

**The
Cottagers Association**

BY-LAWS

1. OBJECTIVES

The objectives of the Association are:

- To advance, promote and protect the common interests, proprietary and otherwise of seasonal and other residents and owners of lands at XXXXXX and vicinity.
- To advance, promote, maintain and sponsor the preservation, restoration and protection of the natural and scenic attributes and water quality of the area.
- To advance, promote, maintain and sponsor conditions of health, sanitation and safety in the area.
- To advance, promote and maintain social and recreational opportunities in the XXXXXX community.

2. MEMBERSHIP

a. Categories

Any individual or organization supporting the objectives of the Association may become a member. Upon payment of the appropriate membership fee the member shall enjoy full membership privileges applicable to their membership category. There shall be three categories of membership: Ordinary, Associate and Honorary.

b. Ordinary Member

Ordinary Members will be registered property owners in the XXXXXXXX development areas. Ordinary members have full voting privileges in the election of officers and approval and amendments of by-laws.

c. Associate Member

Associate Members will be all those supporting the objectives of the Association who are not Ordinary Members. Associate Members will be encouraged to participate in Association committees, may chair such committees and will have full voting rights within the Terms of Reference of such committees. Associate Members may not vote in the election of Association officers or the acceptance or amendment of the by-laws of the Association or resolutions proposed at any general meeting of the Association.

d. Honorary Member

Honorary Membership may be granted by the Executive Committee of the Association to persons who have provided exemplary examples of commitment to the objectives of the Association or to persons who have provided extraordinary support to the Association. Honorary Members may not vote in the election of Association officers or the acceptance or amendment of the by-laws of the Association or resolutions proposed at any general meeting of the Association.

e. Term

The term of membership shall be from September 1 through August 31.

f. Termination

A member shall cease to be a member upon submitting a written resignation to the Association and any member who has not paid the dues applicable to their membership on or before the announced due date shall cease to be a member.

3. MEMBERSHIP DUES

a. Payment

Members shall pay dues as set by the Board. Dues shall be payable annually, on or before the announced due date. Any changes in the annual dues shall be subject to ratification by the membership at the next annual general meeting. Annual dues will be determined by the Board.

b. New Members

The dues paid by following the Annual Meeting shall be considered as having been paid for the next fiscal year.

4. NOTICE OF MEETINGS

The notice of the Annual General Meeting or any Special General Meeting shall be given by written notice to each member at their last address shown in the records of the Association. Notice of meetings held between May 31 and September 1 may be delivered to their address in the Rural Municipality of XXXX. The notice must specify the date, time and place of the meeting, state the purpose of the meeting and must be transmitted at least fourteen days before the date fixed for the meeting.

5. RULES OF ORDER and QUORUM

a. Rules of Order

The conduct of all meetings of the Association shall be conducted in accordance with Robert's Rules of Order unless the By-laws of the Association provide otherwise.

b. Quorum

A quorum for the transaction of business at any Annual or Special General Meeting shall be 10% of the ordinary members in good standing but not less than twenty ordinary members.

6. VOTING

a. Eligibility

Only ordinary members who are in good standing shall have the right to vote: at Annual and Special General Meetings for the election of Directors; for amendments to the by-laws and for any other matters which may be put to the membership by the Board.

b. Election of Directors

The election of the Directors of the Association shall be by secret ballot at the Annual General Meeting. A Ballot Counting Committee will be appointed by the Board of Directors. Votes cast will be weighted such as to ensure that the (indicate area or areas) area will each be represented by a minimum of three directors.

c. By-law passing by Directors

The Directors may pass by-laws consistent with the objectives of the Association provided they are passed with a two-thirds majority of all the Directors. Such by-laws shall be effective only until the members at such annual general meeting.

d. Method of Voting

Voting on all matters presented to the Annual General Meeting and Special General Meetings shall be by a show of hands unless the majority of members present in person wish a secret ballot. All questions shall be determined by a simple majority of votes cast. In the case of a tie, the chair of the meeting shall have a second, or casting vote.

e. Proxy

Voting by proxy will not be permitted.

7. OFFICERS AND DIRECTORS

a. Eligibility

Only Ordinary Members in good standing shall be eligible for the office of Director.

b. Number of Directors

Nine members shall be elected as Directors to form the Board. The membership shall be asked to nominate members for the Board. A Nominating Committee shall be appointed by the Board to solicit and/or accept nominations for the office of Director. All nominations must be in the hands of the Nominating Committee not less than twenty-one days prior to the Annual General Meeting and must have the consent of the member nominated. Each nomination must be in writing and signed by not less than five ordinary members of the Association. The names of all nominees for the Board shall be circulated to the membership and Directors shall be elected in the manner set forth in section 7. Each Director shall be elected for a three-year term with three being elected each year. The term of office for directors shall commence on September 1 following their election and shall end on August 31 three years later. In the event that a Director is unable to continue to serve, the Board is empowered to appoint a replacement to complete the unexpired term of that Director.

The Nominating Committee will ensure that there are sufficient nominations from each area to ensure that the Sugar Point area and the Lunday Beach area will each be represented by a minimum of three Directors.

