
By-law No. 4

Lake Weslemkoon Conservation Association (the “Corporation”)

Section 1 - General

1.01 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- "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.
- “Annual Meeting” means an Annual Meeting of the Voting Members.
- “Appoint” includes “elect” and vice versa.
- “Articles” means any instrument that incorporates a corporation or modifies its incorporating instrument, including Articles of incorporation, restated Articles of incorporation, Articles of amendment, Articles of amalgamation, Articles of arrangement, Articles of continuance, Articles of dissolution, Articles of reorganization, Articles of revival, letters patent, supplementary letters patent or a special act.
- "Board" means the board of directors of the Corporation.
- "By-law" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect.
- "Chair" means the chair of the Board.
- "Corporation" means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act.
- "Director" means an individual occupying the position of director of the

Corporation by whatever name he or she is called.

- "Entity" means a body Corporate, a partnership, a trust, a joint venture or an unincorporated association or organization.
- "Member" means a Member of the Corporation.
- "Members" means the collective Membership of the Corporation.
- "Members Meeting" means Annual Meeting and Special Meetings
- "Officer" means an individual appointed as an officer of the Corporation.
- "Ordinary Resolution" means a resolution of the Members passed by a majority of the votes cast on that resolution for consent by each Member entitled to vote at a Members Meeting or the Member's proxy.
- "Person" means any individual or Entity.
- "Special Meeting" means a meeting of the Voting Members, other than an Annual Meeting.
- "Special Resolution" means a resolution of the Voting Members passed by a majority of not less than two-thirds of the votes cast on that resolution or consented to by each Voting Member entitled to vote at a Members Meeting or the Member's proxy.
- "Voting Member" means a Member entitled to receive notice of, attend, and vote at Members Meetings.

1.02 Interpretation

Other than as specified in Section 1.01, 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 and reference to persons shall include firms and corporations.

1.03 Severability and Precedence

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.

1.04 Seal

The seal of the Corporation, if any, shall be in the form determined by the Board.

1.05 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

1.06 Books and Records

The directors shall see that all necessary books and records of the Corporation required by the By-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

1.07 Location of Registered Office

The address of the registered office of the Corporation shall be in Ontario at the location specified in the Articles or at such location therein as the Board may from time to time determine by resolution, or by a Special Resolution, pursuant to the provisions of the Act.

Section 2 - Board of Directors

2.01 General Powers

The Board shall manage, or supervise the management of, the activities and affairs of the Corporation.

2.02 Number of Directors

The Articles provide for the Board to consist of a minimum of 3 Directors and a maximum of 20 Directors.

2.03 Election and Term

Directors shall be Members of the Corporation and shall be elected by the Members at each Annual Meeting. The whole Board shall be retired at each Annual Meeting, but shall be eligible for re-election if otherwise qualified. The term of office of the Directors (subject to the provisions, if any, of the Articles) shall be from the date of the Annual Meeting at which they are elected or appointed until the next Annual Meeting or until their successors are elected or appointed.

2.04 Vacancies

The office of a Director shall be vacated immediately:

1. if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
2. if the Director dies or becomes bankrupt;
3. if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
4. if, except as prohibited by applicable law, or the Articles, the Members entitled to vote in an election of Directors may remove any Director from office at any time, with or without cause, by Ordinary Resolution at a Special Meeting and

may, by a majority of the votes cast at that meeting, elect any person in their stead for the remainder of their term.

2.05 Filling Vacancies

Vacancies on the Board may be filled for the remainder of the term of office of the vacating Director from among the qualified Members of the Corporation either by the Members at a special meeting of Members called for that purpose, or by the remaining Directors if constituting a quorum; otherwise, such vacancies shall be filled at the next Annual Meeting of the Members at which Directors for the ensuing term are elected. If the number of Directors is increased, a vacancy or vacancies on the Board to the number of the authorized increase shall thereby be deemed to have occurred, which may be filled in the manner above provided.

2.06 Committees

Committees may be established by the Board as follows:

- The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in the Act that are not permitted to be delegated; and
- Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.
- Any committee member may be removed by resolution of the Board.
- Unless the Board provides otherwise, at all meetings of such committee, a majority of the then-authorized members of the committee shall constitute a

quorum for the transaction of business, and the vote of a majority of the members of the committee present at any meeting of the committee at which there is a quorum shall be a resolution of the committee.

