

# **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 2024**

### **Definitions:**

- (a) Act means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time.
- (b) Articles means the Articles of Incorporation of Jack's Lake Association formerly known as its Letters Patent
- (c) Association means the Jack's Lake Association.
- (d) Board means the board of directors of the Corporation.
- (e) By-laws means these by-laws (including any schedules to these by-laws) as may be amended from time to time.
- (f) Corporation means the Jack's Lake Association.
- (g) Director means an individual occupying the position of director of the Corporation.
- (h) Member means a member of the Corporation.
- (i) Members means the collective membership of the Corporation.
- (j) Officer means an Officer of the Corporation.
- (k) Special Resolution means a resolution that requires at least two-thirds (2/3) of the votes cast in favour, of at least five percent (5%) of Members, in general conference.

Other than as specified herein, all terms contained in these By-laws 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.

### **Enforceability**

The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions of these By-laws. If any of the provisions contained in these By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

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

The purpose of the Association is to:

- 1.1 generally oversee and advance the interests of the seasonal and permanent residents of littoral Jack Lake and vicinity, in particular Members of the Association;
- 1.2 install and maintain buoys to mark rocks and shoals in the lake, and otherwise advance safety practices on the lake;
- 1.3 acquire, maintain and provide fire safety equipment for use on the lake;
- 1.4 organize and conduct aquatic and other recreational activities;
- 1.5 monitor Jack 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;
- 1.6 liaise and if necessary, intercede with pertinent government officials and agencies for the benefit of Members;
- 1.7 communicate and liaise with and among Members.

## 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 Lake, but anyone may become a Member. The aforesaid notwithstanding, a corporation cannot become a Member.
- 2.2 **Dues** – membership is conditional on receipt of an annual fee (dues). Anyone so paid is a Member in good standing, provided their membership has not been revoked. Membership dues are not refundable, and membership is not transferable.
- 2.3 **Voting** – A Member is entitled to one vote on each and every issue arising during the collective conduct of Association 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 Member, based on the principle that one annual fee commonly derives from the Jack Lake dwelling or property associated with each Member and occupied or used by their family.
- 2.5 **Term** – the membership year is twelve (12) months from the later of the date payment is received and processed, or the end date of the Member's current membership term. Membership lapses automatically if annual dues have not been paid by the end of this term. (cf. sections 2.2, 2.5)

- 2.6 **Revocation** – membership may be revoked for cause by Special Resolution of the Members in general conference. A Member is entitled to provide a statement to the Members giving reasons for opposing their removal at a general conference. The Board must immediately circulate the Member’s statement to the Members.  
Cause may include, but is not limited to, the Member through words or actions, having brought the Association into disrepute or acted in a manner detrimental to the best interests of the Association.

## Article 3. Management

### A. Directors

- 3.1 **Board** – the affairs of the Association shall be managed by a Board of Directors composed of Members in good standing elected by the membership in general conference.
- 3.2 **Complement** – the nominal Board size shall be ten (10) persons. Members of the Board are Directors-at-Large unless they hold officer or other appointments per sections 3.12 or 3.17.
- 3.3 **Nomination & election** – given a functioning Board, new Director nominations shall be coordinated by the Board to ensure coverage of all portfolios and then elected to it by resolution of Members in general conference, for a renewable term of three years dating from the date of their election. A Director may be re-elected and serve on the Board for a maximum of nine (9) years, of which six (6) years may be consecutive. There must be a hiatus of three (3) years for every six (6) served.
- 3.4 **Suspension/Dismissal** – a Director may be suspended from the Board for cause, by majority vote among the other Directors, which suspension shall be applicable forthwith.  
In the event of a Director’s suspension, the matter shall be brought to the Members in general conference at the earliest opportunity for a decision on dismissal of said Director; or equally by the Members in general conference, by way of a Special Resolution.  
Cause may include, but is not limited to, financial improprieties; abuse of trust; consistent and willful obstruction or disregard of Board resolutions, plans or objectives; persistent absence from meetings or other commitments; disregard of By-laws or Code of Ethics; disrespect of other Members; and words or actions that may bring or may have brought the Association or its Board into disrepute.  
A Director is entitled to provide a statement to the Board giving reasons for opposing his or her suspension and/or removal if a meeting is called for the purpose of removing them. The Board must immediately circulate the Director's statement to Members.
- 3.5 **Vacation** - The office of a Director shall be vacated immediately if the Director
- (a) resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later,
  - (b) dies or becomes bankrupt,
  - (c) is found to be incapable by a court or incapable of managing property under Ontario law.

