

Balsam Lake Association Inc.

By-Law: 2016-1

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Balsam Lake Association Inc.

By-Law: 2016-1

Enacted as a By-Law of the Balsam Lake Association Inc. at the Annual General Meeting on June 4th, 2016, this By-Law provides rules and procedures to be followed by the Association in its day-to-day governance. It consolidates and supersedes all relevant aspects of previous By-Laws, other governing documents and related Board decisions. Subsequent changes are detailed in the Record of Amendments.

Original signed by,

Douglas Erlandson, President

Original signed by,

Robert Nixon, Vice-President

Original signed by,

Ross Bird, Secretary

Original signed by,

Gerry McKeown, Treasurer

The signed copy of this By-Law is held by the Balsam Lake Association Secretary.

Record of Amendments

Version	Date	Comments	Approved
1	June 4 th , 2016	Initial publication.	<i>Original signed by,</i> D. Erlandson, President R. Nixon, Vice-President R. Bird, Secretary G McKeown, Treasurer
2	October 2 nd , 2016	Removed the term “Supporters” and replaced it with “Associate Members.” <u>Affected Sections and Articles:</u> Article 2.01 – Definitions; Section 5 – Non-Voting Members; Article 10.01 – Funding; Section 11- Information Sessions.	<i>Original signed by,</i> D. Erlandson, President R. Nixon, Vice-President R. Bird, Secretary G McKeown, Treasurer
3	July 16 th , 2017	Incorporated changes as a result of a legal review. <u>Affected Sections and Articles</u> Article 2.01 – Definitions. Amended the definition of “Act” and removed definitions of Associate Member and Member. Deleted Section 4 – Members and Section 5 – Associate Members. Replaced them with a new Section 3 entitled Membership. Changed the old Section 3 – Directors to Section 4 and renumbered the Articles accordingly.	<i>Original signed by,</i> R. Nixon, President Vacant, Vice President J. Andrew, Secretary D. Donais, Treasurer

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		Section 9 – Meetings. Slight wording changes to accommodate the above changes regarding membership.	
3	July 16 th , 2017	<p>Increased the number of Geographical Areas from 13 to 14 with the designation of Balsam Lake Islands as a separate and distinct Geographical Area.</p> <p><u>Affected Sections and Articles:</u> Article 3.02 and Article 4.01 – number of areas; Schedule A Table – designation of area 14; Schedule A Map – identification of area 14.</p>	<p><i>Original signed by,</i></p> <p>R. Nixon, President Vacant, Vice President J. Andrew, Secretary D. Donais, Treasurer</p>

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Section 1 – Introduction

1.01 – Introduction

The Balsam Lake Association Inc. (the Association) was formed in 1970 by a group of individuals who wanted to protect the natural environment and rural recreational aspects of the area. The Association was chartered as a corporation without share capital on July 26, 1976.

1.02 – Purpose of the Association

As detailed in the Association’s Letters Patent, the purpose of the Balsam Lake Association is:

1. To advance the cultural and social interests of those members of the Corporation who are summer or permanent residents of Balsam Lake and vicinity in the Townships of Fenelon, Bexley and Somerville;
2. To promote and maintain such projects of a cultural, horticultural, environmental, forestation, park, historical, patriotic, recreational or educational nature or of such other nature as may be desirable or advisable by the members of the Corporation;
3. To promote aquatic and other social and physical activities among the members of the Corporation;
4. To do such other things as may be considered in the best interest of Balsam Lake and vicinity in the Townships of Fenelon, Bexley and Somerville; and
5. To accept donations, gifts, legacies and bequests;

PROVIDED, however, that the Corporation shall not maintain a clubhouse or similar premises.

Over the years the Balsam Lake Association has evolved into an umbrella organization representing water-front and area property owners and garnering its support, both financial and human capital, from organized Cottage or Road Associations, Ad Hoc Groups and individuals. The Association provides a lake-wide point of contact for outside agencies and a focal point for the exchange of information and coordination of matters that are of interest to the entire lake.

