

MALCOLM & ARDOCH LAKES LANDOWNERS' ASSOCIATION



*Township of North Frontenac,
Ontario, Canada*

Bylaws

Rev: June 2016

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1. Bylaws

These bylaws are to be used to ensure the adequate governance of the Malcolm & Ardoch Lakes Landowners Association, hereby known as the Association, in the best interests of its membership.

2. Definitions

AGM	Annual General Meeting
Committees/Clubs	Volunteers working on key programs under the direction of the Officers
Landowner	Any landowner in and around Malcolm and Ardoch lakes within 1 km of either lake shore
MALLA	Malcolm & Ardoch Lakes Landowners Association
Member	A landowner

3. Amendments

The bylaws of the Association may be amended on Notice of Motion presented at a regular meeting of the Association by an affirmative vote of two-thirds of the voting members present at such meeting, provided that a copy of the Notice of Motion had been received by the Secretary at least two days before the vote on the motion.

4. Purpose and Scope

The purpose of this not for profit Association shall be to deal with matters of interest and concern to the property owners on Malcolm and Ardoch Lakes. Our objective is to promote a conservation friendly environment that ensures we enjoy the qualities of our lake and surrounding environment for both the present and future for all Malcolm and Ardoch Lake property owners.

The scope of the activities of the Association will be limited to Malcolm and Ardoch Lake itself, the waterfront and surrounding properties of its members and any activities that impact both Lakes and/or the properties surrounding the lakes.

5. Membership

The membership of the Association will consist of the following classifications:

Member

A Member is any landowner who pays the annual membership fees to the Association. Only those members of a landowner family, who are 18 years of age or over, and families who have paid the required annual membership fees will be considered “members in good standing” and be entitled to vote at any meeting of the Association and run for the Executive, or serve as a Director or volunteer on a sanctioned Committee or Club.

6. Executive

The MALLA Executive is comprised of the Officers.

7. Officers

Officers include;

- President
- Vice-President Malcolm Lake
- Vice-President Ardoch Lake
- Treasurer

- Secretary

The Officers of the Association shall be elected by a majority vote of the voting members present at the Annual General Meeting to be held in June of each year. The President, Vice-President, Treasurer and Secretary positions are up for two (2) year terms and are up for election on alternate years. For example one year it is the President, a Vice-President and Secretary up for election and the following year it is the other Vice-President and Treasurer. The incumbents are permitted to run for office again at that time. Officers will hold their positions until their successors are elected. They will be elected by a show of hands, or if requested, by secret ballot.

If a vacancy occurs in any officer position for any reason, a member of the Association shall be elected by the remaining Officers to fill the vacancy, and the member so elected shall hold office for the remainder of the term of his/her predecessor. In the case of a tie vote of the Officers, the decision will be made by simple majority vote of the membership.

The outgoing President will act as an advisor for one year after serving as the MALLA President. This position is provided to ensure continuity and to assist the new President as required.

a) Protection of Officers

Every Officer of the Association and his and her heirs, executors, administrators and estate and effects respectively shall from time to time and at all times be indemnified and held harmless out of the funds of the Association from and against:

- i. All costs, charges and expenses whatsoever that such Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her 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; and
- ii. All other costs, charges and expenses that he or she 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 his, or her, own wilful neglect or default.

Every Officer will be covered by Liability Insurance as offered through the FOCA.

b) Responsibilities of the Officers

President

The President shall chair all business meetings of the Association and shall call special meetings at the request of the majority of the Officers, or when he/she deems it necessary to do so. The President may appoint another member of the Association to chair a business meeting if it is reasonable and/or desirable to do so according to the bylaws. The President is also responsible for;

- i. Being an Ex-Officio member of all committees,
- ii. Be the final recipient and keeper of all correspondence,
- iii. Maintain a copy of all bylaws and special resolutions available at all times,
- iv. Establishment of Association Working Groups as required,
- v. Is the official contact with the Township of North Frontenac and the Federation of Ontario Cottagers' Association (FOCA),
- vi. Identify and appoint the financial auditors of the completed fiscal year, and
- vii. Represent MALLA as a sitting member of the North Frontenac Lake Association Alliance (NFLAA).

Vice-Presidents

On a rotational basis one of the two Vice-Presidents shall take the place of the President if the President is unable to attend any meeting that the President would normally attend, or cannot fulfil their term for any reason.

Vice-President Malcolm Lake:

- i. Activities assigned by the President
- ii. Establishment and updating of the MALLA Lake Plan
- iii. Water Testing of Malcolm Lake
- iv. Encouraging membership in MALLA

Vice President Ardoch Lake:

- i. Activities assigned by the President
- ii. Following and reporting on the ongoing Ardoch Lake development activities and issues
- iii. Water Testing of Ardoch Lake
- iv. Encouraging membership in MALLA

Treasurer

The Treasurer shall:

- i. Collect and receive all monies due and owing the Association,
- ii. Deposit the funds of the Association in a chartered bank or other deposit taking institution approved by the Officers of the Association,
- iii. Make payment out of Association funds by way of cheques or money orders with prior approval of the Executive,
- iv. Maintain books of accounts showing all receipts and expenditures,
- v. Invest any surplus funds as instructed by the Officers, and
- vi. Present an audited financial report at the AGM of each year,
- vii. Preparation and presentation of the draft annual MALLA budget at the AGM
- viii. Secure Committee budgets from Committee Directors for presentation at the AGM
- ix. Payment of annual MALLA insurance policies.

