. If the membership has been terminated by a vote of at least two-thirds of the membership at a meeting duly called for that purpose. Notice of the meeting shall be served upon the member and shall set out the grounds for the proposed termination of his or her membership.

MEETINGS

Meetings – General

12. The Annual General Meeting of the Association shall be held within the Ward of Bayfield no later than fifteen (15) months after the last Annual General Meeting. The following business shall be conducted at the Annual General Meeting:
 - a. Reading of the financial reports
 - b. Election of directors

- c. Appointment of financial reviewer and fixing or authorizing the board to fix the remuneration of the financial reviewer; and
 - d. Any other business that may be properly brought before the meeting.
- 13. The directors may, from time to time, call a General Meeting of the Association.
- 14. The directors shall call a General Meeting of the Association if at least twenty-five (25) voting members of the Association request that a General Meeting be called.
- 15. The Annual General Meeting shall be held in the months of July or August of each year.
- 16. The secretary shall give notice of the Annual General Meeting or of a General Meeting to the members at least fourteen (14) days before the date of the meeting.
- 17. At the Annual General Meeting the membership shall be permitted to propose further nominations for election to the board of directors, in addition to those listed in the notice of the Annual General Meeting, provided that any such nomination is proposed prior to the election of directors being held and each such additional nomination shall be brought as a motion by a member and be supported by at least one other member who is present in person at the meeting.
- 18. A Quorum for the Annual General Meeting shall be fifteen (15) voting members of the Association present in person at the meeting.
- 19. The only business that may properly be brought before any meeting shall be conducted at said meeting of the members. Matters which have not been specified in the notice of the meeting, or properly added to the agenda of the meeting, shall not be discussed at the meeting of the members. Personal business not related to the operations of the Association and not properly placed on the agenda of the meeting, shall not be conducted or discussed during any Annual General Meeting or General Meeting. Any additional business desired to be conducted or discussed at any Annual General Meeting or General Meeting not specified in the notice of the meeting may be properly added to the agenda of the meeting by a motion made by a member and supported by at least one other member present in person at the meeting.

Notice

- 20. Any notice required to be given herein by a member, director, officer or auditor shall be deemed to have been given if it is:
 - a. Delivered personally to the person to whom it is to be given;
 - b. Delivered to the person's address as recorded in the Association's records;
 - c. Mailed to the person's address as recorded in the Association's records by prepaid ordinary mail; or

- d. Sent to the person's address as recorded in the Association's records by any means of prepaid transmittal, delivery, email or recorded communication.

A notice shall be deemed to have been given when it is delivered personally, or to the person's address, or electronic transmission, or three (3) days after it was mailed or transmitted.

21. The notice shall specify the business to be attended to at the Annual General Meeting.
22. During the months of June, July and August, any notice required to be given herein in relation to an Annual General Meeting being held, shall be deemed to have been given if it is posted in plain and obvious view at areas throughout the Ward where such notices might reasonably be expected to appear. Such notices shall be posted not less than fourteen (14) days prior to the date of the meeting and shall be in the form required. Any notices required to be given in relation to an Annual General Meeting to be held during any other month of the year shall be deemed to have been given only in accordance with paragraph 16.

DIRECTORS and OFFICERS

Board of Directors

23. A board of directors shall manage the affairs of the Association.
24. The number of directors of the Association shall be a minimum of seven (7) but shall not exceed twelve (12).
25. The board of directors shall appoint from among themselves a president, vice-president, secretary, treasurer and any other such officers as the board of directors may determine by the by-laws from time to time, who shall serve until the next Annual General Meeting or until he or she is removed from office by resolution of the board of directors. Two positions may be combined into one (1) position where the directors consider it appropriate.

Remuneration of Directors

26. The directors of the Association shall serve without remuneration and no director shall directly or indirectly receive any profits from his or her position as such, provided that a director may be paid reasonable expenses incurred by him or her in the performance of his or her duties, and shall not exceed fifty dollars (\$ 50.00) without prior approval of the board of directors.

