

By-laws of the Otty Lake Association

Adopted in 2026 under the *Ontario Not-for-Profit Corporations Act, 2010* (ONCA)

Article 1 – Definitions and Interpretation

1.1 Definitions

In these By-laws, unless the context otherwise requires:

- **“Act”** means the *Ontario Not-for-Profit Corporations Act, 2010* (ONCA).
- **“Association”** means the Otty Lake Association.
- **“Board”** means the Board of Directors of the Association.
- **“By-laws”** means these By-laws, as amended from time to time.
- **“Member”** means a property owner, or an organized block of property owners, who has applied for and been accepted as a Member and is in good standing.
- **“Voting Member”** means a Member entitled to vote at meetings of Members under these By-laws.
- **“Good Standing”** means having paid any required membership fee, not being in default of any obligation to the Association, and otherwise meeting the membership requirements set out in these By-laws.
- **“Meeting”** means a meeting of Members unless otherwise indicated.

1.2 Interpretation

Words importing the singular include the plural and vice versa. Words importing gender include all genders.

Article 2 – Name, Purposes, and Powers

2.1 Name

The name of the corporation is **Otty Lake Association**.

2.2 Purposes

The purposes of the Association are:

- To promote stewardship, environmental protection, and the sustainable use of Otty Lake and its watershed;
- To represent the interests of property owners and residents; and
- To collaborate with governmental bodies and other organizations on matters affecting the lake community.

2.3 Incorporation

The Association is a not-for-profit corporation incorporated under the *Ontario Not-for-Profit Corporations Act*.

2.4 Powers

The Association has all powers of a non-profit corporation under the Act, including the power to raise funds, enter into contracts, acquire and hold property, and insure its Directors and Officers.

Article 3 – Membership

3.1 Eligibility

Membership is open to individuals or organized blocks of property owners who own property abutting, or having access to, Otty Lake, subject to acceptance by the Association and payment of annual fees.

This includes all properties with deeded access to any of the following bodies of water and located within the boundaries of Tay Valley Township or the Township of Drummond/North Elmsley:

- Otty Lake;
- McLaren Lake;
- Little Otty Lake;
- Mud Lake; and
- Jebbs Creek, up to the Rideau Ferry Road bridge.

3.2 Classes of Membership

- **Voting Members** – Members eligible under Article 3 who are in good standing.
- **Associate or Supporter Members** – Non-property owners or others who wish to support the Association. Associate or Supporter Members do not have voting rights.

3.3 Voting Rights

- Each Voting Membership is entitled to one (1) vote per household, except for the BurgessWood Property Owners Association (BWPOA), which is subject to block voting as described below.

3.4 BurgessWood Block Voting

- The BurgessWood Property Owners Association (BWPOA) may annually pay for a block of twenty (20) OLA memberships, entitling it to twenty (20) votes at an Annual General Meeting or a Special General Meeting of Members.
- The President of the BWPOA, or their designate, may speak on behalf of the BWPOA and exercise the votes represented by this block of memberships.
- Property owners in BurgessWood may also purchase individual memberships. The number of votes exercised by BurgessWood property owners, inclusive of the block votes, will not exceed the total number of households (70).

3.5 Fees and Good Standing

- The Board shall set annual membership fees.
- Membership fees must be paid by the deadline set by the Board for a Member to remain in good standing.

3.6 Termination, Resignation, and Expulsion

- A Member may resign at any time by providing written notice to the Association.
- The Board may expel a Member for cause, provided that written notice stating the reason for expulsion is given and the Member is provided with an opportunity to respond and appeal.

Article 4 – Meetings of Members

4.1 Annual General Meeting

An Annual General Meeting (AGM) shall be held at least once in each fiscal year, in accordance with the timing requirements of the Act, at a time and place determined by the Board.

4.2 Special General Meetings

Special General Meetings may be called by the Board or upon the written request of at least ten percent (10%) of the Voting Members.

4.3 Notice

- Written notice of any Meeting shall be provided to Members at least fourteen (14) days in advance.
- Notice will be delivered electronically, or by other reasonable means.

4.4 Virtual, Hybrid, and Electronic Meetings

- Meetings may be held in person, virtually, or in a hybrid format, provided all participants are able to communicate adequately and simultaneously.

4.5 Quorum

Ten percent (10%) of the Voting Members present in person or represented electronically shall constitute a quorum.

4.6 Voting Procedures

- Voting shall normally be conducted by voting cards with one voting card per household. Ballots or electronic voting may be used where required or at the discretion of the Chair or the Board.
- The Board shall implement measures to ensure that electronic voting is secure, transparent, and verifiable.

