

# **JACK'S LAKE ASSOCIATION**

*The Jack's Lake Association (the JLA, the Association,) was established on August 25, 1950, by and for seasonal and other residents on Jack's Lake, also known and federally designated as Jack Lake, near Apsley, Ontario.*

*The following **By-laws** of the Association, which may also be referred to as the Association's **Rules, Regulations, or Constitution**, supersede all preceding By-laws and their antecedents or derivatives. Notwithstanding that applicability, nothing in these By-laws shall negate any previous agreements, decisions or activities conducted under the name **Jack's Lake Cottagers' Association (JLCA)**.*

## **By-laws 2011**

### **Article 1. Aims & objectives**

The purpose of the Association under its duly constituted management is to:

- 1.1 generally oversee and advance the interests of the seasonal and permanent residents of littoral Jack's Lake and vicinity, in particular members of the Association;
- 1.2 liaise and if necessary intercede with pertinent government officials and agencies for the benefit of JLA members;
- 1.3 monitor Jack's Lake waters and physical environment, take appropriate action when threats are observed or reported, and generally act as a responsible steward of these critical resources for the enjoyment of life at the lake;
- 1.4 aid in the protection of property and the safety of persons within the immediate Jack's Lake area;
- 1.5 organize and conduct aquatic and other recreational activities in accordance with the wishes of the Association membership; and,
- 1.6 provide communications links to and among JLA members for the sharing of information.

### **Article 2. Membership**

- 2.1 **Eligibility** – principal eligibility for membership in the Association resides with persons owning, renting, occupying or otherwise using property on or bordering the shoreline of Jack's Lake, but anyone may become a member.
- 2.2 **Dues** – membership is conditional on remittance of an annual fee (dues), payable on or before March 31<sup>st</sup> each year, and anyone so paid is a member in good standing, a "member", provided their membership has not been revoked. Membership dues are not refundable, and membership is not transferable.
- 2.3 **Voting** – A membership is entitled to one vote on each and every issue arising during the

collective conduct of JLA business. A vote may not be cast if a member's current year dues have not been received. (*cf.* sec. 2.5)

- 2.4 **Privileges** – membership privileges other than voting are shared by the immediate family of the dues payer, based on the principle that one annual fee commonly derives from the Jack's Lake dwelling or property associated with each dues payer and occupied or used by his or her family; but the sharing of privileges applies to the immediate family of any dues payer.
- 2.5 **Term** – the membership year is 12 months from April 1, and membership lapses automatically if annual dues have not been paid by the end of this term. (*cf.* sections 2.2, 2.3)
- 2.6 **Revocation** – membership may be revoked for cause by resolution of the Association members in general conference.

### Article 3. Management

#### A. Directors

- 3.1 **Board** – the affairs of the Association shall be managed by a **Board of Directors (the Board)** composed of members in good standing elected by the membership in general conference.
- 3.2 **Complement** – the nominal Board size shall be 12 persons, but up to two supernumeraries may be carried as voting members. Members of the Board are Directors-at-Large unless they hold officer or other appointments per sections 3.9 or 3.14.
- 3.3 **Nomination & election** – given a functioning Board, new Directors shall be nominated by the Board and then elected to it by resolution of members in general conference, for a renewable term of three years dating from Labour Day of the year of their election. A Director may be re-elected indefinitely provided that special notice of the length of service and intended continuation shall be brought to the electing conference's attention at the time of the person's re-nomination, for every term beyond two. A candidate who fails to be elected or re-elected at one general conference may stand again at the next if re-nominated by the Board.
- 3.4 **Dismissal** – a Director may be removed from the Board for cause, by majority vote among the other Directors, which dismissal shall be applicable forthwith; or equally by the Association members in general conference, who shall in any case ratify a Board decision of this kind. Cause may include, but is not limited to, financial improprieties; abuse of trust; consistent and wilful obstruction or disregard of Board or Association By-laws, resolutions, plans or objectives; disrespect of other JLA members; persistent absence from meetings or other commitments; and words or actions that may bring or may have brought the Association or its Board into disrepute.
- 3.5 **Board operation**
  - 3.5.1 **Meetings** –
    - (a) the Board shall formally take office on Labour Day, and meet as often as JLA business requires but no less than twice in the following 12 months, not including any general conference of members;

