



BY-LAWS

NON-PROFIT ORGANIZATION

Effective Date: June 1st, 2009

MISSION STATEMENT

Kennisis Lake Cottage Owners Association (KLCOA) is committed to providing the best possible services to members, in a spirit of cooperation with associations and organizations with whom it conducts its business.

KLCOA values and strives:

- (a) To advance the social interests of the property owners of Kennisis Lake and vicinity in the County of Haliburton.
- (b) To promote the interests of person owning property at the said Kennisis Lake and vicinity, and to advance any plans for the advantage of the said lake and vicinity.
- (c) To promote aquatic and social and other physical activities among the property owners of the said Kennisis Lake and vicinity.
- (d) To protect and serve the mutual interest of all KLCOA members and volunteers.
- (e) To foster, promote and teach stewardship among all cottage owners.

KENNISIS LAKE COTTAGE OWNERS ASSOCIATION BY-LAWS		
REV #	DATE	DESCRIPTION OF REVISION
0001	May 16 th , 2009	By-laws incorporated into the initial issue of By-laws and ratified by Membership at the Spring General Meeting.
	June 1 st , 2009	Effective date.

KENNISIS LAKE COTTAGE OWNERS ASSOCIATION

TABLE of CONTENTS

COMMENT: The left-hand index (Roman letters) does not correlate to anything and should be deleted, unless it is intended to be a reference the “Article Numbers” in which case it needs to be revised.

v)	Mission of the Association	Page 2
vi)	Definitions	Page 4
vii)	Registered Office and Seal (LOGO)	Page 75
viii)	Page
ix)	Affiliations	Page 6
x)	.Classes of Membership	Page 6
xi)	Terms of Membership and Eligibility	Page 6
xii)	Meetings of the Membership	Page 9
xiii)	Board of Directors	Page 10
xiv)	Procedure for Elections of Directors	Page 11
xv)	Board Responsibilities	Page 12
xvi)	Directors & Responsibilities	Page 14
xvii)	Committees of the Board	Page 16
xviii)	Execution of Documents	Page 17
xix)	Financial Year	Page 17
xx)	Banking Arrangements	Page 17
xxi)	Borrowing by the Association	Page 18
xxii)	Notice	Page 18
xxiii)	Passing and Amending By-laws	Page 19
xxiv)	Repeal of Prior By-laws	Page 19
xxv)	Rules of Procedure	Page 19
xxvi)	Effective Date	Page 20
xxvii)	Appendix A, Robert’s Rule Motion Chart	Page 21 -23
xxviii)	Appendix B, Robert’s Rule Fact Sheet	Page 25

KENNISIS LAKE COTTAGE OWNERS ASSOCIATION

BY-LAWS

By-laws relating generally to the conduct of the affairs of the Kennisis Lake Cottage Owners Association (KLCOA).

BE IT ENACTED as a By-law of Kennisis Lake Cottage Owners Association (KLCOA) as follows:

1. DEFINITIONS

1.1 In this By-laws and all other By-laws and Resolutions of the Association (KLCOA), unless the context otherwise requires:

- (a) "Association" means Kennisis Lake Cottage Owners Association (KLCOA) (or such other name as the Association may in the future legally adopt).
- (b) "Board" means the Board of Directors of the Association and "Board Meetings" has the meaning assigned in article 9.2.
- (c) "Director" means an individual who has been elected to the Board of Directors of the Association as enumerated in Article 8.1.
- (e) "Letters Patent" mean the Letters Patent incorporating the Association, as from time to time amended by Supplementary Letters Patent.
- (d) "Policies" means written statements governing issues affecting the affairs of the Association, which have been considered and approved by the Board of Directors of the Association.
- (f) "KLCOA" means Kennisis Lake Cottage Owners Association.
- (g) "Members" and "Membership" means all classes of Membership in the Association as provided for in article 4.1. and "Active Membership" and "Honorary Lifetime Membership" have the meanings assigned in article 5.1.
- (h) "Executive" means elected Directors of the KLCOA who hold the positions of President, Vice President(s), Treasurer, Secretary and Past-President
- (i) "Executive Committee" means those KLCOA Board positions assigned to deal with Confidential, or other matters and other issues needing attention prior to Board involvement.
- (j) "Chair, Chairperson" means the President of KLCOA or their designated representatives.
- (k) "Committee" means one or more persons assembled under the provisions of Article 11 to consider, investigate, take action on, or report on the subject matter for which they were assembled.
- (l) "AGM" means Annual General Meeting.