3.6 **Conflict of Interest and Fiduciary Duty** – An actual or potential Conflict of Interest or the appearance of a Conflict of Interest arises in a situation when a Director’s duty to act in the best interests of the Corporation and adhere to his or her fiduciary duties is compromised or impeded by another interest, relationship or duty of that Director. A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make this disclosure to the Board including the nature and extent of the interest. No such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

Directors have a fiduciary duty to act in the best interests of and for the benefit of the Corporation. In so doing, Directors shall act honestly and in good faith in the best interests of the Association, and shall exercise the care, diligence and skill of a reasonably prudent person in comparable circumstances whilst performing their duties on the Board.

3.7 **Remuneration** - Directors shall serve as such without remuneration and no Director shall solicit or receive monetary gain from occupying the position of Director; provided that

(a) Directors may be reimbursed for reasonable expenses that they incur in the performance of their duties;

(b) 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:

(i.) considered reasonable by the Board;

(ii.) approved by the Board for payment by resolution passed before such payment is made; and

(iii.) in compliance with the conflict-of-interest provisions of the Association.

3.8 **Board operation**

3.8.1 **Meetings** –

(a) the Board shall formally take office immediately following the respective annual meeting (AM), and meet as often as Association business requires but no less than twice in the following twelve (12) months, not including any general conference of Members;

(b) the President and Secretary, or in their absence, any member of the Board, shall call all Board and general conference meetings providing reasonable notification;

(c) 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;

(d) 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;

(e) having given prior notice to the Secretary or the President, any Member may attend a Board meeting as an observer if space permits.

**3.8.2 Board quorum** – substantive decisions, in particular financial and policy ones involving commitment or change, require a voting quorum at any meeting consisting of fifty percent (50%) of the currently serving Director complement plus one\*; or, in the event of an odd number of serving Directors, fifty percent (50%) of the next smaller even number, plus one.

[\* the basic 10-director quorum is therefore 6]

**3.8.3 Voting** – decisions of the Board shall be by simple majority, the chairperson (ref. sec. 3.15) 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.

A Director is deemed to have consented on a vote at a meeting unless:

- their dissent is entered in the minutes,
- they request that their dissent is entered in the minutes,
- they give their dissent to the secretary of the meeting before the meeting is terminated, OR
- they submit their dissent immediately after the meeting is terminated.

A Director who votes for/consents to a resolution is not entitled to dissent.

A Director who was not present at a meeting at which a resolution was passed, or action taken is deemed to have consented to the resolution unless within seven (7) days after becoming aware of the resolution, they cause their dissent to be placed within the minutes of the meeting, or they submit their dissent to the Association

**3.8.4 Board sufficiency** – inclusive of 3.16 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 Members shall be called by any willing Member or group of Members, to establish a caretaker mechanism and/or a new Board.

**3.9 Vacancy** – under exceptional circumstances, a Director vacancy may be filled by Board appointment of a volunteer Member, subject to ratification by the Members in general conference at the earliest opportunity; the term of an appointed Director ends at the next Annual Meeting.

**3.10 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 ten (10). 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.

3.11 **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.

3.11.1 **Committees** – in the spirit of engaging Members, the Board shall implement committees to cover the following:

- Activities & Events
- Communications
- Governance
- Environment

Each committee shall be chaired by a Director who shall oversee membership for that committee. Only Members can serve on committees. Membership on all committees shall be reviewed and updated at least once every year following the AM. The Board may also appoint other committees (both ad hoc and standing) as deemed necessary from time to time.

All substantive decisions including but not limited to expenditures of Association funds must be approved by the Board.

## **B. Officers**

3.12 **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 Association. The President is also chair of the Board. 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.

3.13 **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 immediately following their election 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.

3.14 **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 Members in general conference by Special Resolution, 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.

