

LONG POINT RATEPAYERS' ASSOCIATION (LPRA)
BY-LAWS
(Amended June 10, 2017)

1. EFFECTIVE DATE AND REPEAL OF PRIOR BY-LAW

1.1 General.

These By-Laws repeal and replace in their entirety the previous By-Laws of the LPRA (Amended June 13, 2015). Such repeal shall not affect the validity of any action pursuant to such By-Laws prior to their repeal.

2. BUSINESS OF THE LPRA

2.1. Association Name

The name of the organization shall be Long Point Ratepayers' Association (LPRA).

2.2. Head Office

The address of the principal office of the LPRA shall be as determined by the Directors from time to time.

2.3. Purpose

The LPRA is organized and incorporated as a not-for-profit association for the purpose of promoting the general interest and welfare of the Long Point community and related community projects

2.4. Financial (Fiscal) Year

Until otherwise determined by the Board, the financial year of the LPRA shall terminate on December 31 in each year.

2.5. Audit

The financial statements of the LPRA shall be reviewed annually by an ad hoc committee consisting of three Directors appointed by the Board. The ad hoc committee shall report to the Board of Directors and the Board of Directors may engage external auditors for the purpose of providing an opinion on the financial statements, in accordance with the prevailing and applicable accounting principles.

2.6. Execution of Documents

The Directors may from time to time direct the manner in which and the person or persons by whom any particular document or class of document may be signed. In the absence of any such direction; deeds, transfers, assignments, contracts, obligations, certificates and other documents shall be signed by two Directors, one of which shall be the President.

3. MEMBERSHIP

3.1. Eligibility

Membership of the Association shall be composed of property owners at Long Point, including the Causeway and those properties on Long Point south of the northern limit of the marsh, in the County of Norfolk.

3.2 Membership and Property

Membership shall include the spouse or domestic partner of the property owner. If the property is jointly owned, the owners collectively shall be considered to be one member. For greater clarity, only one membership shall be assigned for each participating property. All memberships shall be indivisible for voting purposes, regardless of the number of owners of any participating property.

3.3 Ownership of Multiple Properties

No Member shall possess more than one membership regardless of the number of properties he or she may own on Long Point.

3.4 Membership Fee

Membership fees shall be determined from time to time by the Board of Directors and approved by the general membership. Memberships shall not be refundable for any reason.

3.5 Fee Due Date

A membership shall be valid from the date of issue until the commencement of the Annual General Meeting of the year in which it expires. All membership fees shall be due prior to the commencement of the Annual General Meeting in the year that they come due.

3.6 Unpaid Fees

No person shall become a member unless and until the fees for that person are paid in full.

4. DIRECTORS AND OFFICERS

4.1 Board of Directors

The governance of the Association, the direction of its affairs, and the application and enforcement of its policies shall be vested in the Board of Directors which shall be composed of not more than eleven Directors elected annually from the membership of the LPRA for a two year term.

4.2. Officers

The officers shall consist of a President, Vice-President, Treasurer, Recording Secretary and Membership Secretary.

4.3. Appointment of Officers

The officers shall be appointed by the Board of Directors immediately following the annual general meeting. The President, Vice-President, and Treasurer must be Directors. The Recording Secretary and the Membership Secretary may or may not be Directors.

4.4. Duties of Officers

1. The President shall preside at all meetings of the Association and of the Board of Directors and shall perform all duties pursuant to the position of President.
2. The Vice-President shall act in the absence of the President.
3. The Recording Secretary shall issue all the notifications, conduct the official correspondence and maintain an accurate record of the proceedings of the Association and of the Board of Directors.
4. The Treasurer shall maintain the books of account receive and disburse the funds of the Association and provide financial and/or budget reports to the Association at the annual general meeting and at such other intervals as may be required by the Board of Directors. At the expiration of the Treasurer's term of office, the Treasurer shall deliver to the Board of Directors all books, papers, and property of the Association.
5. The Membership Secretary shall receive all membership applications, issue membership cards, maintain a list of all members and distribute to the Members such communications as may be directed by the Board.