- Unless the Board provides otherwise, each committee designated by the Board may make, alter and repeal rules and procedures, for the conduct of its business.

2.07 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; subject to the following:

- a) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties.
- b) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is: i) considered reasonable by the Board; ii) approved by the Board for payment by resolution passed before such payment is made; and iii) in compliance with the conflict of interest provisions of the Act.

Section 3 - Board Meetings

3.01 Calling of Meetings

Meetings of the Directors may be called by the Chair, President or any two Directors at any time and any place on notice as required by this By-law.

3.02 Regular Meetings

The Board may fix the place, if applicable, and time of regular Board meetings and send a copy of the resolution fixing the place, if applicable, and time of such meetings to each Director, and no other notice shall be required for any such meetings.

3.03 Notice of Meetings

Notice of the time and place, if applicable, for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this By-law to every Director of the Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual Meeting of the Corporation.

A notice of a meeting of Directors need not specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If the Directors may attend a meeting by telephonic or electronic means, or other communication facility, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means, or other communication facility, that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

Organization of Meetings

3.04 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Directors present shall choose one of their number to act as the Chair.

3.05 Quorum of Directors

Subject to the conflict of interest provisions of the Act, at least 2/5 of the Directors shall constitute a quorum for the transaction of business at any meeting of Directors.

Quorum must be maintained throughout the Board Meeting.

3.06 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 shall not have a second or casting vote. The election may be by show of hands unless a ballot be demanded by any Member.

3.07 Participation by Telephonic or Electronic Means

Subject to the provisions of the Articles, if any, a meeting of Directors may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, or other communication facility, provided that all persons attending the meeting are able to adequately communicate with each other simultaneously and instantaneously. A person who, through telephonic or electronic means, or other communication facility, attends a meeting of Directors is deemed for the purposes of the Act to be present at the meeting.

Section 4 - Financial

4.01 Banking

The Board shall by resolution from time to time designate the bank, trust company or credit union, in which the money, bonds or other securities of the Corporation shall be placed for safekeeping. The banking business or any part of it shall be transacted by

such Director or Officer as the Board may from time to time designate, direct or authorize.

4.02 Financial Year

The financial year of the Corporation ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.

Section 5 - Officers

5.01 Officers

The Board shall appoint from among the Directors a Chair and may appoint any other person to be President, Vice President, Treasurer and Secretary at its first meeting following the Annual Meeting of the Corporation. The office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer. The office of Chair and President may also be held by the same person. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time. Two or more offices may be held by the same individual.

The President and Vice President shall only serve a maximum of a 2 year consecutive term. All Officers must be Directors.

5.02 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board as in section 5.03 herein. Unless so removed, an Officer shall hold office until the earlier of:

- a) the Officer's successor being appointed,
- b) the Officer's resignation,
- c) such Officer's death, or

d) The Officer ceases to be a Director.

5.03 Removal Of Officers

Directors may remove any Officer from office at any time, with or without cause, by Ordinary Resolution at any Meeting and may, by a majority of the votes cast at that meeting, elect any person in their stead for the remainder of their term.

5.04 Duties

Officers shall be responsible for the duties assigned to them.

5.05 Duties of the Chair

The Chair shall perform the duties described in sections 3.04 and 9.05 and such other duties as may be required by law or as the Board may determine from time to time.

5.06 Duties of the President

The President shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

5.07 Duties of the Treasurer

The treasurer shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

5.08 Duties of the Secretary

The secretary shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

5.09 Duties Of Other Officers

If appointed, all other Officers shall be Directors. The powers and duties of all other Officers shall be such as the terms of their engagement call for, or the Board or the

President, if appointed, requires of them. The Board may from time to time vary, add to or limit the powers and duties of any Officer.

5.10 Vacancy in Office

Should any vacancy occur among the Officers, the position shall be filled for the unexpired portion of the term by appointment made by the Board.

Section 6 - Standard of Care, Limitation of Liability and Indemnity of Directors and Officers

6.01 Standard of Care

Every Director and Officer in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent Person would exercise in comparable circumstances.

6.02 Protection of Directors and Officers

The Corporation will purchase and maintain insurance for its Directors and Officers. No Director, Officer or committee Member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee Member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation 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 Corporation 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 Corporation's Articles and By-laws; and
- b) exercised their powers and discharged their duties in accordance with the Act.

