

PALMERSTON LAKE ASSOCIATION

Palmerston Lake Association is a not-for-profit Corporation without share capital, organized and existing under the laws of the Province of Ontario Canada as Ontario Corporation Number 1926335

CONSTITUTION

Article 1 - Name & Location

1. The Corporation will be called **PALMERSTON LAKE ASSOCIATION**. The Corporation may be referred to as the "Association" or the "PLA".
2. The location of the Association shall be the Township of North Frontenac.

Article 2 - Constituency

The PLA shall be representative of the following areas:

- All properties with frontage on Palmerston Lake
- All properties with deeded access to Palmerston Lake
- All other parties with a direct interest in Palmerston Lake

Article 3 – Mission Statement

The mission of Palmerston Lake Association is to promote the long-term health and enjoyment of the lake and its watershed.

Article 4 - Objectives

The objectives of the PLA are:

1. To promote the preservation of the quality and character of the lake and the surrounding environment.
2. To encourage and educate all lake users on responsible personal and recreational use of the lake and the surrounding environment.
3. To serve as a focal point for lake stewardship and improvement projects.
4. To provide information concerning matters related to the lake community.
5. To work and consult with the Township of North Frontenac and with Frontenac County in their development and application of policies, by-laws and regulations intended to improve the quality of the lakes and surrounding environment.
6. To work with and assist the Mississippi Valley Conservation Authority and other government agencies and lake associations, in carrying out their responsibilities to preserve and enhance the natural environment and maintain good quality water in lakes and streams.

Article 5 – Definitions

1. Member: Each property with frontage on the lake or where the property has deeded access to the lake is eligible to have one Member. Each Member is entitled to one vote.
2. Associate Member: An Associate Member has a direct interest in Palmerston Lake and supports the mission statement. An Associate is a non-voting member with the right to attend all meetings and participate on committees.
3. Director: A Director is a Member who is elected by the membership at the Annual General Meeting.

Article 6 - Membership

1. Each Member has the right to one vote at any Annual General meeting (AGM) or Special General Meeting of the Members.
2. Each Member must pay a membership Fee annually before the commencement of the Annual General Meeting (AGM). A Member failing to pay on time shall be deemed to be in default and shall lose voting and other membership privileges until such time as the fees have been paid in full.
3. The amount for the annual membership fees shall be approved by the voting members annually at the AGM to take effect the following membership year.

Article 7 – Powers

1. The Association will work to achieve the 'Objectives' through the influence and collective voice of the members.
2. The regulatory powers of the Association will be limited to the governance and operations of the Association as set out in its Constitution and By-Laws. The Association will have no regulatory authority over the rights and lawful activities of Property Owners and others.

Article 8 - The Board of Directors

1. The Board of Directors is responsible to direct the work of the Association to achieve its objectives.
2. The role of the Board of Directors is to:
 - recommend policy to the membership
 - determine priorities through member consultation
 - provide programs and activities to address members' interests.
3. The Board of Directors will be composed of a minimum of seven (7) Directors and a maximum of nine (9) and will ideally include the immediate Past President in order to provide continuity and reference. In electing the Directors, diversity and representation on the Board will be promoted by considering a balance between seasonal and year-round residents.
4. A quorum for the Board shall be 50% + 1 of Directors.
5. Motions in the meetings of Directors shall be determined by a majority of votes cast. The Director chairing the meeting (normally the President) can vote to make or break a tie. A tie vote is defeated.
6. The Board will conduct its activities subject to the By-laws and decisions passed by the voting members at the AGM.
7. A Director who is absent from three consecutive Board of Directors meetings may, by a majority vote of the Board, be required to resign from the Board.

Article 9 - The Officers

1. The Officers of the Association shall consist of a President, Vice-President, Secretary-Treasurer, Newsletter Editor and a Lake Steward.
2. The Vice-President acts in the absence or incapacity of the President. It is intended that the President will have served at least one prior term as Vice-President.
3. The duties of the Officers will be defined by the Board.
4. The Board will appoint officers who are voting or associate members of the PLA.

