

# Bylaws of the Lake Manitou and Area Association

Ontario Corporation #1000273649  
Incorporated August 4, 2022

Bylaws of the

Lake Manitou and Area Association.

These are the first Bylaws for the corporation, under the new  
Ontario Not For Profit Act (ONCA).

Approved by the Board of Directors: May 23, 2023

Approved by the members at the AGM: \_\_\_\_\_

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## **Preamble:**

The purposes of the Corporation, as stated in the Ontario Business Directory are:

- a) Foster and promote everything that may contribute to the health, pleasure, comfort and security of those living seasonally or permanently in the Lake Manitou area, Manitoulin Island;
- b) To engage in water sampling and testing to monitor the quality of water in Lake Manitou and co-operate with the Government Ministries associated with the Lake to encourage protection and enhancement of the overall natural environment of the Lake;
- c) Other complementary purposes not inconsistent with these objects.

# **Section 1 – Corporation and Registered Office**

## **1.1 Corporation**

The Lake Manitou and Area Association, Ontario Corporation #1000273649, was formed on August 4, 2022. This Association was originally incorporated as the Lake Manitou Area Association on April 5, 2002 and was dissolved on September 18, 2017.

## **1.2 Registered Office**

The registered office will be the home address of one of the officers of the Corporation. The current registered office address will be posted, and kept up to date, in the Ontario Business Directory where the articles of the Corporation are located, as set out in the Ontario Not For Profit Act (ONCA).

## Section 2 – Directors

### Electing and Appointing Directors

#### **2.1 How will Directors be elected?**

Directors shall be elected by the members of the Corporation. The terms of office of the Director (subject to the provisions, if any, of the Bylaws) shall be from the date of the meeting at which they are elected or appointed, until the date of the third annual meeting after their original election (3 years) or until their successors are elected or appointed. The Term of Office of a Director may be extended by special resolution.

#### **2.2 Composition**

The Board of Directors shall consist of a maximum of 12 Directors, including the Chair/President, Vice Chair, Treasurer, Secretary, Communications Director and Past Chair.

### Empty Seats

#### **2.3 In what situations does a Director cease holding office before the end of their term?**

The office of a Director shall be vacated immediately;

- i.) If the Director resigns office by written notice to the Secretary, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice whichever is later,
- ii.) If the Director dies or becomes bankrupt.
- iii.) If the Director is found to be incapable of managing properly by a court or under Ontario law, or
- iv.) If, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the members removing the Director before the expiration of the Director's term of office.

#### **2.4 How are Board seats filled when they've been vacated mid-term?**

A vacancy on the Board shall be filled as follows;

- i.) Providing there is a quorum of Directors, a vacancy on the Board may be filled,
- ii.) If there is not a quorum of Directors or there has been a failure to elect the number of Directors as laid out in the Bylaws, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any member,
- iii.) If the vacancy occurs as a result of the members removing a Director, the members may fill the vacancy by majority vote, and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term, and
- iv.) The Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

## Committees

### **2.5 Can the Board delegate its powers to a Managing Director or Executive Committee?**

The Board may appoint Directors to be a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in the Act that are not permitted to be delegated.

### **2.6 Who decides on the composition and rules of Board committees?**

The Board will determine the composition and terms of reference for any committee of Directors. The Board may dissolve any committee by resolution at any time.

- i.) The Board may appoint persons to committees who are not Directors or Members.
- ii.) The President shall be an ex-officio member of all committees.

## Paying Directors

### **2.7 Can we pay directors for their work as Directors?**

The Directors will fulfil their role as Director without remuneration.

### **2.8 Can we pay directors for their work in other capacities?**

The Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that,

- i.) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties,
- ii.) 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,
  - (a) Considered reasonable by the Board.
  - (b) Approved by the Board for payment by resolution passed before such payment is made, and
  - (c) In compliance with the conflict of interest provisions of the Act.

## Section 3 – Board Meetings

### 3.1 Who can call Board Meetings?

The Chair and any 2 Directors jointly may call meetings of directors at any time and any place on notice as required by the Notices Section of these Bylaws.

### 3.2 Regular Meetings

The Board may fix the place and time of regular Board meetings and advise Directors of the place and time of such meetings. No other notice shall be required for any such meetings. There shall be a minimum of two (2) regular Board Meetings called between AGMs.

