

Table of Contents

1.1	Definitions	3
1.2	Interpretation	4
1.3	Severability	4
1.4	Execution of Contracts.....	4
1.5	Vision, Mission and Purpose of the KLCA.....	4
1.5.1	Vision	4
1.5.2	Mission.....	4
1.5.3	Purpose.....	4
2.	DIRECTORS.....	5
2.1	Election and Term.....	5
2.2	Vacancies	5
2.3	Filling Vacancies.....	5
2.4	Committees.....	5
2.5	Remuneration of Directors.....	6
2.6	Duties and Powers of the Board of Directors	6
3.	BOARD MEETINGS.....	7
3.1	Calling of Meetings	7
3.2	Regular Meetings.....	7
3.3	Special Meetings	7
3.4	Notice.....	8
3.5	Chair	8
3.6	Voting.....	8
3.7	Participation by Telephone or Other Communications Facilities.....	8
4.	FINANCIAL	8
4.1	Banking.....	8
5.	OFFICERS	9
5.1	Officers.....	9
5.2	Office Held at Board's Discretion.....	9
5.3	Duties.....	9
5.4	Duties of the President	9
5.5	Duties of the Vice-President	9
5.6	Duties of the Treasurer	9
5.7	Duties of the Secretary	9
5.8	Duties of the Membership Secretary	9
6.	PROTECTION OF DIRECTORS AND OTHERS	9
6.1	Protection of Directors and Officers.....	9
7.	CONFLICT OF INTEREST	10
7.1	Conflict of Interest.....	10
8.	MEMBERS.....	10
8.1	Members.....	10
8.2	Proof of Membership	10
8.3	Conditions of Membership	11
8.4	Disciplinary Act or Termination of Membership for Cause	11
9.	ASSOCIATION MEMBERS' MEETINGS.....	11

9.1	Annual Meeting	11
9.2	Special Meetings	12
9.3	Notice	12
9.4	Quorum	12
9.5	Chair of the Meeting	12
9.6	Voting of Members.....	12
9.7	Voting Rights and Privileges.....	13
9.8	Adjournments.....	13
9.9	Persons Entitled to be Present	13
9.10	Amendment to Rules Concerning Meetings	14
10.	NOTICES.....	14
10.1	Service	14
10.2	Computation of Time	14
10.3	Error or Omission in Giving Notice	14
11.	ADOPTION AND AMENDMENT OF BY-LAWS	14
11.1	Amendments to By-laws	14
12.	SCHEDULE A	14
12.1	Position Description of the President.....	14
12.1.1	Role Statement	14
12.2	Responsibilities.....	15
12.2.1	Agendas.....	15
12.2.2	Work Plan	15
12.2.3	Representation.	15
12.2.4	Reporting	15
12.2.5	Board Conduct.....	15
12.2.6	Mentorship	15
12.2.7	Succession Planning	15
12.2.8	Committee Membership.....	15
13.	SCHEDULE B	15
13.1	Position Description of the Vice-President	15
13.1.1	Role Statement	15
13.2	Responsibilities.....	15
14.	SCHEDULE C	16
14.1	Position Description of the Treasurer	16
14.1.1	Role Statement	16
14.2	Responsibilities.....	16
14.2.1	Custody of Funds.....	16
14.2.2	Board Conduct.....	16
14.2.3	Mentorship	16
14.2.4	Financial Statement.....	16
15.	SCHEDULE D	16
15.1	Position Description of the Secretary	16
15.1.1	Role Statement	16
15.2	Responsibilities.....	16
15.2.1	Board Conduct.....	16
15.2.2	Document Management	17
15.2.3	Meetings	17
16.	SCHEDULE E	17

16.1	Position Description of the Membership Secretary	17
16.1.1	Role Statement	17
16.2	Responsibilities	17
16.2.1	Membership List	17
	Maintain a current list off all members of the Association according to the relevant membership categories. Keep record of membership fees paid by Members.	17
16.2.2	Membership List for Members Meeting	17
	Provide list of current Members for the purposes of reviewing Members entitled to vote at meetings of the Members.	17

SECTION 1 - GENERAL

1.1 Definitions

In this by-law, unless the context otherwise requires:

