

Skiff Lake Cottage Owners Association Inc. (SLCOA)

Constitution

This is the Constitution of the Skiff Lake Cottage Owners Association Inc.

1. The name of the organization is the Skiff Lake Cottage Owners Association Inc. (the 'Association', also abbreviated as SLCOA). It is an incorporated not-for-profit, members-based organization. While the majority of the dwelling structures around Skiff Lake are seasonal cottages, an increasing number are permanent residences, and the name of the organization in no way excludes such permanent residents.
The SLCOA is not a registered charity under the Canadian Income Tax Act.
2. The purposes of the Association are:
 - (a) To protect the natural environment of Skiff Lake (the Lake) and its surrounding area, and to maintain Skiff Lake and the lands and waters that surround it in a clean and healthy condition.
 - (b) To encourage property owners and Lake users to protect and conserve the Lake and its surrounding area, including fish and wildlife, trees and plants, and all things natural. Included in this is recognition of the fact that much of the southern and southeastern land bordering the Lake is a designated Provincial Protected Natural Area (PNA) (Class 2) and is subject to the Protected Natural Areas Act (S.N.B. 2003, c. P19.01) (See <http://laws.gnb.ca/en/showdoc/cs/P-19.01>)
 - (c) To promote and encourage safe and enjoyable recreational activities at the Lake.
 - (d) To work on behalf of Skiff Lake property owners to ensure that public services are meeting the common needs of the property owners in the area. Examples of such public services include but are not limited to policing, fire prevention and suppression, waste management, recycling, electric power, telephone service, internet accessibility, land use, zoning, and taxation.
 - (e) To work with governments, businesses and other possible partners in mutually beneficial ways which are consistent with items (a) to (d) above.
3. The Association shall not operate for the financial gain of its members.

Bylaws

These are the Bylaws of the Skiff Lake Cottage Owners Association Inc.

Section 1 - Interpretation

1.1 Definitions - In the Bylaws of the Association, unless the context requires otherwise:

"Association" and "SLCOA" each mean the Skiff Lake Cottage Owners Association Inc.

"Executive" means the four elected Officers.

"Bylaws" mean these bylaws and all other bylaws of the Association from time to time in force and effect.

"Trustee" means a member of the Board of Trustees, which includes the Officers.

"Member" means a person, 18 years of age or older, who is an owner or co-owner, or spouse of same, of a Skiff Lake property for which the annual dues are paid up to date and who is therefore eligible to vote as described in and limited by Sections 2.1, 2.2 and 6.9 below.

Section 2 - Membership

- 2.1 A Member is a person, 18 years of age or older, who is an owner or co-owner, or spouse of same, of a Skiff Lake property for which the annual dues are paid up to date and who is therefore eligible to vote at SLCOA general meetings subject to the conditions and limitations of Sections 2.3 and 6.9. Specific ownership of *lakefront* property is not a requirement for membership.
- 2.2 A person 18 years of age or older who is an owner or co-owner, or spouse of same, or a family member for a Skiff Lake property (or properties) for which the annual dues are paid up to date is entitled to attend and speak at General Meetings of the SLCOA.
- 2.3 Each paid-up membership dues amount shall correspond to one vote only on any voting issue. (See Sections 6.7 and 6.9.) To implement this the Secretary shall, at every General Meeting, have a current list of paid-up members so that a record can be kept of which Members (*i.e.* which Members corresponding to properties with paid-up dues amounts) present or voting by proxy, have received a pre-prepared ballot for any vote at that meeting.
- 2.4 Property owners, co-owners and their spouses/partners and other family members 18 years of age or older are eligible to hold any office in the Association subject to Section 6.9.
- 2.5 Proxy voting is allowed for Officers (*i.e.* for the Executive) at the Annual General Meeting (AGM). Proxy voting is not allowed for the election of the other Trustees and is not allowed for votes on any other matters. In order to act as a *proxy* any person in attendance at the AGM must bring a letter of permission from and signed by an absent voting Member (the *principal*). Such signed permission must be presented at the beginning of the Annual General Meeting, and before the election has begun, to the voting Member who is presiding over the election of Officers. The proxy vote is a *limited proxy* in that the *proxy* must vote as specified in writing by the absent voting Member (the *principal*). See the above definition of a Member and the limitations described in Section 2.3. The presence of one or more *proxies* shall be counted toward the quorum for the meeting. See Section 4.5.
- 2.6 Any other persons who support the purposes of the SLCOA expressed in the Constitution are welcome to join the SLCOA as non-voting members and they may attend and speak at general meetings but shall not be entitled to vote.

