

Chautauqua Residents Association

(Originally incorporated on August 5, 1952 as the Mississauga Beach Cottage Owners Association)

Ontario Corporation Number 66807

By-law No. 1

June 6, 2022

1. General

1.1 This by-law repeals and replaces all previous by-laws of the corporation.

1.2 The name of the corporation is Chautauqua Residents Association. ("Association")

1.3 The objectives of the Association are:

- a. To preserve, maintain and enhance Chautauqua as a residential community.
- b. To advocate for the Chautauqua community in all matters that will affect or enhance the Chautauqua community or its residents, including municipal affairs, public safety, planning and property standards, parks, parking and traffic standards and the natural environment.

2. Definitions

In this By-Law, unless the context otherwise requires:

- a. "Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- e. "Association" means the Chautauqua Residents Association;
- b. "Board" means the board of directors of the Association;
- c. "By-law" means this by-law including the schedules to this by-law;
- d. "By-laws" means the By-law and any other by-laws of the Association which are from time to time in force;
- e. "Chair" means the chair of the Board;
- f. "Chautauqua" means the geographic area of Niagara-on-the-Lake that contains:
 - Both sides of Niagara Boulevard west of One Mile Pond, and
 - Both sides of Palatine (west of One Mile Creek), Froebel, Wesley, Wilberforce, Vincent, Wyckliffe, Luther, Addison, Shakespeare, Oak, Dixie, Circle and the north side of Lakeshore Road between Shakespeare Avenue and Dixie Avenue
- g. "Director" means an individual occupying the position of director of the Association;

h. Membership

- i. "Member" means a household that meets the qualifications in s. 6.1 of the By-law;
- ii. "Individual Member" means an individual who meets the qualifications in s. 6.2 of the By-law;
- j. "Officer" means an officer of the Association.

3. Directors

3.1 Election

The Directors shall be elected by the Members. The term of office of the Directors shall be from the date of the meeting at which they are elected or appointed until the next annual meeting and until their successors are elected or appointed.

3.2 Number and Eligibility

- a. Subject to the Act and the By-laws, there shall be seven Directors.
- b. Only Individual Members are eligible to be Directors.

3.3 Directors' Duties and Standards

The Directors shall manage the affairs of the Association and shall meet the standards in Schedule A.

3.4 Filling Vacancies

A quorum of Directors may fill a vacancy among the Directors by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director.

3.6 Committees

The Board may from time to time:

- a. appoint committees of Directors and/or Members to provide recommendations to the Board on any matter; and
- b. dissolve any committee by resolution at any time.

3.7 Remuneration

No Director shall directly or indirectly receive any profit from occupying the position of Director or from providing services to the Association in another capacity. However, Directors may be reimbursed for reasonable expenses that they incur in either of those capacities.

3.8 Removal

Members may, by ordinary resolution at a special meeting, remove from office any Director or Directors.

3.9 Meetings

- a. Meetings of the Directors may be called by the Chair or any two Directors at any time and any place on notice as required by this by-law and the Act.
- b. A quorum of directors at any meeting shall be four.
- c. Notice of a Board meeting shall be given to all Directors seven days in advance of the meeting and in accordance with s. 7.10 of this By-law.
- d. The Board shall meet at least quarterly.

3.9 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 of the meeting shall have a second or casting vote.

3.10 Participation by Electronic Means

If all of the Directors of the Association consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means in accordance with the Act.

4. Financial

4.1 Financial Year

The financial year of the Association ends on April 30 each year or on such other date as determined by the Board.

4.2 Annual Dues:

- a. Each Member shall pay dues for the financial year of \$10, or such other amount as approved by the Members.
- b. Dues are payable on a date determined by the Board.

5. Officers

5.1 Appointments

- a. The Board shall appoint from among the Directors, a Chair, a President and a Secretary-Treasurer. The offices of Chair and President shall be held by the same Director, unless the Board expressly determines otherwise.

b. The Board may designate additional officer positions and appoint Individual Members to those positions, specifying their duties and delegate to them powers to manage the activities and affairs of the corporation, except powers that cannot be delegated under the Act.

4.2 Duties

The Directors performing the role of Chair and President, and Secretary-Treasurer, shall perform the duties described in sections Schedules B, C and D respectively, and any other duties as may be required by law or the Board from time to time.

6. Members

6.1 "Member" means a household:

- a. that;
 - i. consists of one or more residents of a municipal address in Chautauqua; or
 - ii. includes one or more individuals who own one or more properties in Chautauqua;
- b. that supports the objectives of the Association; and
- c. that has paid the current Association annual dues.

6.1 "Individual Member" is an individual who is part of a Member household.

6.2 Each Member has one and only one vote.

6.3 Each Individual Member has no vote. Individual Members may participate in Association activities as provided for in, and are subject to the provisions of, this By-law.

6.5 Conduct

All Members and Individual Members, including Directors and Officers, shall avoid conduct that discredits the Association.

6.6 Disciplinary Action or Termination of Membership

Upon 15 days' written notice to a Member, the Members may pass a resolution at an annual or special meeting authorizing disciplinary action or the termination of membership of a Member or Individual Member for violating any provision of the articles or By-laws, or the Act. The notice shall set out the reasons for the proposed disciplinary action or termination of membership.