6.03 Indemnity

- a) The Corporation shall indemnify a Director or Officer, a former Director or Officer, or another individual who acts or acted at the Corporation's request as a Director or Officer (or an individual authorized to act in a similar capacity) of another Entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative action or other proceeding in which the individual is involved because of that association with the Corporation or other Entity.
- b) The Corporation shall also indemnify the individual referred to in Section 7.03(a) in such other circumstances as the Act or the law permits or requires. Nothing in this By-law shall limit the right of any Person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

Section 7 - Conflict of Interest

7.01 Conflict of Interest

A Director or Member who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director or Member shall attend any part of a meeting of Directors or any other meeting during

which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

Section 8 - Members

8.01 Members

Membership in the Corporation shall consist of the incorporators named in the Articles and such other persons or entities interested in furthering the Corporation's purposes and who have been accepted into Membership in the Corporation by resolution of the Board.

Each Member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the Members.

8.02 Membership

A Membership in the Corporation is not transferable and automatically terminates if the Member resigns or if such Membership has been terminated by resolution of the Board in accordance with section 8.06 herein, or if such Membership is otherwise terminated in accordance with the Act. Subject to the Articles, upon any termination of Membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.

8.03 Termination of Membership

A Membership of either class is terminated when:

- a) The Member dies or, in the case of a Member that is a body corporate, the body corporate is dissolved;
- b) The Member's term of Membership expires; or
- c) The Corporation is dissolved under the Act.

8.04 Annual Membership Term

Membership runs from March 1 to February 28. Annual Membership fees must be paid by March 1 in order to have name in directory, and a mailed copy of Loon Call. Fees paid after March 1 will be entitled to vote at any annual or special meeting or to any other right or privileges of Membership.

8.05 Annual Dues

Annual dues shall be payable by each Member on or before the first day of March in each financial year of the Corporation or as may otherwise be permitted by the Board. The amount of annual dues shall be established in accordance with this By-law, and whenever a new rate is established it shall remain in effect until amended in accordance with this By-law.

The Board of Directors shall, prior to each Annual Meeting, consider and determine by resolution the amount of annual dues payable by each Member for the following Membership year of the Corporation.

8.06 Special Assessments and Other Fees Payable

Special assessments may be levied at any time by resolution of the Board of Directors, which shall become effective only when confirmed by a vote of two-thirds (2/3) of the Members present or represented by proxy at an annual or special meeting.

The Board of Directors may by resolution establish a schedule of other fees payable by a Member in individual circumstances involving cost or inconvenience to the Corporation.

8.07 Disciplinary Act or Termination of Membership for Cause

Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of Membership for violating any provision of the Articles or By-laws.

The notice shall set out the reasons for the disciplinary action or termination of Membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of Membership.

Section 9 - Members' Meetings

9.01 Annual Meeting

The Annual Meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than five business days or other number of days that may be further prescribed in regulations before the Annual Meeting, with a copy of the approved financial statements and other financial information required by the By-laws or Articles.

The business transacted at the Annual Meeting shall include:

- a) receipt of the agenda;
- b) receipt of the minutes of the previous annual and subsequent special meetings;
- c) consideration of the financial statements;
- d) report of the auditor or person who has been appointed to conduct a review engagement;
- e) reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- f) election of Directors; and

g) such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for Annual Meeting unless a Member has given notice to the Corporation of any matter that the Member proposes to raise at the meeting in accordance with the Act, so that such item of new business can be included in the notice of Annual Meeting.

Subject to the provisions of the Articles, if any, a meeting of the Members may be held entirely by one or more telephonic or electronic means, or by other communication facility, or by any combination of in-person attendance and by one or more telephonic or electronic means, or other communication facility, and it must enable all persons entitled to attend the meeting to reasonably participate. A person who, through telephonic or electronic means, or other communication facility, votes at or attends a meeting of the Members is deemed for the purposes of this Act to be present at the meeting.

9.02 Special Meetings

The calling of Special Meetings for any purpose or purposes shall be determined by the Board. The Board shall also call a Special Meeting in accordance with the Act on the written requisition of Members carrying not less than 10% of the voting rights. If the Board does not call a Special Meeting within 21 days of receiving the requisition, any Member who signed the requisition may call the Special Meeting. The only business that may be conducted at a Special Meeting shall be the matter or matters set forth in the notice of such Special Meeting.

9.03 Notice

Subject to the Act, not less than 10 and not more than 50 days written notice of any Annual or Special Members' Meeting shall be given in the manner specified in the Act

to each Member, each Director and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted to the meeting.

