

DEANLEA BEACH ASSOCIATION INC.

By-Law #1

Section 1 - General

Section 2 - Directors

Section 3 - Board Meetings

Section 4 - Financial

Section 5 - Officers

Section 6 – Protection of Directors and Others

Section 7 - Conflict of Interest

Section 8 - Members

Section 9 - Members Meetings

Section 10 - Notices

Section 11 - Adoption and Amendment of By-Laws

Section 1 - General

1.01 Definitions

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) "Board" means the board of directors of the Corporation;
- (c) "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- (d) "Chair" means the President of the Board;
- (e) "Corporation" means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- (f) "DBA" means the Deanlea Beach Association Inc., a Corporation incorporated by Letters Patent on July 5, 1974;
- (g) "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;

DEANLEA BEACH ASSOCIATION INC.

- (h) "Member" means a member of the Corporation;
- (i) "Members" means the collective membership of the Corporation; and
- (j) "Officer" means an officer of the Corporation.

1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Severability and Precedence

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. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

1.04 Identity

The DBA is a corporation without share capital that was incorporated under the Corporations Act of Ontario by 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: i) advance and promote the recreational and cultural interests of its members; ii) promote and protect the rights and interests of its members; and iii) act as stewards for the protection and preservation of the natural environment of Deanlea Beach; and iv) assist and advise municipal and government authorities in planning and development of the Deanlea Beach vicinity and surrounding area.

The DBA head office can be set up anywhere in Ontario. The Head Office address is: Deanlea Beach Association, PO Box 1231, Perkinsfield, Ontario, L0L 2J0.

1.05 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, 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. Any person authorized to sign any document may affix the corporate seal, if any, to the

DEANLEA BEACH ASSOCIATION INC.

document. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

Section 2 - Directors

The affairs of DBA shall be governed by a Board of Directors, which shall supervise, control and direct all its activities. The Board of Directors may delegate to the President, any committee or officer 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.

2.01 Nomination and Election

The Members shall elect the Directors.

There shall be a minimum of seven (7) and a maximum of twelve (12) Directors serving in accordance with the term limits set out in Section 2.02.

Nomination

- (a) No fewer than 120 days prior to the DBA's Annual General Meeting, the DBA shall seek in writing to all Members, the names of eligible Members to consider for possible nomination as Directors for the available positions.
- (b) Should a Member wish to stand for election for an available position, nominations shall also be taken from the floor of the annual general meeting.

Election

- (a) No less than 30 days prior to DBA's annual general meeting, the DBA shall provide notice to those Members who are eligible to vote. The notice shall clearly identify, in alphabetical order, the names of candidates for the available positions, and the number of Directors to be elected for the available positions.
- (b) Each Member who is eligible to vote shall have one vote for each of the available Board of Directors positions. Directors will be declared elected on the basis of a plurality of votes cast at the annual general meeting.
- (c) Members shall then, by ordinary resolution at each annual meeting elect the new Directors.

DEANLEA BEACH ASSOCIATION INC.

2.02 Term

- (a) The Board of Directors will take office at the termination of the Annual General Meeting at which they were acclaimed or elected.
- (b) Directors serve a two (2) year term on a staggered basis and may serve no more than three (3) consecutive terms with the only exception being as outlined in Section 5 – Officers. Directors must stand for election when they move from one term to another term.
- (c) Whether elected or appointed, the Immediate Past, President serves a one (1) year term and may serve no more than two (2) consecutive terms.
- (d) Whether elected or appointed, the President has a one (1) year term on the Board of Directors and is not subject to term limits.
- (e) Subject to 2.01 and 2.04, additional Directors appointed by the Board of Directors serve a one (1) year term and may be reappointed annually by the Board. They may serve no more than six (6) consecutive years.
- (f) Directors, having served three consecutive terms on the Board of Directors, are not eligible for re-election for a period of one (1) year following the end of the third term and then may serve only one additional two-year term with the only exception being as outlined in Section 5 – Officers.

2.03 Vacancies

The office of a Director shall be vacated immediately:

- (a) if 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) if the Director dies or becomes bankrupt;
- (c) if the Director is found to be incapable of managing property by a court or under Ontario law; or
- (d) if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members to remove the Director before the expiration of the Director's term of office. □

DEANLEA BEACH ASSOCIATION INC.

2.04 Filling Vacancies/Appointment of Additional Directors

A vacancy on the Board shall be filled as follows:

- (a) a quorum of Directors may fill a vacancy among the Directors;
- (b) if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
- (c) if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority, with the majority representing 50% plus 1 of present and eligible voters, vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
- (d) the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director. □

The Board may appoint additional Directors as follows:

The Board may appoint up to three (3) additional Directors, who shall hold office for a term expiring not later than the close of the next annual general meeting of Members. The total number of Directors so appointed may not exceed one third of the number of Directors elected at the previous annual general meeting of Members.

