

# Lake Clear Property Owners Association Inc.

## CONSTITUTION

### ARTICLE 1

#### **Name**

1. The name of this association shall be the **Lake Clear Property Owners Association Inc.**, hereafter referred to as the **Association** and commonly known as "**LCPOA.**"

### ARTICLE 2

#### **Objectives**

- 2.1 Pursue and attain optimal environmental and ecological conditions for Lake Clear and its environs, in conjunction with public authorities and residents of the Lake;
- 2.2 Represent members of the Association on matters of concern relating to problems or circumstances affecting their Lake Clear properties;
- 2.3 Pursue any other Lake Clear issue or action resulting from a majority vote of those attending an Annual General Meeting (AGM) or any general membership meeting; and,
- 2.4 Function without the purpose of financial gain for members; any profits or other accretions to the Association shall be used to promote its purposes and objectives.

### ARTICLE 3

#### **Office**

3. The head office of the corporation shall be the address of the current President.

### ARTICLE 4

#### **The Board**

4. The affairs of the Association are to be managed by a Board consisting of:
  - 4.1 (a) Officers: President, Vice President, Secretary, and Treasurer
  - (b) Past President
  - (c) Directors of Standing Committees: Environment Director, Membership Director, and Public Relations and Sponsorship Director.
- 4.2 All Board members must be members in-good-standing with the Association.
- 4.3 A Board member may hold more than one (1) office, but is restricted to one (1) vote in regard to Board affairs.
- 4.4 Board members shall neither receive any profit for acting as such, nor directly nor indirectly receive any profit from holding their positions.

- 4.5 Liaison persons from outside organizations (e.g. Lake Clear Conservancy) may be invited to attend Board meetings at the discretion of the Board. Such persons must:
- (a) Be a member in good standing with the LCPOA, and
  - (b) There must exist a reciprocal agreement stating a member of LCPOA will have similar standing with this outside organization.
- 4.6 The President has the authority to invite participation of persons at Board meetings, if at their discretion said person can make a contribution to the activities of the Board. These additional people WILL NOT have voting rights at Board meetings.

## ARTICLE 5

### **Election of Board Members**

5. Each Board Member, except the Past President, shall be elected at the AGM of the Association.
- 5.1 A Board Member shall hold office commencing one (1) week following the AGM for a period of one year.
- 5.2 All past Board Members shall retire one (1) week following the AGM.
- 5.3 Current Board Members shall be eligible for re-election so long as they remain qualified.
- 5.4 If for any reason a Board Member can no longer perform their duties, the Board may appoint "an acting" Board member to fulfill this function for the remainder of the term. This interim member position will terminate as in 5, 5.1 and 5.2.
- 5.5 If for any reason a Board position cannot be filled at the AGM, the Board may invite a member to serve in an acting role.

## ARTICLE 6

### **Responsibilities of Board Members**

6. All Board members shall share the general responsibilities of operating the Association.
- 6.1 The President or their delegate shall preside at all meetings, supervise all activities, represent the members at Bonnechere Valley Township, Federation of Ontario Cottagers' Associations (FOCA), and any other organizations as may require input, and assume primary responsibility for all actions and commitments of the Association.
- 6.1.1 The President shall be an ex officio member of all committees.
- 6.2 The Past President shall remain in the role only until a new President is elected. They shall support the President in their role and provide continuity to the association by providing historical context for issues. The Past President shall chair the Nominating Committee.
- 6.3 The Vice President shall preside at all or any activity in the absence of the President. They shall perform such duties as may be assigned.
- 6.4 The Secretary shall keep minutes of all meetings of the Board and the Association. These shall be available for approval within thirty (30) days of the meeting. Such minutes shall be approved at the next scheduled meeting of the respective membership (Board or AGM). The Secretary shall handle the general correspondence of the Association, and issue a notification of meetings, if requested by the President.