A notice of a meeting of the Members is not required to specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means, or other communication facility. If a person may attend a meeting of the Members by telephonic or electronic means, or other communication facility, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means, or other communication facility, that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

9.04 Quorum

A quorum for the transaction of business at a Members' Meeting is 10% (ten percent) of the Members entitled to vote at the meeting, whether present in person or by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

9.05 Chair of the Meeting

The Chair shall be the chair of the Members' Meeting; in the Chair's absence, the Members present at any Members' Meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

9.06 Voting of Members

Business arising at any Members' Meeting shall be decided by a majority of votes unless otherwise required by the Act or the 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 Members present and the chair of the meeting, if a Member, shall have a vote;
- c) an abstention shall not be considered a vote cast;
- d) before or after a show of hands has been taken on any question, the chair of the meeting may require, or any 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;
- e) if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost;
- f) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion; and
- g) each Member of the Corporation, as of the date of the notice calling the meeting, shall be entitled to one vote and may vote by proxy. Such proxy need not be a Member but before voting must produce and deposit with the Secretary an appointment in writing from the constituent or constituents. No Member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless they have paid all dues or fees, if any, payable.

9.07 Adjournments

The Chair may, with the majority consent of any Members' Meeting, adjourn the same from time to time. The Members must be provided with notice of the adjourned meeting. Any business may be brought before or dealt with at any adjourned Member's Meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.08 Persons Entitled to be Present

The only persons entitled to attend a Members' Meeting are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Corporation, if any, and others who are entitled or required under any provision of the Act or the Articles or the By-laws of the Corporation to be present at the meeting. Guests are invited to attend, but register with the secretary before the meeting begins. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

Section 10 - Notices

10.01 Service

Any notice required to be sent to any Member or Director, or Member of a committee of the Board, or to the auditor or person who has been appointed to conduct a review engagement of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at his or her latest address as shown in the records of the Corporation or in the most recent notice or return filed under the Corporations Information Act, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the

time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

10.02 Error or Omission in Giving Notice

The accidental omission to give any notice to any Member, Director, Member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Section 11 - Adoption and Amendment of By-laws

11.01 Amendments to By-law

This by-law may be amended by a majority vote of the Board and the Members.

11.02 Repeal of By-law

Upon this By-law coming into force, By-laws numbers 1, 2 and 3 (and all amendments and revisions to same) are hereby repealed, provided that such repeal shall not affect the previous operation of such By-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such By-law prior to its repeal. All Directors, Officers and Persons authorized to act under such By-law so repealed shall continue to act as if appointed under the provisions of this By-law. All resolutions of the Members or the Board with continuing effect passed under such By-law so repealed shall continue good and valid except to the extent inconsistent with this By-law or the Act and until amended or repealed.

11.03 Dissolution

In the event of dissolution or winding up of the corporation all of its remaining assets after payment of its liabilities shall be donated, given or transferred to a donee that shares or has similar objects to those of the Lake Weslemkoon Conservation Association.

Enacted [insert date, except where Corporation is deemed to have passed this by-law under subsection 18(1) of the Act.].

[If appointed, insert President Name] [If appointed, insert Secretary Name]

Schedule A - Position Descriptions of the Board

Position Description of the President

Role Statement

The President shall, when present, preside at all meetings of the Members of the Corporation and of the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. During the absence or inability of the President, the duties and powers may be exercised by the vice President.

Responsibilities

Agendas

Establish agendas aligned with annual Board goals and preside over Board meetings if also holding the office of Chair. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

Direction

Serve as the Board's central point of communication with the senior management, if any, of the Corporation; provide guidance to senior management, if any, regarding the Board's expectations and concerns. In collaboration with senior management, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies, planning and performance information are appropriately presented to the Board.

Work Plan

Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

Representation

Serve as the Board's primary contact with the public.

Reporting

Report regularly to the Board on issues relevant to its governance responsibilities.

Board Conduct

Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

Mentorship

Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with under or inappropriate performance of individual Directors.

Succession Planning

Ensure succession planning occurs.