- a. "ACT" means the Not-For-Profit Corporation Act, 2010 (Ontario), as it is amended from time to time, including any regulations made thereunder.
- b. "ASSOCIATION" shall mean this unincorporated Association, namely THE KANATA LAKES COMMUNITY ASSOCIATION.
- c. "Board" means the board of directors of the Association;
- d. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Association as amended and which are, from time to time, in force;
- e. "Chair" means the chair of the Board;
- f. "Director" means an individual occupying the position of director of the Association by whatever name he or she is called;
- g. "Member" means a member of the Association;
- h. "GUEST" shall mean any person or persons who are Non-Members.
- i. "Officer" means an officer of the Association specifically the President, 1st Vice-President, Secretary, Treasurer and Membership Secretary. Officers are also considered Directors for purposes of provisions of these By-Laws.
- j. "OWNER" or "OWNERS" shall mean such person or persons, firm or firms, Association or Associations as shall be shown as having any registered proprietary interest in one or more residences in any part of the Kanata Lakes Community according to the records of the City of Ottawa, Registry Office and the words "owned" or "owning" shall have the like import, but shall not include any person, firm or Association taking title to any part of the properties as security for the payment of money or for the performance of an obligation.
- k. "KANATA LAKES" shall mean the area located north of Campeau Drive, west of Beaverbrook, south and east of Terry Fox Drive, and south of Morgan's Grant. Also known as Marchwood-Lakeside, the lands around the Kanata Lakes Golf & Country Club was originally part of the Township of March and formed the initial core of Kanata Lakes when it was developed in the 1990s.
- l. "RESIDENCE" shall mean any self-contained residence, whether detached, semi-detached or forming part of a multiple residence structure situated in and upon the Properties.
- m. "RESIDENT" shall mean any person dwelling within the Kanata Lakes Community.
- n. "SPECIAL MEETING" shall mean a meeting not regularly scheduled.

1.2 Interpretation

- (a) Other than as specified in Section 1.1, all terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.
- (b) The Association is an unincorporated community association. Within these by-laws, the Association is choosing to be guided by the Act, except where specifically noted otherwise or where there is a conflict between these bylaws and the Act. For further clarity, where there is any inconsistency between these bylaws and the Act, these bylaws shall govern that matter.

1.3 Severability

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.

1.4 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two of its Officers. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Association to be a true copy thereof.

1.5 Vision, Mission and Purpose of the KLCA

1.5.1 Vision

Kanata Lakes is a vibrant, inclusive, safe and healthy community.

1.5.2 Mission

Kanata Lakes Community Association will engage and nurture our community by facilitating programs and events, advocating for issues that matter to residents, and fostering the unique character of Kanata Lakes.

1.5.3 Purpose

- a. To establish an effective administration and method of representation for all such persons as shall qualify for membership in the Association from time to time in accordance with the By-Laws of the Association in respect of all matters of common concern in the Kanata Lakes Community.
- b. Generally, to do all such things as will promote the general welfare of the residents of the Kanata Lakes Community and maintain and enhance the quality of the community in the said area.

1.5.4 For the objects aforesaid

- a. to accept donations, gifts and sponsorships;

2. DIRECTORS

2.1 Election and Term

The affairs of this Association shall be managed by a Board of Directors, consisting of a minimum of one representatives from each geographic community (or from the general community if it is not possible to find nominees from each geographic community), and officers. They shall be elected as herein set out, and shall hold office until the election of their successors.

The Directors shall be elected by the Association Members. The term of office of the Directors (subject to the provisions, if any, of the articles) shall be from the date of the meeting at which they are elected or appointed until the second annual meeting or until their successors are elected or appointed.

All Association Members in good standing shall be entitled to vote for the election of Association Members nominated to be Directors.

2.2 Vacancies

The office of a Director shall be vacated immediately:

- a. if the Director resigns office by written notice to the Board, 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;
- b. if the Director dies;
- c. if the Director is found to be incapable of managing property by a court or under Ontario law; or
- d. if, at a meeting of Association Members, a resolution is passed by at least a majority of the votes cast by the members removing the Director before the expiration of their term of office.