### 3.3 Notice

Notice of time and place for the holding of a meeting of the board shall be given in the manner provided in Notices of these Bylaws to every Director of the Association not less than seven (7) days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none object to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to hold such a meeting. If a quorum of Directors is present, each newly elected Board may, without notice, hold its first meeting immediately following the Annual Meeting of the Association.

## Conducting Board Meetings

### 3.4 Who will chair Board Meetings? What if they are absent?

The Chair will oversee Board Meetings. If the Chair is absent, the Vice Chair will oversee the meeting, if available, or the Directors present will choose a Director to act as the Chair.

### 3.5 How will voting be conducted at the Board Meeting?

Each Director has one vote *and* four (4) Directors constitutes a quorum. Questions arising at any Board meeting shall be decided by a majority of votes. In the event of a tie vote, the President may have a casting vote (second) to break the tie.

### 3.6 Can Directors join Board Meetings online or by phone?

Participation in Board meetings by telephone or other communication facilities: If all the Directors of the Association consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

### 3.7 Attendance

A Director who fails to attend three consecutive meetings of Directors shall be deemed to have resigned as a Director unless such non-attendance is excused (whether before, during or after such failure to attend) by resolution of the remaining Directors.

## Section 4 – Officers

### 4.1 Officers / Executive

- a. The Officers of the Board shall be the President/Chair, Vice-President, Treasurer, Secretary, and Communications Director. The person who is Chair shall also be President and the positions of Secretary and Treasurer may be joined carrying the title Secretary-Treasurer. The Board may appoint other Officers and agents as it deems necessary and who shall have such authority and shall perform such duties as the Board may prescribe from time to time. All positions of Officer are Directors and carry the same terms of office as a Director (3 years). Members can run for any vacant Officer position during Director Elections at the annual meeting.
- b. Officers of the Board are held at the Board's Discretion: any Officer shall cease to hold office upon resolution of the Board.
- c. Duties: Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.
- d. Between Annual General Meetings, the overall management and control of funds, affairs and property of the Association is vested in the Executive, subject only to:
  - i.) The Bylaws,
  - ii.) Decisions approved by a majority vote of the Qualified Members at an Annual General Meeting or at another General Meeting that was called by the Executive on the same notice stated in Notices.
- e. Quorum: three members of the Executive constitute a quorum to transact the business of the Executive. Motions in the meeting of the Executive are determined by a simple majority of the votes cast. In the event of a tie vote, the President may have a casting vote (second) to break the tie.

### Duties

- a. Duties of the Chair/President: the Chair/President shall perform the duties described in the Bylaws, those as required by law or as the Board may determine from time to time and those listed in Schedule A.
- b. Duties of the Vice-president: the Vice-president shall perform the duties described in the Bylaws and those listed in Schedule B, and such other duties as may be required by law or as the Board may determine from time to time.
- c. Duties of the Secretary: the Secretary shall perform the duties described in the Bylaws and in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.
- d. Duties of the Treasurer: the Treasurer shall perform the duties described in the Bylaws and in Schedule D and such other duties as may be required by law or as the Board may determine from time to time.
- e. Duties of the Communication Director: the Communication Director shall perform the duties described in the Bylaws and in Schedule E and such other duties as may be required by law or as the Board may determine from time to time.



## **Section 5 – Legally Protecting Directors and Others**

### **5.1 Will Directors and Officers be protected against liability?**

No Director, Officer or committee member of the Corporation will be liable for:

- a. the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation
- b. joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation
- c. the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested
- d. any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Association with whom or which any moneys, securities or effects shall be lodged or deposited or
- e. any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust.

### **5.2 Are there any preconditions Directors and Officers must meet to be protected from the liabilities mentioned above?**

No Director, Officer or committee members of the Corporation will be liable for the items mentioned in 5.1 as long as they:

- a. complied with the Act and the Corporation's articles and Bylaws, and
- b. exercised their powers and discharged their duties in accordance with the Act.

## **Section 6 – Conflicts of Interest**

### **6.1 Are Directors required to disclose any conflict of interest?**

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 the disclosure required by the Act.