1.03 – Aim and Role of the Association

Fundamentally, the aim and role of the Balsam Lake Association is to maintain and improve the quality of the lake and enjoyment of lakefront and near-shore property owners. Key to this is monitoring activities that may impact Balsam Lake and the adjacent areas that contribute to the health and enjoyment of the lake. The goal is to ensure that Balsam Lake can continue to be a natural, scenic and healthy, pollution-free environment. When appropriate, the Association will

engage with government and other agencies to advocate on behalf of lake-front and near-shore property owners. The Association strives to maintain open lines of communication with property owners to ensure that items of concern are addressed and it undertakes a wide range of activities deemed to be in the best interest of those individuals.

1.04 – Purpose of this By-Law

This By-Law provides rules and procedures to be followed by the Balsam Lake Association in its day-to-day governance and is intended to apply to the most common Association activities. Relevant provisions of the Ontario Not-for-Profit Corporations Act, 2010 (the Act) have been incorporated where applicable; however, this By-Law is not in itself a complete codification of the provisions of the Act and other laws applicable to a corporation. Many applicable provisions of the Act and the law have not been duplicated in this By-Law and reference to both should be made to ensure compliance with all relevant legal requirements.

This By-Law may be changed or replaced at any time as outlined in Section 14.

Section 2 – General

2.01 – Definitions

In this By-Law, unless the context otherwise requires:

1. “Act” means the Ontario Corporations Act and after proclamation the Ontario Not-for-Profit Corporations Act, 2010 as the context requires, including the regulations made under them, as amended or re-enacted from time to time;
2. “Association” means the Balsam Lake Association Inc.;
3. “Balsam Lake Association” and “BLA” mean the Balsam Lake Association Inc.;
4. “Board” means the Board of Directors of the Balsam Lake Association Inc.;
5. “By-Law” (upper case) means this By-Law including the schedules. When referred to in lower case, “by-law(s)” is being used in the general sense or referring to other by-laws of the Association which are, from time to time, in force;
6. “Chair” means the Chair of the Board which is normally the President or the Chair of a Committee depending on the context in which it is used;
7. “Corporation” means the corporation that has passed by-laws under the Act or that is deemed to have passed by-laws under the Act. In the case of this By-Law, corporation means the Balsam Lake Association Inc.;

8. "Cottage or Road Associations" and "Ad Hoc Groups" are organizations bordering on Balsam Lake. "Cottage or Road Associations" normally have a formal structure. "Ad Hoc Groups" refers to informal groups;
9. "Director" means an individual occupying the position of a director of the Balsam Lake Association Inc. by whatever name he or she is called. The role and responsibilities of Association Directors are detailed in Section 4;
10. "Officer" means an officer of the Balsam Lake Association Inc. Officers include the President, Vice President, Secretary, Treasurer, and other officers that may be appointed by the Board. The roles and responsibilities of Association Officers are detailed in Section 6; and,
11. "President" means the president of the Balsam Lake Association Inc.

2.02 – Interpretation

Other than as specified in Section 2.01, 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.

2.03 – 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-Law are inconsistent with those contained in the Act, the provisions contained in the Act, shall prevail.

2.04 – Seal

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

2.05 – Head Office

The head office of the Association shall be at the residence of the incumbent Secretary.

2.06 – Execution of Contracts and Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association must be signed by any two of its Officers. 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 Association seal, if any, to the document. Any Officer may certify a copy of any instrument, resolution, by-law or other document of the Association to be a true copy thereof.

Section 3 – Membership

3.01 – Membership

Members of the Balsam Lake Association Inc. consist of Associate Members and Directors.

Organizations or commercial enterprises that make a financial contribution to the Association are not members and have no voting rights and no involvement in the selection of geographic representatives.

3.02 – Associate Members

Associate Members of the Balsam Lake Association are lake-front and near-shore property owners who have a vested interest in the health and well-being of Balsam Lake.

Associate Members select a representative from their geographic area to serve as a Director of the Balsam Lake Association. Schedule A defines fourteen geographic areas encompassing the entire shoreline of the lake including the islands.

