

BY LAW #1

A by-law relating to the conduct of affairs of the
MISSISSIPPI LAKES ASSOCIATION (MLA)

BE IT ENACTED as a by-law of the Association as follows:

1 GENERAL

Ref:

1.1 The objectives of the Mississippi Lakes Association are:

Art 6

- a. To promote the maintenance, protection and improvement of Mississippi Lake to achieve a balance between the Lake's ecosystem and environment, and the legitimate interests of property owners around, and users of, the Lake;
- b. To foster and support environmental activities which protect and enhance the quality of the Mississippi Lake and adjacent lands;
- c. To promote and encourage the awareness of and adherence to marine and other relevant laws;
- d. To make users of the Lake aware of navigational hazards;
- e. To provide property owners around the Lake with information regarding practical aspects of living by and around Mississippi Lake; and
- f. To liaise with and represent the Association Members' interests with other organizations.

1.2 Definitions to be used in this by-law and all other by-laws of the Association, unless the context otherwise requires, are as follow:

a. "Act" means the Canada Not-for-profit Corporations Act (S.C. 2009, c. 23); "Regulations" means the Canada Not-for-profit Corporations Regulations (SOR/2011-223).

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b. "Articles" means the articles of incorporation of the Association;

c. "Association" or "MLA" means the Mississippi Lakes Association;

Art 1

d. "By-law" refers to a by-law of the Association;

e. "Board" or "BOD" means the Board of Directors of the Association;

- f. "Director" means a member of the Board of Directors;
- g. "Executive Committee" or "EC" consists of the President, Vice-President, Secretary and Treasurer, who are considered the "Officers" of the Association;
- h. "Member" means an individual, representative association, corporation, or business holding a valid membership in the Association; and
- i. "representative association" means a group of people organized for a joint purpose, including but not limited to not-for-profit associations, and Road, Shore, Property Owners, and other similar associations.

1.3 Members' and Directors' meetings of the Association shall be conducted in accordance with the current edition of Robert's Rules of Order, Newly Revised (RONR), and the Canadian Oxford English Dictionary (COED).

2 MEMBERSHIP

- 2.1 Membership in the Association shall be limited to individuals, representative associations, corporations, and businesses that respect and support the objectives of the Association, and that satisfy the requirements of the MLA membership policy as adopted by the Board.
- 2.2 Each Member (individual, representative association, corporation, or business) is limited to a single membership;
- 2.3 Membership shall be valid for a period of one year upon receipt by the MLA of annual dues in full in effect at the time, and appropriate registration information as prescribed by the Board.
- 2.4 Members who do not renew their membership on time shall cease to be Members of the MLA.
- 2.5 A membership renewed prior to the expiration of an existing membership validity period shall not take effect until that existing period has expired.

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A154(1)
A155

3 MEETINGS OF MEMBERS

- 3.1 The Annual General Meeting (AGM):
 - a. shall be held no later than 1 July; and
 - b. shall be open to the public unless otherwise directed by the Board.

A160
R6100

3.2 Special Meetings:

- a. the President may call a Special Meeting of the Members as necessary to conduct the business of the Association. **A160(3)**
- b. the President, upon receiving a written requisition signed by at least 5% of Members, shall call a Special Meeting of the Members within twenty-one days of receiving the request. **A167**

3.3 Notice of the time and place of a meeting of Members shall be provided between 21 and 60 days prior to the meeting, employing any combination of the following methods: Association website; direct email to Members; direct mailing or delivery to Members; newspaper, newsletter, or e-newsletter. **A162**

3.4 Quorum:

- a. no business shall be transacted at any meeting unless a quorum has been declared.
- b. a quorum shall be 5% of the Association membership on the day of the meeting, or twenty Members, whichever is fewer. **A164(1)**
- c. once a quorum is declared, it shall continue to be in effect for the duration of the meeting, regardless of any subsequent change in the number of Members present. **A164(3)**

3.5 Voting:

- a. each Member is entitled to one vote. **A154(5)**
- b. if a question arises regarding voting eligibility, the Secretary shall be called upon to verify whether a membership is valid.
- c. Members must be in attendance at a meeting to cast a vote, except as allowed in Section 3.6a of this by-law. **A159(4)**
- d. each eligible voter attending an in-person meeting shall receive a voting token to permit easy identification during votes. Votes are to be counted by a simple show of tokens. The nature of the token for each meeting shall be determined by the Board. **A165**
- e. each eligible voter attending an electronic meeting shall vote by a show of hands on individual participating screens, or by a "raise hand" or similar feature of a software application that permits voting via ballot.

