

DEANLEA BEACH ASSOCIATION, INC.

BY-LAW NO. 1

A by-law relating to the conduct of the affairs of:

DEANLEA BEACH CORPORATION, INC.

BE IT ENACTED AND IT IS HEREBY INACTED as a by-law of DEANLEA BEACH CORPORATION, INC.,

(hereinafter called the “Deanlea Beach Association” or “Association” or “DBA”) as follows:

IDENTITY

The Deanlea Beach Association (DBA) is a corporation without share capital that was incorporated under the *Corporations Act of Ontario* by Article (formerly Letters Patent) on July 5, 1974. It is a not-for-profit organization under the *Canadian Income Tax Act*. The objectives of the DBA are to:

- (a) advance and promote the recreational and cultural interests of its members;
- (b) promote and protect the rights and interests of its members;
- (c) act as stewards for the protection and preservation of the natural environment of Deanlea Beach; and
- (d) assist and advise municipal and government authorities in planning and development of the Deanlea Beach vicinity and surrounding area.

HEAD OFFICE

The Head Office address is: Deanlea Beach Association, c/o 21 Lakeside Drive, Tiny, Ontario, L0L 2T0.

For mailing purposes the address is: Deanlea Beach Association, P.O. Box 1231, Perkinsfield, Ontario, L0L 2J0.

Records are retained with the current President and/or Treasurer.

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SECTION 1 – GENERAL

1.1 Definitions¹

In this by-law, unless the context otherwise requires:

- (a) "Act" means the *Not-for-Profit Corporations Act, 2010 (Ontario)* and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- (b) "Agent" means someone who is authorized to act for or in the place of another. The agent is not required to be a member of the Deanlea Beach Association, but may be asked to sit on a committee and/or provide input related to specific items, e.g. representative from accounting firm, lawyer, etc.
- (c) "Assessed Member Property" means the property is listed in Tiny Township in the County of Simcoe under Registered Plan #793 or #1481 or #M76;
- (d) "Ballot" means a process of voting, in writing and typically in secret;
- (e) "Board" means the Board of Directors of the Association;
- (f) "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Association as amended and which are, from time to time, in force;
- (g) "Corporation" means the Corporation that was incorporated by Article (formerly Letters Patent) on July 5, 1974; and the Corporation has passed these by-laws under the *Act* or that is deemed to have passed these by-laws under the *Act*;
- (h) "Deanlea Beach Association (DBA) or Association" is the preferred name used to refer to the Corporation and the members as collective;
- (i) "Deanlea Beach Association Communication Platform" means a communication tool used to disseminate information to Members via email;
- (j) "Deanlea Beach Association Website" means a communication tool used to disseminate and house information for Members via internet website;
- (k) "Director" means an individual occupying the position of Director of the Association by whatever name that person is called;
- (l) "Executive" means the collective positions of President, Vice-President, Treasurer and Secretary;
- (m) "Fees" means the annual amount paid by members.
- (n) "Member" means a member who is current in their annual fees paid to the Deanlea Beach Association (DBA);
- (o) "Members" means the collective membership of the Deanlea Beach Association;
- (p) "President" means the President and Chair of the Board.
- (q) "Title / On Title" means a document that lists the legal owner(s) of a piece of property whereby those listed have the legal right to use, sell, transfer, or otherwise manage the property in accordance with the laws and regulations of the jurisdiction.

¹ NEW - A number of terms have been added for clarity vs. original by-law.

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1.2 Interpretation

1. Other than as specified in sub-section 1.1, all terms contained in this by-law that are defined in the *Act* shall have the meanings given to such terms in the *Act*.
2. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.3 Severability and Precedence

1. The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.
3. If any of the provisions contained in the By-laws are inconsistent with those contained in the Article (formerly Letters Patent) or the Act, the provisions contained in the Article (formerly Letters Patent) or the Act, as the case may be, shall prevail.

1.4 Seal

1. The seal of the Association, if any, shall be in the form determined by the Board.

1.5 Execution of Contracts

1. Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by both the current President and Treasurer.² If one or the other is not available, another officer can sign in their place.
2. The Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed.
3. Any person authorized to sign any document may affix the corporate seal, if any, to the document.
4. Any Director may certify a copy of any instrument, resolution, by-law or other document of the Association to be a true copy thereof.

