



Miskwabi
Area
Community
Association

BY-LAW: #1

MISKWABI AREA COMMUNITY ASSOCIATION INC.

PREAMBLE

The Miskwabi Area Community Association (MACA) (hereinafter referred to as the “Corporation”) has been founded for people in the area within Lakes Miskwabi, Wenona, Negaunee, Long Lake and watershed (hereinafter referred to as the “Lakes and Vicinity”) who are interested in an organization to work for their common good.

The Corporation concerns itself with taking an interest in everything which may contribute to the health, pleasure, comfort and security of those living temporarily or permanently in the area. All members are encouraged to reflect the general feeling of their Community and to bring their needs to the attention of the Corporation.

Whereas it is deemed advisable to adopt a by-law setting forth the aims and projects for the Corporation, qualifications for membership and other matters relating generally to the transaction of the affairs of the Corporation;

BE IT ENACTED as a by-law of the Miskwabi Area Community Association as follows:

ARTICLE I

The Corporation shall be called:

"MISKWABI AREA COMMUNITY ASSOCIATION INC."

ARTICLE II

Jurisdiction:

The Miskwabi Area Community Association shall be representative of the area included within the following plans registered in the registry office for the township of Dudley, Provisional County of Haliburton 482, 484, 498, 511, 516, 527, 636 and any other properties within the Lakes and Vicinity.

Head Office:

The head office of the Corporation shall be in the Township of Dudley, in the County of Haliburton, in the Province of Ontario and at such place therein as the Board of Directors may from time to time determine.

ARTICLE III

Objects:

The aims and objects of the Corporation shall be:

1. To promote the cultural and other interests of the seasonal and permanent residents and land owners within the Lakes and Vicinity.
 2. To promote the interests of, and advance plans for, the advantage of seasonal and permanent residents and land owners within the Lakes and Vicinity.
 3. To promote aquatic, and other activities for the benefit of all residents and land owners on the said Lakes and Vicinity.
 4. To maintain and improve the quality of the environment within the Lakes and Vicinity.
 5. To study and report on all Municipal, Provincial Government and other entities' plans
-

affecting the residents or uses of land on the said Lakes and Vicinity, and to make representations with respect to all such matters.

6. To manage the maintenance of unassumed roads as required by the Township and as may be specified by the Board of Directors, and to lead efforts to have unassumed roads 'assumed' by the Township.

ARTICLE IV

Membership:

1. Active membership shall be open to all lot owners within the Lakes and Vicinity, and the spouses of such lot owners.
 2. Associate membership may be granted to any person, firm or corporation interested in the problems and welfare of the residents of said Lakes and Vicinity, including tenants of lots located within the Lakes and Vicinity. Any application for associate membership shall be sponsored by two active members of the Corporation and approved by a majority vote of the Board of Directors of the Corporation.
 3. Where lots are owned by more than one (1) person, each person shall be listed on the register of members of the Corporation as a joint member of the Corporation. However, only one (1) vote may be cast at a meeting of members in respect of each separately identifiable lot, regardless of the number of owners of such lot. Where the joint owners of a single lot disagree as to how such single vote shall be cast, the joint owners are responsible for determining how the vote will be cast. Where a member owns more than one (1) separately identifiable lot, he or she shall have one (1) vote for each such lot and shall be responsible for paying dues and levies of the Corporation in respect of each such lot, as may be determined by the Corporation.
 4. Properties identified as blocks within Plan 636 not zoned for residential construction and occupancy, are not considered lots for the purposes of this by-law; should a Plan 636 block be re-zoned to allow for the construction of a residential building and occupancy it will then be considered a lot for the purposes of this by-law.
-

5. Should a person own a block as identified within Plan 636 but not own a lot as identified within Plan 636, the Board of Directors may by resolution allow the owner(s) of the block to be considered the owner of a lot for the purposes of this by-law and receive the same benefits and assume the same obligations as other members of the Corporation, including obligations defined in Article XXII if serviced by one of the roads defined as Roads 636.
6. Lot owners within the Lakes and Vicinity serviced by a road defined as Roads 636, receive the same benefits and assume the same obligations as other members of the Corporation, including obligations defined in Article XXII.
7. To be compliant with the subdivision by-laws of Registered Plan 636, Township of Dudley, County of Haliburton, all property owners within this plan that reside on roads that have not been assumed by the Township of Dudley must be a member of the Corporation.

