

## **BAYFIELD-NARES ISLANDERS' ASSOCIATION**

### **BY-LAW # 1**

#### **ARTICLE I**

##### **Name**

Section 1 The name of the Corporation is Bayfield-Nares Islanders' Association (BNIA), which is incorporated under the Corporations Act, Province of Ontario, by letter patent effective April 19, 1962.

##### **Place**

Section 2 The head office will be located within the greater Toronto Area in the Province of Ontario as determined by the Board of Directors.

##### **Seal**

Section 3 The Corporation's seal of Corporation is shown below.

#### **ARTICLE II**

##### **Purpose/Objective**

Section 1

- a) To protect, maintain and improve the natural environment of Bayfield-Nares.
- b) To represent and promote the interests of the members of Bayfield Inlet, Nares Inlet and adjoining areas situated on the Georgian Bay, in the Township of the Archipelago, in the District of Parry Sound/, in the Province of Ontario.
- c) To promote and develop aquatic and other physical activities and sports among such residents.
- d) To invest and deal with the monies of the Corporation not immediately required for its objects in such manner as may be determined by its Board of Directors.

**ARTICLE III**  
**Membership**

Section 1     There shall be the following classes of members:

- a) Full Members
- b) Honorary Life Members
- c) Associate Members

**Definition of Members**

Section 2     a) Full Members – All persons who are owners or part owners of real property in Bayfield Inlet or Nares Inlet or the adjoining areas situate on the Georgian Bay, in the Township of The Archipelago, in the District of Parry Sound/Muskoka, Ontario, and "all adult family members" of such persons shall be eligible for membership in the Association. The directors may, by resolution, determine that other persons may also be eligible for membership.

b) Honorary Life Members – As proposed by resolution of the directors and confirmed at a General Meeting of members.

c) Associate Members – All persons who share a cottage address with a Full Member (see Section 2, a) shall be eligible to become Associate Members.

**Termination of Membership**

Section 3     a) Resignation – Any member may resign at any time upon giving 30 days written notice. No return of dues paid for a year can be made.

b) Failure to Pay Dues – Any Member who has not paid dues for over one year shall be deemed to have resigned 90 days after the date of mailing of the dues notice for the second year.

**ARTICLE IV**  
**Officers**

- Section 1     The Officers of the Corporation shall consist of a Past President, a President, a Vice President, a Secretary and a Treasurer. These Officers will be responsible for the conduct of the organization and its business on a day to day basis.
- Section 2     Officers shall be elected from the membership by the Board of Directors for a term of one year and shall serve until their successors have been elected. Officers shall be eligible for re-election.

**ARTICLE V**  
**Board of Directors**

**Powers**

- Section 1     The affairs and property of the Corporation shall be managed and supervised by a Board of a maximum of seventeen (17) and a minimum of eleven (11) directors to be elected at each Annual Meeting of Members.

**Quorum**

- Section 2     2/5<sup>th</sup> of the directors will be required as a quorum for meetings of the Board. Directors attending by conference call will constitute part of quorum.

**Election and Term of Directors**

- Section 3     Directors shall be elected for a term of one year by the Members at the Annual Meeting. Directors shall be eligible for re-election for additional terms of one year.

**Vacancies**

- Section 4     Provided there is a quorum of directors remaining in office, the Board, by a Resolution passed by a majority of those members of the Board present at a meeting, may fill any vacancy that occurs on the Board. Those appointed shall hold office until the next Annual Meeting and may stand for election to the Board as a new Director.

**Removal of Officers and Directors**

- Section 5     Any Director may be removed from office by a resolution passed by a majority of the Members present at a meeting duly called for that purpose. A notice of meeting indicating this action must be sent to all Members 30 days in advance.

Section 6 Any Officer may be removed by a resolution passed by a majority of the Directors at a meeting duly called for that purpose. A notice of meeting indicating this action must be sent to all Directors 30 days in advance.

#### **Remuneration of Directors and Officers**

Section 7 The directors or officers shall receive no remuneration for acting as such.

#### **Protection of Directors and Officers**

Section 8 Except as otherwise provided in the Act, no director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any director or officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through the director's or officer's own wilful neglect or default.

#### **Indemnities to Directors and Others**

Section 9 Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation controlled by it and their 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:

- a) all costs, charges and expenses whatsoever that such director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the director, officer or other person for or in respect of any act, deed, matter of things whatever, made, done or permitted by them, in or about the execution of the duties of such office or in respect of any such liability; and
- b) all other costs, charges and expenses which director, officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own wilful neglect or default.

The Corporation shall also indemnify any such person in such other circumstances as the act or law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions or by this By-law to the extent permitted by the act or law.

## **ARTICLE VI Meetings of Members**

- Section 1     The Corporation shall hold an Annual Meeting of Members in the Township of the Archipelago on such date as the Board may Decide (normally in July or August)
- Section 2     Special meetings of members may be called as deemed necessary by the Board.
- Section 3     Special meetings must be convened upon the written request of one-quarter of the full members in good standing; such meetings must be convened by the Board within 30 days of receipt of said written request. Such requests shall state the purpose of the meeting and be filed with the Secretary by way of registered post. If the Board fails to call such a meeting within 30 days, the Members requesting the meeting may convene the meeting by notice in writing, at least 21 days prior to the meeting to all Members (whose names shall be made available by the Secretary as those on file from the last Annual General Meeting or other recent source), and shall be capable of transacting any business and acting for the Corporation as if called by the Board.
- Section 4     No quorum applies to these Annual or Special meetings provided that all Members have been advised either by mail, postings, or electronically at least 21 days prior to said meeting. Changes to Article VIII (Dues and Assessments) and Article XIV (Amendments) will require 30 days written notice to all members prior to the meeting date.
- Section 5     If proper notice is not given then quorum of 30 members is required.