The President:

- may instigate actions commensurate with the aims and bylaws of the LWCA;
- can be a focal point for association Member questions and concerns;
- consults with board Members on proposed directions and activities for the LWCA;
- works with board Members to prepare fiscally conservative activities;
- maintains communications and conducts correspondence with various government agencies, interest groups and like-minded organizations;
- keeps board Members informed of activities, actions and correspondence;
- works with individual board Members to develop solutions to ongoing projects and problems;
- delegates responses to board Members with appropriate portfolios;
- prepares agenda for scheduled meetings including AGM
- chairs and organizes the board meetings and the AGM;
- writes the Article "From the President" for the Loon Call; and
- works with the vice President and past President to prepare and disseminate a Welcome Bag to new Members and new cottagers.

Position Description of the Past President

The past President:

- is responsible for the election of Directors at the AGM. This includes posting the names of the candidates running for election at least five (5) days prior to the meeting, reading the names of nominees at the AGM and overseeing the election process including nominations from the floor;
- helps find new Directors to the board to fill current and anticipated vacancies on the board;
- coordinates volunteers; and
- works with the President and vice President to prepare and disseminate a Welcome Bag to new Members and new cottagers.

Position Description of the Vice President

The vice President:

- may assume the duties and powers of the President during the absence or inability of the President;
- fulfills other duties as delegated by the Board of Directors;
- organizes a July meet and greet for new Members;
- sends a welcome email to all new Members and Friends of the Lake; and
- works with the President and past President to prepare and disseminate a Welcome Bag to new Members and new cottagers.

Position Description of the Treasurer

Role Statement

If appointed, the treasurer works collaboratively with the President and senior management, if any, to support the Board in achieving its fiduciary responsibilities.

Responsibilities

Custody of Funds

The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, (including the Environmental Fund), liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The treasurer shall disburse the 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 meeting 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. The treasurer shall also perform such other duties as may from time to time be directed by the Board.

Board Conduct

Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Mentorship

Serve as a mentor to other Directors.

Financial Statement

Present to the Members at the Annual Meeting as part of the annual report, the financial statement of the Corporation approved by the Board.

The Treasurer:

- keeps full and accurate accounts of all receipts and disbursements of the Association in proper books of account;
- shall deposit all monies and other valuable effects in the name and to the credit of the Association in such banks as the Board of Directors determine;
- maintains sufficient detail of all receipts so as to provide assistance to the Membership director;
- disburses funds as directed by the Board of Directors ensuring proper supporting documentation for all disbursements is maintained and retained by the Association;
- prepares regular statements of financial position for meetings, the fiscal year end and as directors may require;
- prepares an annual budget in consultation with the Board of Directors;
- determines adequate investment of excess cash of the Association paying particular attention to safeguarding of capital;
- ensures annual filings to the Ontario Corporations Branch are submitted as required;
- prepares the Financial Report for the Loon Call; and
- fulfills other duties as may be required by the Board of Directors.

Position Description of the Secretary

Role Statement

If appointed, the secretary works collaboratively with the President to support the Board in fulfilling its fiduciary responsibilities.

Responsibilities

Board Conduct

Support the President in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Document Management

Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Have custody of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

Meetings

Give such notice as required by the By-Laws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation, the Board and Board committees.

The Secretary:

- attends the meetings of the Board of Directors and records all facts and minutes of the proceeding in the books kept for this purpose. Arranges for a replacement secretary if unable to attend a board meeting;
- attends the AGM and records the minutes that are provided to Members for approval prior to the AGM the following year;
- maintains and distributes the Directors Contact List to board Members; and
- fulfills other responsibilities as needed.

Position Description of the Membership Director

The Membership Director:

- prepares and mails out a letter of greeting and the Membership form in January via Mail Chimp and Canada Post (to those Members and FOL without email addresses) to as many potential Members as possible;
- updates email addresses in Mail Chimp and main Member directory as needed;
- responds to email inquiries as needed;
- prepares/updates a spreadsheet for the current year. As forms and money arrive, records each into the spreadsheet. Keeps track of where the monies are until sending them to the Treasurer (e.g. cheques, e-transfers, cash);
- creates and updates excel spreadsheet for cheques and e-transfers as they are sent to treasurer;
- keeps a record of referrals for the discount incentive program; pays out \$10 or \$5 incentive as needed from monies from INTERAC e-transfers; documents payouts for treasurer;
- maintains a “paper” backup of cheques received, e-transfers, any cash from AGM, also PayPal receipts (also backs up database on zip drive and google drive);
- obtains PayPal reports from the Treasurer to check against registrations;
- prepares any necessary additional Mail Chimp campaigns up until October encouraging registration;
- records expenditures (envelopes, stamps etc) and sends to Treasurer;
- prepares phone lists to be inserted in the Loon Call;
- aids Loon Call Editor in preparing Annual Lake Directory included in the Loon Call. (Editor formats the final version);
- prints promotional material (e.g., LWCA brochure) as needed and distributes to Marinas, board Members;
- prepares lists of who is and who is not a Member for the AGM registration desk;
- sets up and staffs Membership tables. Distributes voting cards (number of cottage) to all Members and friends of the lake in attendance; and
- prepares custodial inspection list for the custodial director to give to custodian.