Section 3 - The Officers, the Executive, and the Trustees

- 3.1 The Officers of the SLCOA shall be the President, the Vice-President, the Secretary and the Treasurer. These four Officers shall have the responsibilities normally associated with these positions in non-profit organizations, and these Officers are the Executive.
- 3.2 The Officers specified in 3.1 above constitute the Executive, and these Officers shall be elected at the Annual General Meeting (AGM). See Sections 4.1 and 4.8.
- 3.3 Apart from decisions reached by voting at General Meetings, the business and affairs of the Association shall be the responsibility of the Board of Trustees. The Board of Trustees shall consist of the Executive and at least two and up to a maximum of five other Trustees, who shall also be elected at the Annual General Meeting. See Section 4.9. Consistent with the SLCOA mandate (See Constitution Sections 2a and 2b.) it is desirable if, where feasible, at least one person from the Healthy lakes Committee be on the Board of Trustees. The Board of Trustees shall of course always act in accordance with the Constitution and Bylaws of the Association and in accordance with voted decisions made at General Meetings.
- 3.4 The term of each Officer shall be two years from the date of their election. Normally such members shall hold office for a *maximum* of two *consecutive* terms (*i.e.* four years). However if, in the opinion of the Nominating Committee, there are insufficient numbers of Members willing to hold office, then incumbent Executive Officers may be re-nominated and re-elected.
- 3.5 The term of office of Trustees who are not part of the Executive shall be two years from the date of their election. Normally such Trustees shall hold office for a *maximum* of two *consecutive* terms (*i.e.* four years). However if, in the opinion of the Nominating Committee, there are insufficient numbers of Members willing to hold office, then incumbent Trustees may be re-nominated and re-elected.
- 3.6 Meetings of the Board of Trustees shall be called by the President when deemed necessary. Such meetings may be in person or by conference call or by video conferencing or other electronic means or a combination of these. Other members of the SLCOA are welcome to attend meetings of the Board of Trustees but they do not vote at such meetings and they are not entitled to notice of such meetings.
- 3.7 On motions requiring a vote at meetings of the Board of Trustees, each Trustee shall have one vote. A simple majority of the Trustees in attendance (by whichever means, see 3.6 above) is required to pass a motion. In the event of a tie vote, the President shall automatically have a second vote in order to break the tie. There shall be no proxy voting at meetings of the Board of Trustees.
- 3.8 In the event of a vacancy occurring in the Executive, that is to say a vacancy among the Officers, then the Board of Trustees may appoint any willing Member, including from among the Trustees, to fill the vacancy among the Officers. Such appointee shall serve until the next Annual General Meeting (AGM), at which time there shall be an election for the position.
- 3.9 The SLCOA may, by special resolution, remove any Officer or other Trustee before the expiration of their period of office and may appoint another person in their stead. The person so appointed shall hold office during such time only as the Trustee in whose place s/he is appointed would have held office if they had not been removed. Such removal shall require at least a two thirds majority vote at a Special General Meeting duly called, with at least two weeks notice to Members. Any such replacement appointment will be made by the remaining members of the Board of Trustees.

3.10 Conflict of Interest - Conflict of interest generally arises when an Officer or other Trustee advances their own personal interest over their duty to promote the best interests of the organization or when a trustee represents two or more conflicting interests even though there may be no personal benefit. SLCOA Trustees are expected to make full disclosure of any potential conflicts of interest and to abstain from all discussions, decisions, and votes where there is such a potential or the appearance of a potential conflict. The Minutes should specifically record the non-participation of any Trustee deemed to be in such a situation.

