

BLUEWATER COUNTRY RESIDENTS ASSOCIATION

A by-law relating generally to the transaction of the business and affairs of Bluewater Country Residents Association.

Be it ENACTED as a by-law of the Corporation as follows:

1. Head Office

The head office of the Corporation shall be in the City of Sarnia, Province of Ontario, at such place as the Board of Directors may from time to time by resolution determine.

2. Directors

2.01 Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of a minimum of seven (7) and maximum of eleven (11) directors, who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not by the by-laws or any resolution of the Corporation or by statute expressly directed or required to be done by the Corporation at a meeting of members.

2.02 Qualifications of the Board of Directors

Directors shall be individuals that at the time of their election and throughout the term of their office shall be members of the Corporation.

All Directors must be willing to work and take on responsibilities as assigned by the President.

It would be preferable if Directors have access to email and have the capability to open word documents.

2.03 Election of the Board of Directors and Term of Office

(1) The term of office for Directors shall be for a two year term and they shall hold office from the date of the Annual Meeting at which they were elected/acclaimed.

(2) The Directors shall be acclaimed by the members of the Corporation in a general meeting unless an election is required. Subject to the provisions of this by-law, Directors shall be eligible for re-election/acclamation. If no more than the maximum number of directors stand, they shall be acclaimed. If an election is required, the election will be by ballot vote prior to the Spring General Meeting.

(3) From time to time in the event of any vacancy however caused occurring in the Board of Directors (except through an increase in the number of directors), such vacancy may, as long as there is a quorum of directors then in office, be filled at the next meeting of the Board, and any director appointed or elected to fill any such vacancy shall hold office for the unexpired term of the director who ceased to be a director and who caused such vacancy.

2.04 Vacation of Office

A person ceases to be a Director if:

- (1) he or she is found by a court to be mentally incompetent or of unsound mind;
- (2) by notice in writing to the Secretary of the Board, he or she resigns his or her office;
- (3) he or she ceases to be a member of the Corporation or die;
- (4) he or she is removed from office at a meeting of the Corporation.

2.05 Removal of Directors

Upon the receipt of a petition signed a minimum of 150 members of the Corporation, the Board of Directors of the Corporation shall call a Special Meeting for the purpose of voting on the removal of a

Director. Any vote to remove a sitting Director shall require the approval of a minimum of two thirds of those present.

This special meeting may elect any member by simple majority to serve out the remainder of the removed director's term.

2.06 Remuneration of Directors

The Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from his position. A Director may be reimbursed for reasonable expenses incurred by him in the performance of his duties.

3. Meetings of Board of Directors

3.01 Place of Meeting and Notice

(1) Meetings of the Board may be held regularly a time and place designated by the President or designate providing the location is in Bluewater Country. The President may call a meeting of the Board at any time with reasonable notice if a situation warrants it.

(2) Notice of any meeting of the Board shall be delivered or mailed or sent by email or otherwise communicated to each director not less than seven days if mailed and not less than two days if delivered by hand or e-mail or otherwise communicated. In the case of an emergency, as much advance notice as reasonably possible will be given.

3.02 Election of Officers

At a meeting of the Board of Directors prior to the Spring General Meeting, the Directors shall elect from among their members, a President, Vice President, Secretary, and Treasurer and determine the responsibilities of other Board members. The President shall, when present, preside at all meetings of the Board and all meetings of the Corporation. In the President's absence, the Vice President will chair the meeting. Once the President decides to no longer run for re-election, (s)he shall serve for a one-year term in the position of Past-President in order to provide continuation and guidance to the Board.

3.03 Quorum

A quorum shall be a minimum of fifty percent plus one of the total number of directors elected.

3.04 Voting

(1) Questions arising at any meeting of the Board shall be decided by a simple majority of votes cast. In case of a tie, the President will cast the deciding vote.

(2) At any meeting unless a poll is demanded, a declaration by the President that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

4. Duties of Officers

4.01 President

The President

- (1) shall sign all contracts and documents on behalf of the Corporation;
- (2) shall be the Chief Administrative Officer of the Corporation and shall be responsible to the Board for the co-ordination of all affairs of Corporation;

- (3) shall, in all matters affecting the Corporation, be deemed to be an agent of the Corporation acting under the authority and at the express intention and express direction of the Board of Directors or any committee thereof, as the case may be;
- (4) shall chair the Annual, Semi-Annual, any Special and all Board of Directors Meetings of the Corporation;
- (5) sits as an Ex-officio member of all Board subcommittees;
- (6) meets with Parkbridge management or its successors to discuss matters of concern to members of the Corporation;
- (7) ensures that projects are prioritized and delegated to committee members and monitors the progress of such projects;
- (8) monitors all events and activities of all committees of the Corporation, and provides leadership and guidance to all committees;

4.02 Vice President

The Vice President

- (1) shall assume the duties of the President in his or her absence;
- (2) undertake any duties delegated by the President or the Board of Directors.

4.03 Secretary

The Secretary

- (1) shall take minutes and maintain records of all Board and Corporation meetings;
- (2) shall receive and maintain copies of any Corporation correspondence;
- (2) shall provide copies of minutes from meetings to all Board members;
- (3) post copies of those minutes on the Clubhouse bulletin board and the Mail house bulletin board;
- (4) provide typed documentation for other Board members, if required;
- (5) compiles and keeps a record of all outstanding items for presentation at future meetings;
- (6) at the direction of the President communicates to the other Board members about upcoming meetings or reminder notices;
- (7) undertakes any other duties as delegated by the President.