Secretary

The Secretary shall:

- i. Maintain a record of the proceedings of Executive meetings and any general meeting (including the AGM) of the Association and record the names of the members and guests who attend each meeting,
- ii. Issue draft minutes of such meetings within one month of the meeting that has taken place,
- iii. Responsible for Communications and will publish/email member information updates and newsletters as required,
- iv. Maintain a copy of the Membership Register, and
- v. Provide assistance and direction regarding upkeep and operation of the MALLA website.

8. Directors of Committees

Directors of committees are responsible for managing the committee members and the activities related to the mandate of that Committee. The Directors are responsible for providing a budget and minutes to the Officers in April of each calendar year to allow for input into the annual budgeting process.

Committees may be appointed by the President or established by majority vote of the voting members present at a regular business meeting of the Association.

All committees will be managed by a Director for that committee. The Director and all committee members must be Members in Good Standing.

Section 9 lists the committees that have been established to address the needs of the membership.

9. Committees/Clubs

The committees/clubs are in place to support the initiatives of the Association as a whole. Committee Director's positions are not elected positions but rather voluntary positions. A committee Director can serve for any length of time but is expected to provide a minimum of two years service in the position. A change in Director needs written input provided to the President and written approval of the President of MALLA to enact. The list of committee members shall be made available to the President on June 1 of each calendar year and updated following any amendments. This list is the responsibility of the Committee Director.

Lake Stewardship

The purpose of the Lake Stewardship Committee is to co-ordinate the process, the development, the approval, the implementation and monitoring of the MALLA Lake Plan. Such monitoring will include advocacy with municipal and government agencies as well as non-government organizations/stakeholders to ensure that lake capacity is considered in land use and lake use decisions. Among key responsibilities will be:

- a) Provide a resource document (a baseline for future comparisons) concerning the present lake water quality,
- b) Foster positive relationships with landowners,
- c) Use education to encourage lake users and public to respect and preserve the character of the lakes, and
- d) Provide input to decision-makers as they develop and maintain policies and programs that ensure the protection and enhancement of the great natural resources – our lakes.

Fish Management

The Fishing Committee was established to address issues of fish management and, in particular, the walleye population. The Committee work to review and enhance the fish habitat, monitor and report on the walleye status. Some responsibilities include:

- a) To place and retrieve shoal marker buoys in the spring and fall each year,
- b) To observe and record the number of spawning walleye every spring and report the results to MNR,
- c) To be responsible for keeping the spawning shoal clear of silt as required (and allowed),
- d) To measure water quality through appropriate testing and report results to the programs such as Ministry of Environment Lake Partner Program and Recreational Lakes Program,
- e) To organize an annual bass fishing tournament and BBQ,
- f) To clean the boat launch area and clear the culvert of debris each fall, and
- g) To maintain the information station in consultation with other lake Committees and Clubs.

Social Club

The Social Club is responsible for identifying, planning and the running of social events during the course of the year primarily in summer months when most members are at the lakes. The purpose is to engage the membership and to promote fun activities.

- a) Posting notices of MALLA activities and special events at designated information areas.

Webmaster

The MALLA Webmaster reports directly to the MALLA Executive Committee and is responsible for the following activities:

- a) Maintaining the website,
- b) Ensuring that the website is functioning properly and available to users,
- c) Recommending design and design changes for the website,
- d) Generating and revising web pages and links in consultation with the Executive and Committee Directors,
- e) Ensuring the web servers are operating accurately,
- f) Proposing and managing access rights for different users within the framework provided by Go.Daddy, the website development tool used, and
- g) Communicating with the web service provider to ensure the MALLA Domain name is secure and retained.

10. Fundraising

All committees/clubs are encouraged to raise funds for the association and for special projects. All fundraising and events are to be held under the MALLA name to ensure coverage related to insurance. All activities will need to be approved by the Officers prior to implementation to ensure they meet insurance, membership and legal requirements.

Special projects are projects that have been presented to the Officers and approved by the Officers. For special projects the monies accrued to support these special projects will be allocated to the project in the MALLA financial statements.

All funds raised will be sent to the Treasurer within one week of completion of the fundraising activity. The petty cash to cover administrative expenses, if required, will be a maximum of \$100 for each committee.

All fundraising activities will provide a full report of income, disbursements and inventory to the MALLA Treasurer and the Treasurer will maintain appropriate accounts and report the allocation of committee funds in the financial statements. All entries need to be supported with records to support those entries such as invoices and receipts. All financial reports will use the following reporting format.

