

# WHELAN BAY COTTAGERS ASSOCIATION INCORPORATED

## BYLAWS

### PREAMBLE

WHEREAS the Association was incorporated under the Non-Profit Corporation Act on the 20<sup>th</sup> day of May 1986 as Whelan Bay Cottagers Association Inc.; and

WHEREAS the Association is empowered under the Act to make bylaws;

THEREFORE, the Association makes bylaws as follows:

### TITLE

1. These bylaws may be cited as the Bylaws of the Whelan Bay Cottagers Association Inc.

### DEFINITIONS

#### Interpretation

2. In these bylaws:
  - a) Association means Whelan Bay Cottagers Association Inc.
  - b) Resident means an individual who is owner, or is a partner of owned or leased property owned by the Northern Municipality within the subdivision of Whelan Bay
  - c) The term 'ex officio' means by virtue of the office and does not limit the rights, duties and capacity of any person who is ex officio, a director, member of a committee or the holder of any office.
  - d) In these bylaws, any words or expressions used but not defined has the same meaning as in the Act.

### AIM AND PURPOSE

3. The objects of the Association are:
  - a) To provide facilities, recreation, social and other like services to the residents of Whelan Bay by making recommendations to stakeholders.
  - b) To promote participation, harmony and cooperation amongst residents to deal with issues affecting Whelan Bay, thereby increasing understanding.
  - c) To provide a forum for discussion and dissemination of information on matters of interest to residents.
  - d) To promote good working relationships with federal, provincial, and municipal bodies having jurisdiction over Whelan Bay.

## MEMBERSHIP

4. The Membership of the Association shall consist of:
  - a) All residents of Whelan Bay are eligible to be members of the Association.
  - b) Voting shall be limited to one vote per cottage.
  - c) Membership fees may be set at the Annual General Meeting of the Membership.

## MEETINGS

5. The Association shall hold an Annual General Meeting of the Membership in each year.
  - a) The meeting shall be held between June 1<sup>st</sup> and August 31<sup>st</sup> at a time and place fixed by the Directors.
  - b) The President may call a special meeting of the Membership, for a specified purpose, at a time and place fixed by the President.
  - c) The President shall call a special meeting at the request of fifty-one percent or more of the Membership.
  - d) Business transacted at the Annual General Meeting shall include the approval of the minutes of the preceding annual meeting and any intervening meeting(s), financial report, election of-Directors and any other business properly brought before the meeting.
  - e) Any member may bring forth business before the Membership providing there is sufficient information, detail and time to allow members to make a reasoned judgement thereon.
  - f) Notice of a meeting date, time and place shall be delivered to each resident at Whelan Bay, not less than 15 days nor more than 50 days before the meeting.
  - g) Members are entitled to vote on any motion properly presented.
  - h) Votes will be by show of hands except where a motion is passed by the Membership to hold a secret ballot.
  - i) At the opening of a meeting of the Membership at least ten (10) members must be present to constitute a quorum.
  - j) Roberts Rules of Order will govern all meetings.
  - k)

## DIRECTORS

6. The Board of Directors of the Association includes the following, elected at the Annual General Meeting:
  - a) President
  - b) Vice President
  - c) Secretary
  - a) The Board of Directors of the Association shall consist of a minimum of seven and maximum of fourteen, Directors elected from the Membership.
  - b) Every Director shall be elected to serve a term of one year or until the next election at the Annual General Meeting.
  - c) The President shall be elected to a two year term.
  - d) There shall be a position of Past President for a one-year term on the Board of Directors.

## **DIRECTORS' MEETINGS**

7. The Directors shall meet as and when required:
  - a) The President shall call a Director's meeting for the purpose of transacting the day-to-day business of the Association and to approve the business and agenda for the Annual General Meeting.
  - b) A majority of Directors constitutes a quorum at any meeting.
  - c)** A notice of meeting shall be at least five days unless set at a previous meeting.

## **COMMITTEES**

6. The Board of Directors may appoint committees:
  - a) The Board of Directors, at their discretion, may appoint ad hoc committees as deemed appropriate from time to time.
  - b) Such committees will be made up of a minimum of one (1) Director and any number of Members.