4.04 Treasurer

The Treasurer

- (1) shall be the Chief Financial Officer of the Corporation;
- (2) shall maintain records of all financial matters of the Corporation;
- (3) shall make records available for audit as required by law;
- (4) shall carry out a yearly audit of the financial records of the Social Committee;
- (5) will provide leadership and guidance to the Treasurer of the Social Committee;
- (6) shall assume the duties of the President in the absence of both the President and Vice President.

5. Committees

5.01 Standing Sub-Committees

There will be one standing sub committee: the Social Committee. The Social Committee shall report to and/or bring recommendations to the Board for final decision making if required.

5.01.1 The Social Committee

The purpose of the Social Committee is limited to the planning, conducting, supervising and coordinating of recreational and social activities for the pleasure of all members of the Corporation. Items that are outside of the committee's purpose are to be brought to the Board for consideration.

- (1) The Social Committee is composed of not less than seven members and no maximum number is required: Chairperson, Past-Chairperson (1 year term), Co-Chairperson (when necessary), Secretary, Treasurer and four (4) members, one of whom shall be a member of the Board;
- (2) The acclamation of the members will take place at the Spring General Meeting;
- (3) Social Committee meetings will be held monthly or at the call of the chairperson;
- (4) Monies from any and all profit making activity must be turned over to the Social Treasurer within two days after the event, along with a completed financial statement form, unless other arrangements have been made prior to the event.
- (5) Expenses
 - (a) Subject to the Social Committee Policies and Procedures, expenses for activities must be approved by the Social Committee. Any expenses which are not approved will not be reimbursed.
 - (b) Expenses for renovations, alterations, repair or replacement of facilities or equipment are to be approved by the Board beforehand. This may also require Parkbridge approval.
 - (c) The social chairperson will submit a request for approval to the President at least one week prior to a Board meeting for final decision making, if required.
 - (d) All expenditures over \$600.00 must go to a General Meeting of the Association for approval.
- (6) This committee will report to the Board of Directors monthly and as necessary.

5.02 Ad Hoc Sub-Committees

Ad hoc committees will be established as necessary. Ad hoc sub-committees are short-term committees formed to assist the Board with its work. The committee may make recommendations only so as to assist in its decision-making with respect to specific issues or may spearhead a project under the direction and supervision of the Board.

5.03 Other Committees

The Board of Directors may from time to time constitute such committees as it deems necessary to assist the Directors in carrying on the affairs of the Corporation and shall prescribe the duties of any such committees. All committee members are required to maintain confidentiality of all materials and information under deliberation.

6. Indemnities to Directors and Others

Every Director of the Corporation or any other person who has undertaken or is about to undertake any liability on behalf of the Corporation and his or her heirs, Executors and administrators, and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation, from and against,

- (1) all costs, charges and expenses whatsoever which such director or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him, for or in respect or any act, deed, matter or thing whatsoever made, done or permitted by him or her, in or about the execution of the duties of his or her office;
- (2) all other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

7. Membership of the Corporation

All residents residing in Bluewater Country shall be members of the Association.

8. Meetings of the Corporation

8.01 General Meetings

The Corporation shall hold two (2) meetings of its members a year. A General Meeting will be held in the Spring and the Fall. Interim Special Meetings may be called at the discretion of the President or by petition by a minimum of 10% of the members. If, at a general meeting, a member is disruptive or disrespectful to either the Board, Social Committee, or other members of the Corporation, the Board has the right to remove that member from the meeting.

8.02 Notice

A printed notice will be posted stating the day, time and place of any meeting of the members along with the general nature of the business to be transacted at least 14 days in advance of the meeting, unless in the case of an emergency when less than 14 days notice may be given.

8.03 Voting

Voting is limited to one vote per person to a maximum of two votes per home. Proxy votes will be accepted. The proxy vote must be presented in writing to the secretary prior to the meeting. Any proxy shall be effective only for the specific meeting for which it was given.

8.04 Quorum

A quorum shall consist of 75 members present when the meeting is called to order. A show of majority by hands of those present will pass a motion at a meeting. Any votes requiring secret ballot will also be by majority.

9. Amendments of By-Laws

Any proposed changes to the current By-laws must be posted 30 days prior to a General meeting of the members at which time they will be voted on by the members.

10. Finance

The financial year of the Corporation terminates on April 30th. The Board of Directors may from time to time by resolution change the financial year end of the Corporation.

11. Signing Authorities

Cheques and other withdrawals may only be made under signature of at least two designated signing Directors from the Board of Directors for Board expenses and two designated signing members of the Social Committee. All expenditures over \$600.00 must go to a General Meeting of the Association for approval.

12. Accounting Procedures

Financial and accounting procedures shall follow generally accepted accounting principles in a manner consistent with sound business practices.

13. Interpretation

In all by-laws and special resolutions of the Corporation, the singular shall include the plural and the plural the singular; the word "person" shall include firms and corporations, and the masculine shall include the feminine. Whenever reference is made in any by-law or any special resolution of the Corporation to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment or re-enactment of such statute or section thereof, as the case may be.

Enacted the 28th day of September, 2011.

Amended the 23rd day of October, 2019.