2.3 Filling Vacancies

A vacancy on the Board shall be filled as follows:

- a. A quorum of Directors may fill a vacancy in the Board from among any Member of the Association up to the declared maximum number of Directors as defined in Section 2.1.
- b. If there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the active Directors shall, without delay, call a special meeting of Association Members to fill a vacancy and, if they fail to call such a meeting, the special meeting may be called by any Association Member, provided the standard for Members Special Meeting is followed, as declared in these articles.
- c. if the vacancy occurs as a result of the Board Members removing a Director, the Board Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
- d. 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.

2.4 Committees

The Board may establish any other committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of

reference for any such committee. The Board may dissolve any committee by resolution at any time.

2.5 Remuneration of Directors

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

- a. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- b. Directors may be paid 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:
 - (i) considered reasonable by the Board;
 - (ii) approved by the Board for payment by resolution passed before such payment is made; and
 - (iii) in compliance with the conflict of interest provisions passed by the Board from time to time.

2.6 Duties and Powers of the Board of Directors

The following provisions will guide the activities of the Board of Directors:

- (a) The Board in managing the affairs of the Association will establish an annual membership fee schedule. and generally to do all things and exercise all rights and procedures normally and properly the function of the managing board, provided the same be not inconsistent with any restrictions or limitations, expressed or implied, contained in the Association's By-Laws:
 - (1) Amend the Association's By-Laws, but shall refer any such matter to a general meeting of the members for decision.
- (b) Subject to and without limiting the generality of the foregoing, the Board may:
 - (1) Hold a minimum of six (6) Board Meetings per annum;
 - (2) Hold an Annual General Meeting of the members as provided for herein;
 - (3) Call special meetings of the members whenever it deems necessary;
 - (4) Recommend courses of action and adoption of procedures by the Association;
 - (5) Establish, levy and collect annual and special dues and assessments against members as determined each year;
 - (6) Retain and discharge any outside contractors or advisors as deemed necessary;
 - (7) Negotiate and contract with any relevant person, organization, governmental authority or board;
 - (8) Purchase equipment and supplies for the performance of the Association's duties;
 - (9) Purchase such fire, liability and general insurance as may appear necessary to protect the properties and interests of the Association and to indemnify the Directors, Officers and employees of the Association.

(c) The Board shall cause to be kept all books, records, accounts, registers, rosters and other documentation reasonably necessary to record the financial operations and the state of membership of the Association and shall present a statement of the Association's affairs, including a Financial Statement at each Annual General Meeting, or at any special meeting whenever requested in writing so to do by ten (10) members in good standing.

(d) The Board shall prepare for and present at each Annual General Meeting a recommendation for the ensuing year including a forecast of the probable expenditures of the Association.

(e) The Board shall constitute the Standing Committees each year. The Board may also designate one or more committees, each to consist of a Chair thereof, together with such other members as such Chair may designate and the Board approve, to exercise such functions and adopt such procedures as the Board shall from time to time by formal resolution decide.

(f) The President, 1st Vice-President, Secretary, Treasurer and Membership Secretary of the Board will comprise an Executive Committee of the Board who shall supervise the day to day operations and activities of the Association, and to whom committees of the Board shall report and be directly responsible, and the Executive Committee shall render an account of its functions and the operations of all committees at all meetings of the Board whenever and to the extent required by any Director. The Executive may ask the Past President to act in an advisory capacity for a period of one year.

3. BOARD MEETINGS

3.1 Calling of Meetings

Meetings of the Directors may be called by the Chair (President) or any two Directors at any time and any place on notice as required by this by-law.

3.2 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

A majority of the Directors shall constitute a quorum (5 of the 9 Board members) for the transaction of business at any meetings of the Board, but if less than the majority be present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without notice.

Decisions of the Board will normally be accomplished by consensus. Where a decision is required and there is no consensus on the issue, the Board can elect to put the matter to a simple majority vote. In such cases, dissenting views will be recorded in the summary record of the meeting. In case of a tie vote, the motion put forward won't be approved

If a Board member is inactive, they will automatically be considered to have resigned based on majority decision of the Board members. 'Inactive' is defined as being absent for three (3) consecutive meetings without providing a reasonable explanation as deemed by the majority of board members.

3.3 Special Meetings

Emergency meetings of the Board may be called at a time and place agreed on by at least the majority of officers.

