

# Temagami Lakes Association

## BYLAWS

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### By-Law No. 1

Temagami Lakes Association

#### 1. PREAMBLE

The Temagami Lakes Region is an area where humanity and nature are striving to live harmoniously together. Its forests and waters are centuries old. It contains and supports a population which prizes the region for its recreational and aesthetic values. These values include preservation of the skyline reserve, limited road access and no mainland development which is based on cultural and historic significance. The Temagami Lakes Association (herein called the Association) is dedicated to preserving the natural scenic beauty of Lake Temagami and its surroundings; it is concerned in maintaining and improving the health, safety and welfare of its residents so that they may continue to live in harmony with each other and with the forests and waters around them. The Association may, from time to time, specify these principles by agreeing to a set of Tenets for Temagami such as those dated March 8, 1994 or the issuance of a vision/mission statement by the Board of Directors.

#### 2. OBJECTIVES

The objectives of the Association are:

- (a) To advance, promote and protect the common interests, proprietary and otherwise, and the welfare of seasonal and other residents and owners of lands on or near Lake Temagami, nearby lakes and the vicinity.
- (b) To advance, promote, maintain and sponsor the preservation, restoration and protection of natural and scenic beauty, fish, wildlife and the water quality of the area.
- (c) To advance, promote, maintain and sponsor conditions of health, sanitation, safety and general welfare in the Temagami area.
- (d) To receive, acquire and hold gifts, donations, devices and bequests.

#### 3. HEAD OFFICE

The Head Office of the Association shall be in the Municipality of Temagami, in the Province of Ontario, and at such place therein as the board of directors (the "Board") may from time to time determine.

#### 4. SEAL

The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Association.

#### 5. BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of nine (9) directors, each of whom shall be, at the time of election or within ten (10) days thereafter, a Class A, Class F or Class L Member of the Association. The directors of the Association shall be elected in accordance with the following procedures:

##### (a) Nomination:

The Board shall appoint a Nominating Committee to solicit and/or

# Temagami Lakes Association

## BYLAWS

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receive nominations for the office of director. All nominations must be received by the Nominating Committee by May 1 in each year. Each nomination must be made by a member and each nominee must have consented in writing to the nomination before it will be accepted by the Nominating Committee.

**(b) Election:**

The directors shall be elected by the Members at the Annual Meeting of the Association by the votes cast by the Class A, Class F and Class L Members (collectively the "Voting Members", individually a "Voting Member") present at the meeting and by the votes cast by the directed proxies of the Voting Members which were sent to the Voting Members at least one month prior to the date of the Annual Meeting and received by the Association at least twenty-four (24) hours prior to the time of the Annual Meeting. The nominations and elections shall be carried out in accordance with the rules and regulations passed, from time to time, by the Board.

**(c) Term:**

The term of office of each director shall commence on the 1st of September after the Annual Meeting at which the election takes place and shall continue until the earlier of August 31, three years later, or until a successor is elected or appointed.

A director whose term has expired shall be eligible for re-election for one additional term of three (3) years after which any such person may not be further re-elected without having been off the Board for a period of two (2) years. A director shall hold office until the 31st day of August after the Annual Meeting at which a successor was elected. The election shall be by ballot.

**(d) Removal of Directors:**

The Voting Members may, by 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 director before the expiration of such director's term of office, and may, by majority of the votes cast at that meeting, elect any qualified person in the stead of such director for the remainder of the term.

**(e) Vacation of Office as a Director:**

The office of a director of the Association shall be vacated if such director:

- i. becomes bankrupt or is declared insolvent,
- ii. becomes of unsound mind,
- iii. resigns office by notice in writing to the Association,
- iv. has been absent, without being excused by resolution of the Board, from three (3) consecutive meetings of the Board,
- v. ceases to be a member of the Association, or
- vi. acts in a manner which, in the opinion of the Board, is detrimental to the purposes and objectives of the Association as evidenced by a vote of

# Temagami Lakes Association

## BYLAWS

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two- thirds (2/3) of the directors present and voting at a meeting.

**(f) No Employee a Director:**

No employee of the Association may be a director.