2.05 Committees

The Board may establish such committees as follows:

- (a) The Board may appoint from their number a managing Director Committee Chair or a committee of Directors and may delegate to the managing Director Chair 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

DEANLEA BEACH ASSOCIATION INC.

of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

2.06 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; provided that:

- (a) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- (b) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is: (i) considered reasonable by the Board; (ii) approved by the Board for payment by resolution passed before such payment is made; and (iii) in compliance with the conflict of interest provisions of the Act.

Section 3 - Board Meetings

3.01 Quorum

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. Directors who declare a conflict of interest shall nonetheless be counted in determining a quorum.

Only Directors in attendance at any meeting of the Board of Directors may vote. In the case of an equality of votes, the President shall cast the deciding vote. Proxies are not accepted at meetings of the Board of Directors.

3.02 Calling of Meetings

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.

In any event, the Board must meet at least three (3) times in each year.

3.03 Regular Meetings

DEANLEA BEACH ASSOCIATION INC.

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.

3.04 Special Meetings

The President, or in their absence the Vice-President, Secretary or Treasurer, shall call a special meeting of the Board of Directors at any time and place specified in a written demand by one-third of the members of the Board of Directors. 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.

3.05 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this by-law to every Director of the Corporation not less than two (2) days before the date that the meeting is to be held. 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. 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 Corporation.

3.06 President

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

3.07 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the President shall not have a second or casting vote and the question shall be considered defeated.

3.08 Participation by Telephone or Other Communications Facilities

If all of the Directors of the Corporation 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

DEANLEA BEACH ASSOCIATION INC.

with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

Section 4 - Financial

4.01 Banking

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

4.02 Financial Year and Financial Statements

The financial year of the Corporation ends on December 31st in each year or on such other date as the Board may from time to time by resolution determine.

The DBA financial statements will be made available to Members through electronic and/or print means.

4.03 Auditors or Accountants

An auditor or a person to conduct a review engagement shall be appointed each year at the Annual General Meeting of the Members of the DBA.

Section 5 - Officers

5.01 Officers

The Board shall appoint from among the Directors a President and may appoint any other person to be Vice President, Treasurer and Secretary at its first meeting following the Annual Meeting of the Corporation. The Office of Treasurer and Secretary may be held by the same person and may be known as the Secretary-Treasurer. The Board may appoint such other Officers and 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.

5.02 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board. An

DEANLEA BEACH ASSOCIATION INC.

officer may, by resolution of the Board of Directors, be removed before the expiration of term.

5.03 Duties

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.

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

- (a) The President of the Board of Directors will call and Chair the meetings of the Board of Directors;
- (b) In the event of the President's absence, disability, or refusal to act, the Vice-President, Secretary or Treasurer will assume the duties of the President. The Vice-President, Secretary or Treasurer will also perform those duties, as may be required by law, or as assigned by the Board of Directors.

5.04 Duties of the Chair

The Chair shall perform the duties described in sections 3.02 and 9.05 and such other duties as may be required by law or as the Board may determine from time to time.

5.05 Duties of the President

The President shall perform the duties in sections 3.02 and 9.05, those described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

5.06 Duties of the Treasurer

The Treasurer 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.

5.07 Duties of the Secretary

The Secretary 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.

5.08 Term of Office

DEANLEA BEACH ASSOCIATION INC.

The officers shall remain in office for one year or until their successors shall be elected or appointed. The Board may extend the term of office for the President and Vice President, Secretary or Treasurer as required.

Officers who have reached their three, two-year term limit as Board members are eligible to serve an additional two-year term on the Board and must be duly elected at the Annual General Meeting.

Section 6 - Protection of Directors and Others

6.01 Protection of Directors and Officers

No Director, Officer or Committee Member of the Corporation is to be held liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for 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:

- (a) complied with the Act and the Corporation's articles and By-laws; and
- (b) exercised their powers and discharged their duties in accordance with the Act.

6.02 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

DEANLEA BEACH ASSOCIATION INC.

liability relates to their failure to act honestly and in good faith with a view to the best interests of the body corporate.

Section 7 - Conflict of Interest

7.01 Conflict of Interest

A Director or Officer of a Corporation who,

(a) is a party to a material contract or transaction or proposed material contract or transaction with the corporation; 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 Corporation,

shall disclose to the corporation or request to have entered in the minutes of meetings of the directors the nature and extent of his or her interest.

7.02 Director not to attend meeting and not to vote

(5) A director referred to in subsection (1) shall not attend any part of a meeting of the directors during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction unless the contract or transaction is,

(a) one relating primarily to his or her remuneration as a director of the corporation or an affiliate

Section 8 - Members

8.01 Members

The Board of Directors may establish rules and procedures for application for membership in the DBA subject to the following:

(a) The DBA shall have one class of Member; each Member shall be entitled to one vote at a meeting of Members;

(b) Membership in the DBA is open to each assessed property in Tiny

DEANLEA BEACH ASSOCIATION INC.