² CHANGE – Wording changed from “any two of its Directors” to “President and Treasurer”

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SECTION 2 - DIRECTORS

The affairs of the DBA shall be governed by a Board of Directors that shall supervise, control and direct all its Activities. The Board of Directors may delegate to the President or any committee, any or all powers, duties and authority of the Board of Directors, which may lawfully be delegated. The Board of Directors may, from time to time, set policies as it sees fit.

2.1 Election and Term

Directors shall be elected by the Members at the first meeting of Members and at each succeeding Annual Meeting.³ The term of office of the Directors (subject to the provisions, if any, of the articles) shall be from the date of the meeting at which they are elected or appointed until the next annual meeting or until their successors are elected or appointed.

Election

1. There shall be a minimum of five (5) and a maximum of eleven (11)⁴ Directors serving in accordance with the term limits set out in Section 2.02.
2. A Director shall be eighteen (18) or more years of age and shall be a Member in good standing of the Association.
3. No less than 30 days prior to the DBA Annual Meeting, the Board shall provide a written notice to Members who are eligible to vote. The notice will include the minimum and maximum number of Directors permitted, as per 2.1.1; the names of any known Members, in alphabetical order, who wish to be considered for nomination; and a request for additional nominations to be submitted in writing to the President.
4. Each assessed member property is entitled to one (1) nomination for a Director position.⁵
5. Nominations may be taken from the floor of the Annual Meeting if an eligible Member wishes to stand for election and has not been identified as per 2.3 or 2.4.
6. Directors will be declared elected by ordinary resolution at each Annual Meeting on the basis of the number of votes cast "by a show of hands". If a recorded vote is demanded, the election would be carried out by "ballot".

Term

7. The Board of Directors will take office at the termination of the Annual Meeting at which they were acclaimed or elected.
8. Whether elected or appointed all Directors will serve a one (1) year term on the Board of Directors.⁶

³ CHANGE – The Annual General Meeting is now referred to Annual Meeting as per guidelines.

⁴ CHANGE – Number of Directors changed from "seven (7) to five (5) and a maximum of eleven (11) vs. twelve (12).

⁵ NEW – Limiting each assessed member property to one Director helps to maximize representation across the membership; and avoids perception that one property controls the agenda and its outcomes. This approach is considered a best practice.

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9. Directors must stand for re-election when they move from one term to another.
10. Subject to 2.1 and 2.4, an additional Director(s) may be appointed by the Board of Directors to serve a one (1) year term or time remaining in that year to meet requirements of 2.1.1.

2.2 Vacancies

The office of a Director shall be vacated immediately if:

- (a) the Director resigns office by written notice to the secretary, which resignation shall be effective at the time it is received by the secretary or at the time specified in the notice, whichever is later;
- (b) the Director dies or becomes bankrupt;
- (c) the Director is found to be incapable of managing property by a court or under Ontario law;
- (d) the Directors by an ordinary resolution remove the Director before the expiration of the Director's term of office;⁷
- (e) the Members by an ordinary resolution, at a member's meeting, remove the Director before the expiration of the Director's term of office.

2.3 Filling Vacancies

A vacancy on the Board shall be filled as follows and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

- (a) remaining Directors may fill a vacancy by an ordinary resolution;
- (b) if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
- (c) the Board may appoint such other Directors and/or agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board from time to time.

⁶ CHANGE – Removed all term limits. The existing by-law references various term limits; however, it is in the best interest of the DBA membership to retain interested and engaged Board members who are willing and able to sit on the Board. It can be difficult to get volunteers and accepting a commitment from interested parties is a good thing for the DBA.

⁷ NEW – The existing by-law indicates only members have the ability to remove a Director. This addition allows the Directors to have the ability to remove a Director, if necessary.

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2.4 Committees

Committees may be established by the Board as follows:

- (a) The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the *Act* that are not permitted to be delegated; and
- (b) Subject to the limitations on delegation set out in the *Act*, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. A committee would include 'Members' only, unless otherwise stated in the Terms of Reference.⁸ The Board may dissolve any committee by resolution at any time.

