

BY-LAW #1, being a by-law to adopt a constitution for

Harris Lake and South Magnetawan Cottager's Association Inc.

Whereas it is deemed advisable to adopt a constitution setting forth the aims and projects for the Corporation, qualifications for and categories of membership and other matters relating generally to the transaction of the affairs of Harris Lake and South Magnetawan Cottager's Association Inc.; BE IT ENACTED as a by-law of Harris Lake and South Magnetawan Cottager's Association Inc. as follows:

Article 1

Objectives: The aims and objectives of the Corporation shall be:

- To promote the environmental, land use, political, safety, protection and social interests of the seasonal and permanent residents and land owners on Harris Lake and the South Magnetawan River and vicinity in the townships of Wallbridge, Harrison and Brown (hereafter called the Harris Lake & South Mag Area)
- To promote preservation of the wilderness experience and environment for the enjoyment of all residents of the Harris Lake & South Mag Area.
- To promote the interests of, and advance plans for, the advantage of seasonal and permanent residents and land owners on the said Harris Lake & South Mag Area.
- To promote cultural, educational, social and other activities for the benefit of all residents and land owners on the Harris take & South Mag Area.
- To study and report on Municipal, Provincial and Federal Government plans and private plans affecting the residents or uses of land on the Harris Lake & South Nag Area, and to~ make representations to the various levels of Government with respect to all such matters.

Article II

Membership:

1. There shall be three classes of membership: Voting Members, Associate Members and Special Members.
2. Voting Membership shall be open to all land owners on Harris Lake Area and carries with it all rights, privileges and responsibilities of being an active member of the Corporation including full voting rights. An individual land owner may acquire a Voting Membership for every distinct and unique parcel of land that they own outright. In no case may the number of Voting Memberships that a land owner acquires exceed the number of properties that he/she owns outright. In the case of joint ownership of a single parcel of land, only one Voting Membership can be acquired which has to be shared by the joint owners of the land and one of the owners must be designated as the person to exercise the rights of this membership. (The intention is that each individual parcel of land will have associated with it one right to acquire a Voting Membership). A Land Owner will be entitled to cast as many votes as he/she has Voting Memberships.
3. Associate Membership shall be open to any person, firm or corporation interested in the problems and welfare of the residents of Harris Lake area including tenants of property located on Harris Lake & South Mag Area. Associate Members will receive the newsletters and publications of the Corporation and will be invited to attend the meetings of the Corporation, however they will not have any other rights or privileges other than those already mentioned. (Note: this class of membership is intended primarily for families who own one cottage jointly but wish to receive the Associations newsletter at multiple addresses).
4. Special Membership may be granted to any person, firm or corporation interested in the problems and welfare of the residents of Harris Lake Area. Any application for Special Membership shall be approved by majority vote of the Board of Directors of the Corporation and ratified by active members of the Corporation. Special Membership conveys the same rights and privileges as Voting Membership. (The intent of the Special Membership category is to allow those parties that lease blocks of land in Harris Lake & South Mag Area to become members of the association. For example: Harris Lake Marina and various Hunt Clubs).
5. Active members are those members who are Voting or Special Members and whose annual dues are paid up. An Active Member can elect to designate a representative from his/her immediate family (ie. a Spouse or Child) to act upon their behalf in exercising Voting privileges or holding office in the Corporation.

Article III

Board of Directors:

1. The number of directors shall be five (5), whose term of office shall be for one (1) year. At the first meeting of the Corporation there shall be elected five directors of the Corporation who shall be elected to the following offices: President, Vice-President, Secretary, Treasurer and Environmental Officer.
2. Any active member of the Corporation, whose annual dues are paid up for the year preceding the annual election, or their designated representative, shall be eligible for election. Any director whose term of office is expiring shall be eligible for re-election.
3. Any vacancy on the Board of Directors created by the resignation or death of any director, or any other causes, shall be filled upon the passing of a Resolution by the remaining Board of Directors appointing an active member or a designated representative to serve the balance of the term of the retired director.

Article IV

Annual Dues and Special Assessment:

1. The annual fee for membership shall be such amount as may be determined from time to time by Resolution of the Board of Directors and approved at a general meeting of the Corporation. Until varied by the Board of Directors, the annual fee for all categories of membership shall be Ten (\$10.00) Canadian Dollars per membership.
2. The Board of Directors may from time to time establish a fee to be paid for participation in any activity sponsored by the Corporation, such fees to be approved at a general meeting of the Corporation.
3. The Board of Directors may from time to time pass a by-law providing for a special assessment to raise funds for a special purpose of the Corporation but such by-law shall not be effective nor shall such become due and payable until such by-law is approved at a general meeting of the Corporation.

~~4. Any member in default of payment of his/her annual dues or special assessment for more than six (6) months shall be notified of such default by the Board of Directors and shall be suspended from the membership of the Corporation if such default is not remedied within two (2) months of receipt of such notice.~~

(Paragraph 4 replaced per July 1994 amendment as follows:)

4. Annual dues for the fiscal year commencing July 1st will be payable when notice is received in the Spring newsletter of the Association. Only active members whose annual dues are paid up will be allowed to vote at the annual meeting or special meeting(s) held in the year for which the paid-up dues apply.