ARTICLE V

Board of Directors:

1. The number of Directors shall be up to 15 as determined by resolution of the Board of Directors.
 2. The term of office for each Director shall be two (2) years. To provide for continuity of governance, it will be the general practice of the Corporation to place approximately half of the Director positions up for election each year; and further, at the discretion of the past president, he/she is invited and encouraged to serve as an ex-officio member of the Board of Directors, but shall have no voting rights on any matters pertaining to the Corporation.
 3. Any active member of the Corporation, whose annual dues are paid up for the year preceding the annual election, shall be eligible for election. Any Director whose term of office is expiring shall be eligible for re-election.
 4. Any vacancy on the Board of Directors created by the resignation or death of any Director, or any other causes, shall be filled upon the passing of a resolution by the remaining Board of Directors appointing an active member to serve the balance of the term of the retired Director.
-

5. The Executive of the Board of Directors consists of the Officers of the corporation as defined in Article XI.

ARTICLE VI

Indemnities to Directors and Others:

1. Every Director, Officer or Committee Member of the Corporation or other person authorized by the Board of Directors who has undertaken or is about to undertake any act or liability on behalf of the Corporation or any company controlled by it, and their heirs, executors, administrators, 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 which such Director, Officer, Committee Member or other authorized person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her, in or about the execution of the duties of his or her office or duties or in respect of any such liability;
 - b. all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful, wrongful or negligent acts or omissions.
 2. No Director, Officer, committee Member or other person authorized by the Board of Directors to undertake any act or liability on behalf of the Corporation, shall be liable for the acts, omissions, negligence or defaults of any other Director, Officer, Committee Member or authorized person or for any loss, damage or expense happening to the Corporation unless the same shall happen by or through his or her own willful, wrongful or negligent acts or omissions.
 3. A member shall not, as such, be held answerable or responsible for any act, default, obligation, or liability of the Corporation or for any engagement, claim, payment, loss,
-

injury, transaction, matter or thing relating to or connected in any manner with the Corporation.

4. The Corporation shall maintain Officers and Directors liability insurance as may be decided from time to time by the Board of Directors. Each Director may request evidence from the Corporation that such insurance is in effect, and each Director shall be notified immediately of any changes in the terms and conditions of the Officers and Directors liability insurance.

Powers of Directors:

5. The affairs of the Corporation shall be managed by its Board of Directors who shall have the power to administer and govern all of the Corporation's affairs, finances and properties and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Corporation is by its by-laws and resolutions or otherwise authorized to exercise and do.
 6. Without limiting the generality of the foregoing, the Board of Directors may make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into.
 7. The Board of Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate such power by resolution to any officer or officers of the Corporation save and except that the Board of Directors may not borrow money in the name of the Corporation unless authorized by a Special Resolution.
 8. The Board of Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.
-

ARTICLE VII

Dues, Fees and Levies

1. The annual membership fee for active members and associate members shall be thirty (\$30.00) dollars. Changes to the annual membership fee will be made by Special Resolution.
2. Annual dues include the annual membership fee and any special assessments. Road levies collected for the purposes maintaining and overseeing the Roads 636 as defined in Article XXII are not considered part of the annual dues.
3. The Board of Directors may from time to time establish a fee to be paid for participation in any activity sponsored by the Corporation.
4. The Board of Directors may from time to time identify the need to raise funds for a special purpose of the Corporation. This Special Assessment shall be approved by Special Resolution but such proposal shall not be effective nor shall such Special Assessment become due and payable until complete approval of the Special Resolution.
5. Membership for any member in default of payment of his/her annual dues is automatically suspended, and all privileges of membership provided by the Corporation revoked until all such monies are paid.