- 3.6 Absentee voting: A171
R74(1)
- a. Members unable to attend a Members' meeting may vote by proxy, by submitting the following information in writing to the Secretary not less than one week prior to the meeting:
- (1) name of the Member.
 - (2) name of the person designated to be the proxyholder.
 - (3) identity of the meeting for which the proxy is being issued.
 - (4) as deemed appropriate by the Member, specific direction **in bold text** to the proxyholder regarding the manner of exercising any vote.
- b. a proxyholder must be at least 18 years of age.
- c. any such proxy is valid only for the meeting for which it was issued. R74(2)
- d. the Secretary will retain each proxy to confirm eligibility to vote at the designated meeting. A275(4)
- 3.7 Members who wish to submit a proposal regarding any matter for consideration at an AGM or Special Meeting shall do so in writing to the President 90 to 150 days prior to the scheduled date of that meeting, and as prescribed in Section 163 of the Act and associated Regulations. A162
A163
- 3.8 Carrying of Resolutions:
- a. except as required by the Act, all Resolutions shall be deemed carried by a simple majority of 50% plus one vote cast. The chair shall not exercise a vote except to break a tie. A2(1)
- b. in the event of a tie vote, the Chair shall cast a deciding vote.
- 3.9 Meetings by electronic means:
- a. Normally, Members' meetings shall be held as in-person events. However, the Board may decide to hold a meeting by electronic means, if it assesses that such a format would be in the best interest of the Members and is necessary to carry out the business of the Association.
- b. Members' meetings held by electronic means may be either hybrid or virtual (totally electronic) in format.
- c. Ordinary and Special Business may be conducted during electronic meetings.
- d. Individuals participating by electronic means are deemed to be in attendance at that meeting.

- e. The Board shall choose a videoconferencing method that permits all participants to communicate adequately with each other during the meeting and permits voting procedures compliant with the Act and the Regulations.
- f. The provisions of Sections 3.1 to 3.8 of this By-law apply to electronic meetings.

4 BOARD OF DIRECTORS

- 4.1 The Board shall consist of a minimum of five and a maximum of twelve Members, 18 years of age or older. **A126
A=rt 5**
- 4.2 Prospective Directors may be nominated by a President-appointed nominating committee or may be nominated from the floor by a Member, at a Members' meeting. Nominees are elected as Directors by an Ordinary Resolution carried at that meeting. **A128**
- 4.3 Directors shall be elected for a term of two years. There is no limit to the number of terms that a Member can serve as a Director. **R28(1)**
- 4.4 The removal of a Director requires an Ordinary Resolution carried by the Members at an Annual General Meeting or a Special meeting of the Members called for that purpose. **A130**
- 4.5 If a Director resigns or vacates their position for any reason prior to the completion of their term, the Board may appoint a Member to fill the vacancy. **A132(1)
A132(6)**
- 4.6 Directors serve without remuneration, except for reimbursement of expenses in accordance with section 10.6 of this by-law. No Director shall directly or indirectly receive any profit from their position. **A143(2)**
- 4.7 Committees:
 - a. the Board of Directors may strike committees as it deems appropriate to undertake specific tasking in support of the objectives of the Association. These committees shall function under the authority of the board, as specified in the MLA Committee Policy.
 - b. the Board of Directors may dissolve these committees as it deems appropriate.

5 MEETINGS OF DIRECTORS

5.1 A quorum of the Board shall consist of at least three Directors and must include either the President or Vice President. **A136(2)**

5.2 Participation:

a. A Director who fails to attend three consecutive Board meetings, or in the opinion of the Board has otherwise neglected his/her duties as a Director, shall be requested in writing by the President, or Vice President if applicable, to explain their intentions regarding future service as a Director. **A148(1)**

b. In the event of continued neglect of duty, or by reason of a violation of the rules of the Association, the President, or Vice President if applicable, shall advise the Director of the Board's intention to request the removal of that Director at the next scheduled AGM.

c. If circumstances warrant, the President, or Vice President if applicable, shall call a Special General Meeting of the Members to resolve any situation arising from action taken under Article 5.2.b.

d. One or more Directors may participate in a meeting by electronic means if all participants are able to communicate fully, and there is consent from all Directors attending that meeting. Any Director so participating is deemed to be in attendance at that meeting. **A136(7)**

5.3 Voting:

a. each Director in attendance at a meeting is entitled to one vote.

b. in the case of a tie vote on any Motion, the Motion is defeated.

c. in lieu of a meeting, the Board may pass Resolutions signed by all Directors. **A140(1)**

6 EXECUTIVE COMMITTEE **A142**

6.1 The Officers of the Association shall form the Executive Committee, charged with managing the day-to-day activities of the Association, with powers as delegated by the Board.

6.2 Following each AGM, and when otherwise deemed necessary by the Board, the Directors shall elect or re-elect from their numbers the Officers of the Association.

- 6.3 A Director may hold more than one Officer appointment, except that the positions of President and Vice President shall not be held by the same Director.