2.5 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director subject to the following:

1. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties, e.g. meeting expenses, supplies, postage, printing.⁹
2. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Association in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
 - (a) considered reasonable by the Board;
 - (b) approved by the Board for payment by resolution passed before such payment is made;
 - (c) in compliance with the conflict of interest provisions of the *Act*; and
 - (d) Directors or Officers shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Association, except such as shall have been submitted to and authorized or approved by the Board of Directors.
3. If any Director of the Association shall be employed by or perform services for the Association otherwise than as a Director or Officer or shall be a member of a firm or a shareholder, Director or Officer of a company which is employed by or performs services for the Association, the fact of his being a Director or Officer of the Association shall not disentitle such Director or Officer or such firm or company, as the case may be, from receiving proper remuneration for such services.
4. Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if the Association is a charitable corporation, unless the provisions of the *Act* and the law applicable to charitable corporations are complied with, including Ontario Regulation 4/01¹⁰ made under the *Charities Accounting Act*¹¹.

⁸ NEW – Identifies that a committee member must be a DBA member unless otherwise determined by Directors.

⁹ NEW – Included list of potential expenses for clarity.

¹⁰ RESOURCE – Ontario Regulation 4/01 (<https://www.ontario.ca/laws/regulation/010004>)

¹¹ RESOURCE – Charities Accounting Act (<https://www.ontario.ca/laws/statute/90c10>)

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SECTION 3 – BOARD MEETINGS

3.1 Calling of Regular Meetings of the Board

1. Meetings of the Directors may be called by the President or any two Directors at any time and any place on notice as required by this by-law, by giving not less than five days' notice to each Director, stating the time and place of the meeting.
2. The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.
3. The Board must meet at least three (3) times from date of Annual Meeting up to and including the day of next annual meeting.

3.2 Calling of Special Meetings of the Board

1. Special meetings of the Directors shall be called by the President, or if absent, the Vice-President, Secretary or Treasurer, at any time and place specified in a written demand by one-third of the members of the Board of Directors.
2. The business to be transacted at such special meetings shall be stated in the notice thereof, and no other business may be considered at that meeting.
3. Should a Special meeting be called by the Board, the outcome will communicated to members via various communication platforms.¹²

3.3 Notice of Board Meetings – Regular and Special

1. Notice of the time and place for the holding of a regular meeting of the Board shall be given in the manner provided in 10.0 of this by-law to every Director not less than five (5) days before the date the meeting is to be held.
2. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting.

3.4 Quorum

1. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual Meeting of the Association.
2. At any meeting of the Board of Directors, a quorum shall consist of a simple majority (50% plus one) of those entitled to be present and vote.
3. Directors who declare a conflict of interest shall nonetheless be counted in determining a quorum.
4. Only Directors in attendance at any meeting of the Board of Directors may vote.

¹² NEW – Although it is not a requirement to advise the membership about a special meeting, it is important the Board is transparent and a good practice to share outcome.

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3.4 President

1. The President shall preside at all Board meetings.
2. In the absence of the President, the Directors present shall choose one of their number to act as Chair.

3.5 Voting

1. Each Director has one vote.
2. Only Directors in attendance at any meeting of the Board of Directors may vote. Proxies are not accepted at meetings of the Board of Directors.
3. Questions arising at any Board meeting shall be decided by a majority of votes.
4. In case of an equality of votes, the President shall not have a second or casting vote and the question shall be considered defeated.¹³

3.6 Participation by Telephone or Electronic Means

1. If all of the Directors of the Association consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting.
2. A Director participating by such means is deemed to be present at that meeting.

¹³ CHANGE – Existing by-law allows President to have deciding vote.

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SECTION 4 – FINANCIAL

4.1 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Association shall be placed for safekeeping.

4.2 Financial Year

1. The financial year of the Association ends on December 31st in each year or on such other date as the Board may from time to time by resolution determine.
2. The DBA financial statements will be made available to Members through electronic and/or print means, and posted to the DBA website.