ARTICLE VIII

Privileges of Membership:

1. All active and associate members, together with all members of their immediate family (including sons, daughters, parents and grandparents), shall be entitled to participate in all activities of the Corporation and receive all benefits of the Corporation; save and except Associate members are not entitled to vote on any matters of the Corporation.
-

ARTICLE IX

Notice of Meetings:

1. An annual general meeting of the Corporation shall be held on a date to be fixed by the Executive of the Corporation each year for the purpose of receiving reports, electing the Directors for the ensuing term, and to transact other business as proposed by the members.
 2. Notice of any annual general meeting or general meeting of the Corporation, shall be given by ordinary mail addressed to the last known address of all members, or last known e-mail, at least thirty (30) days before the day set for such meeting. Members are responsible for notifying the Board of Directors of any change in address and e-mail address.
 3. Notice of a Board of Directors' meeting shall be given in writing addressed to the Director at his/her last known address at least seven (7) days before the date of the holding of such meeting, provided that if notice is given to any Director by direct communication by telephone, personally or by wire, the requirement of notice in writing shall be waived. Such notice by direct communication may be given forty-eight hours in advance of any meeting of the Board of Directors. Notice in writing shall be deemed to have been given on the day following the day on which it is mailed by prepaid ordinary mail.
 4. The terms “notice” and “in writing” in these by-laws includes notice given by electronic means.
-

ARTICLE X

Administration:

1. Between annual general meetings, the general management and control of the affairs, funds and property of the Corporation shall be vested in the said elected Executive of the Corporation, subject only to the corporation's by-laws and other applicable legislation, and decisions taken by majority vote of the members at the annual general meetings.
2. The Executive may appoint Committees as required: e.g. Water Levels, Pollution, Government, "etc.".
3. The financial year shall commence January 1 and end December 31 unless amended by the Board of Directors.
4. The Board of Directors may appoint such agents and contractors as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors.

ARTICLE XI

Officers of the Corporation:

1. There shall be a President, Vice-President, Second Vice-President, Secretary and Treasurer or in lieu of a Secretary and Treasurer, a Secretary-Treasurer and such other officers as the Board of Directors may determine by resolution from time to time. The Officers shall be elected by the Board of Directors from among their number at the first meeting of the Board of Directors after the annual election of Directors.
-

ARTICLE XII

Duties of President and Vice-President:

1. The President shall, when present, preside at all meetings of the members of the Corporation and the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President with the Secretary or other officer appointed by the Board of Directors for the purpose shall sign all by-laws. During the absence or inability of the President, his/her duties and powers may be exercised by the Vice-President and in his/her absence by the Second Vice-president, and if a Vice-President or such other Director as the Board of Directors may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

ARTICLE XIII

Duties of Secretary:

1. The Secretary shall be the clerk of the Board of Directors. He/she shall be responsible for recording all facts and minutes of all Board of Directors and general meetings in the books kept for that purpose. He/she shall give all notices required to be given to members and to Directors.
 2. He/she shall be the custodian of all books, papers, and records belonging to the Corporation which he/she shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution.
 3. He/she shall be responsible for submitting and maintaining information required by the Province of Ontario and Government of Canada regarding non-profit corporations, excluding the information submitted as part of the annual tax return.
 4. He/she shall perform such other duties from time to time as determined by the Board of Directors.
-

ARTICLE XIV

Duties of Treasurer:

1. The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors.
2. He/she shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefore and shall render to the Board of Directors at the regular meetings thereof or whenever required of him/her, an account of all his/her transactions as Treasurer, and of the financial position of the Corporation.
3. He/she shall be responsible for submitting annual tax return as required by the Province of Ontario and Government of Canada.
4. He/she shall perform such other duties as may from time to time be determined by the Board of Directors.

ARTICLE XV

Duties of Other Officers:

1. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for, or the Board of Directors requires of them.
-

ARTICLE XVI

Execution of Documents:

1. Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by either the President, Vice-President or Treasurer and the Secretary. Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President and Secretary or by any person authorized by the Board of Directors.
2. The signing officers for cheques are the President, Vice-Presidents and Treasurer with cheques to be signed by any two of these officers. The Board of Directors may by resolution assign or re-assign signing authority to other Directors as it deems necessary.

ARTICLE XVII

Books and Records:

1. The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by regulation are regularly and properly kept.

ARTICLE XVIII

Amendments to this by-law:

1. Amendments to this by-law will be governed by Special Resolution.
-

ARTICLE XIX

Quorums:

1. A quorum of the annual general meeting or a general meeting of the Corporation shall consist (including proxy votes) of not less than twenty-five (25) paid up active members of the Corporation.
2. A quorum of the Board of Directors shall be the greater of 2/5 of the filled Director positions or 3 Directors in person or on the telephone; one of which must be an Officer of the Corporation.
3. Where not specified in this by-law, the minimum quorum requirement will be 50% of members entitled to attend and vote at the meeting.