### **6.2 Are Directors who have a conflict of interest allowed to vote?**

No such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction, except as provided by the Act.

## **Section 7 – Members of the Corporation**

### **7.1 Qualified membership:**

- a. Qualified membership:
  - i.) An individual membership is represented by one vote per property whether the property owner or a designate.
  - ii.) An organizational membership is represented by one vote.
  - iii.) All other donations are welcomed and appreciated, but do not come with a vote.
- b. Qualified members of the Association shall be property owners in the Lake Manitou area.
- c. Only a member, a member's attorney or legal representative, a creditor of the Association and a Director of the Association may examine the Members' Register.
- d. The Board may create new categories of non-qualified memberships at any time, none of which will be fee paying and all without voting privileges.
- e. Application for membership must be made to any current Director of the Association accompanied with that current year's fees. The Board has the right to not accept a new membership without qualification.
- f. A membership in the Association is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Act.
- g. The membership year is from July 1 to June 30.
  - i.) The membership fee for each Qualified Member is thirty dollars (\$30.00) per year. The amount of the annual fee can be changed by resolution at the Annual General Meeting by 2/3 of those members present.
  - ii.) Membership fees may be paid in Canadian funds online, by cheque, or cash.
  - iii.) Cheques may be mailed to the Treasurer.
  - iv.) Cash and cheques are accepted at the AGM in July or the Information Night in August.
  - v.) Members who do not pay their fees by the August 31 deadline are deemed to be in default and automatically lose their membership until such time as the fees are paid and the membership is declared up-to-date by the Board.

### **7.2 Disciplinary Act or Termination of Membership for Cause**

- (a) Upon 15 days written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the Bylaws.
- (b) The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15 day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

### 7.3 **Voting**

- (a) Each member or designate has the right to vote during any Meeting of the Members (General Meeting) so long as their membership fees are up-to-date 30 days before such meeting.
- (b) Each member or designate is allowed to also vote in proxy for one other member or designate. Proxy forms should be sought from the President or Secretary 15 days before the meeting.

## **Section 8 – Members’ Meetings**

### **Annual Members’ Meeting**

#### **8.1 When and where will the Annual Members’ Meeting be held?**

The Annual General Meeting shall be held on a day and at a place within the Province of Ontario fixed by the Board, but should be on the second Tuesday in the month of July or as close to that date as possible. Any member, upon request, shall be provided, not less than 21 days before the Annual Meeting, with a copy of the approved financial statements, Auditor’s Report and other financial information required by the Bylaws/Act.

#### **8.2 What will the agenda of the Annual Members’ Meeting (AGM) be?**

The business transacted at the Annual General Meeting shall include:

- i.) Receipt of agenda,
- ii.) Receipt of the minutes of the previous Annual Meeting and subsequent special meetings,
- iii.) Consideration of financial statements,
- iv.) Reports of the auditors,
- v.) Reappointment or new appointment of the auditors for the coming year,
- vi.) Election of Directors and Executive, and
- vii.) Such other business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for the Annual General Meeting unless a member’s proposal has been given to the Secretary at least 14 days prior to the giving of notice of the annual meeting or in accordance with the Act, so that such item of new business can be included in the notice of the Annual General Meeting.

#### **8.3 Election of Directors and Executive**

- i.) Nominations and elections shall be overseen by a member elected to chair that portion of the meeting,
- ii.) Terms of office shall be three years with a maximum of two consecutive terms. Exceptions are possible under special circumstances subject to approval by the Members.
- iii.) Elections shall be by secret ballot where two or more members run in an election. Each candidate is allowed 3 minutes to present arguments for voting for them,
- iv.) Each membership is allowed one vote.

## Special Members' Meetings

### **8.4 Who can call a Special Members' Meeting?**

The Directors may call a special Meeting of the Members. The Board shall convene a special meeting on written requisition of not less than one-tenth of the members for any purpose connected with the affairs of the Association that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.

