

## **RONDEAU COTTAGERS' ASSOCIATION BYLAWS**

### **Article I: NAME**

The name of the organization shall be the Rondeau Cottagers' Association (RCA).

### **Article II: PURPOSE**

- The purpose of the Rondeau Cottagers' Association is to promote the best interests of its members and provide them with the most enjoyable environment for cottage activities and recreation in Rondeau Provincial Park.
- As stewards of Rondeau Provincial Park, the Rondeau Cottagers' Association and its members are committed to the natural and historical protection, preservation and promotion of Rondeau Provincial Park.

### **Article III: MEMBERSHIP**

- To be a Member in Good Standing a Cottager/Leaseholder must pay the annual dues as set by the Executive Committee and passed by the membership at the Annual General Meeting.

#### **\*Note!**

Only Members in Good Standing will be eligible for any or all of the privileges and benefits associated with membership in the Rondeau Cottagers' Association.

### **Article IV: DUES**

- The annual dues for the next operating year of the Association shall be an amount set by the Executive Committee and voted upon by the membership at the Annual General Meeting.
- In order to be a Member in Good Standing each Cottager/ Leaseholder must pay all dues no later than January 31st of the current year.
- Failure to comply with the payment of the annual dues will revoke the Cottager/Leaseholder's membership in the Association until such time as dues for the current year are remitted to the Association Treasurer.

### **Article V: SPECIAL LEVIES**

- From time to time the Executive Committee may deem it necessary to assess the membership with a levy in order to be able to conduct the business of the Association.
- In order to maintain the status of Member in Good Standing each Cottager/Leaseholder must comply with the payment of the levy within a time period as set by the Executive Committee.
- Failure to comply with the payment of the levy will revoke the Cottager/Leaseholder's membership in the Association until such time as the unpaid levy is remitted to the Association Treasurer.

**\*NOTE! If circumstances prevail which prevent a Leaseholder from meeting the deadline for dues or levy payments, the leaseholder may apply in writing to the Executive Committee for a reasonable period of grace in order to meet their payment obligations.**

### **Article VI: EXECUTIVE COMMITTEE**

- The Executive Committee shall consist of five Officers of the Association (President, Vice-President, Past President, Treasurer, Secretary) and those Directors duly elected at the Annual Meeting of the Association, to a maximum of 9 Directors.
- Both Officers and Directors shall have a vote.
- Any member of the Executive Committee may be eligible for re-election provided that they have not served the maximum of 9 consecutive years on the Executive Committee.

**Article VII:  
ASSOCIATION OFFICERS**

- The Officers of the Association shall be President, Vice-President, Past President, Treasurer, and Secretary
- The term of office for all Officers of the Association will be one year from the time of their election.
- Any Officer of the Association is eligible for re-election provided that they have not served more than 3 consecutive years in the same Office unless, by acclamation of the Executive Committee, an Officer is granted eligibility to stand for re-election to the same office for one additional consecutive year.
- Notwithstanding any vote to extend an Officer's term in the same office, no Officer may serve in the same position more than 5 consecutive years.

**Article VIII:  
BOARD OF DIRECTORS**

- Members of the Board of Directors shall act as Chairpersons of Standing Committees.
- The term of office for a Director of the Board will be 3 years from the time of their election.
- A Director shall be eligible for re-election provided that they have not served a maximum period of 9 consecutive years as a Director.

**Article IX:  
DUTIES OF OFFICERS AND DIRECTORS**

**President**

- The President shall be charged with the general management and supervision of all affairs and operations of the Association.
- The President shall preside at all Executive Committee meetings and at the Annual General Meeting of the Association.
- The President shall be responsible for setting the Agenda for all Executive Committee meetings and for the Annual General Meeting.

**Vice President**

- The Vice President shall serve as the leader of the Association in the absence of the President.
- The Vice President shall preside at all Executive Committee meetings and at the Annual General Meeting of the Association in the absence of the President.
- The Vice President will undertake such duties as assigned by the President.

**Past President**

- The Past President shall serve in an advisory capacity to the other Officers and to the Directors of the Executive Committee.
- The Past President will be responsible for chairing the Nominating Committee.
- The Past President will undertake such duties as assigned by the President.

