

corporations and the masculine shall include the feminine where the context requires.

10. These By-Laws may be amended by a resolution passed by a two-third vote of the active members present or duly represented by proxy at a meeting of members on notice of motion given by an active member or members, thirty days before the date of such meeting. Such notice of motion shall be included in the notice calling such meeting.

Proudfoot Township Property Owners' Association

By-Law Number 1

Printed by The Arrow Publishing House,
Burks Falls, Ontario
March, 1966

ARTICLE I

General

1. The name of this association as incorporated is The Proudfoot Township Property Owners' Association.

2. The purposes of this association as stated in the application are:

- (a) To safeguard and promote the interests of the owners of real property in the geographic Township of Proudfoot.
- (b) To consider and promote all matters relating to the welfare of the community in the geographic Township of Proudfoot.
- (c) To plan, recommend and promote the adoption of such measures as will tend to beautify and improve the community.
- (d) To provide organized recreation for the residents of the geographic Township of Proudfoot.

3. The corporate seal of the association shall be in the form impressed hereon.

4. The head office of the association shall be in the geographic Township of Proudfoot, in the territorial District of Parry Sound and at the place therein where the affairs of the association are from time to time carried on.

ARTICLE II

Membership and Fees

1. There shall be two classes of membership as follows:

- (a) Any person who is a property owner in the geographic Township of Proudfoot and is of the full age of 21 years shall be eligible for active membership on payment of such fees and dues as may be determined by the Association and such payment shall confer active membership upon the wife or husband and any children of the full age of 21 years who reside permanently with such person. Active members shall be entitled to all privileges including the right to vote at all meetings of the Association.

- (b) Any person who rents property in the said Township on a seasonal or longer basis, and is of the full age of 21 years shall be eligible for Associate Membership upon payment of such fees and dues as shall be determined by the Association and such payment shall confer Associate Membership on the wife, or husband and children (as defined in subsection (a) above). Associate members shall have no vote at any meeting of the Association but may be present and to express their views on any question under discussion thereat and shall be entitled to all other privileges of membership in the Association.

2. The membership year shall be from the Saturday before Labour Day in one year to the corresponding Saturday in the next year.

3. Membership shall be terminated by:

- (a) Resignation
- (b) Death
- (c) Non-payment of dues after January 15th in any membership year.
- (d) When any owner or renter of property resigns, the wife or husband and children (as herein defined) of such person shall cease to be members of the Association, but if such owner or renter dies the wife or husband and children of such deceased may remain members of the Association for the current year.

4. Fees:

- (a) The annual membership fee shall be ~~two~~ **two** dollars (~~\$2.00~~) per annum and shall be due and payable on the day of the annual meeting of members. Any member who does not pay the annual membership fee on or before the 15th day of January next following such annual meeting shall automatically cease to be a member of the Association and also the wife or husband and children (as herein defined) of such member but may be re-instated only by resolution of the Board upon payment of the annual membership fee and a fine of one dollar (\$1.00).

- (b) The membership fee may be changed from time to time by resolution passed at any annual or general meeting of the active members.
- (c) No new member shall be enrolled until his membership fee is paid.

ARTICLE III

Board of Directors

1. The affairs of the Association shall be managed by a Board of Seven Directors (herein called the "Board") who shall be active members of the Association and who may exercise all such powers and do all such acts and things as may be exercised and done by the Association and are not by the by-laws thereof or by statute expressly directed or required to be done by the Association at general meetings of its members. The Board shall also define the duties of all officers, agents and employees of the Association, who shall be subject to the Board's orders and who may be removed from office or discharged from its employ at its discretion. The Board may from time to time appoint such standing or special committees as it may deem expedient, but such committees shall exercise only such powers as are conferred on them or it by the Board.

2. The election of Directors shall be by ballot at the annual meeting of the Association.

3. The Directors shall receive no remuneration for acting as such but may be reimbursed for reasonable out-of-pocket expenses incurred in discharging special or extra office duties for the Association.

4. (1)

- (a) Special meetings of the Board may be held at any time or place on call of the Chairman or of any two directors.
- (b) Immediately after its election by the members, the Board shall hold a meeting for the purpose of electing the officers of or the organizations of the Association. If not convenient to hold such meeting immediately after the meeting of members, then such meeting shall be held within ten days thereafter.

(c) Notice of any meeting, with a statement of the business to be discussed, shall be delivered, mailed or telegraphed to each Director three clear days before such meeting but no notice shall be necessary for the meeting held in accordance with subsection (b) hereof or if notice of the meeting is waived in writing by any Director who is absent from such meeting.