Associate Members support the activities of the Association with a nominal annual membership fee paid either individually or collectively through their Cottage or Road Association or an Ad Hoc Group.

Associate Members do not have voting rights and are not directly involved in the daily operation of the Association. Their involvement is through the selection of and liaison with their geographic representative.

3.03 – Directors

Directors of the Balsam Lake Association are selected in accordance with Article 4.01. Directors are the voting members of the Association. Their role and responsibilities are detailed in Section 4.

Section 4 – Directors

4.01 – Eligibility, Election and Term

To be eligible to serve as a Director of the Balsam Lake Association, an individual must be a permanent or seasonal Balsam Lake resident, either waterfront or near-shore, and an Associate Member as defined in Article 3.02. Note that Associate membership requires that the individual

pay dues to the Association either individually or through a Cottage or Road Association or an Ad Hoc Group.

The Balsam Lake Association consists of fourteen Directors. The number of Directors can be changed by resolution at the Annual General Meeting or at a Special General Meeting.

Directors of the Association represent geographically defined areas around Balsam Lake. Schedule A defines fourteen geographic areas encompassing the entire shoreline of the lake including the islands. The geographic boundaries of and number of representatives from each area can be adjusted by resolution of the Board.

Ideally, Association Directors will be selected by Cottage or Road Associations or by Ad Hoc Groups. Where Cottage or Road Associations or Ad Hoc Groups do not exist, the Balsam Lake Association will seek representation from amongst area property owners. In all cases, formal appointment as a Director requires approval at either an Annual General Meeting or a Special General Meeting.

The term of office of a Director is normally a minimum of two years; however, with the support of their Cottage or Road Association, Ad Hoc Group or area property owners, an individual can serve multiple two-year terms with no specific limit. For administrative purposes, the Board may establish a fixed anniversary date for terms of office.

4.02 – Vacancies

The office of a Director shall be vacated immediately:

1. if the Director resigns by written notice to the Secretary in which case the resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later;
2. if the Director dies or becomes bankrupt;
3. if the Director is found to be incapable of managing property by a court or under Ontario law; or
4. if a resolution is passed by a majority of Directors removing the Director in accordance with Article 4.07.

4.03 – Filling Vacancies

A vacancy on the Board shall be filled as follows:

1. Cottage or Road Associations and/or Ad Hoc Groups in the affected geographical area will identify a replacement.

2. Where there are no Cottage or Road Associations or Ad Hoc Groups in the affected geographical area, the Association will seek a replacement from amongst area residents.
3. If a representative from a specific geographical area is not forthcoming, the Association may fill a vacancy with any eligible volunteer.
4. Formal appointment of a replacement Director requires the approval of the Board.
5. Upon appointment, a replacement Director will commence a two-year term which may be adjusted to reflect Board policy regarding fixed anniversary dates for terms of office.

4.04 – Inability to Fill Vacancies

If the Association is unable to fill Director vacancies, the Association can continue to operate with less than a full complement of Directors provided that the Board is able to establish a quorum in accordance with the requirements of Article 9.09.

If, due to Director vacancies, the Board is unable to establish a quorum in accordance with the requirements of Article 9.09, the Board shall proceed with dissolution in accordance with Section 13 of this By-Law.

4.05 – Committees

Subject to the limitations on delegation set out in the Act, the Board may establish any committee it deems necessary for the execution of Association business. A committee must consist of at least one Director and may include outside expertise. The President is a *de facto* member of all committees. The Board shall determine and document the composition and Terms of Reference for any such committee. The Board may dissolve any committee by resolution at any time.

4.06 – Remuneration of Directors

Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of a Director; except that:

1. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties; and
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; and
- c. in compliance with the conflict of interest provisions of the Act.

4.07 – Disciplinary Act or Termination of Directorship for Cause

Upon 15 days’ written notice to a Director, the Board may pass a resolution authorizing disciplinary action or the termination of directorship for violating any provision of the Act or the Association by-laws.