- (m) “Associate Board Member” means a nominated person at the AGM but not elected to the Board which carries a non-voting position at scheduled Board meetings.
- (n) “Board Member” or “Officer” means the same designate as Director.
- (o) “Volunteer” is a person within the Association who steps forward to assist KLCOA in its daily activities.
- (p) “Membership Year” (article 5.7) means the same period of time as the financial year. (ref. Article 13.1).
- (q) “LOGO” means the distinguishing symbol or insignia, or future adopted and used by KLCOA as its identifying mark.
- (r) “Meeting of the Members” means meetings where all categories of Membership may attend.
- (s) “Member in Good Standing” means a member who:
 - a. Does not owe monies to KLCOA and has paid current dues.
 - b. Does not hold any outstanding property of the KLCOA, which shall include documents, equipment and personal information as defined in the Privacy Act.
 - c. Has not taken legal action against KLCOA that has not exhausted all avenues of appeal.
- (t) “ROO” means Rules of Operation.
- (u) “Majority Vote” means 50% + 1 vote or more of voting Board Membership present for a Board meeting for motions to be passed.
- (v) “2/3rd Vote” means 66.6% or more of the voting Membership in attendance at the AGM required to change an Article of the By-laws.
- (w) “Corporation Act” means the Corporation Act R.S.O. 1990, Chapter 38, and any statute amending or enacted in substitution therefore, from time to time.

Note: Reference to the word “he” shall indicate “he/she”.

- 1.2 All terms defined in the Corporations Act have the same meaning in this By-law and all other By-laws and Resolutions of the KLCOA.

2. REGISTERED OFFICE AND SEAL

- 2.1 The registered head office of the Association shall be in the vicinity of Kennisis Lake, in the Municipality of Dysart et al, Province of Ontario and thereafter as the Association may from time to time determine by special resolution of the Members pursuant to the Corporations Act of Ontario. The Association may establish such other offices within Canada, as the Board may deem expedient by resolution.

- 2.2 The Corporation Seal (Logo) of KLCOA shall be in the form as the Board may by resolution from time to time adopted and shall be entrusted to KLCOA for its use and safekeeping.

3. AFFILIATIONS

- 3.1 The Association shall have the following affiliations:
- (a) A member of the Federation of Ontario Cottage Associations.
 - (b) Whatever affiliations in other groups or associations the executive shall decide, from time to time.

4. CLASSES OF MEMBERSHIP

- 4.1 There shall be two (2) classes of Membership in the Association:
- (a) Active Membership.
 - (b) Honorary Lifetime Membership.

5. TERMS OF MEMBERSHIP AND ELIGIBILITY

5.1 Terms and Eligibility

- (a) Active Membership:

Membership in the Association is in one of the following forms:

Full Members of the association shall be registered owners of lands included within the Association's jurisdiction and the life-partners of such owners and others who co-habitat, who have paid to the Association the annual fee. Membership shall be from January 1st to December 31st and is payable as of January 1st. Each Membership shall be entitled to one vote per property regardless of the number of persons who cohabitate.

Honorary Membership shall be bestowed on persons deemed worthy of special recognition by a resolution of the executive committee and acknowledged by letter from the Association to the recipient and are in effect from the passing of the resolution until such time as a) the Association withdraws the Honorary Membership or b) said person no longer meets the Jurisdictional requirements. Honorary memberships have voting rights and are not subject to the annual fee.

- A. Only those Members whose required fees are paid in full can participate in an event of the Association or receive discounted pricing for a paid service.
- B. The amount set for annual dues and any applicable late fee will be established by a resolution passed by a two-thirds majority of the votes cast at a General Meeting.

(b) Honorary Lifetime Membership:

Honorary Lifetime Membership may be granted to an individual who has rendered extraordinary and distinguished service to the Association. Individuals may be nominated to be Honorary Lifetime Members by any Member of the Association and the granting of Honorary Lifetime Membership must be confirmed by a majority vote of the Board of Directors.

Honorary Members will have a vote and may attend the AGM and by invitation, meetings of the Board and Committees of KLCOA.

(c) One Person – One Class of Membership:

Although it is possible for a Member to be qualified for more than one (1) class of Membership in the Association, no person may hold more than one (1) class of Membership. It is therefore mandatory that each member shall declare himself/herself prior to the start of any meeting of the Membership and advise the Chairperson of the Membership class he/she wishes to represent. Once the meeting is called to order, the Member must remain in that class of Membership and may not change to another category or class of Membership.

5.2 Membership List:

Subject to article 5.7 herein, the Membership Director of the Board shall prepare and maintain a list of current Active Members and Honorary Lifetime Members. This list shall be kept at the head office and updated as necessary and made available to all Directors. Such list of Members shall be used to determine eligibility to attend and vote at any Meeting of the Membership.