Section 4 - The Annual General Meeting (AGM) and Other General Meetings

- 4.1 The AGM of the SLCOA shall normally be held on the last Saturday of August at a time and place set by the Board of Trustees. The purpose of the AGM is to elect the SLCOA Officers and the remainder of the Board of Trustees, to receive the budgetary outlook, financial and other reports, and to transact any other business. The timing of the AGM is such that it is a time that is convenient for most Members and that it complies with the regulation that an AGM need be held within three months of the end of the fiscal year of the Association, which is July 31. See Section 6.5.
- 4.2 Another General Meeting shall normally be held on the first or second Saturday of July at the discretion of the Board of Trustees. The purpose of such an Ordinary General Meeting is to receive reports and information regarding important matters and to discuss the summer's activities.
- 4.3 Other Special General Meetings may be called at any time by the Board of Trustees if the Board deems that there is sufficient reason. A Special General Meeting may also be called at any time by the Board of Trustees if there is a members' petition requesting such a meeting. Such a petition shall be delivered to the President, who will share it with the Board of Trustees. Such a petition must be signed by at least ten (10) different Members representing ten (10) different paid-up dues amounts, and must specify the reason(s) for requesting such a meeting.
- 4.4 The Board of Trustees shall give at least two weeks notice of the Annual General Meeting (AGM) and of all other General Meetings. Such notice, specifying the day, date, time and place, shall be communicated, as far as reasonably possible, to all members, either by electronic means, by telephone, or by physically posted or distributed notice. Such methods may include but are not limited to e-mail, texting, SLCOA web site, poster, or postal mail.
- 4.5 At General Meetings the presence of half or more of the Board of Trustees, which number must include three or more Officers, and at least fifteen (15) *other* non-Trustee Members shall constitute a quorum for all General Meetings. Because of the provisions of Section 2.3 this definition of quorum means that Members representing at least fifteen (15) other non-Trustee paid-up dues amounts must be present, and not, for example, fifteen Members representing only a few properties. Note that the presence of one or more proxy votes shall be counted toward quorum. See Section 2.5.
- 4.6 The election of Officers and Trustees shall be presided over by a Member who is appointed by the President for this function. The person so appointed must be one who is not nominated as an Officer or other Trustee. The person so appointed may be an Officer or other Trustee (not the President) whose term is ending and who is not offering for re-election.
- 4.7 The Board of Trustees shall normally appoint, prior to the Annual General meeting, a Nominating Committee which shall, in consultation with members, establish a list of nominees for the positions of the Executive and the other Trustees. The Nominating Committee can be composed of from one to three members. The Nominating Committee shall present its slate of nominees to the Board of

Trustees so that the slate can be communicated to the members in advance with the notice of the Annual General Meeting. There shall be no nominations from the floor.

- 4.8 Uncontested nominations for an Executive position, *i.e.* for one of the four Officers, shall be acclaimed. Each Executive position for which there are two or more nominations shall be decided by secret ballot. Such ballots will have been prepared in advance. There shall be no nominations from the floor.
- 4.9 The maximum number of Trustees who are not Officers is five. The number of non-Officer Trustees that can be elected at a given AGM will depend on the number of such positions becoming vacant. (Such vacancies may arise because it is the end of a Trustee's normal term or because a Trustee chooses to step down or some other reason.) There shall be no nominations from the floor. If the slate of nominees for non-Officer Trustee positions is less than or equal to the number of such positions becoming vacant, then that slate shall be acclaimed. If the slate of nominees for non-Officer Trustee positions is greater than the number of such positions becoming vacant, then the decision shall be made by secret ballot vote. Nominees shall then be declared elected from greatest to least number of votes obtained, up to the number of vacant positions. Such ballots will have been prepared in advance.
- 4.10 Except as prescribed in Sections 6.11, 6.12, and 9.1, in all matters coming to a vote at an Annual or other General Meeting a simple majority shall be required to pass (*i.e.* a number of votes greater than fifty percent of the number of voting Members present (including any proxy votes), subject to the provisions of Sections 2 and 4.11.)
- 4.11 The President, who shall chair all General Meetings, shall vote only in the event of a tie vote. In the extraordinary situation in which the President is unavailable or the position is vacant, the Vice-President shall act as Chair for the meeting with the same voting condition.
- 4.12 Except where these Bylaws provide otherwise, all General Meetings and Board of Trustee meetings shall be guided as far as reasonably possible by Robert's Rules of Order, and of course in adherence to our Constitution and Bylaws and applicable laws.