The notice shall set out the reasons for the disciplinary action or termination of directorship. The Director 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 Director before making a final decision regarding disciplinary action or termination of Directorship.

Section 5 –

5.01 – Not Allocated

Section 6 – Officers

6.01 – Officers

The Board shall appoint from among the Directors, a President, a Vice-President, a Treasurer and a Secretary. The office of Treasurer and Secretary may be held by the same person who would then be known as the Secretary-Treasurer.

Officers will normally serve a minimum of two years but may serve indefinitely at the discretion of the Board. The Vice-President will normally become the President at the conclusion of the President’s term.

The Board may appoint such other Officers and agents from among the Directors as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

6.02 – Office Held at Board’s Discretion

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

6.03 – Duties of the President

The President 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.

6.04 - Duties of the Vice-President

The Vice-President 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.

6.05 – Duties of the Treasurer

The Treasurer shall perform the duties described in Schedule D and such other duties as may be required by law or as the Board may determine from time to time.

6.06 – Duties of the Secretary

The Secretary shall perform the duties described in Schedule E and such other duties as may be required by law or as the Board may determine from time to time.

6.07 – Duties of Committee Chairs

The duties of Committee Chairs will be determined on a case-by-case basis by the Board and documented in Terms of Reference established for that Committee.

Section 7 – Protection of Directors and Others

7.01 – Protection of Directors and Officers

No Director, Officer or committee member of the Association is to be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Association or for 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 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:

1. complied with the Act and the Association's By-laws; and
2. exercised their powers and discharged their duties in accordance with the Act.

Section 8 - Conflict of Interest

8.01 – Conflict of Interest

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Association shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

Section 9 – Meetings

9.01 – Regular Board Meetings

The Balsam Lake Association Board is required to hold at least three Regular Board Meetings per calendar year. The Board will fix the time of Regular Board Meetings on a periodic basis and publish the time and place of such meetings in the minutes of each Board meeting. No other notice shall be required for Regular Board Meetings.

9.02 – Extraordinary Board Meetings

The Balsam Lake Association Board may hold an Extraordinary Board Meeting when it is beneficial to deal with Association business prior to the next scheduled Regular Board Meeting. Extraordinary Board Meetings may be called by the President or by any three Directors by providing written notice to the President and the Secretary. The notice must outline the purpose of the meeting or include a proposed agenda. The Extraordinary Meeting will then be scheduled in accordance with Article 9.07.

9.03 – Annual General Meeting

The Balsam Lake Association is required to hold an Annual General Meeting of voting members once per calendar year. The Annual General Meeting may be held immediately before or after a Regular Board Meeting or immediately before or after an Extraordinary Board Meeting.

The Board will fix the time of the Annual General Meeting and publish the time and place of the meeting in the minutes of the preceding Board meeting. Provided that the minutes containing the notice are published at least one month prior to the scheduled Annual General Meeting, no other notice shall be required. In the event that the minutes containing the notice are not published at least one month prior to the scheduled Annual General Meeting, notice must be provided in accordance with Section 12.

Articles 9.05, Teleconference or Electronic Board Meetings, and 9.06, Participation by Telephone or Other Communications Media, do not apply to the Annual General Meeting.

As a minimum, the Annual General Meeting will deal with the appointment of Directors and the approval of the Annual Financial Statement.

9.04 – Special General Meeting

The Balsam Lake Association may hold a Special General Meeting of the voting members when it is beneficial to deal with Association business prior to the next scheduled Annual General Meeting. A Special General Meeting may be called by the President or by any three Directors by providing written notice to the President and the Secretary. The notice must outline the purpose of the meeting or include a proposed agenda. The Special General Meeting will then be scheduled in accordance with Article 9.07.

Articles 9.05, Teleconference or Electronic Board Meetings, and 9.06, Participation by Telephone or Other Communications Media, do not apply to a Special General Meeting.

9.05 – Teleconference or Electronic Board Meetings

With the agreement of the Directors, Board and Committee Meetings may be conducted by teleconferencing or other electronic means.