5.3 Termination

- a) Membership in the Association shall not be transferable and shall terminate upon a Member's resignation or death.
- b) Members may resign from the Association by submitting a resignation in writing addressed to the Secretary who in turn notifies the appropriate Board members.
- c) Members in good standing shall be those admitted to Membership and who have paid all required membership fees to the Association for the current year.

5.4 Membership Fees

Membership fees shall be established annually by the Board. Fees for any unexpired term of membership are normally not refundable, but the Board of Directors may, in its sole discretion, grant a request for such a refund in extenuating circumstances.

5.5 Right to Vote

All Active Members and Honorary Members shall be entitled to notice of and to vote at the AGM of the Association.

5.6 Record Date

Individuals, who are Members of the Association and who are held in good standing, in advance of any AGM of the Association, are entitled to notice of and to vote at such AGM. Any individual who is not a Member in good standing is not entitled to notice of or to vote at such AGM for which the record date has been established.

5.7 Membership Year

Membership year is January 1st to December 31st.

6. MEETINGS OF THE MEMBERSHIP

6.1 Annual General Meeting of Members (AGM)

The Annual General Meeting shall be held each year on the Saturday of Labour Day weekend, at a time and place determined by the Board, for the transaction of at least the following business, to be set out in the agenda of such Annual General Meeting.

- a) Approval of the agenda.
- b) Approval of the minutes of the previous Meeting of the Membership.
- c) Receiving reports of the activities of the Association during the preceding year.
- d) Receiving information regarding the planned activities of the Association for the current year.
- e) Receiving and approving the report of the Auditor of the Association from the previous year and a projected financial position for the current year.
- f) Appointment of the Auditor for the ensuing year.
- g) Transaction of any business which relates to the business of the Meeting referred to above, and notice and particulars of which are received by the Secretary in writing on or before 6:00pm 35 days immediately preceding the Annual General Meeting.
- h) Nominations for vacant or expired Board positions for the upcoming term of the Board.
- i) Consideration of any proposed amendments to the Bylaws of the association.

6.2 Notice

- a) AGM.
Notice of the Annual General Meetings of the Membership shall be communicated to all Members at the last known address recorded in the records of the Association. Such notice shall also be posted in all Association bill boards at least 35 days prior to the date of the AGM. Additional General Meetings will follow the same process.
- b) Board Meetings.
Notice of Open Board meetings shall be posted by the association at least 15 days prior to the date of such meeting date. Otherwise unless posted as "Open" all scheduled Board Meetings are to be considered closed to the general Membership.
- b) Error or Omission in Notice.
No inadvertent error or omission in giving notice of any Annual General Meeting or

Additional General Meeting of Membership or any adjourned Meeting, whether Annual or General, shall invalidate such a Meeting or make void any proceedings taken at such Meeting and any Member may at any time waive notice of any such Meeting and may ratify, approve and confirm any or all actions or proceedings taken at any such Meeting.

6.3 Quorum

A quorum for an Annual General Meeting or General Meeting shall be a minimum of more than half of the Board Members eligible to vote. No business shall be transacted in the absence of a quorum except to take measures to obtain a quorum, to establish the time to which to adjourn, or to take a recess.

6.4 No Proxies:

Members must be present in person in order to vote at the AGM or at a General Meeting: proxy votes will not be permitted. .

6.5 Adjournments

Any Meeting of the Members of the Association may be adjourned at any time and from time to time and such business may be transacted at such adjourned Meeting(s) as might have been transacted at the original Meeting(s) from which such adjournment took place. No notice shall be required of any such adjourned Meeting other than to those Members present in person at the adjourned Meeting. Such adjournment may be made notwithstanding that no quorum is present.

6.6 Chair:

The President must be present to conduct the AGM of the Association. IN the case of his or her absence, he or she may designate another member of the executive committee to chair the meeting.

7. BOARD OF DIRECTORS

7.1 Composition

a) Eligibility

A Director:

- (i) Shall be eighteen (18) or more years of age.
- (ii) Shall be a Member in Good Standing at the time of his/her nomination or appointment.
- (iii) Shall remain a Member in Good Standing of the KLCOA throughout his/her term of office as defined.
- (iv) To be eligible for the office of President, a candidate should have served as a member of the KLCOA Board of Directors for at least two (2) years immediately prior to election.

b) Number of Directors.

The affairs of the Association shall be managed by a Board, which consists of a maximum of 16 elected Directors plus a maximum of 2 Associate Board Members.