## **Treasurer**

- The Treasurer shall keep a full and accurate account of all receipts and disbursements of the Association in proper books of account.
- The Treasurer shall deposit all monies or other valuable effects in the name and to the credit of the Association in such bank as designated by the Executive Committee.
- The Treasurer shall cause the disbursement of funds of the Association under the direction of the Executive Committee, taking proper vouchers and shall verify all expenditures and initial all invoices.
- The Treasurer shall prepare a complete accounting of all transactions of the Association that will be subject to audit by a certified accounting firm and presented as part of his/her report at the Annual General Meeting.

## **Secretary**

- The secretary shall record all facts and minutes of all proceedings at all Executive Committee meetings and the Annual General Meeting of the Association.
- The Secretary shall prepare a roll for the Annual General Meeting of all Members in Good Standing.
- The secretary shall prepare and distribute a Notice of Motion for the Annual General Meeting to all Members in Good Standing at least 4 weeks prior to the date of the Annual General Meeting.
- The Secretary shall prepare and distribute the minutes from the previous Annual General Meeting for discussion and acceptance at the current Annual General Meeting.
- All correspondence received by the Secretary from Members in Good Standing and from any other sources shall be shared with the Executive Committee on a regular basis at all Executive Committee meetings.

## **Directors**

- The Directors of the Association shall act as Chairs of the Standing Committees.
- The Directors shall be responsible for conducting and directing any and all business associated with their Portfolio.

## **Article X:**

### **VACANCY OF OFFICE**

- If a vacancy shall occur in any of the Executive Committee Officer or Director positions by reason of resignation, disqualification or otherwise, the Executive Committee may by resolution, appoint an acting Officer or Director to fill such vacancy.
- The acting Officer or Director will hold office for the remainder of the vacating Committee Member's term.

## **Article XI:**

### **STANDING COMMITTEES**

- The Executive Committee may create, merge or dissolve Standing Committees to best serve the Association.
- Membership on the Standing Committees can be appointed from members of the Executive Committee and from the membership at large.
- The Executive Committee will approve the appointment of Standing Committee Members.
- Members at Large serving on standing committees will not have voting privileges on matters that are the purview of the Executive Committee.

## **Article XII:**

### **NOMINATING COMMITTEE**

- The Nominating Committee will consist of the Chair and two other members selected from the Members at Large.

- The nominating Committee will be responsible for preparing a “Slate of Officers and Directors” for the Annual General Meeting.

**Article XIII:  
EXECUTIVE COMMITTEE MEETINGS**

- Executive Committee meetings will be scheduled for the first Saturday of each month.
- Following consultation with the other four Executive Officers, the President may cancel an Executive Committee Meeting due to a lack of agenda items.
- The President following consultation with the other four Officers of the Association may call emergency meetings of the Executive Committee.
- All Executive Committee meetings will be conducted under the direction of Robert’s Rules of Order.
- Members in Good Standing wishing to propose items of business for Executive Committee meetings must do so in writing through the Secretary of the Association at least one week prior to any scheduled Executive Committee meeting.
- Members in Good standing who wish to attend an Executive Committee meeting to present their item(s) of business may do so by making arrangements through the Secretary of the Association.
- A quorum shall be declared if a simple majority of current directors and officers are present.
- If all the directors and officers present at or participating in the meeting consent, a meeting of the Board may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director and officer participating in such a meeting by such means is deemed to be present at that meeting and shall be deemed to consent to such meeting.

**Article XIV:  
ELECTION OF OFFICERS AND DIRECTORS**

- The Nominating Committee will prepare a proposed Slate of Officers and Directors for the Annual General Meeting to fill the positions of any Executive Committee Members who have completed their term of office and who do not wish to stand for re-election.
- Any Member in Good Standing may propose the name(s) of fellow Members in Good Standing to stand for office at the next Annual General Meeting.
- All Members in Good Standing wishing to stand for the position of an Officer of the Association, must have their name duly proposed and seconded and submitted in writing to the Association Secretary no later than May 15th of the current year.
- All Members in Good Standing wishing to stand for the position of Director must first contact the Secretary to ascertain information concerning the open Director(s) positions. The member must then have their name duly proposed and seconded and submitted in writing to the Association Secretary no later than May 15th of the current year.