4.3 Financial Statements

1. An auditor or a person to conduct an audit or financial review engagement shall be appointed each year at the Annual Meeting, if required.¹⁴
2. Any member may request a complete copy of the financial statements, but it is not necessary to provide copies to everyone at the Annual Meeting. Instead, a Summary in a document similar to an annual report can be provided.¹⁵
3. Financial statements or a Summary must be sent to members at least 5 days before Annual Meeting.¹⁶

¹⁴ The need to carry-out an audit or financial review engagement can be waived by passing an “extraordinary” resolution (80% or more of votes cast at a members’ meeting) at the Annual Meeting and renewing it each year. SOURCE: Nonprofit Law Ontario, <https://nonprofitlaw.clea.on.ca>

¹⁵ Source: Nonprofit Law Ontario, <https://nonprofitlaw.clea.on.ca>

¹⁶ Source: Nonprofit Law Ontario, <https://nonprofitlaw.clea.on.ca>

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SECTION 5 – OFFICERS

5.1 Officers

1. The Board shall appoint from among the Directors a President who will also act as Chair, Vice President, Treasurer and Secretary at its first meeting following the Annual Meeting of the Association. The collective group of Officers is referred to as the Executive of the Board.
2. The office of Treasurer and Secretary may be held by the same person and may be known as the Secretary-Treasurer.
3. The Officers may appoint such other Directors and/or agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

5.2 Office Held at Board's Discretion

1. Any Officer shall cease to hold office upon resolution of the Board, noting the Officer in question does not vote.
2. Unless so removed, an Officer shall hold office until the earlier of:
 - (a) the Officer's successor being appointed,
 - (b) the Officer's resignation,
 - (c) such Officer's death, or
 - (d) the next Annual Meeting.

5.3 Duties

1. 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.
2. The duties of Officers shall be those specified by the Board of Directors and amended by the Board as required:

5.4 Duties of the President

1. The President of the Board of Directors will call and when present, preside at all meetings of the Directors and Members.
2. The President shall sign all such contracts, documents and instruments in writing as required.
3. The President shall perform the duties as described in Section 3, Section 9, and Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

5.5 Duties of the Vice President

1. The Vice-President shall, in the President's absence, inability or refusal to act, be vested with all the powers and shall perform all the duties of the President, as set out in Section 3, Section 5, Section 9, and Schedules A and B.
2. The Vice-President, Secretary or Treasurer may also perform those duties, as may be required by law, or as assigned by the Board of Directors.

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5.6 Duties of the Treasurer

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

5.7 Duties of the Secretary

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

5.8 Term of Office

The Officers shall remain in office for one (1) year effective from the date of the Annual Meeting through to the next Annual Meeting; or until their successors shall be elected or appointed.

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SECTION 6 – PROTECTION OF DIRECTORS AND OTHERS

6.1 Protection of Directors and Officers

1. No Director, Officer or Committee Member of the Association is to be held liable for:
 - (a) the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Association;
 - (b) joining in any receipt or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Association shall be placed out or invested;
 - (c) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or association with whom or which any moneys, securities or effects shall be lodged or deposited;
 - (d) any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:
 - i. complied with the *Act* and the Association's Article (formerly Letters Patent) and By-laws; and
 - ii. exercised their powers and discharged their duties in accordance with the *Act*.

6.2 Insurance

The DBA must purchase and maintain insurance for the benefit of any present or past Director or Officer or any other person:

- (a) Acting on the DBA's behalf against any liability incurred by such person; or
- (b) Acting in their capacity as a Director, Officer or agent of the DBA,

except where the liability relates to their failure to act honestly and in good faith with a view to the best interests of the DBA, or in their capacity as a Director or Officer of another body corporate where they act or acted in that capacity at the DBA's request, except where the liability relates to their failure to act honestly and in good faith with a view to the best interests of the body corporate.