- c) Term of Office.
All Board Members shall be elected for a two (2) year term.
- d) Change in Number of Directors.
The Association may by special resolution increase or decrease the number of its Directors, any change in the number of Directors shall be in compliance with prevailing Ontario laws and regulations.

8.2 Termination of a Board Member (Director)

- a) Removal.
The KLCOA Board may make a recommendation for discharge of an elected member from the Board of Directors. The recommendation will be brought before a KLCOA Board meeting, whereat a majority vote of all elected Board members in attendance will be required for discharge.
- b) Removal for Cause.
The KLCOA Board, by resolution approved by a majority vote of those Board members present, may immediately suspend any Board member for cause. Removal from the Board shall be in accordance with article 8.2 a.
- c) Absence.
Any Board member, who misses four (4) out of any eight (8) consecutive Board Meetings , or 3 scheduled Board Meetings in a row without just cause, will automatically cease to be member of the Board and will not be able to participate in the AGM as a Director. The presiding Board of Directors shall determine just cause.
- d) Resignation.
A Board member of KLCOA may resign his/her position by submitting a letter or verified email of resignation to the president of the Association and send a copy to the Secretary for information purposes.

8. PROCEDURE FOR ELECTION OF DIRECTORS

8.1 Nominations:

The election of Board Members shall take place at the Annual General Meeting of the Membership. No election of a Board Member is effective without verbal consent given prior to the election. All nominations will come from the floor at the Annual General Meeting. A Member of the Association must second a nomination from the floor.

8.2 Vacancies:

Any vacancy occurring on the Board may be filled only for the remainder of the current year of the vacated term by resolution of the Directors then in office provided there is a quorum of Directors then in office. The Board shall invite an Associate Board Member to accept the vacancy, where there is not an Associate Board Member to fill the vacancy then the position stays unfilled until the next AGM.

9. BOARD RESPONSIBILITIES

9.1 Governance:

The Board of Directors shall govern the Association in compliance with the objects, powers, By-laws and Policies of the Association, Rules of Operation and all applicable laws and regulations.

9.2 Board Meetings

(a) Regular Board Meetings

Except as otherwise required by law, the Board may hold Meetings at such place or places as the President or, in his or her absence, the Vice-President, may from time to time determine. The Board shall meet not less than eight (8) times per year. Directors may participate in and hold a meeting of the Board or of a committee of the Board by means of conference telephone or similar communications equipment which enables all persons participating in the meeting to hear and speak to each other simultaneously and instantaneously, and a Director participating in such a meeting by such means shall be deemed to be present at that meeting. The Directors shall take such means as they deem appropriate to ensure that the communications facilities employed at the meeting protect the privacy of matters discussed thereat, and that the persons utilizing such communication facilities are the directors of the corporation. The Chairperson of the meeting and the Association shall be entitled to rely on the identity of the persons utilizing such communications facilities and so identified as directors of the corporation in the absence of evidence to the contrary. The Chairperson shall tabulate votes based on oral or other appropriate electronic responses of individual Directors.

(b) Special Board Meetings

Special Board Meetings may be called by the President or a Vice-President in the absence of the President or a petition in writing to the Secretary signed by any 2 Directors. Business transacted at a Special Board Meeting shall be limited to that specified in the notice calling the Meeting.

9.3 Notice of Board Meetings

(a) Notice shall be communicated to all Directors at least seven (7) days in advance of the Meeting

(b) Notice shall include a tentative agenda in the case of a regular Board Meeting and shall specify the business to be conducted in the case of a Special Board Meeting.

(c) No formal notice of any Board Meeting shall be necessary if all the Directors are present or if those absent signify their consent to the Meeting being held in their absence.

9.4 Error in Notice

No error or omission in giving notice for a Board Meeting shall invalidate such Meeting or invalidate or make void any proceedings taken at such Meeting, and any Director may at any time waive notice of any such Meeting and may ratify and approve of any or all proceedings taken or had thereat.

9.5 Adjournment of Board Meetings

Any Board Meeting may be adjourned at any time and from time to time and such business may be transacted at such adjourned Meetings as might have been transacted at the original Meeting from which such adjournment took place. No notice shall be required of any such adjournment.

9.6 Quorum

A quorum for a Board Meeting shall be a minimum of more than half of the current Directors. No business of the Board shall be transacted in the absence of a quorum.

9.7 Voting Rights

Each Director, present at a Board Meeting, including the Chair, shall be entitled to one vote. The Chair shall have a second vote in the event of a tie vote.