Article V

Privileges of Membership:

1. All members, together with all members of their immediate family, (including spouses, sons, daughters, parents and grandparents), shall be entitled to participate in all activities of the Corporation except for voting on any Resolution, by-law or election of officers of the Corporation. Only Voting and Special Members are entitled to vote on any Resolution, by-law or election of the officers of the Corporation. Active members with voting rights may cast as many votes as they hold voting memberships.

Article VI

Meetings:

1. Notice of any annual meeting, or general meeting, of the Corporation shall be given by ordinary mail addressed to the last known address of all members at least fifteen (15) days before the day set for such meeting. (The annual general meeting is usually held on the Sunday of the August long weekend at Harris take.)
- 2, Notice of Board of Directors meetings shall be given in writing addressed to the director at his last known address at least fourteen (14) days before the date of the holding of such meeting, provided that if notice is given to any director by direct communication by telephone, personally or by wire, the requirement of notice in writing shall be waived. Such notice by direct communication may be given forty-eight hours in advance of any meeting of the Board of Directors. Notice in writing shall be deemed to have been given on the third day following the day on which it is mailed by prepaid ordinary mail.

Article VII

Officers of the Corporation:

- ~~1. There shall be a President, a Vice President, a Secretary, a Treasurer and an Environmental Officer and other officers as the Board of Directors may determine from time to time. The officers shall be elected by the active members by majority vote. The Board of Directors shall be made up of the five officers: President, Vice President, Secretary, Treasurer and Environmental Officer.~~

(Replaced by #2 Below)

2. There shall be a President, a Vice-President, a Secretary, a Treasurer, 2 Environmental Officers, and a Information Officer and other officers as the Board of Directors may determine from time to time. The officers shall be elected by the active members by majority vote. The Board of Directors shall be made up of the five officers: President, Vice- President, Secretary, Treasurer and Environmental Officer.

Article VIII

Duties of the President and Vice-President:

1. The President shall, when present, preside at all meetings of the members of the Corporation and the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President, with the Secretary or other officer appointed by the Board for the purpose, shall sign all by-laws. During the absence or inability of the President, his/her duties and powers may be exercised by the Vice-President, and if a Vice President or such other director as the Board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto. The President and Vice-President shall also perform such other duties as may from time to time be determined by the Board of Directors.

Article IX

Duties of the Secretary:

1. The Secretary shall attend all meeting of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. He/she shall give all notices required to be given to members and to directors. He/she shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he/she shall deliver up only when authorized by a Resolution of the Board of Directors to do so and to such person or persons as may be named in the Resolution, and he/she shall perform other such duties as *may* from time to time be determined by the Board of Directors.

(The following was added per July 1994 amendment:)

2. The fiscal and financial year of the Association will be from July 1st to June 30th of each year.

Article X

Duties of the Treasurer:

1. The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. He/she shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefor and shall render to the Board of Directors at the regular meetings thereof or whenever required of him/her, an account of all his/her transactions as Treasurer, and of the financial position of the Corporation. He/she shall also perform other such duties as may from time to time be determined by the Board of Directors.

Article XI

Duties of the Environmental Officer:

1. The Environmental officer shall monitor the environmental characteristics of the Harris Lake & South Mag Area and make such representations and communication with Government Environmental Agencies as shall be determined to be necessary by the Board of Directors. He/she shall also perform other such duties as may from time to time be determined by the Board of Directors.

Article XII

Duties of other Officers:

1. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.
2. The tenure of all officers of the Corporation shall in no case exceed the tenure of the Board of Directors of the Corporation.

Article XIII

Seal of the Corporation:

1. The seal of the Corporation, an impression whereof is stamped in the margin hereof, shall be the Seal of the Corporation.

Article XIV

Execution of Documents:

1. Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed, after being approved by the Board of Directors, by either the President or Vice President and the Secretary, and the Secretary shall affix the seal of the Corporation to such instruments as require same.
2. Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President and Secretary or by any person authorized by the Board of Directors.

Article XV

Books and Records:

1. The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept. Such books and records will be subject to external audit as required by law.

Article XVI

Amendments to this By-Law:

1. No amendment to this by-law shall be valid unless passed by the members of the Board of Directors at a meeting to be called for the purpose of considering such by-law, and until ratified at a general meeting of the Corporation.

Article XVII

Quorums:

1. A quorum of the meeting of the Corporation shall require the attendance of not less than twenty (20) paid up active members of the Corporation. A quorum of the Board of Directors shall consist of not less than three (3) directors.

Article XVIII

Voting:

1. Only Voting and Special Members or their designated representatives shall be allowed to vote. Each such member may cast as many votes as they hold active memberships.
2. All votes at meetings of the Board of Directors and at any general meeting of the Corporation shall be by a show of hands unless a secret ballot shall be demanded by at least three (3) members present at such meeting.