4.7 Resolutions

- Ordinary business shall be decided by a majority (more than fifty percent (50%)) of votes cast.
- Special or fundamental matters require a special resolution passed by at least two-thirds (2/3) of the votes cast.

Article 5 – Board of Directors

5.1 Composition and Committees

- The Board shall consist of no fewer than five (5) and no more than twelve (12) Directors.

- The Board may establish committees as required and shall determine their mandates and appoint committee Chairs.

5.2 Eligibility

Directors must be Voting Members in good standing.

5.3 Election and Term

- Directors shall be elected by the Voting Members at the AGM.
- Directors shall serve two (2) year terms, staggered where possible to ensure continuity.

5.4 Vacancies and Removal

- The Board may appoint a qualified individual to fill a vacancy until the next AGM.
- Members may remove a Director by ordinary resolution.

5.5 Meetings of the Board

- Board meetings may be held in person or electronically.
- A majority of Directors then in office constitutes a quorum.

5.6 Officers

- The Board shall appoint Officers from among the Directors (including President, Vice-President, Secretary, Treasurer, and others as required), define their duties, and may remove them.
- A team-based or shared-officer approach may be adopted when necessary.

5.7 Conflict of Interest

- Directors and Officers shall disclose any actual or perceived conflict of interest and shall abstain from voting on any related matter.
- Disclosures shall be recorded in the minutes.

Article 6 – Removal of Directors

6.1 Removal by Members

- Members may remove any Director before the expiry of their term, with or without cause, by ordinary resolution at a Meeting of Members, and may elect another qualified individual to serve the remainder of the term.

6.2 Removal by the Board for Cause

- The Board may recommend the removal of a Director for cause by a resolution passed by at least two-thirds (2/3) of Directors then in office, provided that:
 - The Director is given at least fourteen (14) days' written notice of the proposed removal and the reasons for it; and
 - The Director has an opportunity to respond in writing or to attend and speak at the Board meeting considering the resolution and is provided with a process to appeal.

6.3 Grounds for Removal for Cause

Grounds may include, but are not limited to:

- Failure to attend three (3) consecutive Board meetings without reasonable cause or prior notice;
- Persistent failure to carry out the duties of a Director;
- Breach of confidentiality or conflict of interest obligations; or
- Conduct prejudicial to the interests or reputation of the Association.

6.4 Effect of Removal

- Any recommendation for removal shall be presented to the Members at a Special Meeting for a vote.
- A Director removed under this Article shall cease to hold office once a vote by members has occurred.

Article 7 – Finances, Records, Audit, and Review

7.1 Fiscal Year

The fiscal year of the Association shall be the calendar year unless otherwise determined by the Board.

7.2 Banking

- All bank and financial accounts shall be maintained under the authority of the Board.

7.3 Signing Authorities and Electronic Payments

7.3.1 General Signing Authority

All cheques, negotiable instruments, and financial documents require two (2) authorized signatures, as determined by Board resolution.

7.3.2 Electronic Transfers

Notwithstanding Section 7.3.1, the Board may authorize one (1) Director or Officer to execute electronic funds transfers for recurring or routine expenses, provided that:

- transfers are made from a designated account;
- transactions are within limits approved by the Board;
- all transactions are reported to the Board at least quarterly; and
- any exceptional or unusual transaction requires prior Board approval.

7.4 Borrowing Powers

- The Association may borrow money or incur indebtedness only with approval by resolution of the Members.

7.5 Records and Access

- The Association shall maintain accurate financial records and provide annual financial statements to the Members.
- Voting Members may inspect records upon reasonable notice.

Article 8 – Indemnification, Insurance, and Liability

8.1 Indemnification

The Association shall indemnify its Directors, Officers, and Volunteers who act honestly and in good faith with a view to the best interests of the Association, to the fullest extent permitted by law, except in cases of willful misconduct or bad faith.

8.2 Insurance

The Board may obtain Directors' and Officers' liability insurance and any other appropriate coverage.

Article 9 – Amendments of By-laws

9.1 Amendments

These By-laws may be amended by special resolution of the Members, provided that:

- Proposed amendments are circulated to Voting Members at least fourteen (14) days in advance;
- A two-thirds (2/3) majority of votes cast is obtained; and
- Any required filings under the Act are completed.

9.2 Interim Amendments

- The Board may pass interim By-law amendments between meetings.
- Interim amendments must be presented to Members at the earliest opportunity and expire if not approved at the next Meeting of Members.

Article 10 – Dissolution

10.1 Dissolution

Upon dissolution of the Association, any remaining assets shall be distributed to one or more non-profit or charitable organizations operating within the Association's geographic area, as determined by the Members. No assets shall be distributed to Members.