9.8 Voting Procedures

A majority of votes of the Directors present at a Board Meeting shall decide every question(motion). Every question shall be decided in the first instance by a show of hands and, unless a secret ballot is demanded by a Director present, a declaration by the Chair that the motion has been carried or not carried and an entry to that effect in the minutes of the Meeting shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour or against such motion.

9.9 Remuneration

Directors shall serve without remuneration and no Director shall indirectly or directly receive any remuneration, salary or profit from the position of Director or for any service rendered to the Association. Provided that, the Board of Directors may establish Policies relating to the reimbursement of Directors for reasonable expenses incurred in the performance of their duties as Directors of the Association.

9.10 Conflict of Interest

(a) Every Director who directly or indirectly has an interest in a proposed or existing contract or transaction or other matter relating to the Association shall make a full and fair declaration of the nature and extent of the interest at a Board Meeting.

(b) The declaration of a conflict of interest shall be made at the Board Meeting at which the question of entering into the contract or transaction or other matter is first taken into consideration or, if the Director is not at the date of that Board Meeting interested in the proposed contract or transaction or other matter, at the next Board Meeting held after the Director assumes the office.

(c) After making such a declaration, no Director shall vote on such a contract or transaction or other matter, nor shall he or she be counted in the quorum in respect of such a contract or transaction or other matter.

(d) If a Director has made a declaration of an interest in a contract or transaction or other matter in compliance with article 9.10, the Director is not accountable to the Association for any profit

realized from the contract or transaction or other matter.

(e) If a Director fails to make a declaration of interest in a contract or transaction or other matter in compliance with article 9.10, the Director shall account to and reimburse the Association for all profits realized, directly or indirectly, from such contract or transaction or other matter.

9.11 Indemnification of Directors

Every Director of the Association and his or her heirs, executors, administrators and estate and effects respectively shall from time to time be indemnified and saved harmless by the Association from and against:

(a) all costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her for and in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her in or about the execution of the duties of his or her office;

(b) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default. provided that, no Director of the Association shall be indemnified by the Association in respect of any liability, costs, charges or expenses that he or she sustains or incurs in or about any action, suit or other proceeding as a result of which he or she is adjudged to be in breach of statute unless, in an action brought against him or her in his or her capacity as a Director, he or she has achieved complete or substantial success as a defendant; and

(c) the Association shall purchase and maintain such insurance for the benefit of its Directors as the Board may from time to time determine.

9.12 Confidentiality

Every Director and Associate Board Member of the Association shall respect the confidentiality of matters brought before the Board and meetings to be considered in camera.

10. DIRECTORS & RESPONSIBILITIES OF DIRECTORS

10.1 Elected Directors:

a) The Elected Directors shall be considered for Executive Board Positions of President, Vice-President(s), Treasurer, Secretary at the next scheduled Board Meeting after the AGM.

10.2 Eligibility for Office:

a) The President and Vice President(s) should have served on the Board for at least two (2) years immediately prior to election to either of these positions.

b) The Association shall endeavour to nominate as Treasurer a Director who has employment experience and skills in accounting procedures.

10.4 Responsibilities of Executive Committee

a) President.

The President shall:

- i) represent the Association in the Community.
- ii) set all meeting dates with the Board.
- iii) exercise general supervision of the Association in accordance with Policies & By-Laws determined by the Board.
- iv) be a non-voting Member of all committees and sub-committees of the Association.
- v) report regularly to the Board on matters of interest.
- vi) act as Chair of the Board, the Executive Committee, and at all meetings of the Membership.
- vi) delegate tasks as necessary.

b) Vice President.

The Vice-President shall:

- i) assume the duties of the President in the absence for any reason of the President.
- ii) monitor adherence by the Board to all existing Policies and inform the Board with respect to any inconsistencies between existing Policies and a proposed policy.
- iii) be available to assist any Director requiring assistance in the completion of his or her functions.
- iv) carry out duties as assigned by the Board, the Executive Committee or the President.

c) Treasurer.

The Treasurer shall:

- i) ensure adherence to and implementation of financial Policies in the financial administration of the Association.
- ii) ensure the submission of the books of account to the Auditor of the Association at the end of the financial year.
- iii) present a report of the Auditor from the previous year and a projected financial position for the current year to the Membership at the Annual General Meeting.
- iii) evaluate, review and recommend financial policy to the Executive Committee and to the Board.
- v) chair any budget Committee.
- vi) chair any sponsorship Committee.
- vii) carry out duties assigned by the Board, the Executive Committee or the President.

d) Secretary.

