

CHANDOS LAKE PROPERTY OWNERS ASSOCIATION INC.
ON-284702 – April 4, 1974
BY-LAW
Dated: May 1, 2024

Being a By-law to adopt a Constitution

Preamble

WHEREAS Chandos Lake Property Owners in the Township of North Kawartha form a substantial part of the local assessment and pay a substantial portion of the municipal taxes collected;

WHEREAS Chandos Lake Property Owners cottage residents contribute much to the local economy and are interested in the conservation of our natural heritage, the fair use thereof for all citizens and the maintenance of safe unpolluted recreational areas;

WHEREAS Chandos Lake Property Owners have a sincere interest in the future growth of the local area from a political, economic, and aesthetic standpoint, and need to form an association to better express their views;

WHEREAS it is deemed necessary to promote social and recreational events to stimulate fellowship and enjoyment;

THEREFORE this organization has been incorporated to promote the welfare of cottagers in the Township of North Kawartha to develop interest in the future growth from a political, economic, and aesthetic standpoint, to endeavour to preserve the rights and privileges of such members, and increase the enjoyment of lake cottagers;

AND WHEREAS it is deemed advisable to adopt a Constitution for the Corporation;

NOW THEREFORE be it enacted as a By-law of the Corporation as follows:-

Article 1

The name of this association shall be the CHANDOS LAKE PROPERTY OWNERS ASSOCIATION INC. In this By-law the word "Association" shall denote and/or mean the Corporation.

Article 2 - Objects

1. The purpose of the Association shall be in general to unite all cottagers for the purpose of dealing with governments, organizations and industry (thereinafter implied).

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2. The Association shall assist members with common problems so as to better deal with governments, organizations, and agencies at the municipal, county, regional, provincial, federal, national and international level.
3. The association shall provide and promote co-operation and fellowship among members and endeavour to maintain safe and enjoyable recreation areas.
4. From time to time, the CLPOA may make occasional financial contributions to support local charities, non-profit organizations, events, or initiatives. The aggregate of such donations shall not exceed 10 percent of the Association's total revenue in one financial year.
5. For the purposes of protecting the health of the lake and its surrounding natural environment (including water quality, aquatic animals and plants, and shoreline ecosystems), the Association shall engage with the relevant levels of government and their agencies where deemed by the Board to be warranted.
6. Without limiting the generality of any of the foregoing, to include such matters as follows.

To serve as an information centre and central register for the various members, by gathering appropriate statistic and data;

- a. To co-operate in the protection of water resources from pollution of any kind;
- b. To help provide the best and most efficient municipal government and legislation for the benefit of all citizens;
- c. To promote safe and responsible operation of all watercraft and related activities;
- d. To co-operate with other local organizations which have goals similar to those of the Association;
- e. To assist in the conservation of fish, fowl, game and resources;
- f. To aid in all agencies. etc., in. the control of pests and noxious weeds and the preservation of trees, shrubs and wild flowers
- g. To support the Federation of Ontario Cottager's Association Incorporated where its aims are in common with those of the Association

Article 3 - Constituents, Memberships and Fees

1. Prospective members may make application to join the Association and upon acceptance by the Association shall apply the required fees, and shall provide whatever information on land ownership and location required by the Association.
2. The Association shall consist of members who are defined for the purposes of this Constitution.

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- a. Active - an owner of property or properties bordering on Chandos Lake. This membership extends to the immediate family or families (including spouses or partners, children, grandchildren) of the owner, although only one person from this membership may vote on any motion at Association meetings.
 - b. Associate - any person or persons supporting the objectives of the Association;
3. Each active membership shall be entitled to one vote at Association meetings. An active membership consisting of more than one person shall represent one vote only. Associate members are not entitled to vote at Association meetings.
 4. An annual membership fee shall be due to the Association by each member on or before the 01-January of the calendar year in which the membership is to be effective, or before such other date as the Association may from time to time determine.
 5. A Corporation cannot be a member.
 6. The annual membership fee shall be set by the Board of Directors and ratified at the Annual General meeting and recorded as a By-law.
 7. Honorary, Ex-Officio, Life, Student or other membership classification may be created by the Board of Directors but such memberships shall have not voting power.

Article 4 - Directors and Officers

1. The Directors of the Association shall constitute and be known as the Board of Directors of the Association.
2. Following the Annual General Meeting of the Association, the Board of Directors shall appoint from among themselves a President, VP Secretary, VP Treasurer and Vice President at Large each of whom shall be considered Officers of the Association. Each Officer must be an active member.
3. Any voting member shall be eligible for election to a Director position.
4. A Director's term is two years. A Director may be re-elected.
5. The Officers shall appoint a Committee Chairman.
6. Members can remove a director by a majority vote at a special meeting where the notice of the meeting states that members will be asked to vote on removing the director. A director is entitled to give the Board of Directors a statement giving reasons for opposing his or her removal if a meeting is called for the purpose of removing him or her. The Board of Directors must immediately circulate the director's statement to members.