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SECTION 7 – CONFLICT OF INTEREST

7.1 Conflict of Interest

1. A Director or Officer of the Association shall disclose to the Association and/or request to have entered in the minutes of meetings of the Board the nature and extent of the Director's interest if the Director:
 - (a) is a party to a material contract or transaction or proposed material contract or transaction with the Association; or
 - (b) is a Director or an Officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Association.
2. A Director who discloses a conflict of interest, except as provided by the Act, shall not:
 - (a) attend any part of a meeting of the Directors during which the contract or transaction is discussed; or
 - (b) vote on any resolution to approve the contract.

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SECTION 8 – MEMBERS

8.1 Members

1. The Board of Directors may establish rules and procedures for application for membership in the DBA subject to the following:
 - (a) Members need to be 'on title' of an assessed property in Tiny Township Registered Plan #793 or #1481 or #M76;
 - (b) Members are admitted to the DBA for a one (1) year period upon payment of the current annual fee.

8.2 Membership

1. The annual membership fees¹⁷ payable by DBA Members shall be fixed and approved by a 2/3 majority of votes cast at an Annual Meeting.
2. The Board shall, from time to time, review the membership fee and any recommended change shall be submitted as a notice of motion at an Annual Meeting.
3. A membership in the Association is not transferable and automatically terminates by non-renewal, resignation or sale of the property; or if the Member resigns or such membership is otherwise terminated in accordance with the *Act*.
4. If a Member wishes to withdraw their membership from the DBA, no fees will be refunded in whole or in part for any given year.

8.3 Termination of Membership for Cause

1. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing the termination of membership for violating any provision of the articles or By-laws.
2. The notice shall set out the reasons for the termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding termination of membership.

¹⁷ CLARIFICATION - Fees refers to the amount paid by members for annual membership. In the past, this was more commonly referred to as "dues".

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SECTION 9 – MEMBERS’ MEETINGS

9.1 Annual Meeting

1. The Annual Meeting shall be held on a day and at a place within Ontario fixed by the Board.
2. There must be one (1) Annual Meeting held in a calendar year.
3. A Notice of Meeting shall be given not less than 30 days and not more than 60 days prior to the meeting by email, prepaid mail or hand-delivered, and posted on the DBA website.
4. A Notice of Meeting will include the date, time, and location of the Annual Meeting; and a request for members to submit agenda items in writing to the Secretary not less than fifteen (15) days prior to the meeting, to be considered as part of Annual Meeting agenda.¹⁸
5. The agenda and meeting materials shall be sent no less than ten (10) days prior to the meeting by email, prepaid mail, hand-delivered, and posted on the DBA website.
6. New business may be added by Members at the beginning of the Annual Meeting by a majority vote.¹⁹
7. The business transacted at the annual meeting shall include but not be limited to:
 - (a) receipt of the agenda;
 - (b) establish quorum;
 - (c) requests for new business;
 - (d) receipt of the minutes of previous Annual Meeting and any subsequent special meetings;
 - (e) motion to ratify decisions of Board;
 - (f) consideration of the financial statements, including report from auditor or person who has been appointed to conduct a review engagement;
 - (g) reappointment or new appointment of auditor or a person to conduct a review engagement for the coming year;²⁰
 - (h) election of Directors; and
 - (i) such other business as set out in the Annual Meeting agenda.

¹⁸ NEW – This statement identifies the process for submitting items for consideration at the Annual Meeting, with the intent of decreasing the number of items added under “New Business” at the Annual Meeting, which helps to ensure the Annual Meeting is run as effectively and efficiently as possible.

¹⁹ NEW – Replaces previous by-law that stated: “No other item of business shall be included on the agenda for annual meeting unless a Member’s proposal has been given to the Secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of Annual Meeting.

²⁰ The need to carry-out an audit or financial review engagement can be waived by passing an “extraordinary” resolution (80% or more of votes cast at a members’ meeting) at the Annual Meeting and renewing it each year. SOURCE: Nonprofit Law Ontario, <https://nonprofitlaw.clea.on.ca>

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9.2 SPECIAL MEETINGS

1. The Directors may call a special meeting of the Members. The Board shall call a special meeting on written request of not less than one-tenth of the member properties for any purpose connected with the affairs of the Association that does not fall within the exceptions listed in the *Act* or is otherwise inconsistent with the *Act*, within 21 days from the date of the deposit of the request.
2. The business to be transacted at the special meeting shall be stated in the notice thereof, and no other business may be considered at those meetings.