The Secretary shall:

- i) record or delegate the recording of the minutes of General Meetings of the Membership, Board Meetings and Executive Committee Meetings and ensure that Association records are regularly and properly kept and all business is conducted in accordance with any applicable statute or law, the Letters Patent and By-laws and the Policies and procedures established by the Board and/or by the Membership.
- ii) ensure the proper custody of the Association's corporate seal, corporate minutes

- and resolutions and other corporate records and documents.
- iii) be responsible for receiving and distributing all correspondence received or sent by the Association and all communications within the Association.
- iv) recommend policy to the Board regarding internal and external communications of the Association.
- v) ensure that all necessary and appropriate insurance has been purchased.
- vi) chair any registration Committee.
- vii) maintain the Membership list referred to in article 6.2.
- viii) carry out duties as assigned by the Board, the Executive Committee and/or the President.

e) Directors at Large.

- i) carry out other duties as assigned by the Board, Executive Committee, or the President.

11. COMMITTEES OF THE BOARD

11.1 Nothing in this by-law shall be construed to limit the ability of the Directors and Membership of the Association from abolishing or creating standing Committees by by-law or from establishing such ad hoc committees or subcommittees by Directors' Resolution as may be desired or required from time to time.

11.2 Executive Committee:

- a) The Executive Committee shall be chaired by the President, and shall consist of the Vice-President(s), the Secretary, the Treasurer, the Past President and shall be responsible for the day to day management of the affairs of the Association, including monitoring of all Committees to ensure all Policies of the Association are being complied with.
- b) The Executive Committee shall:
 - i) during the intervals between the Board Meetings, take action in relation to any matter of any nature within the power and the authority of the Board, which requires immediate attention before the date of the next Board Meeting. Such action shall not involve any change of policy or the authorization of unbudgeted expenditures, and any action taken shall be submitted to the Board for ratification at the next Board Meeting.
 - ii) review recommendations and proposals prior to such recommendations or proposals being submitted to the Board for resolution.
 - iii) present a report regarding the activities of the Executive Committee to the Board.
 - iv) recommend policy to the Board regarding management and administrative issues related to the Association.
 - v) deal with any other matters assigned to it by the Board or by the President.

12. EXECUTION OF DOCUMENTS

12.1 Execution of Documents:

The Board may from time to time appoint any Director or any person or persons on behalf of the Association, either to sign documents generally or to sign specific documents. The corporate seal of the Association, when required, shall be affixed to documents executed in accordance with the foregoing.

12.2 Books and Records:

The Board shall ensure that all necessary books and records of the Association required by the By-laws of the Association or by any applicable statute are regularly and properly maintained and any contracts or agreements are filed for safekeeping.

13. FINANCIAL YEAR

13.1 The financial year of the Association shall terminate on the 31st day of December in each year.

14. BANKING ARRANGEMENTS

14.1 Banking Resolution:

The Board shall designate, by resolution, the Directors and other persons authorized to transact the banking business of the Association, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the banker of the Association, to have the authority to set out in the resolution, including, unless otherwise restricted, the power to:

- a. operate the accounts of the Association with a bank or a trust company.
- b. make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money.
- c. issue receipts for and orders relating to any property of the Association.
- d. authorize any officer of the bank or trust company to do any act or thing on behalf of the Association to facilitate the business of the Association.
- e. all cheques shall be signed by the Treasurer and one of the President or a Vice President.

14.2 Deposit of Securities

The securities of the Association shall be deposited for safekeeping with one or more banks, trust companies or other place or places of safekeeping to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Association signed by such officer or Directors, agent or agents of the Association, and in such

manner as shall be determined from time to time by resolution of the Board, and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

15. BORROWING BY THE ASSOCIATION

15.1 Borrowing Power:

KLCOA will not operate a budget which requires a loan, mortgage or any other kind of debt to run its affairs.

16. NOTICE

16.1 Computation of Time:

In computing the date when notice must be given under any provision of these By-laws requiring a specified number of days' notice of any Meeting or other event, the date of giving the notice is included, unless otherwise provided.

16.2 Omissions and Errors:

The accidental omission to give notice of any Meeting of the Board or Members or the non-receipt of any notice by any Director or Member or by the auditor of the Association or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the Meeting. Any Director, Member or the auditor of the Association may at any time waive notice of any Meeting and may ratify and approve any or all proceedings taken thereat.

17. PASSING AND AMENDING THE BY-LAWS

17.1 The Board or a Member in Good Standing may recommend amendments to the By-laws of the Association from time to time, to the Membership.