Position Description of the Legal and Municipal Affairs Director

The Legal and Municipal Director:

- deals with legal matters and issues as they arise and relate to LWCA;
- deals with issues involving the Township of Addington Highlands and other municipalities including land use development, severance applications, zoning matters, official plan matters, waste site issues, election issues, and other matters as required; and
- fulfills other duties as needed.

Position Description of the Loon Call Director

The Loon Call is an annual spring newsletter publication covering lake community news and events, including an annual Contact Directory. The newsletter is mailed out to each Member and friends of the lake inclusively, and posted digitally online for website reference.

- ideates, solicits and collects reports, Articles, advertisements, help with lay-out and proof-reading;
- manages proper approval of draft copies from relevant Directors prior to print;
- solicits advertising participation, coordinates payments and invoicing;
- works with the Membership Director in securing the final updated mailing list;
- works with the Membership Director in editing and proofing the Telephone Directory;
- coordinates and manages print of newsletter and directory including envelopes, postage and mailing to Members (both local and international), advertisers (1 copy each) and Archives Canada;
- communicates with Treasurer Director regarding quotes and payments of print and advertiser payments;
- coordinates sending one copy to the Archives in Ottawa;
- coordinates with President and Treasurer to allow for additional copies for new Members;
- communicates via telephone or email with community editorial contributors, creators and manages inquiries; and
- maintains publication files and archives including invoices, status updates and Loon Call Editor email account.

Position Description of the Lake Levels Director

The mandate is to work with the Ministry of Natural Resources and Forestry (MNRF) to maintain appropriate water levels and to keep Members informed on water level issues at the lake.

The Lake Levels Director:

- regularly monitors lake level either via the LWCA Lake Levels tab on the website, or manually by calling MNR (The Ministry adjust levels per the water management plan.);
- maintains a list of contacts and their phone numbers and email addresses at MNRF to deal with any issues that arise with lake levels and operation and conditions at the dam;
- becomes familiar with the dam and visual gauge at the dam to verify actual conditions and operation of the dam. (The electronic gauge maintenance is strictly MNRF responsibility.);
- arranges an Annual Meeting with MNRF to discuss dam operations. This usually occurs in September at the MNRF office in Bancroft and includes the LWCA President, LWCA Lake Level Director, and the MNRF technician and MNR local manager; and
- reports to the Membership any items of interest regarding lake levels by email, newsletter and / or Facebook.

Position Description of the Markers and Buoys Director

The mandate is to supervise the maintenance and replacement of the various courtesy markers on the lake.

The Markers and Buoys Director:

- handles reports of non-functioning lights or missing markers;
- takes requests for placement of reef markers and lights (where appropriate);
- orders new lights, when needed;
- works with marker and buoy contractor in maintenance and costs of maintaining lights and markers; and
- ensures that courtesy markers comply with the Private Buoy Regulations of the Canada Shipping Act (2001).

Position Description of the Custodial Visit Director

The mandate is to supervise the provision of annual cottage checks for Members.

The Custodial Visit Director:

- provides a Membership list with names, cottage (road) number, home phone, home address and email address (if possible) to the custodian. The list to be updated once a year for the spring custodial visits;
- prepares and monitors custodial visits log, detailing cottage number, date, and incident (if any), action taken, date of contact with Member;
- provides at least 500 visit cards annually to the custodian with provision for date and name and contact information on the card;
- receives the custodian's invoice for verification and furtherance to the LWCA's treasurer for payment;
- promptly relays any reports of custodial issues to the Board of Directors;
- negotiates the cost of custodial visits with the custodian under direction of the LWCA Board of Directors; and
- recruits and hires a new custodian if required or relieves the custodian from duty under the direction of the Board of Directors.

Position Description of the Trails Director

The mandate is to supervise the maintenance of the various popular trails that lead from the lake.