The inaugural General Meeting in 2001 shall elect nine directors such that three will be elected for three year terms, three will be elected for two year terms and three will be elected for one year terms. Elections will be determined on the basis of the number of votes cast for each candidate and the weighting formula used to ensure that the Sugar Point area and the Lunday Beach area will each be represented by a minimum of three Directors.

c. Election of Officers

The six Directors whose terms are not expiring and the three Directors-elect shall be eligible to nominate and elect as Officers of the Association, the President, two Vice-Presidents, Secretary and Treasurer from among said eligible directors and shall appoint committee chairs from among the directors or Association membership as may be required. The election of officers and appointment of other officials shall be held no earlier than September 1 of each year. The terms of office of such officers and officials shall commence on the first day of September and shall end on the thirty first day of August in the year following. All such officers and officials shall serve for a period of one year unless re-elected or reappointed by the Board.

d. Meetings' Chair

The President shall be Chief Officer of the Association and shall preside at all Board meetings and at the Annual and any Special General Meeting of the Association. In the event of the President's absence or inability to preside, the First Vice-President shall perform the President's duties. If no member of the Board is present and able to act as Chairman of any properly constituted meeting of the membership; the members present and entitled to vote shall elect a member to act as Chairman.

8. MEETINGS OF THE DIRECTORS

a. Quorum

A simple majority of Directors shall form a quorum for the transaction of business. Voting by proxy will not be permitted.

b. Venue and Notice

The Board may hold its meetings at such places as it determines including the use of teleconference technology. Meetings may be called by the President, or the First Vice-President when acting on behalf of the President, or by the Secretary on the Direction in writing of two members of the Board of Directors. All members of the Board shall be notified of the date, time and place of any meeting not less than ten days before the date of that meeting. A meeting may be held immediately following the Annual or any Special General Meeting without notice. Any business, either specific or general, may be considered, transacted or carried out at any meeting.

c. Powers

The Board shall have the power to conduct all business of the Association on a day to day basis, to appoint committees, to establish all policies of the Association, hold in trust all monies and to keep proper financial records, to conduct meetings and programs of the Association and to act on any and all business of the Association.

d. Voting

Except for changes or additions to the by-laws, which require a two-thirds majority, all questions considered at any meeting of the Board shall be decided by a majority vote. In the case of a tie, the chair of the meeting shall have a second, or casting, vote.

e. Vacating of Office

The office of a Director of the Association shall be vacated if such Director:

- (i) Resigns office by notice in writing to the Association or

(ii) Has been absent without being excused by resolution of the Board from three consecutive meetings of the Board or from a majority of the meetings of the Board in any one-year or

(iii) Ceases to be a member of the Association.

9. VACANCIES ON THE BOARD

Vacancies on the Board, however caused, may, so long as a quorum of directors remains in office, be filled by the Board from among the members of the Association, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members but if there be not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancies.

10. COMMITTEES

The Board may appoint such committees as it, from time to time, considers advisable. No Committee, except the Executive Committee, shall have the power to act for or on behalf of the Association or otherwise commit or bind the Association to any course of action. Committees shall only have the power to make recommendations to the Board, or to the members, as the Board may, from time to time, direct. Members of Committees shall be appointed by and hold office at the pleasure of the Board. Members of Committees need not be members of the Board. Each committee shall submit to the Board such reports as the Board may, from time to time, request, but in any event, each Committee shall submit an annual report to the Board at such time as the Board may, from time to time determine.

11. ERROR OR OMISSION IN NOTICE

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Board shall invalidate such meeting or make void any proceedings taken thereat and any member or director may, at any time, waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, such notice shall be sent to such person's last address shown on the books of the Association. Notice of meetings occurring between May 31 and September 1 may be delivered to such person's address in the Rural Municipality of Coldwell.

12. ADJOURNMENTS

Any meeting of the members of the Board may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum be present.

13. NOTICES

Wherever under the provisions of the By-laws of the Association notice is required to be given, unless otherwise provided herein, such notice may be given either personally or by facsimile transmission or by transmission of an electronic message over a computer network or by depositing the same in a Post Office or a public letterbox in a prepaid, sealed wrapper addressed to the director, officer or member at the address as the same appears on the books of the Association. Notice required between May 31 and September 1 shall be deemed sufficient if delivered to the door of a director or members address in the Rural Municipality of Coldwell.

14. INDEMNIFICATION OF DIRECTORS AND OFFICERS

All directors and officers and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association from and against:

a. all costs, charges and expenses whatsoever that such person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against such person for or in respect of any act,

deed, matter or thing whatsoever, made, done or permitted by such person in or about the execution of the duties of the office; and

b. all other costs, charges and expenses that such person sustains or incurs in or about or in relation to the affairs of the Association, except such costs, charges or expenses as are occasioned by such person's own wilful neglect or default.

15. SIGNATURES AND CERTIFICATES OF CHEQUES AND DOCUMENTS

All cheques, notes or other negotiable instruments, contracts or other documents and other instruments in writing requiring the signatures of the Association shall be signed by any two of three signing officers designated by the Board. These officers must be elected Directors.

16. FISCAL YEAR

The fiscal year of the Association shall be from September 1 through August 31.