### **8.5 Chair**

The chair of Members' meetings shall be the President. In the President's absence, the Vice Chair shall chair the meeting. If neither is available, the members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

### **8.6 Business Arising and Voting**

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the Bylaws provided that;

- i.) Each Member or designate shall be entitled to one vote at any meeting,
- ii.) Votes shall be taken by show of hands among all members present and the chair of the meeting, if a member, shall have a vote,
- iii.) An abstention shall not be considered a vote cast,
- iv.) Before or after a show of hands has been taken on any question, the chair of the meeting may require, or any member may demand, a written ballot. A written ballot so required or demanded shall be taken in such a manner as the chair of the meeting shall direct,
- v.) If there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a casting vote (second). If the written ballot produces a tie vote, the motion is lost, and,
- vi.) Whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour or against the motion.

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

### **8.7 Persons Entitled to be Present**

Persons Entitled to be Present: the only persons entitled to attend a Members' meeting are the members, the Directors, the auditors of the Association and others who are entitled or required

under any provision of the Act or the Bylaws to be present at the meeting. Any other person may be admitted only if invited by the chair of the meeting or with the majority consent of the members present at the meeting.

## Section 9 – Notices

### 9.1 What are valid ways of sending advanced notice of meetings?

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be delivered:

- To the last address on record for that director or member
- Email
- Other electronic means
- As the directors determine

### 9.2 Where should notices be sent?

Notices mentioned above will be sent to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the Board.

### 9.3 Can the right to notice be waived?

Notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled to the notice.

### 9.4 Can we count the day notice is sent as part of the total number of days required for advanced notice?

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice will, unless it is otherwise provided, be counted in such number of days or other period.

### 9.5 What effect does an error or omission have on the validity of the notice?

No error or accidental omission in giving notice of any Board Meeting or any Members' Meeting will invalidate the meeting or make void anything that happens at the meeting.



## **Section 10 – Finances & Signing Authority**

### **10.1 When does our financial year end?**

The financial year of the Corporation ends on the 31<sup>st</sup> of May in each year or on such other date as the Board may from time to time by resolution determine.

### **10.2 Who has authority to sign legal documents on behalf of the Non-profit Organization?**

Three directors shall have signing authority for banking purposes as determined by the Board from time to time, two of whom shall sign. Normally those who sign will be the Treasurer and either the President or Vice-president.

### **10.3 Audit and Financial Disclosure**

- (i.) The Books of Account and annual Financial Statement shall be audited no earlier than 60 days prior to presentation at the AGM. They shall be approved by the Directors. The Directors may engage external auditors for the purpose of providing an opinion on the financial statement, in accordance with the prevailing and applicable statutes, or
- (ii.) The Directors may engage two non-director members to perform an audit provided that there is an extraordinary resolution to do so at a Meeting of the Members (AGM) called to consider such a resolution and which resolution is agreed to by at least 2/3 of the members present. Such a resolution will be in force until the next AGM. The two auditing members of the Association must sign the Financial Statement and/or otherwise provide a letter to the Association indicating that they performed the audit and what they found.

### **10.4 Banking Arrangements, Petty Cash, Fundraising and Borrowing of Money**

- (i.) The funds of the Association shall be deposited in a Chartered Bank or Trust Company as directed by the Board.
- (ii.) A Petty Cash Fund may be established under control of the Treasurer or designate, in an amount specified by the Executive/Board. The operator of such fund must keep vouchers for all disbursement and issue receipts for all incoming funds.
- (iii.) From time to time the Board may authorize fund raising activities and/or the borrowing of money to assist only in the promotion and achievement of the objectives of the Association.

### **10.5 Execution of Instruments**

- (i.) Transfers, licenses, contracts and engagements on behalf of the Association shall be signed by either the President or Vice-president and by the Secretary.
- (ii.) Contracts in the ordinary course of the Association's operations may be entered into on behalf of the Association by the President and Secretary or by any person authorized by the Board.

## **Section 11 – Adoption and Amendment of Bylaws**

### **11.1 What percentage of Member support does it take to change these Bylaws?**

The Members may from time to time amend the Bylaws with 51% of the votes cast at a Members' Meeting.

### **11.2 Can the Board change the Bylaws between Members' Meetings?**

The Board may from time to time in accordance with the Act pass or amend the Bylaws.

### **11.3 Can the Board create new Bylaws or change the Bylaws on their own?**

The Board must submit any Bylaws it passes or changes it makes to existing Bylaws to the Members at the next Members' Meeting. The Members may confirm, reject or amend the new Bylaws or Bylaw changes.