9.06 – Participation by Telephone or Other Communications Media

A Director may participate in Board or Committee Meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

9.07 – Scheduling of Meetings

Notice for Regular Board Meetings and the Annual General Meeting will be provided in accordance with Articles 9.01 and 9.03 respectively.

The scheduling of an Extraordinary Board Meeting will be conducted by electronic means at least two weeks prior to the proposed meeting and offer three distinct time choices. The time and place will then be selected to ensure maximum attendance and the information regarding the selected time and place must be provided to all Directors via email at least seven days prior to the meeting.

The scheduling of a Special General Meeting will be conducted by electronic means at least 40 days prior to the proposed meeting and offer three distinct time choices. The time and place will then be selected to ensure maximum attendance and the information regarding the selected time and place must be provided to all Directors in accordance with Section 12 at least one month prior to the meeting. With the required notice, a Special General Meeting may be held immediately before or after a Regular Board Meeting or immediately before or after an Extraordinary Board Meeting.

Notice of a meeting is not necessary if all of the Directors are present and none objects to the holding of such meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting.

9.08 – Chair

The President shall preside at all Board Meetings, at the Annual General Meeting and at Special General Meetings. In the absence of the President the Vice-President shall preside. In the absence of both the President and the Vice-President, the Directors present shall choose one of their number to act as the Chair.

9.09 – Quorum

A quorum for the transaction of business at a Board Meeting is a majority of established Directors (established in accordance with Section 4) whether present in person, by telephone or other communications means, or by proxy. If a quorum is present at the opening of a Board meeting, the Directors present may proceed with the business of the meeting, even if a quorum is not present throughout the entire meeting.

A quorum for the transaction of business at an Annual General Meeting or at a Special General Meeting is a majority of established Directors (established in accordance with Section 4) whether present in person or by proxy. If a quorum is present at the opening of an Annual General Meeting or a Special General Meeting, those present may proceed with the business of the meeting, even if a quorum is not present throughout the entire meeting.

9.10 – Voting

At Board Meetings, at the Annual General Meeting and at a Special General Meeting, each Director, including the Chair, has one vote. Questions arising at any meeting shall be decided by a majority of votes cast. Abstentions are not considered votes cast. In case of an equality of votes, the Chair shall not have a second or casting vote; a tied vote does not carry.

9.11 – Proxy

A Director can participate in a Board Meeting or an Extraordinary Board Meeting, including votes, by providing a written proxy to another Director.

A Director can participate in the Annual General Meeting or a Special General Meeting, including votes, by providing a written proxy to another Director.

Section 10 – Financial

10.01 – Funding

Balsam Lake Association activities are funded through a nominal annual membership fee paid either collectively by local Cottage or Road Associations and Ad Hoc Groups or directly by individuals who are not represented by an established organization. The membership fee will be established annually by the Board of Directors.

10.02 – Fiscal Year

The fiscal year of the Association shall be from March 1st of each year to February 28th or 29th of the next year or such other dates as the Board may from time to time by resolution determine.

10.03 – Banking

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

10.04 – Financial Transactions

Financial transactions will normally be approved by resolution at a Board Meeting in which case the Treasurer can proceed with the transaction. Transactions not addressed at a Board meeting must be approved by at least two Officers. Electronic approval via email is acceptable.

10.05 – Dispensing with Audits of the Association Annual Financial Statement

Due to the simplicity of the Balsam Lake Association Financial Statement, audits can be dispensed with in accordance with the Act. In lieu of an independent audit, the Association Annual Financial Statement must be approved at the Annual General Meeting and retained on file by the Secretary.

In the event of more extensive financial undertakings and increased complexity, the Board may at any time elect to have the Annual Financial Statement reviewed by an outside agency or individual.

Section 11 – Information Sessions

11.01 – Information Sessions

The Association has the option of holding Information Sessions or Open Houses on an as required basis. The purpose of these sessions would be to liaise more directly with Associate

Members for the purpose of gathering or conveying information. Information Sessions will not normally be used for the conduct of formal Association business.