- (b) formal written minutes (a record of meeting) shall be made on each occasion, which are subject to review and approval at the following Board meeting or as soon as feasible, and shall be retained for historical reference;
- (c) meetings may be in person or by any suitable telephonic or other electronic means, and regular or electronic mail may be used for decision-making, subject to Board ratification of a written record of such mail activity as soon as feasible;
- (d) having given prior notice to the Secretary or the President, any JLA member may attend a Board meeting as an observer if space permits.

3.5.2 **Board quorum** – substantive decisions, in particular financial and policy ones involving commitment or change, require a voting quorum at any meeting consisting of 50% of the currently serving Director complement plus one\*; or, in the event of an odd number of serving Directors, 50% of the next smaller even number, plus one. [\* the basic 12-director quorum is therefore 7]

3.5.3 **Voting** – decisions of the Board shall be by simple majority, the chairperson (ref. sec. 3.12) not voting except to break a tie. A tie vote for whatever reason means the proposition fails, but it may be reconsidered at a future meeting. A Board member may hold a written proxy (vote) on a specific agenda item for one or more fellow Directors, but a proxy shall not count in determining a Board quorum.

3.5.4 **Board sufficiency** – inclusive of 3.13 below, in the event that less than six persons are serving as Directors, a substantive decision requires ratification by members in general conference at the next possible occasion. Should the entire Board be vacated, or it be reduced to less than four persons, an emergency general conference of Association members shall be called by any willing member or group of members, to establish a caretaker mechanism and/or a new Board.

- 3.6 **Vacancy** – a Director vacancy may be filled by Board appointment of a volunteer, subject to ratification by the members in general conference at the earliest opportunity; the three-year term of an appointed Director dates from Labour Day of the year in which the appointing Board took office. (*cf.* 3.5.1 (a))
- 3.7 **Other nominations** – members in general conference may nominate from the floor (by formal resolution) candidates for Director vacancies up to the nominal total Board complement of 12. A nomination from the floor for Board membership shall be subject to a vote by secret ballot of the general conference to confirm or reject the appointment, or to determine a winner where a vacancy is contested by multiple nominations. Nothing in this section shall limit the right of members in general conference to replace the Board in whole or in part.
- 3.8 **Non-director appointments** – the Board may appoint any person to conduct a specific task or function in the Association’s interests, without creating or assigning a Directorship.

## B. Officers

- 3.9 **Board Officers** – Board members among themselves shall nominate and approve by majority vote (candidates abstaining *re* their positions) colleagues to hold four constitutional Board Officer positions: **President, Vice-President, Treasurer and Secretary**, who together

comprise the fundamental administration of the JLA. These appointments are not subject to approval or ratification by members in general conference, but may be overturned thereby on special resolution. Minutes of Board Officer meetings may be taken, but this is not a requirement.