Notice of all special meetings shall be given promptly by the Secretary and in any event, not less than seven (7) days in advance of any such meeting. Notice should be given in writing (by email or other on-line means) commonly in use and if any Director is not readily available, such notice may be left or given to any responsible person at the Director's place of business or at his place of residence.

In the event either the President, the Vice-President, Secretary or Treasurer be of the bona-fide opinion reasonably held that an emergency exists requiring the immediate attention of or action by the Board, the aforesaid provision as to notice may be dispensed with and the meeting called at such time and place as the majority of officers shall agree upon.

Any action required to be taken at a meeting of Directors or any action which may be taken at a meeting of Directors may be taken without a meeting if the consent in writing (or by other methods including email) setting forth the action so taken shall be signed by all the Directors.

3.4 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this by-law 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 objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Association.

3.5 Chair

The President may preside as Chair of Board meetings. In the absence of the Chair, the Directors present shall choose one of their number to act as Chair for the particular meeting in question.

3.6 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote and the motion will not pass.

3.7 Participation by Telephone or Other Communications Facilities

A Director may participate in a meeting of the Board or of a committee of Directors by telephonic (if facility available) 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.

4. FINANCIAL

4.1 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Association shall be placed for safekeeping.

The financial year of the Association ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.

5. OFFICERS

5.1 Officers

The Board shall appoint from among the Directors a Chair and may appoint any other person to be President, Treasurer and Secretary at its first meeting following the annual meeting of the Association. The office of Treasurer and Secretary may be held by the same person and may be known as the Secretary-Treasurer. The office of Chair and President may also be held by the same person. The Board may appoint such 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.

5.2 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board.

5.3 Duties

Officers shall be responsible for the duties assigned to them but may delegate to others the performance of select duties if required, recognizing the accountability of the primary officer.

5.4 Duties of the President

The president shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

5.5 Duties of the Vice-President

The vice-president shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

5.6 Duties of the Treasurer

The treasurer shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

5.7 Duties of the Secretary

The secretary shall perform the duties described in Schedule D and such other duties as may be required by law or as the Board may determine from time to time.

5.8 Duties of the Membership Secretary

The Membership Secretary shall perform the duties described in Schedule E and such other duties as may be required by law or as the Board may determine from time to time.

6. PROTECTION OF DIRECTORS AND OTHERS

6.1 Protection of Directors and Officers

No Director, Officer or committee member of the Association is be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Association or for joining in any receipt or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or

on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or Association with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- a. complied with the Association's By-laws and policies; and
- b. exercised their powers and discharged their duties in accordance with the Act.

7. CONFLICT OF INTEREST

7.1 Conflict of Interest

Directors must provide full disclosure of potential conflict of interest related to matters before the Board. In such cases, the Board will decide the extent of participation of the Director who declared a conflict of interest. 'Conflict of Interest' is defined as a situation where the personal or business interests of a party are in conflict with the best interest of the organization (i.e. Association). A conflict of interest may occur when a direct or indirect personal gain, benefit or advantage is given to or received by a Director of the Board, or their family member.

8. MEMBERS

8.1 Members

The following shall, subject to any restrictions herein, be entitled to be members of the Association:

All principal residents, while ordinarily residents of Kanata Lakes, for whom the applicable membership fee for the current fiscal year has been paid. At that point, residents can continue as members with the payment of an annual membership fee to be agreed upon by the board.

Limitations on Membership:

Any Resident ceasing ordinarily to reside in the community of Kanata Lakes shall cease to be a member and shall upon demand deliver up to the Board any card, certificates or token of membership in the Association which may have been issued to him. In any event any contention shall be made by any person that he or she is still qualified as a member and in some manner or degree entitled to the rights of membership, she or he shall be entitled to be heard before a special meeting of the Board called for such purpose and the decision of the Board shall, in the absence of fraud or gross error, be final and binding.

8.2 Proof of Membership

The Board may provide for issuance of certificates, cards or tokens evidencing membership, in such form or forms as the Board may from time to time determine, to be signed or stamped by or in the name of the President and Secretary of the Association. In the case that the Board does not issue such certificate, card or token, proof of membership would be some form of identification issued by any level of government showing an address within Kanata Lakes and inclusion on the membership list.