**ARTICLE VII  
Privileges of Members**

- Section 1 Full Members in good standing shall have all the privileges of this Corporation including voting privileges.
- Section 2 Honorary Life Members will have all the privileges of the Corporation and will pay no fees.
- Section 3 Associate Members in good standing shall receive all membership communications from the BNIA but shall have no voting or other privileges of this Corporation.

**ARTICLE VIII  
Dues and Assessments**

- Section 1 The annual dues of Full Members will be invoiced no later than January of that fiscal year at a fee determined by a majority vote of the board and confirmed by a majority vote of the members at the previous Annual General meeting. These fees to be paid no later than the Annual General meeting of the year in question.

**ARTICLE IX  
Duties of Officers**

- Section 1 The **President** of the Corporation shall:
- a) Preside at the meetings of the Corporation and of the Board.
  - b) Call meetings of the Board and special meetings of the Corporation whenever he or she may deem it necessary or when the Board may direct or as required by this By-law.
  - c) Confirm the members and designate the chairman of all committees except when otherwise provided
  - d) Be a member, ex-officio, of all committees.
  - e) Sign all official documents and papers.
  - f) Be authorized as the official spokesperson for the Corporation.

Section 2 The **Vice President** of the Corporation shall:

- a) Assist the President in the performance of his or her duties
- b) Preside at all meetings in the absence of the President.
- c) Succeed to the office of President in case of vacancy or upon the retirement of the President at an Annual meeting.
- d) Perform the duties and exercise the powers of the President during the President's absence or disability.
- e) Chair the Nominating Committee.

Section 3 The **Treasurer** of the Corporation shall:

- a) Keep a record of all transactions of the Corporation and of the Board.
- b) Notify all members of annual dues by January.
- c) Report dues payments from members at each board meeting.
- d) Collect and deposit in an authorized bank all monies due to the Corporation.
- e) Disburse funds and report disbursements at each business meeting.
- f) Keep an accurate account of monies received and expended using accepted accounting practices.
- g) Submit to the Members an annual written report of the financial affairs of the Corporation to be mailed with the notice of meeting.
- h) Invest the funds of the Corporation upon approval of the Board.
- i) Promptly turn over to his or her successor all funds, securities, correspondence and property in his or her possession, of whatsoever nature that belong to the Corporation.

Section 4 The **Secretary** of the Corporation shall:

- a) Take minutes of all meetings.
- b) Distribute correspondence, notices, newsletters to Members, Board and others as directed by the President.

- c) Maintain a file of all records of the Corporation.
- d) Maintain a list of the names and addresses of the Members.
- e) Send notice of meetings to all members on the prescribed dates

Section 5 The **Immediate Past President** of the Corporation shall:

- a) Help and advise the President as required.
- b) Not necessarily be a member of the Board of Directors.

### **ARTICLE X Nominating Committee**

Section 1 The Nominating Committee for the Board and Officers will consist of the Vice President (serving as Chair), the President, and a Past President, plus at least two other persons appointed by the Board.

Section 2 All nominations shall be in the hands of the nominating committee 14 days prior to the date of the Annual General Meeting.

Section 3 Nominations from the floor will not be accepted

### **ARTICLE XI Books and Records**

Section 1 The Directors shall see that all necessary books and records of the Corporation required by the By-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

### **ARTICLE XII Execution of Documents**

Section 1 Following Board approval, deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by either the President or Vice President and by the Secretary or Treasurer and the seal of the Corporation shall be affixed to such instruments as require the same.

Section 2 Contracts over \$1000 and approved by the Board may be entered into on behalf of the Corporation by the President, Vice President, Secretary, Treasurer or by any person authorized by the Board, and reported to the Board at the next Board meeting.

- Section 3 Contracts for \$1000 or less may be entered into on behalf of the Corporation by the President, Vice President, Secretary, Treasure or by any person authorized by the Board and reported to the Board at the next Board meeting.
- Section 4 The President, Vice President, the Directors, Secretary or Treasurer, or any one of them, or any person or persons from time to time designated by the Board of Directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation, and may affix the corporate seal to any such transfers or acceptances of transfers, and they may execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds, or the securities or the books of any company or a corporation.
- Section 5 Notwithstanding any provisions to the contrary contained in the By-laws of the Corporation, the board of directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

### **ARTICLE XIII Financial Year**

- Section 1 Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 31<sup>st</sup> day of December in each year.
- Section 2 Audited statements for each fiscal year shall be prepared, approved by the Board and attached to the notice of the Annual General Meeting sent to each member.

### **ARTICLE XIV Amendments**

- Section 1 This By-law may be amended by a two-thirds affirmative vote of Members present at any meeting of the Corporation provided that a copy of the proposed Board approved amendments shall have been mailed, posted, or sent electronically to all Member at least 30 days prior to the meeting at

which the amendment is to be considered. Amendments will take effect immediately after passage.

Section 2 If proper notice is not given then quorum of 30 Members is required.

Date of Original June 27 1962

Date of First Revision April 22 2006 Approved July 30 2006

Date of Second Revision April 12 & July 26 2008. Approved July 27 2008

Date of Third Revision July 24, 2010. Approved July 25, 2010

Date of Fourth Revision July 23, 2011. Approved July 24, 2011

Date of Fifth Revision July 28, 2012. Approved July 29, 2012

Rob Reed  
President

Ted Simmonds  
Secretary