## **Section 12 Dissolution**

The members of a corporation may, by special resolution at a meeting of the members, require the corporation to be wound up voluntarily.

A corporation being wound up voluntarily shall, from the commencement of its winding up, cease to carry on its activities, except in so far as may be required as beneficial for the winding up, but its corporate existence and all its corporate powers, even if it is otherwise provided by its articles or by-laws, continue until the corporation is wound up.

After satisfying the interests of the corporation's creditors in all its debts, obligations and liabilities, if any, the liquidator shall distribute the remaining property.

If it is a non-charitable corporation, it may be distributed to another public benefit corporation with similar purposes to its own, a Canadian body corporate that is a registered charity under the Income Tax Act (Canada) with similar purposes to its own, the Crown in right of Ontario, the Crown in right of Canada, an agent of either of those Crowns or a municipality in Canada.

## Section 13 – Definitions & Interpretation

### 13.1 Definitions

In these Bylaws, unless the context otherwise requires:

- 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. “Board” means the board of directors of the Corporation;
- c. “Bylaws” means these Bylaws (including the schedules to the bylaws) and all other bylaws of the Corporation as amended and which are, from time to time, in force;
- d. “Chair” means the chair of the Board who shall also be the President;
- e. “Corporation” means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- f. “Director” means an individual occupying the position of Director of the Corporation by whatever name he or she is called and who shall be a member of the Corporation in good standing.
- g. “Member” means a member of the Corporation;
- h. “Members” means the collective membership of the Corporation; and
- i. “Officer” means an Officer of the Corporation i.e. President, Vice President, Treasurer or Secretary

### 13.2 What if something isn’t defined above?

Other than as specified in the Definitions section, all terms contained in these Bylaws that are defined in the Act will have the meanings given to them in the Act. Words in the singular include the plural and vice versa, and words in one gender include all genders.

### 13.3 What if part of the Bylaws is invalid?

The invalidity or unenforceability of any provision of these Bylaws shall not affect the validity or enforceability of the remaining provisions of this Bylaws.

### 13.4 What if parts of the Bylaw are inconsistent with the Articles or Act?

If any of the provisions contained in the Bylaws are inconsistent with those contained in the articles or the Act, the provisions contained in the articles or the Act will prevail.

Enacted on: 20\_\_ year, \_\_\_\_ month, \_\_\_\_ day

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President

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Secretary

## **Schedule A: Duties of the President**

### **The President unless otherwise directed by the Board shall:**

1. Provide leadership to the Board, ensure the integrity of the Board's process,
2. Co-ordinate Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors of the Association,
3. Ensure the Board discusses all matters relating to the Board's mandate,
4. Hold the office of Chair/MC.
5. Establish agendas aligned with annual Board goals and preside over Board meetings. Ensures meetings are effective and efficient for the performance of governance work and ensures that a schedule of Board meetings is prepared annually,
6. Serve as the Board's central point of communication; provide guidance to Board members regarding the Board's expectations and concerns,
7. Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement,
8. Serve as the Board's primary contact with the public,
9. Report regularly to the Board on issues relevant to its governance responsibilities,
10. Serve as a mentor to other Directors and set a high standard for Board conduct while enforcing policies concerning Directors' conduct as set out in the Bylaw,
11. Ensure that all Directors contribute fully and address issues associated with underperformance of individual Directors,
12. Ensure succession planning for the Board,
13. Serve as Member on all Board committees,
14. Co-ordinate the work done by members and/or other organizations to ensure the annual deployment and removal of the LMAA aids-to-navigation buoys on Lake Manitou.
15. Co-ordinate the work done by members to ensure the annual water testing of the lake is done

**Approved by the Board: May 23, 2023**

## **Schedule B: Duties of the Vice-president**

### **The Vice-president unless otherwise directed by the Board shall:**

1. Work collaboratively with the President to support the Board in fulfilling its fiduciary responsibilities and take on the role and responsibilities of the President when the President is unavailable/unable to act.
2. Serve as the coordinator of the Corporation's annual return on the Ontario Business Registry:
  - Holder of the Corporate key (access number to the Registry).
  - File the annual return within one month of the AGM
  - Ensure that the Registry has the correct names and addresses of all Directors, and
  - Ensure that the current address being used as the LMAA head office is filed on the Registry.
3. Accept the nomination for President following the President's 3-year term.