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7. Every Director and Officer, in exercising his or her powers and discharging his or her duties to the corporation, shall
 - (a)) act honestly and in good faith with a view to the best interests of the corporation exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances
8. A conflict of interest arises in any situation where a Director's duty to act solely in the best interests of the corporation and adhere to his or her fiduciary duties is compromised or impeded by any other interest, relationship or duty of that Director. A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure to the Corporation including the nature and extent of the interest. No such director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.
9. The person who held the office of President prior to the most recent election of Directors shall be styled the Immediate Past President. The Immediate Past President is neither an Officer, nor a Director but an observer who may attend board meetings for a maximum of one year for the purpose of supporting the transition of the new President. The Immediate Past President does not vote at Board meetings.

Article 5 - Duties of Officers

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

1. Chair
The Chair, appointed from among the directors, shall preside at Board meetings and at Members' meetings and shall perform such other duties as may be required by law or as the Board may determine from time to time. The Chair and President may be the same person.
2. President
The president shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.
3. VP Secretary
The VP Secretary shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.
4. VP Treasurer
The VP Treasurer shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

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5. Vice-President at Large

The Vice President at Large shall perform the duties described in Schedule D and work collaboratively with the President and VP Secretary to increase membership and support members.

Article 6 - Committees

1. There shall be Environment, Regatta, Membership, Corn and Weiner Roast, and other committees established by the Board of Directors, as may from time to time be deemed necessary, and all committees shall be governed where applicable by the same procedure as set down in this Constitution.
2. The Board of Directors shall endorse the chairperson of any committee, as aforesaid, which chairperson shall hold office at the discretion of the Board of Directors.
3. A committee shall have committee persons to be drawn from the members, or any other source, as chosen by the committee chairperson. Supporting members are eligible to vote at committee level.
4. The scope of each committee shall be outlined in general by the directors.
5. Special committees shall be automatically dissolved upon completion of their special task.

Article 7 - Meeting Quorum

1. The Annual General Meeting of the Association shall be held not later than the 31-July in each year at a time and place to be decided by the Board of Directors and not less than thirty one (31) days notice in writing shall be given to the members. The AGM in 2021 and subsequent years shall be conducted within six months of previous year's fiscal year end.
2. Notices for meeting of members or of board members may be sent electronically. A meeting of the members or of the board members may be held by telephonic or electronic means and a member or board member who, through those means, votes at the meeting or establishes a communications link to the meeting is deemed for the purposes of this Act to be present at the meeting.
3. A special general meeting must be convened upon request of the Board of Directors, with notice to members in the most expedited manner.
4. A special general meeting must be convened upon the requisition, in writing, made by one third (1/3) of the total paid-up voting members; such a meeting must be convened by the Board of Directors within sixty-one (61) days of receipt of the said requisition, the

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- requisition shall state the purpose of the meeting and be filed with the VP Secretary by way of registered post to the VP Secretary's address as listed in the current yearbook; if the Board of Directors do not call such a meeting within the specified period then the members requisitioning the said meeting may convene such a meeting on thirty-one (31) days notice in writing to all members whose names shall be made available by the VP Secretary and shall be capable of transacting any business relevant to the requisition and acting on it for the Association, as if called by the Board of Directors.
5. Every notice of any meeting shall state the business to be transacted at such meeting, the place, day and hour of such meeting, and who may attend and be in accordance with the terms provided in the Constitution, reasonable time will be provided.
 6. A quorum for Board of Directors or Committee meetings shall consist of fifty-one (51) percent of the specific body.

A quorum for the transaction of business at a Members' meeting is 10% of the Members entitled to vote at the meeting, whether present in person or electronically. A member who has voted in advance by mail or electronically is deemed to be present at the meeting. If a quorum is present at the opening of the meeting of the Members, the Members present may proceed with the business of the meeting, even if quorum is not present throughout the meeting.

7. Business may be conducted at the annual and/or special meetings properly called by majority vote of qualified voting members in attendance.
8. No error or accidental omission in giving notice of any meeting to address of last field record, or the non-receipt of notice by any member, shall invalidate such meeting or make void any proceedings taken thereat.

Article 08 - Elections, Nominations and Voting

1. The election of Directors, as may be required, shall be held annually at the Annual General Meeting, and shall be by open vote to all eligible voters, unless acclaimed. Eligible voters are CLPOA member in good standing. Good standing is a member who has paid in full their annual fees. Newly elected Directors shall assume their respective duties immediately. Directors may fill vacant board positions, as required, between elections, unless the vacated position happens within 90 days of the AGM, in which case the position will be left open for nomination. Appointments to the Board of Directors shall be ratified by the membership at the next Annual General Meeting.
2. Notice of all open nominations are to be given to the members at least 45 days in advance of the AGM, with the final candidate list and all electronic voting matters being forwarded to members 31 days in advance of the AGM.