Contracts

27. Every director shall declare his or her interest, direct or indirect, in any contract or arrangement or proposed contract or arrangement with the Association and refrain from voting in respect to the contract or arrangement or proposed contract or arrangement if and when prohibited.
28. Every director who has any direct or indirect interest in a contract or proposed contract with the Association shall:
 - a. Declare his or her interest at the first meeting of the directors after which he or she became interested or aware of any such interest;
 - b. Request that his or her declaration be recorded in the minutes of the directors meeting; and
 - c. Not vote on any resolution or participate in any discussion with respect to the resolution concerning the contract or proposed contract.
30. The directors may, on behalf of the Association, exercise all the powers that the Association may legally exercise unless the directors are restricted by law or by the members from exercising those powers. These powers include, but are not limited to, the power:
 - a. To enter into contracts or agreements;
 - b. To make banking and financial arrangements;
 - c. To execute documents;
 - d. To direct the manner in which any other person or persons may enter into contracts or agreements on behalf of the Association;
 - e. To create a separate one-time or continuing Contingency Fund (separate from Association operating accounts) to deal with special circumstances or challenges;
 - f. To purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of real or personal property, securities or any rights or interests for such consideration and upon such terms and conditions as the directors may consider advisable;
 - g. To borrow on the credit of the Association for the purposes of operating expenses, or on the security of the Association's real or personal property; and
 - h. To purchase insurance to protect the property, rights and interests of the Association and to indemnify the Association, its members, directors and officers from any claims, losses or costs arising from or related to the affairs of the Association;
 - i. The maximum individual commitment or expenditure from the operating accounts to any of the above shall not exceed the sum of two thousand dollars (\$ 2,000.00) without approval by the membership during the Annual General Meeting or a General Meeting. The maximum commitment from the Contingency Fund will be limited to the amount of funds in the Fund.
31. Each director shall be a member of the Association at the time of his or her election or appointment, or within ten (10) days of election or appointment, and

shall remain a member throughout his or her term of office in accordance with paragraph 5.

32. To maximize the continuity on the Board of Directors, it is desirable, wherever possible, that directors be elected and retire in rotation as follows:
 - a. Directors shall be elected to hold office for a term of three (3) years from their election or until the Annual General Meeting of the Association after expiration of the three (3) year term;
 - b. Retiring directors shall be eligible for re-election to the board of directors for a second term if otherwise qualified. At the conclusion of the second term, a director shall not be eligible for re-election or appointment until at least one full year has elapsed following the said second term.

Vacancies

33. The directors may appoint a director to fill a vacancy, provided that a minimum of seven directors remains in office. The name of any such nominee shall be provided to all the directors in writing at least two weeks prior to the meeting at which the appointment of such individual to the board of directors is to be considered. If there is not a minimum of seven directors, the remaining directors shall call a General Meeting of the Association to fill the vacancies.

Election of Directors

34. The members of the Association may elect a director or directors, as the case may be, by a show of hands or by secret ballot if requested by a member.

Removal of Directors

35. The members of the Association may remove a director by a resolution passed by at least two thirds of the votes cast at a general Meeting for which notice was given and may by a majority of votes cast elect at that General Meeting any person who is qualified to be a director in his or her stead for the duration of the term.

Meetings of Directors

36. A quorum for a meeting of the board of directors shall be fifty percent (50 %) plus one of the board for that year. The board may hold its meeting at any place within the Ward of Bayfield as it may from time to time determine. Association members are free to attend and board meeting (unless for some sensitive item the President declares an in-camera session).
37. Meetings of the board of directors may be called by the president, the vice-president, the secretary, or any two (2) members of the board.

38. No formal notice of any meeting of the board shall be necessary if all the elected directors are present or if those absent have indicated their consent to the meeting being held in their absence.
39. The board may appoint a day or days in any month or months for regular meetings at an hour to be named. If regular meetings are scheduled, no additional notice is required. A meeting of directors may also take place without notice immediately after an Annual General Meeting or General Meeting to transact any business.
40. No error or omission with respect to notice for a meeting of the board shall invalidate the meeting or invalidate or make void any proceedings taken or had at the meeting.
41. The directors shall vote on any resolution arising at any meeting of the board. A majority of votes shall decide the resolution. In the case of a tie vote, the chair of the meeting shall have a casting vote in addition to his or her original vote. Robert's Rules of Order will be used to conduct board meetings and meetings with members. Board members shall be granted equal time in discussions of any issue.
42. Any director who is absent from three (3) consecutive meetings without reasonable cause or formal notice, will be terminated and shall be served notice of such termination by the president of the board of directors.
43. A declaration by the secretary that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facia proof of the fact without proof of the number or proportion of the votes recorded in favour or against any resolution.