Township Registered Plans #793, #1481, and #M76;

- (c) Members are admitted to the DBA for a one-year period upon payment of the current annual fee;
- (d) Member actions, including voting, are exercised by a Member representative, normally (one of) the owner(s) listed on the property deed or his/her designated agent;
- (e) As membership is attached to the property, even though there may be multiple owners listed on the deed, only one vote per member may be cast at any meeting of Members;
- (f) Member representatives are entitled to:
 - i. participate in DBA affairs
 - ii. hold office (no more than one representative of a Member may hold a elected position at the same time;)
 - iii. Vote - subject to the conditions in section 8.01 (e) above)
- (g) Membership cannot be transferred without prior approval of the Board and is terminated by non-renewal, resignation or sale of the property. Any change in fee requires one month's notice of motion and a 2/3 majority of the votes cast at a general meeting;
- (h) A Member wishing to withdraw from membership in the DBA may do so upon notice in writing to the DBA President. Membership fees will not be refunded in whole or in part, nor carried forward; and
- (i) Upon any termination of membership (by expulsion, resignation or otherwise), the rights of the Member including any rights in the property of the Corporation, automatically cease to exist.

8.02 Dues and Assessments

The annual dues payable by DBA Members shall be those fixed from time to time by resolution of the Board of Directors.

8.03 Disciplinary Act or Termination of Membership for Cause

- (a) Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws.

DEANLEA BEACH ASSOCIATION INC.

(b) The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or 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 disciplinary action or termination of membership.

Section 9 - Members' Meetings

9.01 Annual Meeting

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than 21 days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

- a receipt of the agenda;
- b receipt of the minutes of the previous annual and subsequent special meetings;
- c consideration of the financial statements;
- d report of the auditor or person who has been appointed to conduct a review engagement;
- e reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- f election of Directors; and
- g such other or special business as may be set out in the notice of meeting.

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.

DEANLEA BEACH ASSOCIATION INC.

9.02 Special Meetings

The Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Corporation 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 requisition.

The business to be transacted at the special general meeting shall be stated in the notice thereof, and no other business may be considered at those meetings.

9.03 Notice and Service

(a) Notice

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 Section 10.01 (b) the Act to each Member and to the auditor or person appointed to conduct a review engagement. 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. Notice of each meeting must remind the Member of the right to vote by proxy. Written proxies should be delivered to the Secretary before the opening of the Meeting and a voting card must be delivered to the proxy holder.

(b) Service of All Notices

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 meet the requirements specified in Section 10. be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation 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 the notice may be waived or abridged at any time

DEANLEA BEACH ASSOCIATION INC.

with the consent in writing of the person entitled thereto.

9.04 Quorum

A quorum for the transaction of business at a Members' meeting is a majority of the Members entitled to vote at the meeting, whether present in person or by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

9.05 Chair of the Meeting

The President shall be the chair of the Members' meeting; 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.

9.06 Voting of Members

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

- (a) subject to restrictions specified in Section 8.01, each Member shall be entitled to one vote at any meeting;
- (b) votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
- (c) an abstention shall not be considered a vote cast;
- (d) before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- (e) if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- (f) 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

DEANLEA BEACH ASSOCIATION INC.

against the motion.□

9.07 Adjournments

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. 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.

9.08 Persons Entitled to be Present and Participation

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. 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.

Participation at meetings of Members may not be by telephonic, electronic or other communication facility.

Section 10 - Notices

10.01 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 telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation 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 the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

10.02 Computation of Time

Where a given number of days' notice or notice extending over any period

DEANLEA BEACH ASSOCIATION INC.

is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

10.03 Error or Omission in Giving Notice

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.

Section 11 - Adoption and Amendment of By-laws

11.01 Amendments to By-laws

The Members may from time to time amend this by-law by a majority of the votes cast at an Annual General or Special Meeting. The Board may from time to time in accordance with the Act pass or amend this by-law other than a provision respecting the transfer of a membership or to change the method of voting by members not in attendance at a meeting of members.

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

[Insert President Name]

[Insert Secretary Name]

DEANLEA BEACH ASSOCIATION INC.

Schedule A

Position Description of the President

Role Statement

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. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

Direction

Serve as the Board's central point of communication; provide guidance regarding the Board's expectations and concerns. In collaboration with the Executive, develop standards for Board decision making, reporting, strategies, planning and performance information 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.

Serve as the Board's primary contact.

Reporting

Report regularly to the Board on issues relevant to its governance responsibilities.

DEANLEA BEACH ASSOCIATION INC.

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 that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

Succession Planning

Ensure succession planning occurs for senior management, if any, and Board.

Committee Membership

Serve as member on all Board committees.

DRAFT DBA BYLAWS MARCH 2017

DEANLEA BEACH ASSOCIATION INC.

Schedule B

Position Description of the Treasurer

Role Statement

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 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 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 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 Corporation. The 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.

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 Corporation 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.

Schedule C

Position Description of the Secretary

Role Statement

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

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 transparency, accountability and fiduciary 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 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.