**Article XV:  
ANNUAL GENERAL MEETING**

- The Annual General Meeting of the Association shall be held on the first Sunday in July of each calendar year.
- The meeting will only be open to Members in Good Standing who are duly registered to attend and to any person (s) invited to attend by the Executive Committee.
- The Secretary will compile a list of Members in Good Standing. This list will act as a roll for registration at the Annual General Meeting.
- Each Member in Good Standing will be notified at least four weeks in advance of the meeting date.

**Article XVI:  
ASSOCIATION BUSINESS**

- The purpose of the Annual General Meeting will be to bring before the members any and all business

that will affect the operation of the Association.

- The agenda of the Annual General Meeting will include a full written report from all Officers and Directors of the Association.
- Through invitation by the Executive Committee other associated groups may also bring announcements to be shared at the meeting. (eg. Park Staff, Rondeau Yacht Club, Friends of Rondeau).

#### **Article XVII:**

##### **AUDIT**

- A licensed public accountant will be appointed annually to audit the finances of the Rondeau Cottagers' Association.
- The Treasurer will present the audit with his/her report at the annual General Meeting.

#### **Article XVIII:**

##### **MOTIONS**

- Motions from Members in Good Standing to be considered as part of the business of the Annual General Meeting must be duly seconded and submitted in writing to the Secretary of the Association no later than May 15th of the current year.
- Motions from Members in Good Standing wishing to propose a motion after the submission date may do so from the floor at the Annual General Meeting. Any motion from the floor must be a written motion that has been duly seconded by another Member in Good Standing and presented through the chair under New Business
- The Annual General Meeting will be conducted under the direction of Robert's Rules of Order.

#### **Article XIX:**

##### **QUORUM**

- For the purposes of conducting business and for the passing of motions at the Annual General Meeting, a quorum of **100** Members in Good Standing must be present or represented through proxy votes.

#### **Article XX:**

##### **VOTING**

- A 2/3-majority vote of the members present at the Annual General Meeting must occur in order to pass any proposed motions or amendments to the By-laws.

#### **NOTE!**

**Only Members in Good Standing may vote at the Annual General Meeting. There will be one vote per lease.**

#### **Article XXI:**

##### **PROXY VOTES**

- Members in Good Standing who are unable to attend the Annual General Meeting may submit a proxy vote through another Member in Good Standing who is in attendance.
- A proxy vote will be included with the notice of the Annual General Meeting.

#### **Article XXII:**

##### **SPECIAL MEETINGS**

- The Executive Committee may deem it necessary to hold a special meeting of the membership in order to conduct the business of the Association.
- Members in Good Standing will be given at least two weeks notice prior to any Special Meeting.

**Article XXIII:  
AMENDMENTS TO THE BY-LAWS**

- Members in Good Standing who wish to propose an amendment to the By-laws may do so by submitting in writing a properly seconded motion to the Association Secretary no later than May 15th of the current year.
- Any notices of motions or proposed amendments to the By-laws will be circulated to the Members in Good Standing with the notice of the Annual General Meeting.

**AMENDMENTS TO THE BY-LAWS BY EXECUTIVE COMMITTEE:**

- The Executive Committee may, by a two-thirds affirmative vote of the directors present and voting at a meeting, amend the by-laws of the Association and, subject to any statutory provision to the contrary, any such amendment shall be effective only until the next Annual Meeting of the Association unless confirmed by the Voting Members at such Annual Meeting and, in default of confirmation, ceases to have effect at and from that time

**Article XXIV:  
COMPLAINTS**

- Members in Good Standing who have suggestions or complaints concerning the conduct of the Executive Committee or other members of the Association shall communicate them to the Executive Committee in writing. All submissions to the Executive Committee will be duly considered by the Executive Committee and made part of the business at the AGM.

**Article XXV:  
DIRECTOR AND OFFICER INDEMNIFICATION**

- All Directors and Officers of the Corporation and their heirs, executors, administrators and their estates and effects respectively, shall at all times be indemnified and saved harmless out of the funds of the Corporation from and against:
  - a. all costs, charges and expenses whatsoever which the Director or Officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for, or in respect of any act, deed, matter or things whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office, and
  - b. all other costs, charges and expenses which the Director or Officer sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as occasioned by his or her own willful neglect or default.
- The Corporation may also indemnify any Director in such other circumstances as the Law may permit or require. Nothing in this By-Law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-Law to the extent permitted by Law.