9.3 Notice

1. Subject to the *Act*, not less than 10 and not more than 50 days written notice of any Annual or special Members' meeting shall be given in the manner specified in the *Act* to each Member, each Director and to the auditor or person appointed to conduct a review engagement.
2. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted to the meeting.

9.4 Quorum

1. A quorum for the transaction of business at a Members' meeting is based on 20% of paid members from the previous year.
2. Only members in good standing during current year are eligible to vote.
3. If a quorum is present at the opening of a Members' meeting, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

9.5 Chair of the Meeting

1. The President shall be the Chair of the Members' meeting.
2. In the President's absence, the Members present at any Members' meeting shall choose another Director as Chair and if no Director is present or if all of the Directors present decline to act as Chair, the Members present shall choose one of their number to Chair the meeting.

9.6 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of members' votes unless otherwise required by the *Act* or the By-law provided that:

- (a) Members et al who are in attendance at any meeting shall be entitled to vote;²¹
- (b) votes shall be taken by a show of hands among Members and others who are present and the Chair of the meeting shall have a vote;
- (c) an abstention shall not be considered a vote cast;

²¹ CLARIFICATION – Traditionally, only person(s) on title are permitted to vote at the Annual Meeting. Discussion: It is the consensus of the By-law Review Committee that if a person/partner (not on title) takes the time to attend the Annual Meeting, they too, should be permitted to vote. This would only occur during a "show of hands" vote. If a vote by ballot is requested, one ballot per assessed member property will be allotted.

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- (d) if there is a tie vote by show of hands, the Chair of the meeting shall require a written ballot, and the Chair shall not have a second or casting vote;
- (e) before or after a show of hands has been taken on any question, the Chair of the meeting may require, or any Member may request a written ballot;
- (f) if a written ballot is required or demanded it shall be taken in such manner as the Chair of the meeting shall direct;
- (g) in the event of a written ballot, there will be one (1) ballot issued per Member property;²²
- (h) if there is a tie vote upon written ballot, the motion is lost;
- (i) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the Chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion; and

9.7 Adjournments

1. The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more.
2. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.8 Persons Entitled to be Present and Participation

1. The only persons entitled to attend a Members' meeting are the Members, the Directors, the external accounting firm of the Association and others who are entitled or required under any provision of the Act or the Article (formerly Letters Patent)s to be present at the meeting.
2. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.
3. Participation at meetings of Members will normally be held in person.
4. In the event of extenuating circumstances and in keeping with the Act, participation at Members meetings may be changed to telephonic, electronic or other means.²³

²² NEW – As a cottage association, we collect membership fees on the basis of individual cottages. Thus individual cottages/fees paid each and all have equal weight in voting. Historically at the Annual General Meeting, the chair of the meeting interprets the consensus of the attendees and there is rarely any doubt what that consensus is. When there is doubt about the true consensus, we would fall back on the ballot process with one written vote per membership paid.

²³ NEW – Provides option to hold virtual meeting in the event an Annual Meeting cannot be held in person.

DEANLEA BEACH ASSOCIATION, INC.
BY-LAW No. 1

SECTION 10 – NOTICES

10.1 Service

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by email, prepaid mail, delivered by hand, telephone, facsimile, or other electronic means to any such Member or Director at their latest address as shown in the records of the Association; and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the secretary; provided always that notice may be waived or the time for giving the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

10.2 Error or Omission in Giving Notice

1. No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.
2. The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or person conducting a review engagement, if any; or the non-receipt of any notice by any such person where the Association has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any Action taken at any meeting to which the notice pertained or otherwise founded on such notice.

DRAFT - MARK 3/24

DEANLEA BEACH ASSOCIATION, INC.
BY-LAW No. 1

SECTION 11 – ADOPTION AND AMENDMENT OF BY-LAWS

11.1 Amendments to By-laws

1. The Board may from time to time in accordance with the *Act* make a recommendation(s) to amend or repeal and replace this By-law to the Members at the Annual Meeting.
2. The Members' may from time to time in accordance with the *Act* amend or repeal and replace this By-law by a 2/3 majority of the votes cast at an Annual General or Special Meeting.