- 3.15 **Chairperson** – the President shall normally act as chairperson of all Board and Member meetings. In the absence of the President, the chairperson 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.
- 3.16 **Contingency management** – notwithstanding 3.8.2 and 3.8.4, 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 Association, and may conduct such other business as is necessary, with subsequent ratification of decisions by the Members in general conference.
- 3.17 **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 (but in any event no longer than 15 months from the last Annual Meeting), to be known as the **Annual Meeting** (AM), at a date, time, and place convenient to members as determined by the Board. The Annual 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 AM’s minutes, the past year’s financial statements and the current year’s budget;
  - review the auditor’s report or engagement review report if any;
  - consider an extraordinary resolution to have a review engagement instead of an audit or to waive an audit or review engagement;
  - reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
  - elect or re- elect Directors as necessary;
  - ratify any previous Board or Board Officer decisions that warrant or call for general conference consideration.

Should the AM 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 twenty-five percent (25%) of the Members, should it be necessary to deal with extraordinary issues facing the Association. Said meeting is to be held within twenty-one (21) days after receiving the requisition for the meeting. 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 ten (10) days, but no more than fifty (50) 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. Notice of an annual meeting must contain a copy of the approved financial statements and the auditor’s report or review engagement report if any. Further, notice of a meeting at which ‘special business’ will be conducted (meaning any item other than that found at section 4.1) must state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business, and state the text of any Special Resolution to be submitted to the respective meeting.

#### 4.4 **Procedures** –

4.4.1 **Quorum:** a general conference quorum is ten percent (10%) of the paid membership at the time the meeting is called to order. Absent a quorum, substantive decisions must be subsequently ratified by a general conference of Members having a quorum, and unless survival of the Association is at stake, no changes, expenditures or commitments shall be made until then. If a quorum is present when the respective meeting is called to order, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting. The above notwithstanding, in the event that a vote is called on a Special Resolution, at least five percent (5%) of the membership must be present.

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 Special Resolutions (see sections 2.6, 3.4, 3.14, 5.5, 5.7, 5.8, 5.11 and 6.1), when a majority shall be two-thirds (2/3) 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.



4.4.8 **Roberts Rules of Order:** - All Board and general conference meetings shall be conducted in accordance with Association By-laws and where any point of procedure arises which is not governed by the By-laws of the Association, the meeting shall be governed by the procedure as set out in Robert's Rules of Order.

## 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 Association 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 Meeting. The Board shall determine the schedule for formal audit or engagement review of the Association accounts.
- 5.3 **Financial Year** - The financial year of the Association ends on December thirty-one (31) each year or on such other date as the Board may from time to time determine by resolution.
- 5.4 **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 fifteen percent (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.
- 5.5 **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 by Special Resolution. 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.
- 5.6 **Investment** – “no-risk” investments for the generation of interest and like income from uncommitted or reserve Association funds are at the discretion of the Board, but speculative investments shall not be undertaken.
- 5.7 **Debt** – the borrowing of funds requires approval by the Members in general conference by Special Resolution; furthermore, the Association shall neither lend money nor permit “on account” debts to itself.

- 5.8 **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 by Special Resolution.
- 5.9 **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 Association business, and the Board may designate any other Officer to do so; but financial instruments of five-thousand dollars (\$5,000) or more must be jointly signed by any two of these Board Officers.
  - (d) any Director or Officer may certify a copy of any instrument, resolution, By-laws or other document of the Corporation to be a true copy thereof.
- 5.10 **Liability** – within reason, the Officers shall arrange for sufficient insurance to indemnify the Association, its Board and appointees, collectively or individually, from any action seeking financial compensation, whatever the cause or merits of the case, provided that, in the case of a Director, he/she has acted honestly and in good faith with a view to the Association’s best interests, and in the event of a criminal matter imposing a monetary penalty, that he/she had reasonable grounds for believing that his/her conduct was lawful. The status of insurance coverage is to be reported to the Board annually at the first meeting of the Board following the respective AM.
- 5.11 **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 by Special Resolution, 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 by Special Resolution, 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 Association 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 Jack's Lake Association Annual Meeting, October 24 2024.

For the Board:

*President:* Erik Speed \_\_\_\_\_

*Vice-President:* Blake Steels \_\_\_\_\_

*Treasurer:* Andrew Semple \_\_\_\_\_