The Member receiving the notice shall be entitled to make an oral submission at such meeting and/or provide a written submission opposing the disciplinary action or termination at or before the date of the meeting.

7. Members' Meetings

7.1 Annual Meeting

The annual meeting shall be held on a day and at a place fixed by the Board.

7.2 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 one-tenth 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.

7.3 Quorum

A quorum for the transaction of business at a Members' meeting is thirty percent of the Members of the Association.

If a quorum is present at the opening of a Members' meeting, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

7.4 Chair of Meeting

The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Members present at the Members' meeting shall choose another Director as chair.

7.5 Voting at Members' Meetings

Business arising at any Members' meeting shall be decided by a majority of votes, unless otherwise required by the Act or this 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 voters present and the chair of the meeting shall have a vote;
- c. votes for the election of directors shall be taken by written ballot;
- d. an abstention shall not be considered a vote cast;
- e. before or after a show of hands has been taken on any question, the chair of the meeting may require or a 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;
- f. if there is a tie vote, the chair of the meeting shall require a written ballot. If there is a tie vote upon written ballot, the motion is lost.

7.6 By-laws

By-laws may be made, amended and repealed at a Members' meeting by sixty percent of the votes cast. The Board may propose but not make, amend or repeal By-laws.

7.7 Participation and Voting

The Chair may determine that any Members meeting be conducted:

- in a manner that allows some Members to participate by telephone or electronic means;
- entirely by telephonic or electronic means;
- in a manner that allows Members to vote by mail or by telephonic or electronic means;

and in accordance with the Act.

7.8 Adjournments

The chair of a Members' meeting may, with the majority consent of any Members' meeting, adjourn the same from time to time. Notice of the adjournment shall be given to the Members.

7.9 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Individual Members and the Directors, any others who are entitled or required under any provision of the Act. Any additional person may be admitted only if invited by the Chair of the meeting.

7.10 Service

a. Any notice required to be sent to any Member or Director shall be provided to the Member or Director by telephone, by email or other electronic means or delivered or mailed to the latest address as shown in the records of the Association or if no address be given then to the last address of such Member or Director known to the Secretary-Treasurer; 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.

b. 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.

8. Other

8.1 Interpretation

Other than as specified in Section 1.1 of this By-law, 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.

8.2 Severability and Preference

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. If any of the provisions contained in the by-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

8.3 Execution of Contracts

Contracts, obligations and other instruments in writing requiring execution by the Association may be signed by the President and the Secretary-Treasurer.

8.4 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 other person acting on behalf 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 tortious 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 Act and the Association's articles and By-laws; and
- b. exercised their powers and discharged their duties in accordance with the Act.

SCHEDULES TO CHAUTAUQUA RESIDENTS ASSOCIATION BY-LAW NO. 1

Schedule A

Standards for Directors and Officers

1. Standard of Care - Every director and officer in exercising his or her powers and discharging his or her duties to the Association shall,
 - (a) act honestly and in good faith with a view to the best interests of the Association; and
 - (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances
2. Compliance - Every director and officer shall;
 - a. Declare all actual, perceived and potential conflicts of interest and address them in accordance with the Act and By-laws: and
 - b. Be knowledgeable of and comply with the Act, any regulations made under the Act, the By-laws and policies of the Association.
3. Maintain privacy and confidentiality in accordance with the Act, By-laws and applicable privacy law and principles.

Schedule B

Responsibilities of Chair

- Provide overall direction at the Board.
- Identify and ensure steps are implemented to address strategic goals.
- Identify circumstances where Committees are necessary to assist Board in achieving its mandate.
- Call and act as Chair at Board and Members' meetings.
- Serve as Board's primary contact with public.
- Set a high standard for Board conduct and enforce By-law and policies concerning Directors' conduct.

Schedule C

Responsibilities of President

- Ensure work plan is identified and implemented to achieve annual goals.
- Execute documents in accordance with the By-law as required.
- Serve as ex officio member of all Committees.
- Prepare and present a President's report at the Annual Meeting.

Schedule D
Responsibilities of Secretary-Treasurer

Treasurer

- Maintain custody of the funds and securities of the Corporation.
- Keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation.
- Deposit all monies and other valuable effects in the name and to the credit of the Association in a chartered bank approved by the Board.
- Disburse funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and directors at the regular meetings of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Corporation.
- Present to the Members at the Annual Report the financial statement of the Association approved by the Board.

Secretary

- Maintain membership records including Member names, addresses and contact information.
- Ensure preparation of written minutes of all meetings of the Members, the Board and Board committees.
- Ensure that no Board, Board committee or Members' meeting is recorded by electronic means unless the necessary consent of Directors, Members and Individual Members present at any such meeting is obtained.
- Attend to correspondence on behalf of the Board.
- Have custody of all minute books, documents, registers of the Association.
- Ensure that all reports are prepared and filed as required by law or requested by the Board.
- Ensure that By-laws are reviewed and updated as necessary.
- Ensure notice is given as required by the By-Laws of all meetings of the Association, the Board and Board committees. Attend all Board and Members' meetings.
- Administer the Association website.
- Maintain adequate and up-to-date records regarding all the above.

This By-law is in effect as of June 6, 2022

Brian Crow, President

Margot Devlin, Secretary