### **6. VACANCIES, BOARD OF DIRECTORS**

Vacancies on the Board, however caused, may, so long as a quorum of directors remain in office, be filled by the Board from among the Voting Members, if they shall see fit to do so, otherwise such vacancy shall be filled as provided above for the election of directors but if there be not a quorum of directors, the remaining directors shall forthwith start the election process set out above to fill the vacancies. If the number of directors be increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

### **7. QUORUM AND MEETING, BOARD OF DIRECTORS**

A simple majority of the directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board may hold its meetings at the Head Office of the Association or at any such place or places as it may, from time to time, determine. No formal notice of any such meeting shall be necessary if all the directors be present, or those absent have signified their consent to the meeting being held in their absence. Meetings of the Board may be formally called by the President, a Vice-President or by any two directors or by the Secretary on direction of any of the foregoing. Notice of such meetings shall be delivered, telephoned, transmitted by facsimile or electronic mail or mailed to each director, normally, ten (10) days but, in any event, not less than five (5) days before the meeting is to take place. The declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings, at an hour to be named, and of such regular meeting no notice need be sent. A meeting of the Board may also be held, without notice, immediately following the annual meeting of the Association. The Board may consider or transact any business, either special or general, at any meeting of the Board.

### **8. ERRORS IN NOTICE, BOARD OF DIRECTORS**

No error or omission in giving such notice for a meeting of the Board shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may, at any time, waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had there at.

### **9. VOTING, BOARD OF DIRECTORS**

Questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes, the chair of the meeting shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the

# Temagami Lakes Association

## BYLAWS

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vote shall be taken in the usual way by assent or dissent. A declaration by the chair of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

### 10. POWERS OF DIRECTORS

The Board shall have full power with respect to all affairs of the Association and no by-law or resolution passed or enacted by the Board, or any other action taken by the Board, requires confirmation or ratification by the Members in order to become valid or to bind the Association, unless such confirmation or ratification is required by statute.

### 11. CONFLICT OF INTEREST

Every director or officer of the Association who

(a) directly or indirectly, has any interest in any contract or transaction to which the Association is or is to be a party; or

(b) is a member, officer or director of any organization, whether incorporated or unincorporated, whose objectives, policies or actions are incompatible with those of the Association shall forthwith disclose such interest in such contract or transaction or such position as set out in (b) above at a meeting of the Board and at that time shall

(c) disclose the nature and extent of such interest or position;

(d) refrain from taking part in any discussion affected by or affecting, in any way, such interest or position; and

(e) refrain from voting on any decision affected by or affecting, in any way, such interest or position.

Provided that, if, at a meeting of the Board, the chair of the meeting is aware that a director has such interest or position which has not been declared as required above, the chair may declare that such director has such an interest or position and may rule that such director must comply with the provisions of (d) and (e) above.

### 12. BOARD DUTIES AND RESPONSIBILITIES

The primary duty of each director is to the Association. Any director who is unable to put the interests of the Association as a whole ahead of any other interest (including interests of part of the Association or interests of any other organization) shall resign from the Board. When a Board member wants to discuss a matter in confidence, a request may be made for an in camera or closed portion of the meeting. Only Board members, the executive secretary and those invited by the board may attend the in camera portion of the meeting. Matters discussed in camera are to remain confidential until the Board approves the release of the related information.

# Temagami Lakes Association

## BYLAWS

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### **13. MEETINGS BY TELEPHONE, ETC.**

If all the directors present at or participating in the meeting consent, a meeting of the Board, or of a committee of the Board, may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in such a meeting by such means is deemed to be present at that meeting and shall be deemed to consent to such meeting.

### **14. REMUNERATION OF DIRECTORS**

The directors shall receive no remuneration for acting as such, but shall be entitled to compensation for any proper expenses incurred by them upon proof of such expenses.

### **15. BUSINESS COMMITTEE**

There shall be a Business Committee composed of the President and the Vice-Presidents, all ex officio. The Business Committee shall deal with ongoing administrative matters, make recommendations to the Board and provide and distribute information among the Members of the Association.

The immediate Past President shall, if so desired by such person, be a member of the Business Committee.

### **16. NOMINATING COMMITTEE**

There shall be a Nominating Committee composed of those persons appointed as such, from time to time, by the Board. The Nominating Committee shall be responsible for the nomination and election procedure as the same is determined, from time to time, by the Board.