17.2 If the Board intends to discuss amendment of the By-laws of the Association at a Board Meeting, written notice of such intention shall be sent by the Secretary to each Director not less than ten (10) days before such Meeting. Where such notice is not provided, any recommendation to amend the By-laws may nevertheless be moved at the Meeting and discussion and voting thereon adjourned to the next Meeting for which written notice of intention to pass or amend such By-laws shall be given.

(a) A By-law or an amendment to a By-law recommended by the Board shall be presented for adoption at the next Annual General Meeting of the Members of the Association. The notice of such Annual General Meeting shall refer to, describe and explain the By-laws or amendment(s) to the By-laws to be presented at the AGM.

(b) A motion to amend the By-laws recommended by the Board or proposed by a Member at an AGM must be approved by a 2/3rds vote of the Members present at AGM.

(c) The Members at the AGM may confirm the proposed By-laws or amended By-laws as presented or amend or reject the proposed By-laws or amended By-laws.

(d) Any amendment to the By-laws by a Member must be in writing, signed by a Member in Good Standing and received by the Secretary of the Association 35 days prior to the Annual General Meeting.

(e) All members in good standing shall have access to any proposed amendments to the By-laws, seven (7) days prior to the Annual General Meeting at a place as stated in the original meeting notice.

18. REPEAL OF PRIOR BY-LAWS

18.1 Repeal:

All prior By-laws of the KLCOA, including the document entitled the "Constitution" of the Associations are hereby repealed.

18.2 Proviso:

The repeal of all prior By-laws of the Association shall not impair in any way the validity of any act or thing done pursuant to any such repealed by-law.

19. RULES OF PROCEDURE

19.1 The Rules contained in the most current edition of "Procedures for Meetings and Organizations" by Robert's Rules 10th Edition shall govern the rules and procedures to be used in conducting the Meetings and affairs of the Association in all cases to which they are applicable, and in which they are not inconsistent with the By-laws or other governing documents or laws affecting the Association.

20. EFFECTIVE DATE

20.1 These By-laws shall come into force following a vote of approval by the Members of the Association as hereinbefore set out, June 1st, 2009.

President, KLCOA

Secretary, KLCOA

Robert's Rules of Order Motions Chart

Based on *Robert's Rules of Order Newly Revised (10th Edition)*

Part 1, Main Motions. These motions are listed in order of precedence. A motion can be introduced if it is higher on the chart than the pending motion. § indicates the section from Robert's Rules.

§	PURPOSE:	YOU SAY:	INTERRUPT?	2ND?	DEBATE?	AMEND?	VOTE?
§21	Close meeting	I move to adjourn	No	Yes	No	No	Majority
§20	Take break	I move to recess for ...	No	Yes	No	Yes	Majority
§19	Register complaint	I rise to a question of privilege	Yes	No	No	No	None
§18	Make follow agenda	I call for the orders of the day	Yes	No	No	No	None
§17	Lay aside temporarily	I move to lay the question on the table	No	Yes	No	No	Majority
§16	Close debate	I move the previous question	No	Yes	No	No	2/3
§15	Limit or extend debate	I move that debate be limited to ...	No	Yes	No	Yes	2/3
§14	Postpone to a certain time	I move to postpone the motion to ...	No	Yes	Yes	Yes	Majority
§13	Refer to committee	I move to refer the motion to ...	No	Yes	Yes	Yes	Majority

§12	Modify wording of motion	I move to amend the motion by ...	No	Yes	Yes	Yes	Majority
§11	Kill main motion	I move that the motion be postponed indefinitely	No	Yes	Yes	No	Majority
§10	Bring business before assembly (a main motion)	I move that [or "to"] ...	No	Yes	Yes	Yes	Majority

Part 2, Incidental Motions. No order of precedence. These motions arise incidentally and are decided immediately.

§	PURPOSE:	YOU SAY:	INTERRUPT?	2ND?	DEBATE?	AMEND?	VOTE?
§2 3	Enforce rules	Point of Order	Yes	No	No	No	None
§2 4	Submit matter to assembly	I appeal from the decision of the chair	Yes	Yes	Varies	No	Majority
§2 5	Suspend rules	I move to suspend the rules	No	Yes	No	No	2/3
§2 6	Avoid main motion altogether	I object to the consideration of the question	Yes	No	No	No	2/3
§2 7	Divide motion	I move to divide the question	No	Yes	No	Yes	Majority
§2 9	Demand a rising vote	I move for a rising vote	Yes	No	No	No	None
§3 3	Parliamentary law question	Parliamentary inquiry	Yes	No	No	No	None
§3 3	Request for information	Point of information	Yes	No	No	No	None

Part 3, Motions That Bring a Question Again Before the Assembly.

No order of precedence. Introduce only when nothing else is pending.