Section 5 - SLCOA Committees

- 5.1 Standing and special committees (including their purposes) may be established by the Board of Trustees or by a motion passed at a General Meeting. Committees shall normally consist of one to three members.
- 5.2 All such committees shall operate under the direction of the Board of Trustees, and shall normally make a report at all General Meetings.
- 5.3 The President shall be an extra *ex officio* member of all committees.
- 5.4 Normally the committees of the SLCOA may include but are not limited to:
- Audit (Two members not Trustees, See Section 6.6)
 - Communications (includes the SLCOA web site and other web presence such as Facebook, if any, and postings in the SLCOA notice board at the Skiff Lake Canteen)
 - Healthy Lake Committee (which includes water monitoring, testing & recording)
 - Membership (promoting increased membership from the Skiff Lake community)
 - Swag (Skiff Lake branded clothing and souvenirs)
 - Boating and Lake Safety
 - Events (possible community events, barbecue, pot-luck, kids events, ...)
 - Constitution and Bylaws

- President's Communiqué or Newsletter
- Corporate Liaison Committee (*e.g.* with AV Nackawic)

Section 6 - Finances of the SLCOA

- 6.1 The Treasurer shall be responsible for the handling and management of all funds of the SLCOA, which shall be deposited in the name of the SLCOA in a provincially recognized chartered bank, credit union or trust company, and/or in short-term, guaranteed investment certificates.
- 6.2 The Treasurer shall make all Association payments by cheque or e-transfer, with the exception of petty cash payments, which shall be accounted for by an itemized list with receipts.
- 6.3 Both the President and the Treasurer shall be the signing officers of the SLCOA. Cheques issued by the SLCOA must be signed by either one of the President or the Treasurer.
- 6.4 The Treasurer shall prepare for each Annual General Meeting a report of the SLCOA's assets and liabilities, a financial report that shows the SLCOA's income and expenditures for the Association's fiscal year, and a brief budgetary projection for the upcoming fiscal year.
- 6.5 The fiscal year of the SLCOA shall commence on August 1 and end on July 31 of the following year.
- 6.6 The ledger/books, financial statements, and receipts of the SLCOA shall be independently audited by the Audit Committee of the Association. The Audit Committee shall be appointed by the Board of Trustees annually at the AGM and shall consist of two members who are not Trustees. The purpose of the audit is to protect the integrity of the signing Officers, to confirm that the SLCOA's funds are being properly accounted for, and to comply with applicable laws for not-for-profit associations. The term of office for members of the Audit Committee is one year, but there is no limit to the number of consecutive terms for which a member can be reappointed as a member of the Audit Committee.
- 6.7 Members' annual Association dues for the new fiscal year, which begins August 1 of a given year, are payable at or before the AGM, which normally occurs on the last Saturday of August. See Section 4.1.
- 6.8 The amount of the annual membership dues shall be set by a vote at an Annual General Meeting, based on a recommendation of the Board of Trustees.
- 6.9 It is expected that an owner or owners of multiple Skiff Lake properties will pay only one dues amount per SLCOA fiscal year. It is expected that if a Skiff Lake property has multiple owners, only one dues amount is payable per SLCOA fiscal year with respect to that property. Note that this paid dues amount corresponds to only one vote, as described in Section 2.3 above. (See Member, Section 2 above.)
- 6.10 With approval of the Board of Trustees, the Treasurer or the President (See 6.3 above.) is authorized to issue cheques or e-transfers with a value up to \$2000 (CAD) for normal expenses. Any expenditure of more than \$2000 (CAD) requires the Board to obtain two or more price quotes for the proposed goods or services and such expenditure shall require the approval by a vote at a General Meeting.
- 6.11 The Board of Trustees shall ensure that the SLCOA does not go into debt. If the Board of Trustees believes that the SLCOA should borrow money then the Board shall provide advance notice to the members specifying the amount of the loan desired and its purpose. A motion in support of such