Article 10 - Elections and Terms of Office

1. All Directors and the President shall be nominated by two Members.
2. At the first AGM of the PLA, all Directors and the President will be elected by the voting members of the Association for a term of at least 2 years. Prior to the second AGM, The Board of Directors will propose a method to stagger the subsequent terms of office for Directors to ensure continuity of management by the Board of Directors, subject to ratification or alteration at the second AGM.
3. The President and all of the Directors except the immediate Past President, will be elected by a majority of votes cast at the AGM. If a directorship is not filled or becomes vacant during the year, the Board may make an interim appointment by a majority of votes at a regular Board meeting prior to the next AGM. At the next AGM the interim Director would need to be nominated by two Members in order to stand for election.
4. Nominations and election for the President will precede nominations and election for other Directors to allow unsuccessful candidates to stand for election as a Director.
5. All Members must register prior to the commencement of an AGM or Special General Meeting in order to vote.
6. The terms of office for the President and Directors is two (2) years commencing immediately following their election at the AGM. The President and Directors may stand for re-election at the end of their terms.

Article 11 – Committees of the Board

1. The Board may establish Standing Committees and solicit Committee Members from the constituents and the general lake community with interest and/or relevant expertise to carry out the work of the Association in areas of finance, membership, land use, environment, health, communications, education, services and other such areas as the Board shall deem appropriate
2. The Board may establish Special Standing Committees to work on special issues that may arise from time to time.
3. The Chair of each Committee will be appointed by the Board. The Chair of each Committee will recommend Committee members for Board approval.
4. The scope and mandate of each Standing or Special Standing Committee will be approved by the Board. The Board must approve any position, policy, program or activity of any Committee before it is enacted.
5. The Committees shall provide reports of their activities to the Board and Members at the AGM.

Article 12 - Fiscal Year

The fiscal year for the Association will be the calendar year.

Article 13 - Meetings

1. There shall be an AGM of the Association in July of each year, preferably on the third Saturday of the month. Meetings will be held in Ompah. The main business of the AGM shall be a review of:
 - o the activities of the Association during the previous year,

- plans for the future,
 - presentation of reports from the Officers and Board Committees,
 - presentation of the budget,
 - election of new Directors and the President at the end of their respective terms of office.
2. Special General Meetings of the membership may be called by the Board from time to time. The Board must call a Special General Meeting if requested in writing by at least 30% of Voting Members of the Association for any purpose connected with the affairs of the Association that is not inconsistent with The Corporations Act. At least two weeks' notice must be given to Members of the Annual and Special General Meetings. A quorum for the Annual and Special General Meetings will be 30% of the Voting Members for the current year.
 3. The Board shall meet at least 3 times each year, as called by the President. The President must call a Board meeting if 30% of Directors request a meeting in writing. The frequency of meetings of the Committees of the Board shall be determined by the work of the Committees.
 4. A meeting may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Member participating in the meeting by those means is deemed to be present.

Article 14 – Indemnification

All Directors and Officers of the Association and their heirs, executors, administrators and their estates and effects respectively, shall at all times be indemnified and saved harmless out of the funds of the Association from and against:

1. all costs, charges and expenses whatsoever which, in good faith, a Director or Officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for, or in respect of, any act, deed, matter or things whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office; and
2. all other costs, charges and expenses which the Director or Officer 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 neglect or default.

Article 15– Financial

1. The Secretary-Treasurer will be responsible for all funds collected on behalf of the Association.
2. All expenses to be paid from the Association bank account and all banking transactions will require approvals from 2 of the following: the President, Vice President and Secretary-Treasurer, with 2nd approvals to be provided in person or by email.
3. Expenditures will only be made for purposes approved by the Board.
4. The Board shall not authorize the Association to incur a financial deficit, after taking into account all reserves, or to borrow funds.

Article 16 - Amending Procedure

The constitution can be amended at the AGM or at a Special General Meeting. Amendments at a Special General Meeting should be ratified at the next AGM. Proposed amendments of the constitution must be submitted in writing to the Members at least two weeks prior to the meeting. Adoption of the amendments will require a two thirds majority vote by the members.