§	PURPOSE:	YOU SAY:	INTERRUPT?	2ND?	DEBATE?	AMEND?	VOTE?
§3 4	Take matter from table	I move to take from the table ...	No	Yes	No	No	Majority
§3 5	Cancel previous action	I move to rescind ...	No	Yes	Yes	Yes	2/3 or Majority with notice
§3 7	Reconsider motion	I move to reconsider ...	No	Yes	Varies	No	Majority

ROBERT'S RULES OF ORDER: Fact Sheet

Background Information

A non profit corporation, such as the KLCOA, incorporated under the Ontario Corporations Act has the following components:

- Corporation – an artificial person or legal entity having an independent existence separate from its Members;
- Board of Directors – persons, elected by the Members (persons or entities admitted into Membership), who manage and govern the Corporation on a day to day basis;
- Members – receive reports on the Corporation on an annual basis from the Board of Directors, elect the Board of Directors, approve the governing By-Laws of the Corporation and provide general policy direction for the corporation.

The Ontario Corporations Act provides for/requires all corporations to have board of directors meetings and Members meetings (Annual General or Special General Meetings). Pursuant to Article 11 of the KLCOA (By-Law No. 1) *all such meetings shall be conducted in accordance with Robert's Rules of Order insofar as they may apply.*

Robert's Rules Of Order Principles

The great lesson for democracies to learn is for the majority to give to the minority a full, free opportunity to present their side of the case, and then for the minority, having failed to win a majority to their views, gracefully to submit and recognize the action as that of the entire organization, and cheerfully to assist in carrying it out until they can secure its repeal. (p. XLIV)

When a society or an assembly has adopted a particular parliamentary manual – such as this book – as its authority, the rules contained in that manual are binding upon it in all cases where they are not inconsistent with the by-laws (or constitution) or any special rules of order of the body, or any provision of the local, state, or national law applying to the particular type of organization. (p. 16)

Discussion at Meetings

Generally, discussion at a Directors or Members meeting is to take place only after a motion has been moved and seconded and the discussion is to be directed to the motion as the following extracts from *Robert's Rules of Order* show:

The three steps by which a motion is normally brought before the assembly is as follows:

- 1 A Member makes the motion.
- 2 Another Member seconds the motion.
- 3 The Chair states the question on the motion.

... When the Chair has stated the question, the motion is pending, that is “on the floor”. It is then open to debate. (p. 31) Need to insert a page break here to avoid running over footer for page ...

Minutes of Meetings

Under the provisions of the Ontario Corporation Act and its By-laws the KLCOA acts by way of motions duly moved, seconded and passed by a majority at a properly constituted meeting of the Members or Directors of the KLCOA. The KLCOA is required to keep minutes of its meetings. These minutes are a record of what the

KLCOA has decided to do as a corporate body. Roberts Rules of Order provides the following guideline for minutes for corporations such as the KLCOA.

In an ordinary society, unless the minutes are to be published, they should contain mainly a record of what was done at the meeting, not what was said by the members. (p. 451)

Minutes of legislative assemblies such as provincial legislatures and the federal parliament are published. Roberts Rules of Order provides the following guideline for these parliamentary assemblies.

When minutes are to be published they should contain, in addition to the information described above [essentially a record of what the organization did] a list of the speakers on each side of the question, with an abstract or the text of each address, in which case they may be called proceedings or transactions or the like. (p. 458)

Officers Reports

It is customary when receiving reports from Officers and Directors, for the individual presenting the report to ask if there are any questions and to answer those questions. However, unless there is a motion which is moved, seconded and carried, there are no provisions in Robert's Rules of Order for recording the questions, the answers and any resulting discussion.

The KLCOA minutes have strayed from the absolute application of the above guideline simply to provide some written reminders or information to the members of some but not all of the more important matters which arose at the meeting. To date Members have not objected to the above procedure.

Conclusion

The KLCOA requirement for minutes is to record what the corporation has decided to do. This is also in line with the provisions of the Ontario Corporations Act and the KLCOA By-laws. Therefore, the focus of the KLCOA minutes should be more on what the decisions of the Directors and the Members are, rather than what individual Directors or Members said prior to the passing of a particular motion.

Robert's Rules of Order provide for the recording of individual comments of Members only in certain kinds of meetings where the Minutes are to be published and there is more interest in what was said by leading speakers than what the entity did. This would appear to apply more to a legislature with a formal opposition which publishes an account of Members comments in a Hansard.

Reference

Robert, H.M. (2000). *Roberts Rules of Order Newly Revised (10th edition)*. Perseus Publishing: Cambridge, Massachusetts.