- 6.5 The Treasurer shall manage monies, prepare all invoices and disbursements, record all financial activities of the Association, prepare a yearly financial statement for the AGM, and submit required annual documentation pertaining to the LCPOA incorporated (Inc.) as required by legislation (e.g. income tax)
- 6.6 Directors of Standing Committees:
- 6.6.1 The Environment Director shall monitor the water quality, report results, liaise specifically with the relevant federal and provincial ministries and other appropriate authorities, and oversee the setting out and removal of buoys. They may recommend a course of action for the maintenance of water quality as appropriate.
- 6.6.2 The Membership Director shall maintain an accurate list of members, including: The Lake Clear 911 address, residential postal addresses, e-mail addresses, and phone numbers. They shall encourage participation in the Association, and distribute membership renewal kits. They will coordinate communications with Shore Representatives.
- 6.6.3 The Public Relations and Sponsorship Director shall be responsible for oversight of the maintenance of the association's web site, communication to members, sponsorship and outreach.
- 6.6.4 A Nominating Committee shall be established yearly in advance of the AGM by the Board. The Past President shall chair this committee. It is desirable that at least one individual be nominated for each Board position.
- 6.6.5 A number of geographic groups of properties will be recognized around the Lake. It is desirable that each geographical group be represented by a Shore Representative. The list of shore representatives shall be presented at each AGM. Shore Representatives shall encourage participation in the LCPOA by their neighbours. They will collect annual dues and act as liaison between individual LCPOA members and the Board.
- 6.6.6 Ad hoc committees may be established on an as needed basis at the discretion of the Board. Should there be a need for a new standing committee, members at the next AGM will ratify this.
- 6.7 The Association shall purchase appropriate liability insurance.

## ARTICLE 7

### **Signing Authority**

- 7.1 The Treasurer, the President, and one (1) other Officer shall hold signing authority for the Association.
- 7.2 Two (2) signatures will be required for all financial transactions. These two officers shall not be from the same family or sharing the same property.

## ARTICLE 8

### **Meetings of the Board**

8. The Board shall meet as needed throughout the year. It is considered desirable that a broadly regular schedule be maintained, as a general principle.
- 8.1 No formal notice of meetings shall be necessary if all Board members are in agreement, or if those unable to be present have given their consent to the meeting being held in their absence.
- 8.2 The Board may hold its meetings at such place as it may determine.

- 8.3 The President shall call Board meetings.
- 8.4 At least 50% of members of the Board shall be considered a quorum for the transaction of formal business. No proxy Board members are permitted.
- 8.5 Board meetings may also be formally called by the Secretary on written direction of any two (2) members of the Board. Notice of such meetings and the reason for the meeting shall be forwarded to each Board member not less than seven (7) days prior to the meeting.
- 8.6 Voting within the Board shall be by majority of all in attendance at the start of the meeting. The President will only cast a vote in the case of a tie vote.
- 8.7 In urgent or unusual situations, meetings and decisions initiated by the President, or in their absence, by the Vice President, may be conducted electronically.

## ARTICLE 9

### **General Membership and Voting**

9. Membership in the Association shall be limited to owners of deeded property on the shore of Lake Clear. Owners of deeded properties in close proximity of Lake Clear who were members prior to 2019 may also purchase memberships in following years and membership may be transferred if the deeded property is sold.
- 9.1 Owners of deeded property, for which current Association dues have been paid in full, shall be considered a member in good standing. Such a member will be entitled to one (1) vote at any general meeting of the Association.
- 9.2 One (1) membership per deeded property will be allowed.
- 9.3 If a property is owned by two or more persons, only one is entitled to vote. Any conflict among owners of a single property demonstrated at the meeting will render the vote for the property null.
- 9.4 A member in good standing may exercise their vote by written proxy with another member in good standing. Proxy voting is limited to issues that are included in the agenda and have been posted in advance. The written proxy form will be posted on the LCPOA web site ([www.lakeclear.org](http://www.lakeclear.org)) and this fully completed form will be the only acceptable form of proxy. The proxy form must state specifically which motion is to be voted on. It must be presented at the AGM.
- 9.5 The membership may consider and transact any business at any general meeting of the association providing that motions put forward by other than the Board be presented in a Notice of Motion to the Board, in writing and received by the Board at least 60 days before the scheduled meeting.