- 3.10 **Term** – a Board Officer serves for a two-year term in office. This is renewable by Board vote in any combination of annual increments for a maximum of three terms, after which the Officer must step down (remaining as a Director if time remains in the associated term.) If any extension exceeds the time remaining in the Director’s term, he/she must stand for re-election to the Board in order to continue as an Officer. An Officer’s term commences on Labour Day of the year of election by the Board unless the appointment is of a special exigency nature, when it shall start on appointment and end on the date the replaced Officer’s term was to expire. Should an Officer move to a different Officer position, whether or not one or more terms have already been served, the three-term limitation begins anew. But a Director shall not be re-elected to any Officer position he or she previously held for longer than one term.
- 3.11 **Dismissal** – a Board Officer may be relieved of office for cause, by majority vote of the balance of the other Board Directors, which dismissal shall be applicable forthwith; or equally by the Association members in general conference, who shall in any case ratify a Board decision of this kind. Cause is as generally described in 3.4, and dismissal from office may or may not also involve removal from the Board of Directors in accordance with that section.
- 3.12 **Chair** – the President shall normally act as chairperson of all Board and member meetings. In the absence of the President, the chair function shall devolve to the Vice-President, the Immediate Past-President (if currently serving as a Director,) the Treasurer, or the Secretary, in that order. Absent any Board Officer, the Directors present shall decide among themselves on a chairperson and a recording secretary.
- 3.13 **Contingency management** – notwithstanding 3.5.2 and 3.5.4, when no other Directors are serving on the Board, two or more Board Officers may make basic decisions essential for the survival and continuation of the JLA, and may conduct such other business as is necessary, with subsequent ratification of decisions by the members in general conference.
- 3.14 **Other officers** – the Board may appoint within itself as many other special duty officers (Directors with portfolio) as are necessary to accomplish the Association’s business. These persons hold their portfolios at the discretion of the Board, as long as their term as a Director lasts.

#### **Article 4. Member meetings**

- 4.1 **Annual meeting** – the Association shall hold one general conference of members each year, to be known as the **Annual General Meeting** (AGM), at a date, time, and place convenient to members as determined by the Board, on or about the Canada Day weekend. The Annual General Meeting may deal with any Association business meriting collective briefing, discussion or decision-making, but at the very least shall: review and approve the previous AGM’s minutes, the past year’s financial statements and the current year’s budget; elect or re-elect Directors as necessary; and ratify any previous Board or Board Officer decisions that warrant or call for general conference consideration. Should the AGM fail to approve or ratify

any matter, an amendment or alternative must be proposed, debated and passed, and the previous action or decision shall then be vacated insofar as it is possible to do so.

- 4.2 **Special meeting** – a general conference of members may also be called at any time by the Board, by the Board Officers collectively, or by written petition to the Secretary of at least 25% of the membership, should it be necessary to deal with extraordinary issues facing the Association. In the absence of any Officer or other Director, such a special general conference shall choose a chairperson and recording secretary from among those present.
- 4.3 **Notice** – notice of a general conference meeting shall be given to each member by any convenient means at least 10 days in advance. Due diligence having been exercised, non-receipt of notice by any member or members shall not invalidate any decision of a properly constituted general conference.
- 4.4 **Procedures** –
- 4.4.1 **Quorum:** a general conference quorum is 10% of the paid membership at the time of the meeting. Absent a quorum, substantive decisions must be subsequently ratified by a general conference of members having a quorum, and unless survival of the JLA is at stake, no changes, expenditures or commitments shall be made until then.
- 4.4.2 **Motions:** decisions at a general conference shall be taken by standard motion with seconder, and a show of hands with each member present having one vote, including Directors. Such a motion may be used to call for a physical count (division or poll) or a secret ballot on any issue.
- 4.4.3 **Mover & seconder:** any member is entitled to propose or second a motion; the membership credentials of anyone doing so or taking part in the vote are subject to verification if requested by a member in good standing.
- 4.4.4 **Proxies:** proxy votes, “general” (for any or all agenda items and business arising,) or “specific” (for particular agenda items,) may not be used unless a prior arrangement for proxies was made at the time of the general conference being called. A valid written and signed “general” proxy shall count toward a quorum.
- 4.4.5 **Decisions:** the chairperson shall determine any special procedures for conduct of the meeting and voting; and, absent a poll or ballot, shall judge and declare a motion won or lost. In a tabulated vote, the motion shall carry with a majority of 50%+1 of votes cast, except for decisions under sections 2.6, 3.4, 3.11, 5.4, 5.6, 5.7, 5.10 and 6.1, when a majority shall be 60% of votes cast, including proxies.
- 4.4.6 **Adjournment:** once a general conference is underway, the chairperson and only the chairperson may terminate or suspend the meeting at any time and for any reason; otherwise, adjournment by seconded motion and vote, or by consensus, must await the conclusion of all business on the agenda.
- 4.4.7 **Minutes** – A written record of each general conference meeting shall be made by the Secretary or delegated recording secretary, which document shall be kept in perpetuity as a fundamental historic record.

