

May, 2008

DRAFT -- LWRA BY-LAW

Limerick Waterways Ratepayers Association

The Limerick Waterways Ratepayers Association (LWRA) is an association of cottagers on Limerick, St. Ola, and other adjacent lakes and waterways. The organization was started in 1971 and incorporated in 1976. Its objectives are:

1. To protect the environment, water quality, and general quality of cottage life for our members;
2. To work with Limerick Township, Hastings County, and the Province of Ontario in the interests of our members;
3. To promote the mutual assistance of our members and to enhance social relationships among our members and others;
4. To promote and protect the interests of cottagers on Limerick, St. Ola and Mephisto Lakes and the connecting waterways;

NAME

The Association shall be called "Limerick Waterways Ratepayers Association" (LWRA).

HEAD OFFICE

The head office of the corporation shall be at such place as the directors may from time to time determine.

MEMBERSHIP

A. Membership is available to those who own property within the designated area, family members, and associates appointed by the property owners.

B. Membership carries with it the right to two (2) voting representatives at any meeting of the association. These persons should be referred to as "Voting Members."

C. Voting Members can be represented by any of the following, totalling two people:

(i) registered property owner in the jurisdiction, and/or family member(s) and/or an associate(s) appointed by the property owner and/or

(ii) designate of the registered property owner, family member(s) or associate appointed by the property owner. The designate(s) shall be identified in writing on the membership application. A designate shall be a regular user of the property owned by the registered property owner.

D. Application for membership shall be made by filling in the application form accompanied by the current year's dues.

E. The membership year runs on a calendar year from Jan. 1 to Dec. 31st.

F. Membership fees are payable to LWRA and should be sent to the address indicated.

G. A member deemed in default shall automatically lose his/her membership until such time as dues have been paid in full.

DUES

The directors shall set the annual membership fee by resolution. The directors have the right to set and change the amount.

FINANCIAL YEAR

- A. The year shall commence on January 1.
- B. The year-end financial position and results of operations for the period then ended should be reviewed and approved by the Board of Directors annually and presented to the membership at the Annual General Meeting (AGM).

GENERAL MEETINGS

- A. An Annual General Meeting shall be held on a date to be fixed by the Directors within the month of June or July in each year for the purpose of reporting to the membership and of electing Directors for the ensuing term, and for the transaction of any other business.
- B. All Directors shall be nominated and elected at an Annual Meeting. The term of office is three years. One third of the total number of directors will be elected each year according to a three-year rotation administered by the President.
- C. Fourteen days written notice prior to the Annual General Meeting shall be sent either by regular mail, facsimile transmission, or electronic mail transmission to each member of any Annual or special general meeting of members.
- D. Twelve (12) voting members shall constitute a quorum for the holding of the Annual General Meeting.
- E. Each voting member shall have one vote at the Annual General Meeting or any other general or special meeting, provided that, if it is a new membership, the membership has been in good standing for 30 days prior to the Annual General Meeting, or if it is an existing membership, that the membership is in good standing prior to the vote. Motions shall be determined by a simple majority of votes on a show of hands or by secret ballot when required.

F. In electing Directors, where more than the required number of Directors are nominated and stand for election, the election shall be by secret ballot.

G. (a) Five members of the Association whose memberships are in good standing may ask the directors to call a general meeting of the members for any purpose connected with the affairs of the Association that is not inconsistent with The Corporations Act.

(b) The request for the meeting must state the general nature of the business to be presented at the meeting, shall be signed by the members requesting the meeting, and shall be sent to the members of the executive.

(c) Upon receipt of the request, the directors shall call forthwith the meeting of the members for the transaction of the business stated in the request.

(d) If within 35 days from the date of the deposit of the request, the directors do not call and hold the meeting, any of the requesting members may call such meeting, which shall be held within 60 days from the date of the deposit of the request.

DIRECTORS AND OFFICERS

A. The Board of Directors shall consist of 15 Directors.

B. There may be no more than two directors per property.

C. The Officers shall consist of a President, Past President, First Vice-President, , Membership Director, Secretary and Treasurer. Officers will be elected at the next Board of Directors meeting following the Annual General Meeting.

D. Between Annual General Meetings, the Board of Directors is responsible to the membership for the management and conduct of the affairs, funds, and property of the Association. They will

- elect officers and chairpersons of committees
- constitute new committees

- authorize necessary expenditures and make contracts
- authorize the borrowing of money and banking
- appoint signing officers, employees and/or agents

E. 51% of the Directors shall constitute a quorum for the transaction of business of the Directors provided a reasonable effort has been made to have a meeting of all the Directors. Motions in meetings of the Directors shall be decided by simple majority of the votes cast. In the event of a tie, the President's vote can be used to break the tie. Any director may participate in a meeting of the board of directors by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other.

F. The Directors shall make every effort to meet 3 times per year (typically the long weekends in May, July, and August.)

G. A quorum of the Directors may replace Directors' positions which have been vacated for the balance of a term on an interim basis, to be approved at the next Annual General Meeting.

I. Any 5 directors may request a meeting of the Board of Directors.

REMUNERATION

Directors shall serve without remuneration, salary, or profit from the position of director. Directors may be reimbursed for reasonable expenses incurred in the performance of their duties.

INDEMNIFICATION

All Directors and officers of the Association and their heirs, executors, administrators, and their estates and effects respectively, shall at all times be

indemnified and saved harmless out of the funds of the Association from and against

a) all costs, charges and expenses which the Director or Officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for, or in respect of, any act, deed, matter or things whatsoever made, done or permitted by him or her or about the execution of the duties of his or her office,

and

b) all other costs, charges, and expenses which the Director or Officer sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

The Association may also indemnify any Director in such other circumstances as the Law may permit or require. Nothing in this By-Law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-Law to the extent permitted by Law.

FUNDS

A. The funds of the Association shall be in the keeping of the Treasurer who shall deposit these in a chartered Canadian Bank or Trust Company and shall make payments for the Association by cheque on the said bank account(s), with the exception of petty cash payments for which the Treasurer will account by voucher.

COMMITTEES

The Directors may appoint Standing Committees and Special Committees as required – e.g. Picnic and Barbeque; Septic, Boat Safety etc.

AMENDMENTS

Amendments to this By-Law are to be approved at the Annual General Meeting, or at any general meeting properly called, and members must be notified at least two (2) weeks before the meeting. Any amendment to the By-Law must be passed by a two-thirds majority of members present at the general membership meeting.