ARTICLE XX

Voting:

1. All votes at meetings of the Board of Directors and at any general meeting of the Corporation shall be by a show of hands unless a secret ballot shall be demanded by at least two (2) members present at such meeting. Each active membership shall be entitled to one vote.
 2. In all voting matters of the Corporation, proxy votes are permitted and are counted as the member has directed, as if the member were present at the meeting, or in the absence of a specific direction, as the proxy holder directs. Should a resolution be materially modified, subsequent to a proxy vote being given to the proxy holder, the proxy holder has the authority to cast that proxy vote at their sole discretion.
-

ARTICLE XXI

Audit:

1. There will be an annual audit of the financial operation of the Corporation either by a chartered accountant or by signed statements from two Directors of the Corporation who do not hold signing authority.

ARTICLE XXII

This article defines how the Corporation addresses its responsibilities for the un-assumed roads within Plan 636 that have not yet been assumed.

Roads:

1. "Roads 636" means the total road system serving lots and blocks that are part of Registered Plan 636, Township of Dudley, County of Haliburton and that have not been assumed by the Township/Country with respect to year-round maintenance services including snow removal, and insurance. The "Roads 636" may be further defined from time to time by resolution of the Board of Directors.
 2. Upon any member selling or transferring his or her lands serviced by the Roads 636, he or she shall ensure that each new owner obligates himself or herself to become a member of the Corporation, failing which, such member shall continue to be jointly and severally responsible with such new owner for complying with the obligations of members set out in the by-laws of the Corporation and paying all dues and levies in respect of such lands.
 3. Subject to the provisions of any agreement, covenant, law, regulation or by-law by which a member may be bound as a condition of owning property within Plan 636, a member not serviced by the Roads 636 may resign from and surrender his or her membership which resignation and surrender shall become effective as at the end of the then current fiscal year of the Corporation.
 4. The Corporation shall maintain a separate registry of members served by the Roads 636 for purposes of liability insurance coverage of the Roads 636, management of the Roads 636,
-

and collection of Roads 636 dues and levies.

5. A Roads 636 Special Resolution means a resolution passed by the Board of Directors and confirmed with or without variation by at least two-thirds (2/3) of the votes cast at a meeting of the members in good standing serviced by Roads 636, duly called for that purpose, or in lieu of such confirmation, by the consent in writing by these members.

Roads 636 Committee:

6. In each year the Board of Directors shall appoint:
- a minimum of three (3) members to a Roads 636 Committee that will represent the needs and interests of members included within Roads 636,
 - additional representation as required when “Roads 636” as further defined from time to time by the Board of Directors per Subsection 1 of this Article.
7. Members appointed to the Roads 636 Committee should be owners of properties serviced by each of the respective defined Roads 636.

Reporting:

8. The Road 636 Committee’s shall submit a report on behalf of the members in good standing served by Roads 636 to the Board of Directors for their approval, no less than once per year at a date determined by the Board of Directors. The report shall address:
- a. the type and amount of repairs, grading, maintenance (including preventative maintenance and snow removal and sanding), capital improvements, construction or insurance, deemed necessary or desirable for the purpose of ensuring that the Roads 636 are kept safe and useable for year-round vehicular access. Such recommendations shall include the recommendation for the maintenance levy for each of the Roads 636, (which may include a reasonable amount for future contingencies) for each separately identifiable lot owned by any member
 - b. proposed contractors for the performance of said work,
 - c. And the proposed allocation of these costs to properties served by Roads 636.
-

9. Where maintenance or repair of the Roads 636 is required to maintain safe access over the Roads 636 as a result of storm, fire, flood, landslide, earthquake, erosion or other similar occurrence or event which is not budgeted for in the maintenance proposal approved by the members as contemplated in Subsection 8 of this Article, the Board of Directors shall immediately call a meeting of the members served by the specific road to approve a supplemental levy to carry out such extraordinary repairs.
10. The Board of Directors is authorized to obtain a policy of insurance covering third party liability, for the Corporation and members in good standing serviced by Roads 636, for injury and damage at no less than Two Million (\$2,000,000) Dollars or such other amount as may be approved by a Roads 636 Special Resolution. The cost of such policy shall be included in the Roads 636 road levies. The Board of Directors shall have no additional liability to the members or to any other party for a failure to maintain any such insurance in effect, beyond their liability as a member of the Corporation.