7 DUTIES OF OFFICERS

A148

7.1 President:

- a. responsible to Members for the effective and efficient conduct of Association activities;
- b. chairs at all meetings of the Executive Committee, Board of Directors, Annual General Meetings and any Special Meetings; and
- c. ensures expenditures are within the limits of the approved budget.

7.2 Vice President:

- a. assumes the responsibilities of the President if the President is unable to complete their term of office;
- b. chairs meetings during the temporary absence of the President; and
- c. coordinates MLA governance and policy development.

7.3 Secretary:

- a. prepares and distributes minutes of all Executive Committee, Board, Annual General, and Special meetings;
- b. prepares and distributes Association correspondence;
- c. maintains an up-to-date list of Association members; and
- d. maintains the official records of the Association.

7.4 Treasurer:

- a. maintains Association bank account(s) in a chartered bank designated by the Directors;
- b. collects, deposits and safeguards all monies received in the name of the Association;
- c. prepares and effects payments as directed by the President;

- d. maintains an accurate record of Association business transactions and prepares financial statements for presentation at the AGM and as directed by the President; and
- e. ensures compliance with federal Statutes and Regulations regarding financial management.

8 INDEMNITY

A151

- 8.1 Members who assume liability in good faith on behalf of the Association shall be indemnified and saved harmless from all costs, charges, and expenses:
- a. which they incur in any action or suit or proceedings which are brought, commenced, or prosecuted against them, or in respect of any act, deed, matter, or thing whatsoever made, done, or permitted by them in or about the execution of their duties, or in respect of any such liability; and
 - b. all other costs, charges, and expenses incurred in support of the Association, except those resulting from their own wilful neglect or fault.

9 INSURANCE

A151(6)

- 9.1 The Association shall maintain Directors and Officers Liability Insurance (DOLI), and additional coverage as deemed appropriate, to protect Members pursuant to section 8.1 of this by-law.

10 FINANCES

- 10.1 The Association fiscal year end shall be 30 April.
- 10.2 The MLA may generate revenue as required to support activities of the Association, within the bounds prescribed by the Act and other federal statutes, as specified in the MLA Revenue Generation Policy.
- 10.3 The annual membership fee shall be set by an Ordinary Resolution of the Members at AGM. The fee shall come into effect immediately and remain in effect until a new fee is adopted by the Members. **A300**
- 10.4 Association expenditures shall not exceed the annual budget limits approved at the AGM, or as subsequently modified at any Special meeting called for that purpose.
- 10.5 No Member of the Association shall spend funds, commit to spending funds, enter contract agreements, or bind the Association in any way without the prior approval of the Board.

- 10.6 Members who incur personal expenses while conducting business on behalf of the Association, if approved by the Board, may be reimbursed upon submission of receipts. **A143(2)**
- 10.7 Annual financial statements of the Association shall be presented at the AGM and shall be made available to any Member upon submitting a written request to the President. **A172**
- 10.8 At each AGM, Members shall appoint a Public Accountant to conduct a review engagement of the Association's accounts, including the annual financial statements to be reported at the next AGM. **A181**
- 10.9 The Board shall appoint a suitable replacement if the Public Accountant elected under section 10.8 of this by-law vacates their appointment for any reason. **A185**
- 11 BY-LAW AMENDMENT**
- 11.1 By-laws may be adopted, repealed, or amended by an Ordinary Resolution of the Members, except in respect of matters specified in section 197(1) of the Act and section 11.2 of this by-law. **A152**
- 11.2 A Special Resolution of the Members is required to adopt, repeal, or amend any by-law regarding matters specified in section 197(1) of the Act, including but not limited to: **A197(1)**
- a. membership rights and/or conditions, per 197(1) e, h, l, or m;
 - b. the manner of giving notice to Members entitled to vote at a meeting of members, per 197(1) l;
 - c. the method of voting by Members not in attendance at a meeting of members, per 197(1) m.
- 11.3 Members may submit by-law amendment proposals in accordance with section 3.7 of this by-law. **A198**
- 12 DISSOLUTION**
- 12.1 The Association may be dissolved at any time, and for any reason, with the approval of the Members by Special Resolution at a Special Meeting called for that purpose. **A221**
- 12.2 Association assets remaining after all costs of dissolution have been paid in full shall be donated to a charity selected by Members at the Special Meeting called in accordance with section 12.1 of this by-law. **Art 9 A236**

EFFECTIVE DATE

Certified to be By-Law #1 of the Association, as enacted by the Directors of the Association by Resolution

on the 18 th day of March, 2021; and as confirmed by the Members of the Association by Special Resolution

on the 20 th day of May, 2021.

Effective date of By-Law #1: 20 th day of May, 2021



Rob Bell, President



Andre Langlois, Secretary

- References:**
- Art** refers to the Articles of Continuance of the Mississippi Lakes Association
 - A** refers to the Canada Not-for-profit Corporations Act
 - R** refers to the Canada Not-for-profit Corporations Regulations