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3. All matters, save as otherwise provided in the Constitution, shall be decided by a simple majority of eligible voters present and by show of hands, or by an advanced electronic vote. A secret ballot in any matter may be requested by a voting member which request shall be decided by a show of hands.
4. In certain matters the Board of Directors may seek the opinion of the general membership by a plebiscite through ballots by mail.
5. Voting by proxy is not permitted.
6. Nominations may be made by any voting member provided they are properly seconded by any voting member and accompanied by a statement from the nominee that he will stand for office, which statement may either be written or oral.
7. Votes requiring a simple majority, which result in a tie may be broken by the President casting his vote at the AGM.
8. Electronic Voting
 - a. All Electronic Voting Results will be kept secret (by 2 members of the Board of Directors) until after the results of open vote at the AGM.
 - b. All Electronic Votes will be cast prior to the AGM. The Electronic voting period will be 7 days, ending 2 days prior to the AGM.
 - c. All matters eligible for vote (include Elections, By-laws, & Constitutional Amendments) must be presented to members 31 days in advance of the AGM, in accordance with Article 7, 01.
 - d. All members will only be allowed one vote on matters, either electronic, or by a show of hands at the AGM (One is able to electronically vote, then show up at the AGM for information and to vote on the non-electronic vote matters, if any).
 - e. It is understood that there may be voting matters that are brought up at the AGM which will not be subjected to an electronic vote. A member must recognize their inability to vote on these issues if they chose to not show up.

Article 09 - Fiscal Year and Auditors

1. The Fiscal Year shall end on 31-December each year.
2. Auditors may be appointed, and remuneration set, by the Board of Directors.

Article 10 - Amendment

01. The Constitution may be amended by a two-thirds majority vote of the voting members of the Association in attendance at the Annual Meeting and the voting members using electronic voting; provided that notice of motion regarding such amendment duly seconded in writing is received by the VP Secretary at least sixty-three (63) days prior to the said meeting. The VP Secretary shall forward to the members the notice of motion to

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amend with the notice of the meeting.

Article 11 - General

1. The Board of Directors may pass By-laws consistent with the provisions of the Constitution for the purpose of regulating the affairs, aims and objectives of the Association; such By-laws shall be effective only until the next annual meeting unless approved and ratified by the voting members at such annual meeting.
2. Acceptance of membership in the Association, by payment of the appropriate fee, shall bind the member to abide by the Constitution and By-laws of the Association.
3. The Board of Directors shall have the power to expel or suspend any member where it has been proven to the satisfaction of a majority of the Board of Directors that such member or individual has acted in a manner detrimental to the best interests of the Association; subject to the right of appeal, to the voting members, by the said member of individual at the next general meeting, which decision shall be final.
4. Honorariums and/or remunerations may be paid to the President, VP Secretary and VP Treasurer, and such other Directors or volunteers as the Board of Directors may determine in an amount to be decided upon by the Board of Directors and such amounts disclosed in the financial statement to the membership at their annual meeting.
5. All meetings shall be conducted in accordance with recognized parliamentary and/or business procedures and where any point of procedure arises which is not governed by the Constitution or By-laws of the Association, the meeting shall be governed by the procedure as laid-down in Robert's Rules of Order.
6. In the Constitution and all By-laws of the Association where context so requires or permits, the singular shall read the plural and the plural the singular, and masculine shall include the feminine.

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Schedule A - Position Description of the President

The president provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The president co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors of the Corporation. The president ensures the Board discusses all matters relating to the Board's mandate.

Responsibilities

- **Agendas:** Establish agendas aligned with annual Board goals and preside over Board meetings if also holding the office of Chair. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.
- **Representation:** Serve as the Board's primary contact with the public.
- **Reporting:** Report regularly to the Board on issues relevant to its governance responsibilities.
- **Board Conduct:** Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.
- **Committee Membership:** Serve as member on all Board committees.

Schedule B - Position Description of the VP Secretary

The VP Secretary works collaboratively with the President to support the Board in fulfilling its fiduciary responsibilities.

Responsibilities

Board Conduct: Support the president in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Document Management: Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

Meetings: Give such notice as required by the By-laws of all meetings of the Corporation, the Board, and Board Committees. Attend all meetings of the Corporation, the Board and Board Committees.

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Schedule C - Position Description of the VP Treasurer

The VP Treasurer works collaboratively with the President and VP Secretary to support the Board in achieving its fiduciary responsibilities.

Responsibilities

- **Custody of Funds:** The VP Treasurer shall have the custody of the funds of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The VP Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The VP Treasurer shall also perform such other duties as may from time to time be directed by the Board.
- **Board Conduct:** Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

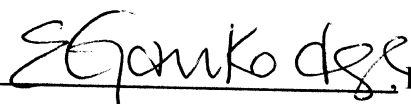
Schedule D – Position Description of the Vice President at Large

The Vice President at Large generally serves as a backup leader to the President.

Responsibilities:

- In the President's absence acts as Chair and runs board meetings, assist with President duties, completes special duties as requested
- Ensure a database of membership names and contact information and payment status is maintained as the official list of who is entitled to vote at Members' meetings
- **Membership promotion:** Promote CLPOA membership
- Assist the VP Secretary to answer correspondence from members
- Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct.

ENACTED and passed as an amended By-law of the Association this first day of May, 2024.

VP Secretary  Elspeth Gaukrodger

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