At any meeting, the Board or any member thereof or any person designated by the Board, may require production of any such certificate, card or token evidencing such person's right to attend or vote at such meeting.

8.3 Conditions of Membership

Membership in the Association requires compliance by all members with all the provisions of the By-Laws, Rules and Regulations and entitles each member to exercise the rights accorded thereunder and always with due regard for the rights and privileges of the other members.

No member may transfer or assign his membership in the Association, and such purported transfer or assignment shall be null and void.

8.4 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 articles or By-laws.
- 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.

9. ASSOCIATION MEMBERS' MEETINGS

9.1 Annual Meeting

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than 21 days before the annual meeting, with a copy of the meeting agenda, full text of motions to be passed and financial statements or other financial information required by the By-laws or Board policy.

The business transacted at the annual meeting shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual and subsequent special meetings;
- c. consideration of the financial statements;
- d. report of the auditor or person who has been appointed to conduct a review engagement if and when incorporated;
- e. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year if and when incorporated;
- f. election of Directors; and
- g. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

If at any Annual General Meeting of the Association the business thereof shall not be completed by midnight, the Chair shall have the right to adjourn the meeting and either fix a time and place for the completion thereof or to require the Board to notify members of the time and place to be fixed for such completion, but such time shall be not later than thirty (30) days after the date of such adjourned meeting

General meetings of the members may be called by any two (2) of the President, Vice-President, Secretary, Treasurer, Membership Secretary or by any person or persons entitled to cast in the

aggregate of ten (10) votes on any matter at a general meeting, provided that in the event of any such request from the members, there shall be lodged with the Secretary a brief written statement of the reason or reasons for the calling of such special meeting and in the case of members, a petition with the ten (10) names as specified above. This statement shall be set out in the Agenda accompanying the notice of the meeting.

Any members proposing to put or table a resolution at any meeting shall deliver a draft thereof to the Secretary at least seven (7) days prior to the date of the meeting provided that the President may, if the circumstances appear to him or her to warrant it, waive this requirement and may permit the putting or tabling of any resolution notwithstanding.

9.2 Special Meetings

The Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than 10 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.

9.3 Notice

Not less than 7 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken.

Every notice of any meeting shall be accompanied by a general Agenda briefly setting forth the matters proposed to be tabled, discussed and voted upon, provided always that the Chair of the Meeting may alter the Agenda if in his opinion there are reasonable causes for so doing. If challenged by any voting member, such alteration of the Agenda shall only be allowed upon a majority vote in support thereof. Votes may be cast virtually in cases where a member is unable to attend in person.

9.4 Quorum

A quorum shall be considered constituted at an Annual or Special meeting if the number of members (including Board members) exceeds the number of Directors present.

9.5 Chair of the Meeting

The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

9.6 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

- a. each Member shall be entitled to one vote at any meeting;
- b. votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote. Votes may be cast virtually in cases where a member is unable to attend in person;
- c. an abstention shall not be considered a vote cast;
- d. 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 manner as the chair of the meeting shall direct;

- e. if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- f. 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 of or against the motion.

9.7 Voting Rights and Privileges

Notwithstanding that all members shall have the right to express opinions at and to support or oppose resolutions, proposals or By-Laws placed before any general or special meeting of the Association, voting rights shall be determined as defined hereunder:

- a. Each household represents a single count towards a quorum and may exercise a single vote. In the event that the household declare an unresolved disagreement about a vote that household vote is null and void.
- b. In the case where the residents described above do not own the property in which they reside, the landlord or property owner shall also be entitled to a vote. However, a landlord owning more than one property in Kanata Lakes shall not be entitled to more than one vote.
- c. Matters which create a new expenditure or obligation by an amount in excess of \$5,000.00 in total in any fiscal year shall, when voted on by the membership at large, require an affirmative vote of two-thirds of the votes cast.
- d. Notwithstanding any other provisions of these By-Laws, voting rights shall exist only for residents whose annual membership fees have been paid, but for purposes of the Annual General Meeting voting rights shall also exist for residents who were members during the past year.
- e. Any member qualified to vote as hereinbefore set out may vote in person.
- f. The Board may from time to time make such regulations not contrary to the Association's By-Laws as they deem advisable in regard to evidence of the right to vote, the appointment and the duties of vote inspectors and generally such other matters as may relate to voting procedures including the taking of vote by mail.