## Article 5. Finance

- 5.1 **Status** – the Association is a private, non-profit organization, deriving its fundamental operating revenues from membership fees and donations. It may also generate occasional income through fund-raising events and activities, including the sale of assets.
- 5.2 **Fiscal accountability** – the management of Association funds and assets is the responsibility of the Board Officers in conjunction with the Board. In particular, the Treasurer shall administer JLA funds through a Canadian chartered financial institution, keep such records as are necessary for the precise accounting of receipts and disbursements, and present a summary statement of them along with a proposed budget for review and approval by members at the Annual General Meeting. The Board shall determine the schedule for formal audit of the Association accounts.
- 5.3 **Budgetary responsibility** –
- (a) Officers and Directors are responsible for administering the budget allocated to their office or portfolio, and within that budget may authorize billable expenditures or make reimbursable payments required to execute their specific responsibilities;
  - (b) all extraordinary, unplanned or off-budget expenditures exceeding 15% of an approved budget amount require Board approval; a Director committing to or incurring such an expense without prior Board authorization may be held personally responsible for that expense.
- 5.4 **Fee determination** – the amount of the annual membership fee (dues) and any other membership levy shall be recommended by the Board and approved by the members in general conference. A periodic review of dues with reference to expenses is the responsibility of the Board, to ensure ongoing solvency. Payment of dues by any person may be waived by the Board, *e.g.* honorary membership.
- 5.5 **Investment** – “no-risk” investments for the generation of interest and like income from uncommitted or reserve JLA funds are at the discretion of the Board, but speculative investments shall not be undertaken.
- 5.6 **Debt** – the borrowing of funds requires approval by the members in general conference; furthermore, the Association shall neither lend money nor permit “on account” debts to itself.
- 5.7 **Special assessment** – in the event that funds are required to meet a critical expenditure not covered by anticipated revenues or reserve funds, the Board may recommend a special, one time assessment payable by members. Such a special assessment requires approval by the members in general conference.
- 5.8 **Signing authority** –
- (a) letters, documents and electronic transmissions issued or endorsed on behalf of the Board or the Association shall be signed by a Board Officer;
  - (b) a Director may sign any letter, document or electronic transmission having to do with the business of his or her office or portfolio;
  - (c) the Treasurer or the President shall normally sign cheques for the routine accomplishment of JLA business, and the Board may designate any other Officer to do so; but financial

instruments of \$5,000 or more must be jointly signed by any two of these Board Officers.

- 5.9 **Liability** – within reason, the Officers shall arrange for sufficient insurance to indemnify the Association, its Board and appointees under sec. 3.8, collectively or individually, from any action seeking financial compensation, whatever the cause or merits of the case. The status of insurance coverage is to be reported to the Board annually by Labour Day.
- 5.10 **Dissolution** – the dissolution of the Association, by circumstance or design, shall require its assets to be divided equally by specific dues payer among the remaining members in good standing at the time. If the share proportion is not self-evident, or is challenged, or special arrangements are required, the methodology for such a division shall be determined by the members in general conference, whose decision shall be final.

**Article 6. Amendments and records**

- 6.1 **Amendments** – these By-laws shall only be amended by members in general conference, normally but not necessarily following a recommendation by the Board of Directors, whose responsibility it is to monitor the appropriateness and functionality of the regulations in the context of the times.
- 6.2 **Records** – minutes and like records of all JLA Board and general conference meetings are available to all members on request, though a charge may be levied for multiple copies. Non-members may obtain such records on payment of a research and duplication fee.

Approved at the JLA Annual General Meeting, July \_\_, 2011 .

For the Board:

*President:* \_\_\_\_\_  
Name

*Vice-President:* \_\_\_\_\_  
Name

*Secretary:* \_\_\_\_\_  
Name

*Treasurer:* \_\_\_\_\_  
Name