5. COMMITTEES

5.1 Formation and Composition

All committees shall be named by the President on the advice of the Board of Directors as quickly as possible following the annual meeting and each committee shall elect its own chairperson. Committee members must be LPRA Members and may or may not be Directors.

5.2 Meetings

Committee meetings shall be held at the call of the committee chairperson.

5.3 Powers and Duties

The powers and duties of the various committees shall be defined by the Board of Directors.

6. LPRA MEETINGS

6.1. General

1. Parliamentary Procedure

All meetings shall be conducted to the extent practicable in accordance with recognized parliamentary procedures. The Chair shall retain the authority to make such rulings as are deemed appropriate to the proper functioning of the meeting and any ruling by the Chair shall be final, subject only to a decision of the voting Members to remove the Chair.

2. Attendees

Only members may attend LPRA General Meetings unless approval for the attendance of a non-member is given by the chair.

3. Proxies

Voting by proxy at LPRA meetings shall not be permitted.

4. Errors and omissions

No error or omission with respect to notice for a meeting shall invalidate the meeting or invalidate or make void any proceedings taken or had at the meeting.

5. Waiver of notice

Any Member, Director or Officer may waive the notice required to be given to him or her and such waiver, whether given before, during or after the meeting or other event of which notice is to be given, shall cure any default in giving such notice. Such a waiver when given by a vote of the membership shall apply to all Members regardless of claims from individual Members that may arise due to improper notice.

6.2. General Membership Meetings

1. The Annual General Meeting (AGM) of the Association shall be held on the second Saturday of June in each year.

2. Other General Meetings of the Association may be called whenever the Board of Directors deems it desirable.

3. Notice of all General Membership Meetings shall be distributed to the membership at least ten days prior to the subject Meeting.

4. Twenty Members shall constitute a quorum of any General Meeting of the Association Members. Once a quorum has been achieved, the subsequent proceedings of the Meeting shall be deemed duly constituted until adjournment.

5. At General Membership Meetings, a vote is carried with a majority of eligible voters present voting in the affirmative except for By-Law amendments which to be carried shall require two-thirds of the eligible voters present voting in the affirmative.

6.3. Special General Meetings

1. Meetings

A Special Meeting of the Association shall be called upon the written request of ten Members of the Association. Such requests shall be delivered to the President of the Association who shall notify the membership. Notification of a Special Meeting shall be distributed to the Members within 10 days of receipt of a valid request and the Meeting shall be held no more than 20 days after receipt of the request.

2. Business at Special Meetings

Business at all Special Meetings of the Association shall consist of only that business for which the meeting was called to consider and act upon, unless the Chair, at his or her sole discretion, permits other business to be conducted.

3. Quorum

Twenty Members shall constitute a quorum of any Special Meeting of the Association Members. Once a quorum has been achieved, the subsequent proceedings of the Meeting shall be deemed duly constituted until adjournment.

6.4. Board of Directors' Meetings

1. Meetings

The Board of Directors shall meet at the call of the President or, in the event that the President is incapacitated, a Meeting of the Board of Directors may be called by the Vice President.

2. Chairperson

The President, or in the absence of the President, the Vice-President shall preside at any Meeting of the Directors. If no such Officer is present, the Directors present shall choose one of the Directors to chair the meeting.

3. Attendance at Meetings

With the consent of the Directors present at or participating in the Meeting, a Meeting of Directors may be held by using such telephone, electronic or other communication facilities as shall permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously. Any Director participating in the meeting by those means is deemed to be present at the Meeting.

4. Quorum

A quorum for any Meeting of the Directors shall be one-half of the number of Directors then holding office. Once a quorum has been achieved, the subsequent proceedings of the Meeting shall be deemed valid until adjournment.

