

# **Mazinaw Property Owners' Association By Laws**

Last updated: June 19, 2023

## **1. Mandate**

This association shall be known as the Mazinaw Property Owners' Association (MPOA). The MPOA is an unincorporated, not-for-profit association of individuals formed to promote the preservation and protection of natural and scenic beauty, fish, wildlife and water quality of the area. The MPOA strives to advance the common interests of its members dealing with different levels of governments, organizations and agencies relative to the Mazinaw Lake community.

The MPOA shall be carried on without purpose of financial gain for its members: any profits or gains to the organization shall be used in promoting its mandate.

## **2. Membership and Fees**

The MPOA shall be comprised of property owners on Mazinaw lake, and in the bay that leads into the Mississippi River north of Mazinaw Lake in the two townships of Addington Highlands and North Frontenac.

- o A member is someone who has paid their membership fees for the current membership year (July 1<sup>st</sup> to June 30<sup>th</sup> of the next year)
- o There will only be one membership per property and one vote.
- o For owners of multiple properties, they will only have one voting membership
- o A property owner may sign a proxy assigning their representation and membership to another individual associated with the property.
- o The annual membership fee for the MPOA shall be determined by the Board of Directors and if changes are required, will have to be approved by the membership at the next general meeting (AGM).

## **3. Constitution of the Board**

The MPOA shall elect a Board of Directors. At the first meeting after the AGM the Board will elect from among its members a President, Vice-President, Treasurer, Secretary, Communications/Webmaster, Membership Director, Lake Steward and assign more duties as needed. The Board should have a minimum of 4 members.

The Board of Directors shall manage the affairs of the Association on behalf of the general membership. The Board will, in turn, delegate responsibilities to certain of its Officers or committees, as is appropriate.

#### 4. **Operation of the Board**

All Directors shall:

- o Have equal status
- o Have one vote
- o Make decisions as a group
- o Not act without authorization from the Board
- o Two-thirds majority is required for a motion to pass
- o Conflict of Interest: Board members will not be permitted to vote on motions where there is a direct or indirect conflict of interest, whether real or perceived, and must abstain from the vote(s).
- o Board members are not permitted to benefit financially from their status nor are they permitted to use their member status for personal gain, financial or otherwise.

Notwithstanding an individual Director's right to public dissent, it is recognized that the Board can only maximize its influence if it is seen to be operating with one voice. It is thus an expectation that all Directors will publicly support the decisions taken by the Board.

#### 5. **Roles**

##### **i. Role of President**

- o Acting as the spokesperson for the Board
- o Chairing its meetings
- o Calling special Board meetings and establishing meeting agenda
- o Distributing the meeting agendas and background materials

##### **ii. Role of the Vice President**

- o Acts in the absence of the President
- o Support the President as needed

##### **iii. Role of the Secretary**

- o Capturing decisions made and action items; and distributing minutes of the meetings
- o Keeps an updated list of the terms of office of each director
- o The final keeper of all board minutes, by-laws, action items

##### **iv. Role of the Treasurer**

- o The funds of the MPOA shall be in the keeping of the Treasurer who will deposit the funds in a chartered Bank or Trust company
- o Shall make payments for the MPOA by cheque on the said bank account with the exception of petty cash for which the Treasurer will account by voucher

- o The signing officers are the treasurer and any three Board members. Any two of the four shall sign. Note that with the exception of payments for small items from petty cash, expenditures will be pre-approved by the Board of Directors
- o All non-recurring expenses in excess of \$500 shall be approved at the AGM

v. **Role of the Director of Communications**

- o Maintain the MPOA Facebook Page
- o Responding to member emails
- o Sending all mass communications to members
- o Maintaining a current distribution list in collaboration with the Director of Membership.

vi. **Role of the Webmaster**

- o Maintaining the MPOA website

vii. **Role of the Lake Steward:**

- o Liaise with various organizations on water quality initiatives
- o Communicate to members on water quality and water quality initiatives

viii. **Role of the Director of Membership:**

- o Keep a list of all current members.
- o Maintaining a current distribution list in collaboration with the Director of Communications.