Enacted [insert date, except where Association is deemed to have passed this by-law under Section 18(1) of the Act].

[Insert President Name]

[Insert Secretary Name]

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DEANLEA BEACH ASSOCIATION, INC.

BY-LAW No. 1

SCHEDULE A

POSITION DESCRIPTION: 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 facilitate co-operative relationships among the Directors. The President ensures the Board discusses all matters relating to the Board's mandate.

RESPONSIBILITIES

Agendas: Establish agendas, and preside over Board meetings. Ensure meetings are effective and efficient for the performance of governance work. Develop a schedule of Board meetings in conjunction with Directors.

Direction: Serve as the Board's central point of communication; provide guidance regarding the Board's expectations and concerns. Develop standards for Board decision-making, reporting, strategies, planning and performance information and ensure the appropriate details are transparent and clear to the Members.

Work Plan: In collaboration with the Directors, develop a work plan and set priorities that reflect the best interests of the Members and the sustainability of Deanlea Beach,

Representation: Serve as the Board's primary contact, and represent the DBA at various meetings, e.g. Presidents' Meeting, Federation of Tiny Township Shore Associations (FoTTSA), Federation of Ontario Cottagers' Association (FOCA), etc.

Reporting: Report regularly to the Board on issues relevant to its governance responsibilities and report regularly to Members on relevant issues.

Board Conduct: Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

Mentorship: Serve as a mentor to other Directors. Ensure all Directors contribute fully. Address issues associated with underperformance of individual Directors.

Succession Planning: Work with Directors to ensure a succession plan is in place.

Committee Membership: May serve as an ex-officio member on any committees.

DEANLEA BEACH ASSOCIATION, INC.
BY-LAW No. 1

SCHEDULE B

POSITION DESCRIPTION: VICE-PRESIDENT

The Vice-President (VP) works collaboratively with the President and Directors to ensure the Board discusses all matters relating to the Board's mandate. The VP supports the Board's activities and facilitates cooperative relationships among Directors.

RESPONSIBILITIES

Board Meetings: In the absence of the President, the VP will Act as Chair.

Direction: In collaboration with the President, develop standards for Board decision-making, reporting, strategies, planning and performance information; and ensure the appropriate details are transparent and clear to the Membership.

Work Plan: Ensure that a Board work plan and priorities are developed and implemented that reflect the best interests of the Membership and sustainability of Deanlea Beach.

Representation: In the event the President is unavailable, the VP will represent the Deanlea Beach Association,

Board Conduct: Support the President in maintaining a high standard for Board conduct, specifically related to transparency, accountability and fiduciary responsibilities.

Mentorship: Serve as a mentor to other Directors, and help to ensure all Directors contribute fully.

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DEANLEA BEACH ASSOCIATION, INC.
BY-LAW No. 1

SCHEDULE C

POSITION DESCRIPTION: TREASURER

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

RESPONSIBILITIES

Custody of Funds: The Treasurer shall have the custody of the funds and securities of the Association and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Association 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 Treasurer shall disburse the funds of the Association as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President 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 Association. The Treasurer shall also perform such other duties as may from time to time be directed by the Board.

Board Conduct: Support the President in maintaining a high standard for Board conduct, specifically related to transparency, accountability and fiduciary responsibilities.

Mentorship

Serve as a mentor to other Directors.

Financial Statement

Present to the Members at the annual meeting as part of the annual report, the financial statement of the Association approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

DEANLEA BEACH ASSOCIATION, INC.
BY-LAW No. 1

SCHEDULE D

POSITION DESCRIPTION: SECRETARY

The secretary works collaboratively with the President to support the Board in fulfilling its responsibilities including matters of governance, fiduciary responsibilities and membership engagement.

RESPONSIBILITIES

Document Management: Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Association, 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 Association 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 Association, the Board and Board committees. Attend all meetings of the Association, the Board and Board committees.

Board Conduct: Support the President in maintaining a high standard for Board conduct, specifically related to transparency, accountability and fiduciary responsibilities.

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