5. Director Removal

A Director may be removed from the position of Director under any of the following circumstances:

- a. After being absent from three consecutive Meetings of the Board of Directors, that Director does not produce an explanation for his or her absence that is suitable in the sole opinion of a majority of the Directors.
- b. The subject Director, in the sole opinion of a majority of the Directors, has exhibited behaviour that has, in the broadest context, knowingly obstructed the fulfillment of the Association's Purpose as detailed in Item 2.3 herein.
- c. The subject Director is convicted of a criminal offense during his or her term as Director.

If a Director is removed, the Board of Directors may deem the removed Director's position vacant. The removal of a Director shall not impact his or her status as a Member of the LPRA.

6. Director Replacement

Vacancies caused by reason of resignation, removal, death or otherwise in the Board of Directors may be filled by an LPRA Member appointed by the Board, subsequent to a vote of the remaining members of the Board, for a term not to exceed the duration of the unexpired term of the vacated position.

7. ELECTIONS TO THE BOARD OF DIRECTORS

7.1. Eligibility

The President, acting on the advice of the Board of Directors, may strike a Nominating Committee of three Members who shall prepare a list of nominees. Additional nominations for election to the Board of Directors may be made by any Member of the Association at the Annual General Meeting. No person absent from the Annual General Meeting shall be nominated to the Board of Directors unless a letter of intent to act, signed by the prospective nominee, is placed in the hands of the Recording Secretary prior to the election. To be eligible for nomination to the Board of Directors the following three criteria must be met:

1. The person must be at least 18 years of age.
2. The person must be a current Member.

3. The person must have been a Member for at least the uninterrupted 12 month period immediately prior to the proposed nomination.

7.2. Election timing and number of Directors to be Elected

The election for the required number of Directors shall take place at the AGM. The required number of Directors shall consist of that number required to bring the Board compliment to a total of 11 Directors.

7.3. Term of Directors

Directors shall normally be elected for a two-year term. To the extent possible, these terms shall be overlapped so that approximately one-half of the Directors' positions become open for election each year.

7.4. Election Mechanics

Voting at the annual election of Directors shall be by a show of hands unless the Chair, at his or her sole discretion, determines that a vote by ballot is required. Those nominees receiving the greatest number of votes shall be elected. In the event of an equality of votes for two nominees, the Chairperson shall cast a deciding or casting vote.

8. DISBURSEMENTS

8.1 Supervision

The Board of Directors shall have direct supervision of finances and shall strike the annual budget and allocate the amounts for the various Association activities.

8.2 Procedure

No disbursements of Association funds shall be made unless the same have been approved by the Board of Directors. All disbursements shall be made by cheque and all cheques shall be signed by two of the Designated Signing Officers. The Designated Signing Officers shall be the President, the Vice President and the Treasurer.

8.3 Limits

The Board of Directors shall not expend for any purpose an amount in excess of \$2,500.00 for any single expense without the prior approval of the Association membership. Funds raised by the Association by means other than membership fees shall not be subject to the \$2500.00 expenditure limit.

9. INDEMNIFICATION

9.1 Directors and officers

The Association shall indemnify and save harmless the Directors, their heirs, executors and administrators, and estates and effects, respectively from time to time and at all times from and against: all costs, charges and expenses whatsoever that he/she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in the execution of the duties of his or her office.

10. BY-LAW AMENDMENTS

10.1 Process.

Subject to the Corporations Act (as the same may be amended, revised or replaced from time to time), or other applicable laws, this By-law may be amended from time to time by the Directors, but any such amendment shall have effect only until the next Annual Meeting of Members and shall cease to have effect unless confirmed at such Meeting by the affirmative votes of not less than two-thirds of the voting Members voting on the matter. The voting Members may, at any Annual or Special Meeting of Members confirm, reject, amend or otherwise deal with any by-law or by-law amendment submitted to them for confirmation. Amendments are not permitted to the provisions under Section 9.1 "Indemnity of Directors and Officers".