# RESOLUTIONS OF THE BOARD OF DIRECTORS OF ISLAND VIEW DRIVE AND AREA RATEPAYERS' ASSOCIATION (the "Corporation")

Amendment to By-Laws				
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On motion duly made by DAVID CHAPMAN and seconded by ROB MUYLWYK.

IT WAS RESOLVED THAT the By-laws of the Corporation be amended as follows:

1. Paragraph 1 of Article III shall be revoked and the following shall be substituted therefore:

"The number of directors shall be eight (8)".

2. Paragraph 1 of Article XVI shall be revoked and the following shall be substituted therefore:

"A quorum of the meeting of the Corporation shall require the attendance of not less than fifteen (15) paid up active members of the Corporations. A quorum of the Board of Directors shall consist of not less than a majority of directors present in person or by such telephone, electronic or other communication facilities as permit all director participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in the meeting by those means is deemed for the purposes of this bylaw to be present at the meeting."

ENACTED as Resolutions by the Directors of the Corporation at a meeting duly called and regularly held at which a quorum was present on the 26<sup>th</sup> day of August, 2012.

President - T

(name)

Secretary - MALLIFIX CHAPA

(name)

THE FOREGOING RESOLUTIONS as enacted by the Board of the Directors of the Corporation are hereby ratified, sanctioned, confirmed and approved without variation by the unanimous affirmative vote of all members entitled to vote at a meeting of Members duly called and regularly held at which a quorum was present on the 15<sup>th</sup> day of September, 2012.

President -

(name)

Secretary -

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(name)

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#### BY-LAW #1

WHEREAS it is deemed advisable to adopt a constitution setting forth the aims and projects for the Corporation, qualifications for membership and other matters relating generally to the transaction of the affairs of ISLAND VIEW DRIVE AND AREA RATEPAYERS' ASSOCIATION,: BE IT ENACTED as a by-law of ISLAND VIEW DRIVE AND AREA RATEPAYERS' ASSOCIATION, as follows:

#### ARTICLE I

# OBJECTS: The aims and objects of the Corporation shall be:

- To promote the cultural and social interests of the seasonal and permanent residents and landowners on Georgian Bay, Township of Keppel.
- To promote the interests of, and advance plans for, the advantage of seasonal and permanent residents and landowners on Georgian Bay, Township of Keppel.
- To promote aquatic, social and other activities for the benefit of all residents and land owners on Georgian Bay, Township of Keppel.
- 4. To study and report on all Municipal and Provincial Government plans affecting the residents or uses of land on Georgian Bay and vicinity, and to make representations to the various levels of Government with respect to all such matters.

#### ARTICLE II

#### OBJECTS:

1. Active membership shall be open to all land owners on

Georgian Bay and vicinity, and the spouses of such land owners.

Associate membership may be granted to any person, firm or corporation interested in the problems and welfare of the residents of Georgian Bay and vicinity, including tenants of property located on Georgian Bay. 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.

# ARTICLE III

# Board of Directors:

- The number of directors shall be ten (10), whose term of office shall be for two (2) years. At the first meeting of the Corporation there shall be elected ten (10) directors of whom five (5) shall be deemed to be elected for two (2) years, five (5) shall be elected for one (1) year, such terms to be determined by lot;
- 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.
- Any vacancy on the Board of Directors created by 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.

#### ARTICLE IV

# Annual Dues and Special Assessment

- 1. The annual fee for membership shall be such amount as may be determined from time to time by Resolution of the Board of Directors. Until varied by the Board of Directors, the annual fee for active members and associate members shall be Four dollars;
- 2. The Board of Directors may from time to time establish a fee to be paid for participation in any activity sponsored by the Corporation.
- The Board of Directors may from time to time pass a bylaw providing for a special assessment to raise funds for
  a special purpose of the Corporation but such by-law not
  be effective nor shall such assessment become due and
  payable until such by-law is approved at a general
  meeting of the Corporation called for the purpose of
  considering such by-law.
- Any member in default of payment of his annual dues or special assessment for more than three months shall be liable to suspension from the membership upon Resolution passed by a majority of the Board of Director at a meeting called for such purpose.

#### ARTICLE V

Privileges of Membership

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 save and except for the purpose of voting on any Resolution, by-law or election of officers of the Corporation. Only active members are entitled to vote.

#### ARTICLE VI

- Notice of any annual meeting, or general meeting, of the Corporation shall be given by ordinary mail addressed to the last known address of all members at least fifteen (15) days before the day set for such meeting.
- Notice of Board of Directors meetings shall be given in writing addressed to the director at his 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 directory 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.

#### ARTICLE VII

Officers of the Corporation

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

#### ARTICLE VIII

# Duties of President and Vice-President

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 operation of the Corporation. The President, with the Secretary or other officer appointed by the Board for the purpose, shall sign all by-laws and membership certificates. During the absence or inability of the President, his duties and powers may be exercised by the First Vice-President, and in his absence by the Second Vice-President, and if a Vice-President or such other director as the Board may from time to time appoint for the purpose, exercises any such duty or power, absence or inability of the President shall be presumed with reference thereto.

#### ARTICLES IX

# Duties of Secretary

The Secretary shall be ex officio clerk of the Board of Directors. He/she shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. He/she shall give all notices required to be given to members and to directors. He/she shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents 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, and he shall perform such other duties as may from time to time be determined by the Board of Directors.

#### ARTICLE X

#### Duties of Treasurer

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 money 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. 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. He shall also perform such other duties as may from time to time be determined by the Board of Directors.

#### ARTICLE XI

#### Duties of other Officers

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 XII

#### Seal of the Corporation

1. The seal of the Corporation, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

#### ARTICLE XIII

#### Execution of Documents

- Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by either the President, First Vice-President or Second Vice-President and by the Secretary, and the Secretary shall affix the seal of the Corporation to such instruments as require the same.
- 2. 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.

#### ARTICLE XIV

### 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 any applicable statute or law are regularly and properly kept.

#### ARTICLE XV

#### Amendments to This By-Law

1. No amendment to this by-law shall be valid unless passed by two-thirds of the members of the Board of Directors present at a meeting to be called for the purpose of considering such by-law, and until ratified at a general meeting of the Corporation called for the purpose of considering and approving such by-law.

#### ARTICLE XVI

#### Quorums

1. A quorum of the meeting of the Corporation shall require the attendance of not less than fifteen (15) paid up active members of the Corporation. A quorum of the Board of Directors shall consist of not less than eight (8) directors. Sie Byhew Resolution

#### ARTICLE XVI

#### Voting

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 deemed by at least two (2) members present at such meeting. Each

active member shall be entitled to one vote.

ENACTED and PASSED at a meeting of the Board of Directors held on the 12th of July, 1991.

President

Secretary

APPROVED at a general meeting of the Corporation held on the 12th day of July, 1991.

President

Secretary