9.8 Adjournments

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.

9.9 Persons Entitled to be Present

All household residents may attend and participate in any general meeting or special general meeting of the Association, but they are not allowed to vote on motions presented unless they are members of the Association.

9.10 Amendment to Rules Concerning Meetings

The Board may make such regulations not contrary to these By-Laws as it deems advisable for any meeting of members concerning the calling, holding and disposition of meetings, and such regulations shall be binding on the Association and its members.

10. NOTICES

10.1 Service

Any notice required to be sent to any Member or Director shall be provided by telephone, or delivered personally, or sent by prepaid mail/facsimile/email or other electronic means to any such Member or Director at their latest address as shown in the records of the Association or if no address be given then to the last address or email address of such Member or Director known to the Membership Secretary; provided always that 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 thereto.

10.2 Computation of Time

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 shall not, unless it is otherwise provided, be counted in such number of days or other period.

10.3 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

11. ADOPTION AND AMENDMENT OF BY-LAWS

11.1 Amendments to By-laws

The Members may from time to time amend this by-law by a majority of the votes cast. The Board may from time to time in accordance with the Act pass or amend this by-law other than a provision respecting the transfer of a membership or to change the method of voting by members not in attendance at a meeting of members.

12. SCHEDULE A

12.1 Position Description of the President

12.1.1 Role Statement

The president provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The president co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and senior management, if any, of the Association. The president ensures the Board discusses all matters relating to the Board's mandate.

12.2 Responsibilities

12.2.1 Agendas

Establish agendas aligned with annual Board goals and preside over Board meetings if also holding the office of Chair. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

12.2.2 Work Plan

Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

12.2.3 Representation

Serve as the Board's primary contact with the public.

12.2.4 Reporting

Report regularly to the Board on issues relevant to its governance responsibilities.

12.2.5 Board Conduct

Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

12.2.6 Mentorship

Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

12.2.7 Succession Planning

Ensure succession planning occurs for senior management, if any, and Board.

12.2.8 Committee Membership

Serve as member on all Board committees.

13. SCHEDULE B

13.1 Position Description of the Vice-President

13.1.1 Role Statement

In the absence or disability of the President, the Vice-President performs duties and exercises the powers and functions of the President.

13.2 Responsibilities

At the discretion of the President, where feasible and appropriate, the Vice-President may coordinate the executions of decisions and plans. The Vice-President may also contribute to the Board of Directors by accepting delegated duties as assigned by the President and where feasible and appropriate.

14. SCHEDULE C

14.1 Position Description of the Treasurer

14.1.1 Role Statement

The Treasurer works collaboratively with the president and the rest of the executive committee, to support the Board in achieving its fiduciary responsibilities.

14.2 Responsibilities

14.2.1 Custody of Funds

The treasurer shall have the custody of the funds and securities of the Association and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Association in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The treasurer shall disburse the funds of the Association as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Association. The treasurer shall also perform such other duties as may from time to time be directed by the Board.

14.2.2 Board Conduct

Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

14.2.3 Mentorship

Serve as a mentor to other Directors.

14.2.4 Financial Statement

Present to the Members at the annual meeting as part of the annual report, the financial statement of the Association approved by the Board together.

15. SCHEDULE D

15.1 Position Description of the Secretary

15.1.1 Role Statement

The secretary works collaboratively with the president to support the Board in fulfilling its record keeping responsibilities.

15.2 Responsibilities

15.2.1 Board Conduct

Support the president in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

15.2.2 Document Management

Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Association, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and the seal of the Association and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

15.2.3 Meetings

Give such notice as required by the By-Laws of all meetings of the Association, the Board and Board committees. Attend all meetings of the Association, the Board.

16. SCHEDULE E

16.1 Position Description of the Membership Secretary

16.1.1 Role Statement

The Membership Secretary works collaboratively with the president to support the Board in fulfilling its membership record keeping responsibilities.

16.2 Responsibilities

16.2.1 Membership List

Maintain a current list of all members of the Association according to the relevant membership categories. Keep record of membership fees paid by Members.

16.2.2 Membership List for Members Meeting

Provide list of current Members for the purposes of reviewing Members entitled to vote at meetings of the Members.