(2) Vacancies occurring in the Board by reason of resignation, death or non-payment of dues shall be filled by appointment by the Board, but such person appointed shall hold office only until the next annual meeting.

(3) No person who is an undischarged bankrupt shall be eligible for the office of Director.

(4) The term of a Director shall be from one annual meeting to the next.

(5) (a) Four members of the Board constitute a quorum for a meeting of the Board.

(b) The chairman may vote on all questions.

(c) In case of a tie, the vote is negative.

(d) The Board shall hold at least two meetings a year.

(6) Duties of Board (as in Section 5 of the present by-laws).

ARTICLE IV

Officers

1. The Officers of the corporation shall be a Chairman, a Vice-Chairman and a Secretary and a Treasurer who shall be elected or appointed by the Board from its own number at the first meeting after election by the members in each year. The Board shall have power to elect or appoint such other officers as it may deem necessary who may or not be directors as it may deem advisable.

4. The Chairman of the Association and the Secretary-treasurer shall be ex-officio members of all committees.

5. At least two committee meetings shall be held per annum at the call of the Committee Chairman, or in his absence by the Committee Vice-Chairman.

6. The Finance Committee shall be composed of the Secretary-Treasurer (who shall be Chairman of its meetings), the Chairman and two Directors of the Association; three active members and the Auditor.

7. The Recreation and Social Committee shall be composed of a Director who shall be its Chairman and seven members, one of whom shall act as its Vice-Chairman. The committee chairman and three members shall allocate most of their efforts to the recreational or sporting activities of the Association such as Regatta, Fishing, Shooting and other Sporting activities while the Committee Vice-Chairman and the other three members shall allocate most of their efforts to social activities such as Dances, Banquets, other social get-togethers, etc. But all members shall take an active interest in all the efforts of the Committee.

8. Each Committee shall devote its time and attention to all questions or activities which would naturally be covered by its name and the Committee Chairman shall make a report of his Committee's actions at each meeting of the members.

ARTICLE VII

Miscellaneous

1. The Board may, from time to time, set aside such sums as it may deem fit as a reserve fund to meet contingencies for repairing, improving and maintaining any property of the Association, replacing wasting assets or forming an insurance fund and for such other purposes as the Board shall in its absolute discretion deem conducive to the interests of the Association and may invest the several sums so set aside in such investments as they deem fit and, from time to time, deal with and vary such investments and dispose of all or any part thereof for the benefit of the Association and may

divide the reserve fund into such special funds as they may think fit.

2. The Board may determine under what conditions or regulations the Books and Records of the Association or any of them shall be open for inspection of the members, and no member shall have the right to call for the inspection of any such record except as conferred by statute, regulation of the Board or by resolution of the members in general meeting.

3. The words "clear days" in these by-laws shall mean the number of days exclusive of the day on which any notice is given and of the day of the meeting.

4. The signature to any notice to be given hereunder by the Association may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

5. The Association's bank account shall be kept in such bank as the Board may, from time to time, determine by resolution.

6. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons whether or not officers of the Association and in such manner as the Board may from time to time designate by resolution.

7. Contracts, deeds, agreements, mortgages, discharges of mortgages and any instruments in writing whatsoever requiring the signature of the company shall be signed by the Chairman or Vice-Chairman and the Secretary or Treasurer and all such documents so signed shall be binding upon the company without further authorization or formality. The seal of the corporation may be affixed to such documents when required by the Chairman or Vice-Chairman and the Secretary or Treasurer acting together.

8. The fiscal year of the corporation shall terminate on the 31st day of August in each year,

9. In these and all other by-laws of the corporation, the singular shall include the plural and the plural and singular; the word "person" shall include firms and

2. The Chairman shall be the chief executive officer of the corporation and shall preside at all meetings both of the members and Board of Directors and shall have, under the Board, general supervision and direction of the corporation's affairs. He shall sign all bonds and obligations and shall execute all deeds, mortgages and other formal agreements and documents on behalf of the corporation and shall perform such other duties as are usually incident to his office or are required of him by the Board.

3. The Vice-Chairman shall exercise all the powers and perform all the duties of the Chairman during the latter's absence or inability to serve, and shall at all times actively assist and advise the Chairman in the performance of his duties and shall have such other duties and powers as may be conferred on him by the Board.

4. The Secretary shall keep a record of all proceedings of all meetings of the Members, Board of Directors and Committees and for that purpose shall be an ex-officio member of the latter; he shall have custody of all books, records, papers and documents and of the seal of the corporation, all of which he shall deliver up as and when required or authorized by resolution of the Board; he shall keep regular books of account and shall balance the same annually or when required by the Board; he shall affix the seal of the corporation to all documents required to be sealed and shall attest the same with his signature; he shall give due notice of all meetings of members, directors and committees and shall perform such other duties as are incident to his office or as may be required of him by the Board. He may be paid such remuneration as shall be determined by the Board.