Use of Roads 636:

11. Each owner member and their respective invitees shall travel the Roads 636 at their own risk.
12. In the event that the Roads 636, or any portion thereof, is utilized by a member or owner for the transportation of heavy equipment or the trucking of heavy material, such member or owner shall, prior to extending such use, notify the President of such intended use and the dates of commencement and termination of the same and such owner shall ensure, that at his or her or their sole cost and expense, the roadway system shall, at the termination of such use, be reconditioned to the state of repair equal to that which existed at the date of commencement of such use.

Delinquent Member:

13. In the event that a member fails to pay the levies of the Corporation pertaining to Roads 636 by the date due as specified on a respective invoice then;
 - a. the Board of Directors can by majority vote immediately suspend membership of the
-

member in the Corporation, revoke all privileges provided by the Corporation, and exclude the member from coverage under the Corporation's insurance policies;

- b. the Board of Directors shall have the right, without liability to any such member, to make announcements and/or to post signs or notices to the effect that such member is delinquent in payment;
- c. the Board of Directors shall have the right, without liability to any such member, to inform real estate agents and prospective purchasers that such member is delinquent in payment and of the position of the Corporation that the purchaser shall become jointly and severally responsible for the unpaid amounts;
- d. the Board of Directors, upon a majority vote, engage solicitors to commence collection proceedings and to take such other legal action as the Board of Directors may deem necessary or desirable;
- e. the Corporation may, at the discretion of the Board of Directors, charge interest on the overdue amounts at an rate equal to the prime rate of interest quoted by the Corporation's bankers from time to time, plus five (5%) percent; and
- f. the Corporation may register notice on the title of any of the lands serviced by the roadway system confirming that access to the same and use of the roadway is conditional upon the owner being a member in good standing of the Corporation.

14. The Corporation contracts to pay contractor(s) for work on Roads 636 and accordingly prompt payment of Roads 636 dues and levies by members is crucial. In the event one or more members served by a particular segment of the Roads 636 fails to pay an invoice pertaining to Roads 636 by the date due, the member(s) of the Roads 636 Committee responsible for that particular road shall immediately refer the matter to members served by that road. Members served by the road shall decide, as a group, how the delinquent fee will be covered. In the event the delinquent amount is not immediately covered, the Corporation will not contract services (e.g. snow removal) for the road.

ARTICLE XXIII

Definitions for the purposes of this by-law:

1. Property means any land owned by a person, firm or corporation with the Lakes and Vicinity.
 2. Lakes and Vicinity means any property on, around or near Lakes Miskwabi, Wenona, Negaunee, Long Lake and the surrounding watershed.
 3. Lot means any land zoned for residential or commercial construction and occupancy within the Lakes and Vicinity.
 4. Block means land identified as a Block within the Registered Subdivision Plan 636.
 5. Active member and member in good standing – a member of the Corporation who has paid all annual dues, special assessments and road levies.
 6. Majority, majority vote or resolution means the greater than fifty percent (50%) of members voting in favour of the proposal who are eligible to vote at the meeting, provided the meeting attendee and quorum requirements have been met.
 7. Special Resolution means a resolution passed by the Board of Directors and confirmed with or without variation by at least two-thirds (2/3) of the votes cast at a general meeting of the members of the Corporation duly called for that purpose, or in lieu of such confirmation, by the consent in writing of all the members entitled to vote at such a meeting.
-

ARTICLE XXIII

Corporations Act:

1. It is the intention of the Corporation to be compliant with the Corporations Act and Regulations made thereunder, and as such, will follow the requirements and procedures prescribed therein. Where requirements and procedures contained within this by-law conflict with the Corporations Act and Regulations made thereunder, the later will prevail.

ENACTED and PASSED at a meeting of the Board of Directors this 22nd of April, 2012.