The Trails Director:

- manages and oversees the maintenance of all hiking trails around the lake so that they are hikeable, portage-able by canoe, and they are identifiable with appropriate signage; and
- communicates trail health and improvement solutions to the lake community via Articles in the Loon Call, presentations at AGM, in newsletter, and / or one-on-one conversations with the lake community.

Position Description of the Forestry Director

The mandate is to work with forestry organizations around Lake Weslemkoon, and Otter Lake to proactively initiate solutions and communications to maintain and improve the water quality of the lakes and shoreline land values by improving the forest ecology and riparian zone around the lake.

The Forestry Director:

- liaises with and is informed by the Forestry companies and MNR of about forestry activities that affect Lake Weslemkoon, and actively participates in negating those activities that will harm Lake Weslemkoon (e.g., water quality, sustainability and biodiversity of the lake/riparian zone), and affect landowner property value around the lake (e.g., view-scapes from harvest activity).
- proactively seeks advice and solutions to improve the health of the forest and the riparian zone around Lake Weslemkoon, and as a result positively impacts the lake's water quality and ecology;
- communicates forest health and riparian zone improvement solutions to the lake community (e.g., Articles in the Loon Call, presentations at AGM, one on one with lake community); and
- supports/initiates the implementation of forest health and riparian zone solutions to improve the natural environment/ecology around the lake (e.g., tree seedling planting initiatives, forest and environmental management practices via educational hikes and discussion with Members).

Position Description of the Communications Director

The mandate is to communicate with Members on an on-going basis about events that are happening at and around the lake.

The Communications Director:

- emails Members in a timely manner (via MailChimp);
- maintains the LWCA website weslemkoon.com as needed (hosted by GoDaddy);
- posts pertinent information on various social media platforms, as decided by the Board of Directors (e.g., Facebook, Instagram);
- liaises with Board Members to gather accurate information; and
- monitors the LWCA's email inbox and directs emails to relevant Directors (through Outlook account in GoDaddy).

Position Description of the Water Quality Director

The mandate is to help preserve the quality of the lake water by testing the water in various specific key locations on a regular basis, seeking analysis of trends and causes, and reporting the results to the Membership.

The Water Quality Director:

- tests the water quality of five deep water sites a minimum of twice a year (early season and peak season) for dissolved oxygen and temperature on Lake Weslemkoon and Otter Lake and prepares a report;
- tests the water quality every August for coliform, E. coli, nitrogen, and phosphorus at the twenty one sites on Lake Weslemkoon and Otter Lake, arranges for professional lab analysis, seeks analysis of trends and causes, and prepares a report;
- carries out data collection for the Lake Partner Program by collecting water quality samples at the 4 sample sites (Black Duck, Elmardon, Snake Point & Lighthouse) in May and record monthly secchi depths at each site once a month until October. Ensures data is submitted to the Lake Partner Program at the end of the field season. Remains up to date on any changes to the Lake Partner Program; and
- ensures YSI multimeter is in working order and calibrated seasonally, and ensures secchi disc and corresponding depth rope are accurate seasonally; and
- communicates any equipment needs and / or issues to the board of Directors.

Position Description of the Director of Indigenous Relations

The mandate is to help improve knowledge and understanding, while aiming to build meaningful and respectful relationships, amongst Indigenous communities with connections to the lake, the LWCA and lake residents. Through information exchange, meetings and learning activities, a key focus will be to support a positive and welcoming return to Lake Weslemkoon of the Algonquin communities involved in the land claim settlement being negotiated with the Crown.

The Indigenous Relations Director:

- liaises with and develops ongoing relationships, communications and information exchange with neighbouring Indigenous communities, and in

particular with the Algonquins of Ontario and the communities returning to the lake;

- seeks input from the LWCA Membership and neighbouring Indigenous communities on goals for knowledge and relationship building;
- drafts and leads a plan of action supported by the LWCA;
- supports and initiates activities designed to increase awareness and knowledge of Indigenous culture, Algonquin history on the lake and perspectives for future planning and shared stewardship, such as promoting nearby Algonquin cultural events and informative resources, and hosting guest speakers; and
- advises the President and Communications Director on messages to be sent to the Membership.

SCHEDULE B - Membership

One full Membership is permitted per cottage. There is one vote per cottage Membership which must be fully paid. A Friend of the Lake is not considered a Member, and does not have a vote.

Annual Membership fees are \$60. An Early Bird rate of \$55 is applicable for Memberships renewed before March 1. Friend of the Lake fees are \$30.