### **17. OTHER COMMITTEES**

The Board may appoint such other committees as it, from time to time, considers advisable.

### **18. POWER OF COMMITTEES**

No committee shall have the power to act for or on behalf of the Association or otherwise commit or bind the Association to any course of action. The committees shall only have the power to make recommendations to the Board as the Board may, from time to time, direct.

### **19. MEMBERSHIP ON COMMITTEES**

Members of Committees except the Business Committee shall be appointed by, and hold office at the pleasure of, the Board.

### **20. REPORTS OF COMMITTEES**

Each Committee shall submit to the Board such reports as the Board may, from time to time, request, but, in any event, each Committee shall submit an annual report to the Board at such time as the Board may, from time to time, determine.

# Temagami Lakes Association

## BYLAWS

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### **21. OFFICERS OF THE ASSOCIATION**

There shall be a President, two Vice-Presidents, a Secretary, a Treasurer, or in lieu of a Secretary and a Treasurer, a Secretary-Treasurer, and such other officers as the Board may determine from time to time. No person may hold more than one office (except for the offices of Secretary and Treasurer). The President and the Vice-Presidents shall be elected by the Board from among their number at the first meeting of the Board after September 1st after each election of directors, provided that in default of such election the then incumbents, being Members of the Board, shall hold office until their successors are elected. In the absence of written agreement to the contrary the employment of all officers shall be settled from time to time by the Board. No person may serve as President of the Association for more than two (2) years plus any fraction of one year during which such person is filling a vacancy caused by the resignation, death, or other vacation of office by a President.

### **22. DUTIES OF PRESIDENT AND VICE-PRESIDENTS**

The President shall, when present, preside at all meetings of the Members of the Association, the Board and the Business Committee. The President, subject to the authority of the Board, shall have general supervision of the affairs and business of the Association. The President with the Secretary, or other officer appointed by the Board for the purpose, shall sign all by-laws. The President shall be, ex officio, a member of all Committees. The President shall be the sole spokesperson for the Association in dealings with the media. The President shall perform such other duties as may from time to time be determined by the Board. During the absence or inability of the President, the President's duties and powers may be exercised by a Vice-President or such other director as the Board may, from time to time, appoint for the purpose, and if a Vice-President or such other director shall exercise any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

### **23. DUTIES OF SECRETARY**

The Secretary shall be ex officio clerk of the Board who shall:

- (a) attend all meetings of the Board and record all facts and minutes of all proceedings in the books kept for the purposes,
- (b) give all notices required to be given to Members and to directors,
- (c) be the custodian of the seal of the Association and of all books, papers, records, contracts and other documents belonging to the Association which shall be delivered up only when authorized by a resolution of the Board and to such person or persons as may be named in the resolution, and
- (d) perform such other duties as may from time to time be determined by the Board.

# Temagami Lakes Association

## BYLAWS

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### **24. DUTIES OF TREASURER**

The Treasurer shall:

- (a) keep full and accurate accounts of all receipts and disbursements of the Association in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Association in such bank or banks as may from time to time be designated by the Board,
- (b) disburse the funds of the Association under the direction of the Board, taking proper vouchers therefore and shall render to the Board at the regular meetings thereof or whenever required, an account of all transactions as Treasurer, and of the financial position of the Association, and
- (c) perform such other duties as may, from time to time, be determined by the Board.

### **25. DUTIES OF OTHER OFFICERS**

The duties of all other officers of the Association shall be such as the terms of their engagement call for or the Board requires of them.

### **26. EXECUTIVE SECRETARY**

The Board may, from time to time, appoint an Executive Secretary and may delegate to such person such authority to manage and direct the business and offices of the Association as the Board may, from time to time, determine (except for such matters and duties as must, by law, be transacted or performed by the Board or by the Members). The Executive Secretary shall report on the affairs of the Association as may be required, from time to time, by the Board.

### **27. EXECUTION OF DOCUMENTS**

Deeds, transfers, licences, contracts and engagements on behalf of the Association shall be signed by either the President or a Vice-President and by the Secretary or the Treasurer, and the Secretary or the Treasurer shall affix the seal of the Association to such instruments as require the same.