## ARTICLE 10

### **Meetings of the General Membership**

10. There must be one (1) Annual General Meeting (AGM) of the Association each year. Other general and emergency meetings may be called throughout the year.
- 10.1 All meetings shall be held in the proximity of Lake Clear.
- 10.2 A quorum is the majority of those members in good standing who are in attendance (physically and by proxy) at the meeting.
- 10.3 Decisions shall be made by majority vote of all members in attendance. The President will only vote in the case of a tie vote.
- 10.4 The membership may consider and transact any business at any general meeting of the association providing the substantive motions be put forward to the Board at least sixty (60) days before the scheduled meeting.
- 10.5 The AGM shall be on the Saturday, one week prior to the August Civic Holiday

- weekend unless otherwise scheduled by the Board.
- 10.6 The notice-of-meeting and agenda for the AGM shall be distributed to all members in writing or electronically, at least two (2) weeks prior to the meeting.
  - 10.7 It is the responsibility of each member of the Association to ensure the Membership Director has their correct address, e-mail address, and telephone number as appropriate.
  - 10.8 At every AGM, the written reports of Board members will be provided in advance.
  - 10.9 As per article 5, Board members for the following year shall be elected; dues and charges for the following year established, and any other appropriate business conducted.
  - 10.10 All substantive motions are to be published with the notice-of-meeting.
  - 10.11 Other General (non AGM) meetings of the membership may be called by the President or by the Secretary on the direction of the Board at any time between May 1<sup>st</sup> and October 31<sup>st</sup>.
    - 10.11.1 The announcement and agenda for a general meeting shall be distributed electronically to all members, at least two (2) weeks prior to the meeting.
    - 10.11.2 A quorum shall be that of owners of deeded property represented.
    - 10.11.3 A general meeting of the membership must be called by the Secretary if given direction, in writing, by owners of deeded property, who are members in good standing, totaling 10% of the membership.
    - 10.11.4 A member in good standing may exercise their vote by written proxy with another member in good standing as per 9.4.
  - 10.12 An Emergency General Meeting may be called at any time by the President, or in their absence the Vice President, or in their absence the Treasurer, to deal with an urgent problem requiring membership input.
    - 10.12.1 An Emergency General Meeting (EGM) will have a single item agenda.
    - 10.12.2 The announcement of the meeting and the agenda item shall be distributed electronically to all members, at least two days prior to the meeting.
    - 10.12.3 Quorum for an EGM shall be that of the majority of those members in good standing who are in attendance at the meeting (in person or by proxy).
    - 10.12.4 Decisions taken at an EGM shall be ratified at the next AGM.
    - 10.12.5 A member in good standing may exercise their vote by written proxy with another member in good standing as per 9.4.

## ARTICLE 11

### **Financial Year**

11. The fiscal year of the Association shall terminate on the last day of the calendar year.

## ARTICLE 12

### **Amendments to the Constitution**

12. The Constitution will be reviewed by the Board at a minimum of every five (5) years, or as required by provincial legislation. It may be updated if deemed appropriate or necessary to reflect circumstances.
  - 12.1 This constitution may only be amended at an AGM of the Association by an affirmative vote of the two-thirds of the members in attendance and proxies as in 9.4.

- 12.2 A proposed amendment initiated by the Board must be presented in full with the notice-of-meeting, and approved as presented, in order to be ratified as of that meeting.
- 12.3 A proposed amendment by a non-Board member must be presented to the Board at least sixty (60) days before an AGM and presented to the membership in full with the official notice-of-meeting. If approved as presented, it is ratified at that meeting.
- 12.4 A proposed amendment arising at another time cannot be approved at that meeting. It must be presented to the membership at the next scheduled AGM.

### ARTICLE 13

#### **Termination of the Association**

13. If the Board presents a motion and the Association decides by a two-third vote of the members present and represented that it should no longer function as defined by the then current constitution, the Association will cease. Any and all remaining funds, after the Association has settled any of its obligations, will be gifted to one or more local non-government, not-for-profit organizations, as determined by the existing Board.