**Approved by the Board: May 23, 2023**

## **Schedule C: Duties of the Secretary**

### **The Secretary, unless otherwise directed by the Board, shall:**

1. Record the minutes of all Board, AGM and Special meetings,
2. Electronically distribute minutes of all meetings to attendees within five business days of the meeting, and then make corrections as needed.
3. Ensure that approved minutes get put into pdf format and are posted in the Members Only section of the LMAA website.
4. Immediately following the AGM, make an up-to-date Directors list and post it on the website.
5. Keep historical records of the Association including;
  - a. The Association's Bylaw,
  - b. History of the Directors' Terms of Office,
  - c. Biographies of all Directors,
  - d. All correspondence and relevant documents.

6. Notice of members' meetings

The corporation shall give notice of the time and place of a meeting of the members in accordance with the by-laws, but in any event not less than 10 days and not more than 50 days before the meeting, as follows:

- (a) to each member entitled to receive notice of the meeting;
- (b) to each Director; and
- (c) to the auditor of the corporation or the person appointed to conduct a review engagement of the corporation;
- (d) in the local newspaper.

(Bylaw 8.1) Any member, upon request, shall be provided, not less than 21 days before the Annual Meeting, with a copy of the approved financial statements, Auditor's Report and other financial information required by the Bylaw/Act.

(Bylaw 8.4) The Directors may call a special Meeting of the Members. The Board shall convene a special meeting on written requisition of not less than one-tenth of the members for any purpose connected with the affairs of the Association that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.

7. Arrange for the halls for the AGM and the LMAA Information Night meetings.

**Approved by the Board: May 23, 2023**

# Schedule D: Duties of the Treasurer

**The Treasurer unless otherwise directed by the Board, shall:**

1. Keep financial records including;
  - a. Bank account(s) and banking records as needed to secure the funds of the association,
  - b. Petty cash accounts if instructed to do so by the Executive,
  - c. Audited financial statements of the association including letters from auditors,
  - d. Copies of current financial summaries of the association,
  - e. Copies of all paid invoices and deposits.
2. Issue and sign payment cheques on behalf of the association including;
  - a. payment to members for Board approved expenses incurred doing work for the association,
  - b. payment for LMAA merchandise purchased for sale,
  - c. payment for services and materials purchased in support of the activities of the LMAA,
  - d. payment for the halls for the AGM and Information Night meetings.
3. Receive and deposit for safekeeping, all monies paid to the association including;
  - a. Current annual members' dues,
  - b. Past dues received to re-establish lapsed membership,
  - c. Monies paid for sold LMAA merchandise,
  - d. Monies received as donations,
  - e. Monies received from third parties to advance the interests of the association.
4. Prepare the LMAA annual financial statement and have it audited and ready for approval by the Board and publication for presentation at the AGM.
5. Prepare and issue invoices for annual membership dues.
6. Investigate and annually purchase suitable commercial general and Directors' and Officers' liability insurance.
7. Keep a Members' Register of all members, including such information as;
  - a. their name(s) and contact information such as,
    - i.) permanent home postal address and phone number,
    - ii.) cottage postal address and phone number,
    - iii.) email addressee(s).
  - b. their status as members including,
    - i.) first year of membership (if available),
    - ii.) current and two years back dues payment history,
8. Other historical documents and graphics as acquired.

**Approved by the Board: May 23, 2023**



## **Schedule E: Duties of the Communications Director**

**The Communications Director, unless otherwise directed by the Board, shall:**

1. Work collaboratively with the Executive of the Board in fulfilling its communications responsibilities.
2. Serve as the coordinator of the Communications Strategy:
  - Provide support for the Content Library and Promotional Merchandise.
  - Communications direction for all mediums; social, newsletter, e-blast, website, print and digital.
  - Ensure the deadlines are met based on the campaigns and activity.
3. Establish, maintain and support the Board with ongoing relations from a public and media standpoint in accordance with the mandate, bylaws and governance of the Association.
4. Provide Support for written pieces; when necessary, including editing and drafting new content.

**Approved by the Board: May 23, 2023**