11.02 – Notice

Notice regarding Information Sessions will be conveyed to lake-front and near-shore property owners via their geographic representative and by other suitable means available to the Association.

11.03 – Quorum and Voting

Information Sessions are not intended to be used for the conduct of Association business. Accordingly, there are no quorum requirements and formal votes will not be conducted.

Section 12 - Notices

12.01 – Service

Any notice required to be sent to any Director or to an 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 Director at their latest address as shown in the records of the Association or to the auditor or the person who has been appointed to conduct a review engagement at their business address.

12.02 – Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not be counted in such number of days or other period.

12.03 – Error or Omission in Giving Notice

No error or accidental omission in giving notice of any meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

Section 13 – Dissolution and Liquidation

13.01 – Circumstances Leading to Dissolution

To continue as a viable organization, the Balsam Lake Association requires a suitable mandate as well as financial and human capital. If there is no longer a need for the Association or if financial or human capital is not forthcoming, the Board can, by resolution, undertake to dissolve the Association by proceeding with the formal sequence of events detailed in Article 13.02.

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If, due to Director vacancies, the Board is unable to establish a quorum in accordance with the requirements of Article 9.09, the remaining Directors shall undertake to dissolve the Association by proceeding with the formal sequence of events detailed in Article 13.02. For clarity, this process is triggered automatically when the Board is unable to establish a quorum due to an insufficient number of participating Directors.

13.02 – Process Leading to Dissolution

The following sequence of events must precede dissolution of the Balsam Lake Association. All timelines are based on the Board resolution or the inability to establish a quorum referred to in Article 13.01.

1. All Directors shall be advised in writing of the circumstances that are leading to potential dissolution of the Association and shall, within 30 days, convey that information to property owners in their geographical area using their normal communication media.
2. Lakefront and near-shore property owners shall, within 30 days, be advised using existing email lists and public media of the circumstances that are leading to potential dissolution of the Association.
3. If after 120 days there is no prospect of addressing the circumstances that are leading to the potential dissolution of the Association, the Board shall proceed with dissolution in accordance with Article 13.03.

13.03 – Process of Dissolution

If the requirements of Article 13.02 lead to dissolution, the Board shall proceed as follows:

1. A Director or Directors will be appointed as a liquidator to oversee the winding up of activities and affairs and the distribution of property.
2. Upon payment of all Association liabilities and disposal of physical property, remaining funds will be donated to a charitable organization or charitable organizations selected by the remaining Directors. The only stipulation is that the charitable organization or organizations must carry on their work solely in Ontario.

Section 14 - Adoption and Amendment of By-Laws

14.01 – Adoption and Amendment of By-Laws

The Directors of the Association may by resolution at an Annual General Meeting or at a Special General Meeting, make, amend or repeal any by-law that regulates the activities or affairs of the Association provided that those by-laws are in keeping with the Act.

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Changes to by-laws will be thoroughly documented and signed by all Association Officers.

14.02 – Amendments to this By-Law

This By-Law can be amended or repealed in accordance with Article 14.01. If this By-Law is repealed it must be replaced by a suitable alternative dealing with the day-to-day governance of the Association.