Officers

44. The officers of the Association shall have the following duties:
 - a. President: chair all meetings of the Association and of the board, when present in person and able; have general supervision of the affairs of the Association; sign and execute any documents with the secretary; and perform any other duties which the board may, from time to time, assign;
 - b. Vice-President: exercise any or all of the duties of the president in the absence of the president or if the president is unable for any reason to perform those duties; and perform any other duties which the board may, from time to time, assign;
 - c. Secretary: keep and maintain the records and books of the Association, including the registry of officers and directors, the registry of members, the minutes of the Annual General Meeting, General Meetings and meetings of the board; the by-laws and resolutions; certify copies of any record, registry, by-law, resolution or minute; give notices required for the

Annual General Meeting, General Meetings and meetings of the board of directors; and perform any other duties which the board may, from time to time, assign;

- d. Treasurer: receive and account for all monies of the Association; pay all expenses incurred by the Association; keep and maintain the financial records and books of the Association; countersign all cheques or other payments with the president or vice-president as the case may be; assist the auditor in the preparation of the financial statements of the Association; and perform any other duties which the board may, from time to time, assign;
- e. The duties of all other officers of the Association shall be such as are called for in the terms of engagement or as required by the board of directors.

Nominating Committee

45. A Nominating Committee of at least three (3) members, consisting of no less than one (1) director, shall be established for the purpose of the preparation of a slate of prospective directors to be submitted at each Annual General Meeting to be voted upon by the members at the election of directors. The responsibilities of the Nominating Committee shall include the recommendation of persons to fill any vacancy on the board of directors. New board members will be given a copy of the constitution and other relevant material to assist with their orientation.

Other Committees

46. The board of directors may from time to time establish such other committees as it deems necessary and shall prescribe the duties and responsibilities of such committees.

MISCELLANEOUS

Minutes

47. Minutes of all Annual General Meetings, General Meetings and meetings of the board of directors or committees thereof shall be prepared and distributed on a timely basis and shall include, at a minimum:
 - a. The date, time and place of the meeting;
 - b. The name of the person in the chair and of any changes in the chair;
 - c. The number of members or directors present and their names;
 - d. Any errors or omissions from the previous meeting;
 - e. All rulings made by the chair and the nature and result of any appeals that arise from these rulings;
 - f. All motions properly moved, including the name of the mover and seconder, and that each motion, where applicable, designate an officer or board member to execute the necessary action;

- g. The results of all votes taken;
- h. A list of all reports and / or documents introduced during the meeting, with copies of these reports being attached to the official copy of the minutes;
- i. A summary of significant points raised during the debate of motions;
- j. Where any vote passed at a meeting of the board of directors, or a committee thereof, is not passed by unanimous consent, the views expressed by any dissenting director shall be summarized in the minutes of the meeting along with the name of the dissenting director;
- k. Any comments made by officers or any other persons present at the meeting;
- l. The time of adjournment; and
- m. The signature of the meeting secretary.

Contingency Fund

48. A separate Contingency Fund may be established:
- a. To deal with exceptional events or challenges. A separate account will be created for the Fund;
 - b. A set of guidelines shall be created for the management of the fund;
 - c. For an event or challenge to warrant access to the Fund, approval by two thirds of the board is required;
 - d. There will be regular reports to the board on access to the Fund at board meetings and a detailed report to the membership at each Annual General Meeting or General Meeting;
 - e. Funding campaigns to replenish the Fund must clearly state the nature of the event or challenge and the purpose for which the Fund is to be used.

Publications

49. Any article, publication, advertisement, letter, email, or written correspondence, intended to be distributed by or on behalf of the Association, including publications to be distributed by electronic means, must be reviewed by a majority of the directors, or a committee thereof established for this purpose.

Indemnification

50. The Association shall indemnify and save harmless the directors, their heirs, executors and administrators, and estates and effects, respectively from time to time and at all times from and against:
- a. All costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in the execution of the duties of his or her office;

- b. All other costs, charges and expenses that he or she sustains or incurs in or about or arising from or in relation to the affairs except costs, charges or expenses thereof as are occasioned by his or her own wilful neglect or default.

Amendments

- 51. The by-laws of the Association may be enacted, repealed, amended, added to or re-enacted by the directors in accordance with the provisions of the Association, subject to the approval by two thirds (2/3) of the membership present during the Annual General Meeting.

This updated and amended constitution and by-laws is passed this day, by members at the Annual General Meeting August 5, 2023.

D W Schafheitlin

Brian King

President

Secretary