**Compensation of Directors**

The Directors shall not receive any remuneration for their service but may be reimbursed for any 3rd party expenses subject to Board approval.

**6. Term of Office/Nomination and Election**

Directors are elected to serve for a term of three years. At the end of the 3-year term, a director may be re-elected annually, thereafter for an additional one-year term of office. All appointments will be elected and approved at the Annual General Meeting.

The Board of Directors is empowered to appoint additional members and to fill vacancies in term. Directors who were appointed by the board during the year, need to be confirmed by a vote at the next AGM.

Removal of Board Members prior to expiration of their term may be necessary

under extenuating circumstances. If no resolution can be found, a board member must have an opportunity to be heard at the next general meeting. Following a vote he/she can be removed from the board with a two thirds majority.

## 7. **Meetings:**

### i. **Board Meetings**

The Board of Directors shall meet at least two times per year in addition to the annual general meeting. A majority of members of the Board shall form a quorum.

- o Conducting meetings:
  - o Agenda: The President or Secretary will circulate the agenda items one week prior to the board meeting. All members will have an opportunity to add items. The final agenda will be struck by the President
  - o Any MPOA member or external person or body may request items to be put on the agenda. The Secretary and/or the President should inform their fellow Directors that such a request has been made
  - o Items for the agenda which will require substantive discussion, normally will be assigned a lead presenter (often the requester) who is responsible for preparing any material and making best effort to get this material to the Board for distribution with the agenda at least one week before the meeting
  - o Directors that have been assigned tasks by the Board will provide a progress report(s) either written or verbal, on the outcome
  - o Best efforts will be made to electronically distribute minutes of meetings within two weeks of the meeting to the members of the Board

### ii. **Special Meeting of the Board**

The President may call a special meeting of the Board with the approval of the majority of the Directors. All Directors must be informed of the time, place and agenda for such a meeting. Two thirds of the Directors may also require such a meeting.

### iii. **Sub Committees**

The Board shall have the authority to establish sub committees such that the sub committees:

- o Are chaired by a Director
- o Can be made up of members from the general membership of the MPOA. The membership of the subcommittee is approved by the Board
- o Have only the power of recommendation for action to the Board
- o Have meetings that are conducted in the same manner as the

## Board

### **iv. Annual General Meeting**

The Board of Directors shall call an annual general meeting. Members shall be advised of the annual general meeting and the agenda at least two weeks in advance. If there are substantive items to be voted upon, these shall be distributed up to 2 weeks in advance giving members the ability to review.

o **Voting:**

- Twelve voting members present constitutes a Quorum
- Only paid up members have the right vote
- A signed proxy vote may be accepted if brought to the AGM
- Online voting of substantive issues may be offered prior to the AGM

o **Agenda:**

The agenda of the Annual General Meeting will include, but not be limited to:

- o Minutes of the past year's Annual General Meeting
- o Report of decisions taken, activities engaged in and results accomplished over the year
- o Financial report
- o Report on future plans
- o Any proposed By-Law changes
- o Elections to the board
- o New Business

Members may propose additional agenda items before or at the meeting.

### **8. External Relations**

The MPOA may affiliate with larger regional and provincial lake associations as long as their goals are in alignment with the mandate of the MPOA. Any new formal relationships must be approved at the annual general meeting.

### **9. Amending the By Laws**

Proposal for By-Laws changes may be initiated from time to time by the Directors and voted upon at the next annual general meeting. These must be shared with the general membership at least two weeks prior to the meeting and must be passed by two thirds majority present.

### **10. Fiscal Year and financial documents**

The fiscal year shall commence April 1st and end March 31st. An annual compilation of the MPOA financial documents shall be prepared by the treasurer of the MPOA appointed by the board. The financial document shall be approved each year at the AGM. The financial documents are not

prepared as review or audit documents and the members will dispense with the appointment of a public account.

## **11. Insurance**

The MPOA and the board of directors will maintain insurance coverage to protect the activities of the board of directors and the MPOA at large. Two sets of insurance policies are to be maintained.

- a) General Commercial Liability
- b) Directors and Officers Liability