Contracts in the ordinary course of the Association's operations may be entered into on behalf of the Association by any two of the President, a Vice-President, the Secretary or the Treasurer, the Executive Secretary, or by any persons authorized by the Board.

Any two of the President, a Vice-President, the Secretary, the Treasurer and the Executive Secretary, or any persons from time to time designated by resolution of the Board may vote or transfer any and all shares, bonds or other securities from time to time standing in the name of the Association in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Association transfers of shares, bonds or other securities from time to time transferred to the Association, and may affix the corporate seal to any such transfers or acceptances of transfer, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the

# Temagami Lakes Association

## BYLAWS

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appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

Notwithstanding any provisions to the contrary contained in the by-laws of the Association, the Board may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Association may or shall be executed.

### **28. BOOKS, RECORDS AND REPORTS**

The Board shall see that all necessary books and records of the Association required by the by-laws of the Association or by any applicable statute or law are regularly and properly kept.

### **29. MEMBERS**

There shall be two (2) categories of Members, as follows:

#### **a. Voting Members**

- i. Class A - property owners on Lake Temagami area lakes;
- ii. Class F - adult members of the immediate family of a Class A Member and who use the same property as the Class A member with whom or which they are affiliated. Where a Class A Member is a commercial organization, no more than four (4) Members of the organization may be Class F Members;
- iii. Class L - life Members (this class is closed and no further life Members will be admitted);

#### **b. Non-voting Members**

- iv. Class B - adults who are not Class A, Class F or Class L Members who subscribe to the purposes and objectives of the Association;
- v. Class C - organizations and business who, by their donations, express support for the purposes and objectives of the Association;
- vi. Class D - persons under eighteen (18) years of age who subscribe to the purposes and objectives of the Association; and Membership in the Association is not transferable.

### **30. ADMISSION OF MEMBERS**

All Members will only be admitted as such by resolution of the Board.

### **31. REMOVAL OF MEMBERS**

Any Member may be removed as a member by a resolution passed by a two-thirds majority vote of the directors present and voting at a meeting of the Board called for that purpose;

### **32. ANNUAL AND OTHER MEETINGS OF MEMBERS**

The annual or any other general meeting of the Members shall be held in the

# Temagami Lakes Association

## **BYLAWS**

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Municipality of Temagami or elsewhere in Ontario as the Board may determine and on such day as the Board shall appoint.

At every annual meeting, in addition to any other business that may be transacted, the report of the Board, the financial statement and report of the auditors shall be presented and the directors shall be elected. The Members may consider and transact any business either special or general without any notice thereof at any meeting of the Members. The Board or the President or a Vice-President shall have the power to call at any time a general meeting of the Members. No public notice nor advertisement of Members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each Member by sending the notice by prepaid mail, electronic mail or facsimile at least ten (10) days or more before the time fixed for the holding of such meeting.

### **33. FEES**

Each Member, except a Class L Member, shall pay such applicable fees for each fiscal year of the Association as shall be determined, from time to time, by the Board. Any Member in default of payment of such fee for sixty (60) days after the billing date, may not exercise any of the rights or privileges of membership until all arrears and penalties (if any) are paid in full.

### **34. ERROR OR OMISSION IN NOTICE**

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the Members shall invalidate such meeting or make void any proceedings taken there at and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had there at. For the purpose of sending notice to any Member, director or officer for any meeting or otherwise, the address of any Member, director or officer shall be at such person's last address recorded on the books of the Association.

### **35. ADJOURNMENTS**

Any meetings of the Members or of the Board may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum be present.

### **36. PERSONS ENTITLED TO BE PRESENT**

The only persons entitled to attend a meeting of Members of the Association shall be the Voting and Non-voting Members, other persons entitled to vote there at, and the Executive Secretary of the Association. Any other person may be admitted only on the invitation of the Chair of the meeting or with the consent of the meeting.

### **37. QUORUM OF MEMBERS**

A quorum for the transaction of business at any meeting of Members shall

# Temagami Lakes Association

## **BYLAWS**

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consist of at least fifteen per cent (15%) of the Voting Members present in person or represented by proxy.