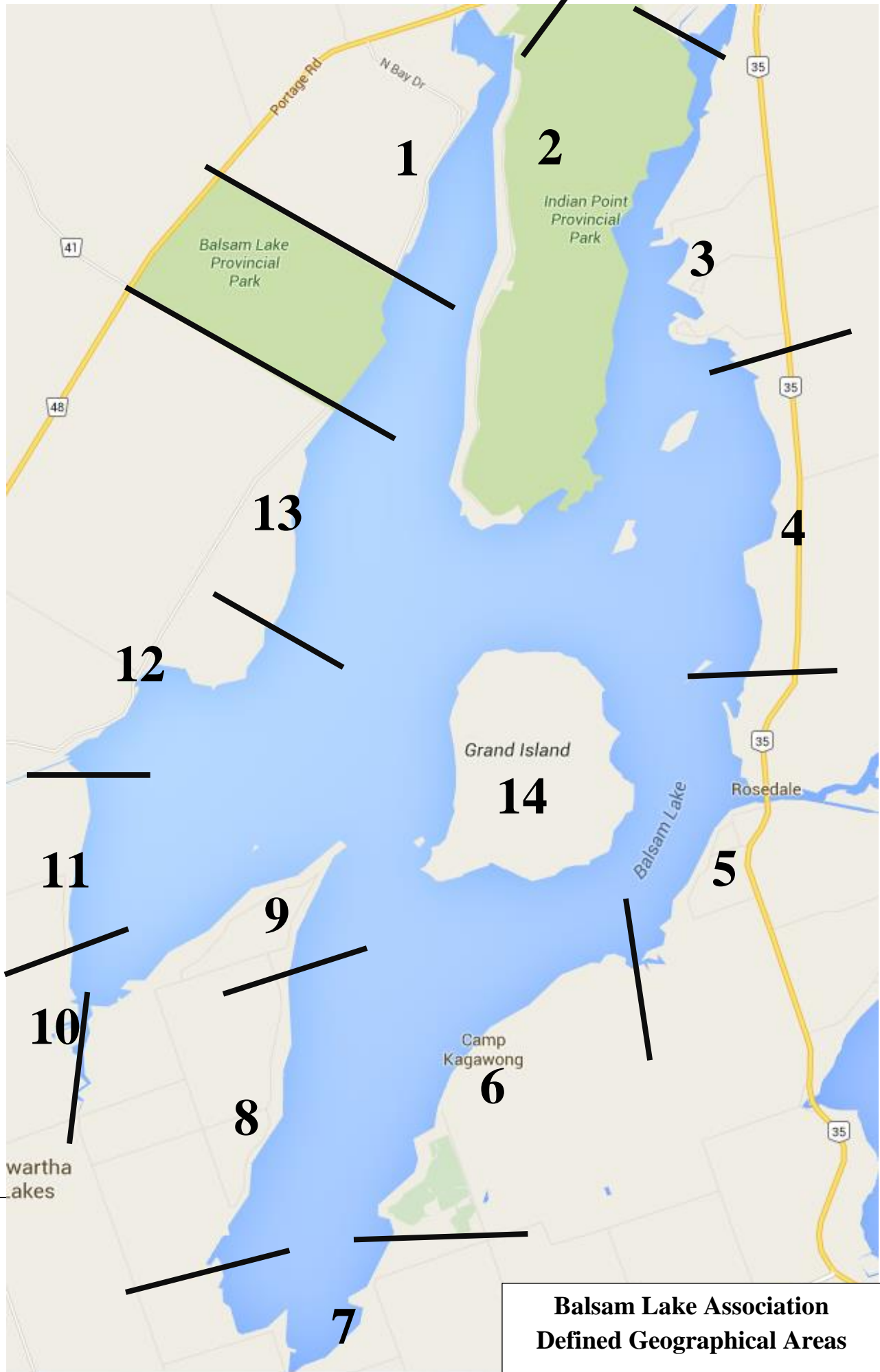
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Schedule A
Balsam Lake Association – Defined Geographical Areas

This Table and the associated map describe and depict the defined geographical areas around Balsam Lake. Ideally each area will provide a representative to serve as a Director of the Balsam Lake Association. Refer to Section 4 of the By-Law for additional details.

	Name	Description
1	North Bay	From the northern boundary of Balsam Lake Provincial Park to the northwest corner of Indian Point (all areas accessed via North Bay Drive plus the areas east and west of Hannivans Creek that are accessed via Highway 48).
2	Indian Point	The Indian Point Property Owner’s Association.
3	Coboconk – Northeast Shore	From the northeast boundary of Indian Point Provincial Park to Corben Creek.
4	East Shore	From Corben Creek south to and including Delamere Island.
5	Rosedale and Area	From Delamere Island to just east of Daniels Point (the area accessed via Olivers Lane).
6	Southeast Shore	From Daniels Point (the area accessed via Elysian Fields Road) to just north of Killarney Bay (the area accessed via Romany Ranch Road).
7	Killarney Bay – Birch Point	From Killarney Bay (the area accessed via Killarney Bay Road) to the wetlands west of Birch Point and north of Riley Lane.
8	South Bay	The west shore of South Bay from Star Road to Otter Road.
9	Long Point	The Long Point Association plus the area on the east side of the Staples River.