borrowing must be approved by a two thirds majority of voting Members at a General Meeting in order for such borrowing to be permitted, subject to the conditions of Section 2.3 above.

- 6.12 Except under very special circumstances the SLCOA shall not purchase or own any real property. If the Board of Trustees believes that the Association should own real property then the Board shall provide advance notice to the members specifying the amount of money involved and the reason for the proposed purchase. A motion in support of the purchase must be approved by a two thirds majority of voting Members (See 2.3 above.) at a General Meeting in order for such a purchase to be permitted.

Section 7 - Liability

- 7.1 Every member of the Board of Trustees and their heirs, executors, administrators, successors and assigns, and estate and effects, shall be indemnified and saved harmless out of the funds of the Association from and against all costs, charges, and expenses which shall or may be sustained or incurred in any action or proceeding which is brought or prosecuted against her/him for or in respect of any act, deed, matter, or thing made, done, or permitted by her/him in or about the execution of duties of office, and also from and against all other costs, charges, and expenses which shall be sustained or incurred in or about or in relation to the affairs thereof, except such costs, charges, and expenses as are occasioned by her/his own willful neglect or default.

Section 8 - Equity, Diversity and Inclusion (EDI)

- 8.1 Equity refers to the fair and respectful treatment of all people. Valuing diversity means that we recognize and respect everyone's unique qualities and attributes. Inclusion means that all individuals feel respected, accepted and valued.
- 8.2 The Skiff Lake Cottage Owners Association (SLCOA) promotes a respectful community that accepts the diverse qualities and differences within our broader population. The SLCOA advocates for an inclusive community that welcomes, respects, and values the diversity of the community and supports all to actively engage in our membership, Executive and Board.
- 8.3 The SLCOA expects its members to be sensitive to our diverse cultures and be respectful in action. The SLCOA disapproves of any acts of discrimination, exclusion, or harassment, which may range from community interactions at the lake to interactions in print or electronic media. The SLCOA relies on its membership and the broader Skiff Lake community to adopt and promote these values. It is the responsibility of the individual to be mindful of their actions. Positive community support is essential in maintaining an inclusive and respectful community.

Section 9 - Amendments to the Constitution and Bylaws of the SLCOA

- 9.1 This Constitution and Bylaws document governs the SLCOA and its Executive, Trustees and Members and may be amended only by a two thirds majority vote of voting Members at an Annual General Meeting, subject to the conditions of Section 2.3 above.

- 9.2 Any member who wishes to propose an amendment to the Constitution and/or the Bylaws or any part(s) thereof must provide notice of motion (*i.e.* the proposed amendment(s)), along with the reason(s) for the proposed amendment(s), to the Board of Trustees well in advance of the AGM so that the Board can give sufficient notice to the members along with the usual notice of meeting. See Section 4.4.
- 9.3 A notice of motion to revise or amend the Constitution and/or the Bylaws of the Association or any part(s) thereof, whether originating from the Board or from another member, shall normally be provided by the Board to all members at least two weeks before the Annual General Meeting and shall accompany the formal notice of said meeting. The notice of motion to amend shall include the full text of the proposed amendment(s) and, as far as possible, an explanation for the proposed amendment(s).
- 9.4 Any revisions or amendment(s) to the Constitution and/or Bylaws that is/are passed by at least a two thirds majority of voting Members (subject to the conditions of Section 2.3 above.) present at an Annual General Meeting shall, insofar as possible, take effect immediately when passed and shall remain in effect until changed by the same protocol.
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