### **38 .VOTING OF MEMBERS**

Each Voting Member shall at all meetings of Members be entitled to one vote. All other Members shall have no vote.

At all meetings of Members every question shall be decided by a majority of the votes of the Voting Members present and voting in person unless otherwise required by the by-laws of the Association, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any Voting Member. Upon a show of hands, every Voting Member shall have one vote, and unless a poll be demanded a declaration by the chair of the meeting that a resolution has been carried or not carried and an entry to that effect in the minutes of the Association shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the Voting Members present in person or represented by proxy, and such poll shall be taken in such manner as the chair of the meeting shall direct and the result of such poll shall be deemed the decision of the Members in general meeting upon the matter in question. In case of an equality of votes at any meeting of Members, whether upon a show of hands or at a poll, the chair of the meeting shall be entitled to a second or casting vote.

### **39. PROXIES**

Every Member entitled to vote at a meeting of Members may, by means of a proxy, appoint a person, who need not be a Member, as nominee to attend and act at the meeting in the manner and to the extent and with the power conferred by the proxy. Proxies with respect to the election of directors shall specify the names of the candidates for whom the proxy-holder is to vote, and when any such directed proxy is received by the Association, it shall be considered, for all purposes, to be a ballot cast for the persons whose names are specified in the proxy.

### **40. CHEQUES, ETC.**

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Association through its bankers, and endorse notes and cheques for deposit with the Association's bankers for the credit of the Association, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Association by using the Association's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Association and the Association's bankers

# Temagami Lakes Association

## **BYLAWS**

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and may receive all paid cheques and vouchers and sign all bank forms or settlement of balances and release or verification slips.

### **41. DEPOSIT OF SECURITIES FOR SAFEKEEPING**

The securities of the Association shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Association signed by such officer or officers, agent or agents of the Association, and in such manner as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directors of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

### **42. NOTICE**

Whenever under the provisions of the by-laws of the Association notice is required to be given, unless otherwise provided herein, such notice may be given either personally, by electronic mail or by facsimile or by depositing the same in a post office or a public letterbox, in a prepaid, sealed wrapper addressed to the director, officer or Member at the address as the same appears on the books of the Association. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letterbox as aforesaid, or if by facsimile, shall be held to be sent when the same was transmitted. For the purpose of sending any notice, the address of any Member, director, or officer shall be the last address of such person as recorded on the books of the Association. Any person entitled to receive any such notice may waive such notice either before or after the meeting to which such notice refers.

### **43. AMENDMENTS**

The Board may, by a two-thirds affirmative vote of the directors present and voting at a meeting, amend the by-laws of the Association and, subject to any statutory provision to the contrary, any such amendment shall be effective only until the next Annual Meeting of the Association unless confirmed by the Voting Members at such Annual Meeting and, in default of confirmation, ceases to have effect at and from that time.

### **44. FISCAL YEAR**

The fiscal year of the Association shall end on December 31 in each year.

### **45. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

All directors of officers 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 Association, from and against,

- (a) all costs, charges and expenses whatsoever that such person

# Temagami Lakes Association

## **BYLAWS**

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sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against such person for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such person in or about the execution of the duties of the office; and

(b) all other costs, charges and expenses that such person sustains or incurs in or about or in relation to the affairs of the Association, except such costs, charges or expenses as are occasioned by such person's own wilful neglect or default.

No director or officer 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 other act for conformity, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested, or for any loss or damage arising from the bankruptcy or insolvency or tortious act of any person, firm or corporation with whom any moneys, securities or effects of the Association shall be deposited, or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Association, or for any loss occasioned by any error of judgment or oversight on such person's part, or for any loss, damage or misfortune whatever which may happen in the execution of the duties of such office or in relation thereto unless the same shall happen through such person's own wilful neglect or default.

The Board may rely upon the accuracy of any statement or report prepared by the Association's auditors and shall not be responsible or held liable for any loss or damage resulting from any actions based upon such statement or report.

The Board may, from time to time, cause the Association to give indemnities to any director, officer, or other person who has undertaken or is about to undertake any liability on behalf of the Association and to secure such person against loss by mortgage or charge upon the whole or any part of the real and personal property of the Association by way of security. Any such action taken, from time to time, by the Board shall not require approval or confirmation by the Members.