## **DUTIES OF DIRECTORS**

10. The Directors shall manage the affairs of the Association:
  - a) The President shall be the spokesperson and it shall be his/her duty to promote the objectives of the Association. The Vice President will act in the absence of the President.
  - b) The President shall preside at all meetings of the Association and Directors.
  - c) The Board of Directors shall act with integrity, good faith and with the best interests of the Association.
  - d) The Directors shall exercise the care and due diligence that would be reasonably expected of a person in comparable circumstances.

## **FISCAL RESPONSIBILITIES**

11. The Association shall:
  - a) Prepare and recommend annual budgetary expenditures for Whelan Bay to Northern Affairs.
  - b) The President shall cause to keep proper records and accounts for all transactions of the Association and submit to Northern Affairs for payment.
  - c) A financial report on all transactions will be presented to the Membership at the Annual General Meeting.
  - d) The Board of Directors may recommend and approve compensation for Directors at reasonable and actual rates for expenses incurred on Association business. No other remuneration may be paid to a Director. The account shall be submitted to Northern Affairs for payment.
  - e) The fiscal year for the Association shall end on the 31<sup>st</sup> day December each year.
  - f) All requests for expenditures will be submitted to the appropriate government authority for approval by the President or Secretary.
  - g) All requests for expenditures in the amount of \$500 or less must be distributed to the Directors for review when the request is submitted.
  - h) All requests for expenditures in excess of \$500 must be authorized by a majority vote of the Directors before being submitted to the appropriate government authority.
  - i) All disbursements from the chequing account held by the Whelan Bay Cottagers Association Inc. must be authorized by a majority vote of the Directors.

- j) No invoice shall be submitted to the appropriate government authority for payment prior to receiving an approved request for expenditure.
- k) If it is not practicable to convene a meeting of the Directors, the Directors may be notified or polled via email or other electronic means in accordance with 11(g), 11(h) or 11(i).

## AMENDMENTS

- 12. These bylaws may be amended or repealed at any Annual General Meeting of the Association. The bylaws shall be delivered to or posted in such a fashion as to be available to members of the Association.
  - a) Notice of any amendments or changes must be approved by the Board of Directors before being presented to the Membership. Generally, thirty (30) days' notice should be given, however may be waived by a vote of the Membership at the Annual General Meeting.

## ENFORCEMENT

- 13. These bylaws shall annul all previous bylaws and amendments thereto and shall come into force on August 27<sup>th</sup>, 2023.

## APPENDIX I – OTHER INFORMATION

The following section is part and parcel of the Whelan Bay Cottagers Association Bylaws. Some of these items were enacted into legislation by a Minister's Order under The Northern Municipalities Act whereas others were implemented by the Whelan Bay Cottagers Association as bylaws at a duly constituted Whelan Bay Cottagers Association Annual General Meeting in accordance with article 12 a) of the bylaws.

- 1) Bylaw RS 1/92 – A bylaw of the recreational subdivision of Whelan Bay to control the collection, storage, and disposal of liquid waste. *(August 12, 1992 - Northern Municipalities Act)*
- 2) Bylaw RS 02/2005 – a bylaw to permit and regulate the operation of Snowmobiles within the Whelan Bay Recreational Subdivision. *(05Jun2006 – Northern Municipalities Act)*
- 3) Bylaw RS 03/2005 – a bylaw to regulate All-Terrain Vehicles within the Whelan Bay Recreational Subdivision. *(05Jun2006 – Northern Municipalities Act)*
- 4) Bylaw RS 04/2005 – a bylaw to provide for Animal Control within the Whelan Bay Recreational Subdivision. *(05Jun2006 – Northern Municipalities Act)*
- 5) Bylaw RS 1/2010 – Provision for a uniform system for the numbering of houses and other buildings in recreational subdivisions. *(August 18, 2010 – Northern Municipalities Act)*
- 6) That a stop sign be placed at the following intersections within the boundaries of the subdivision of Whelan Bay at: (i) end of Spruce Street at Whelan Road; (ii) end of Pine Street at Whelan Road; (iii) end of Whelan Road at Lakeview Avenue; (iv) both ends of Aspen Crescent at Whelan Drive; (v) end of Birch Place at Whelan Drive; (vi) end of Alder Place at Whelan Drive; (vii) the end of Tamarack Place at Whelan Drive and (viii) four-way stop signs at the intersection of Whelan Road, Whelan Drive and Balsam Street. *(02July2017)*
- 7) That the speed limit within the subdivision of Whelan Bay be 30Km/hour *(02Jul2017)*