10	Homewood Park – Staples River	Homewood Park and the Balsam Lake Trailer Park and Marina (All areas accessed via Highgate Road).
11	West Bay	The West Bay Association.
12	Southern Balsam Lake Drive	From north of the canal to Laidlaw Drive (including all areas accessed via Laidlaw Drive).
13	Northern Balsam Lake Drive	From Poplar Grove Trail (including all areas accessed via Poplar Grove Trail) to the southern boundary of Balsam Lake Provincial Park.
14	Balsam Lake Islands	All of the inhabited islands in Balsam Lake.



**Balsam Lake Association
Defined Geographical Areas**

Schedule B

Position Description of the President

Role Statement

The President provides leadership to the Association, ensures the integrity of the Association's processes, and represents the Association to outside parties. The President co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among the Directors. The President ensures the Board discusses all matters relating to the Association's mandate.

Specific Responsibilities

Direction. Ensure that the Association activities are in keeping with its role and that it is serving the needs of the residents of Balsam Lake. Oversee the strategic direction of the Association and ensure that it is proactive in adapting to changing threats to the lake environment and the changing needs of the community.

Work Plan. Ensure that a Board work plan is developed and implemented that includes annual goals for the Association and embraces continuous improvement.

Meetings. Ensure that a schedule of Regular Board meetings and the Annual General Meeting is prepared in accordance with Association by-laws. Schedule Extraordinary Board Meetings and Special General Meetings as required by Association activities or upon the written request of at least three Directors. Ensure the preparation of agendas aligned with Association activities and goals. Preside over meetings and ensure meetings are efficient and effective.

Representation. Serve as the Association's primary contact with the public.

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. In conjunction with the Vice-President, ensure succession planning for Association Officers.

Committee Membership. Serve as a *de facto* member of all Committees providing guidance and closely monitoring their activities. Chair assigned Committees.

Schedule C

Position Description of the Vice-President

Role Statement

The Vice-President works collaboratively with the President and Officers to support the Association in achieving its overall responsibilities. Normally the Vice-President will assume the role of President upon completion of the President's term.

Specific Responsibilities

Assume the Role of President. In the absence of the President the Vice-President shall assume the role of President and perform the duties outlined in Schedule B.

Board Conduct. Maintain a high standard for Board conduct and uphold policies and by-laws regarding Directors' conduct.

Mentorship. Serve as a mentor to other Directors.

Succession Planning. In conjunction with the President, ensure succession planning for Association Officers.

Committee Membership. Serve as member on or Chair of assigned Committees.

Schedule D

Position Description of the Treasurer

Role Statement

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

Specific 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 Directors at the Regular Board Meetings, 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.

Financial Statement. At the end of the fiscal year prepare a financial statement for approval by the Directors and for inclusion in the Association records and retention by the Secretary.

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.

Committee Membership. Serve as member on or Chair of assigned Committees.

Schedule E

Position Description of the Secretary

Role Statement

The Secretary works collaboratively with the President to support the Association in fulfilling its administrative responsibilities.

Responsibilities

Document Management. Keep a roll of the names and addresses of the Directors. Ensure the proper maintenance of Association records and minutes of all Board and Committee meetings. 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. Ensure that a schedule of Regular Board Meetings and the Annual General Meeting is published in the minutes of the preceding meeting. Assist the President in preparing agendas for meetings and distribute agendas to all Board members. Record, prepare and distribute the minutes of all meetings.

Board Conduct. Maintain a high standard for Board conduct and uphold policies and by-laws regarding Directors' conduct, with particular emphasis on administrative responsibilities.

Mentorship. Serve as a mentor to other Directors.

Committee Membership. Serve as member on or Chair of assigned Committees.