5. The Treasurer shall have charge of all moneys and securities of the corporation and shall give receipts for all payments made to it on any account; he shall keep full and accurate account of all receipts and disbursements and shall deposit all moneys received by him in the name and to the credit of the corporation in such bank or other places of deposit as the Board shall designate and shall disburse the moneys of the corporation on properly drawn vouchers or cheques

which shall bear his signature as Treasurer. All vouchers, pay-rolls and other accounts shall first receive the approval of the Treasurer which he shall endorse thereon before payment and good and veritable receipts shall in all cases be taken therefor, and in his absence the approval of the Chairman or Vice-Chairman shall be accepted as sufficient therefor. He shall be bonded in such sum as may be fixed by the Board.

6. The offices of Secretary and Treasurer may be combined and such Secretary-Treasurer need not be a Director.

7. The members, at their annual meeting, shall elect an Auditor, or Auditors, who shall not be either a director or an officer or employee of the corporation and who need not be a member thereof; who shall examine and audit all books, accounts, vouchers and records of the Secretary and the Treasurer and shall, at the close of each fiscal year, present to the annual meeting a complete statement of the financial affairs and operations of the corporation during that year, and shall make such audit and report at such other times as may be required of him by the Board. He shall receive such remuneration as the Board may determine.

ARTICLE V

Meetings of Members

1. An annual meeting of the members of the Association shall be held on the Saturday preceding Labour Day at a time and at a place designated by the Board.

2. The Secretary shall either mail to the home address of each member a notice of the meeting, a copy of the annual financial report and an agenda of the meeting at least six days prior to the meeting or in lieu thereof shall notify the member at his summer residence.

3. (a) The Board or fifteen members of the Association may at any time or place as they shall denote call a meeting of the members of the Association by causing the Secretary to send a notice thereof to the home address or to the summer residence of each member

six clear days prior to such meeting stating the purpose of the meeting.

- (b) Such notice may be waived by any member or his duly appointed proxy. The accidental omission to give such notice to or the non receipt of same by any member shall not invalidate any proceeding taken at any such meeting.
4. (a) Fifteen active members of the Association personally present constitute a quorum for a meeting of the Association.
- (b) The Chairman may vote on all questions.
 - (c) In the case of a tie, the vote is negative.
5. (a) Every question submitted to any meeting shall be decided in the first instance by a show of hands and in case of equality of votes, the Chairman, either on a show of hands, a poll or ballot, shall have a casting vote in addition to the vote to which he may be entitled as a member. If the meeting so decide, voting shall be by ballot.
- (b) If a poll is demanded on any question, it shall be taken forthwith without adjournment. A demand for a poll may be withdrawn.
 - (c) Each active member shall be entitled to one vote on any question submitted at any meeting.
 - (d) Votes may be given either personally or by proxy and no person shall act as proxy unless he is a member of the Association.
 - (e) The instrument appointing a proxy shall be in writing under the hand of the appointor and shall be in such form as approved by the Board and failing such approval shall be as in the enclosed form.
6. The Chairman may with the consent of the meeting, adjourn the same from time to time, and no notice of such adjournment need be given to the members.

7. Two members personally present shall be a quorum for the choice of a Chairman and the adjournment of the meeting; for all other purposes a quorum shall be 15 active members personally present. No business shall be transacted at any meeting unless there is a quorum at the commencement of the meeting.

8. The order of business at any such meeting shall be:

- (1) Calling Roll;
- (2) Proof of due calling of meeting;
- (3) Reading of Minutes and approval of same;
- (4) Reports of Officers and Committees and Correspondence;
- (5) Election of Directors (annual meeting); Election of Auditor;
- (6) Unfinished business;
- (7) New business.

ARTICLE VI

Committees

1. The Standing Committees of the Association shall be:

- (a) Finance;
- (b) Property;
- (c) Roads;
- (d) Fire Fighting and Safety;
- (e) Conservation;
- (f) Recreation and Social.

2. Other standing committees may be set up by resolution of the members in meeting assembled. Board may appoint special committee for special purposes but such committees shall only function until the next meeting of the members.

3. All committees (save the Finance Committee) shall be composed of a Chairman, who shall be a director, and two or more members of the Association either appointed by the Board or by the chairman and one of such members shall be designated by the committee as its vice-chairman.