1. Date of event or activity
2. Listing of committee members and their role
3. Income Summary
4. Expenses Summary
5. Balance
6. Inventory items

11. Insurance Coverage

All MALLA related activities and events are covered by the MALLA Liability Insurance except for the following exclusions.

1. Motorized Watercraft Racing,
2. White Water Rafting, White Water Kayaking and White Water Canoeing,
3. Wakeboarding, Waterskiing and Parasailing,
4. Hunting, and
5. Use of or authorization of the use of firearms.

12. Official Year End Audits

The Fiscal Year of the Association shall be from May 1st to April 30th

Two auditors will be appointed at the first meeting in each year by the President and as agreed upon by the members in attendance. The auditors do not need to be accountants or have an auditor designation and will serve for the next year. Their responsibility will be to audit the yearend financial records to ensure the financial records are in order and provide a report to the President to communicate to the membership at the 1'st General meeting of the new fiscal year. In the event any audits reveal potential abnormalities then a certified auditor will be retained to audit the records.

13. Quorum

Two members of the Officers plus any three members of the membership must be at a general business meeting to constitute a quorum.

14. Meetings

An Annual General Meeting (AGM), shall be held a minimum of once per year as a minimum in June/July timeframe and give the MALLA membership a minimum two (2) week advance notice.

Notice of special meetings other than above shall be given two (2) weeks in advance. The President may call a special meeting at any time or when a petition of ten or more landowners, who are members in good standing, require a special meeting to be held. In the case of a petition a meeting must be convened within 30 days.

Officer and Committee meetings may be held at the same time so long as the minutes show that the meeting is a joint meeting.

During the June/July Association meeting, elections for expired Officer's positions will be conducted.

Between meetings, the general management and control of the affairs, funds and property of the Association shall be vested in the elected Officers of the Association, subject to the bylaws and decisions taken by the majority vote of the members present at a business meeting.

15. Voting

Each Landowner family has the right to one (1) vote to represent the Landowners family. A voter is defined as a family member, who is 18 years of age or over, and is a residing family member of the family who has an up to date status as an MALLA member.

Any major decisions that are required at a meeting of the members shall be decided by a show of hands. Upon a show of hands each representative family member, who is present and entitled to vote, shall have one vote. Whenever a vote by show of hands has been taken, a declaration by the chair of the meeting that the vote on the question has been carried or not carried and an entry to that effect in the minutes of the meeting shall be evidence of the fact without proof of the number or proportion of the votes cast. The result of the vote so taken shall be the decision of the members upon the said question.

Some decisions may be a secret ballot versus a show of hands. A secret ballot can be requested by the members, or be directed by the President. All elections for Officers and Committee Directors will be conducted using a secret ballot.

16. Fees

Annual membership fees will be set by the decision of the majority vote of the Officers. Any membership increases larger than \$10 will require a vote by the members present at the Annual General Meeting (AGM). Each AGM will be preceded with membership signup for ½ hour before the start of the AGM.

17. Order of Business

The following minimum Order of Business shall govern all AGM of the Association.

- b) Call to Order and recording of those Officers in attendance
- c) Approval of the minutes of the previous meeting
- d) Reading of any correspondence
- e) Introduction of visitors and their presentation
- f) Officer's Reports
- g) Committee reports
- h) New business
- i) Determination of next meeting
- j) Adjournment

18. Approval

These By Laws have been submitted for and approved by the membership and passed by the Officers on [enter date here].

Signed;

President **Glen Fowler** (signature on file)

Vice-President **Ken Kirk** (signature on file)

19. Revision History

Date	Reason	Revised by
10 April 2017	7b – Responsibilities of the Officers – minor revisions to duties for President, Vice-Presidents, Treasurer and Secretary. 9.0 Committees/Clubs – added responsibility for Social Club. 11.0 Insurance Coverage – Two new exclusions added.	Carolyn Waclawik per 2016 AGM and Notice of Motion (May 28, 2016)
13 June 2015	2.0 Definitions – added Clubs, redefined a Member, and reflected change to MALLA. 5a Member – added to definition of member privileges 6.0 Executive – removed that Directors of the Committees and Clubs are members of the Executive 7b Responsibilities of the Officers – minor revisions to duties for President, Vice-President, Treasurer and Secretary. 9.0 Committees/Clubs – major revisions to key responsibilities of Lake Stewardship and Fish Management. Minor revision to Social Club. Addition of Webmaster. 14.0 Meetings – added that a two (2) week advance notice required for all AGMs.	Carolyn Waclawik per 2015 AGM
14 June 2014	Para 7 – Officers revise “Vice-President “to Vice-President Malcolm Lake and Vice-President Ardoch Lake”.	Glen Fowler - per 2014 AGM minutes
01 June 2013	No Revisions at this AGM	Glen Fowler
June 2012	Para 5 – regarding privileges of Associate Members	Wendy Higgins per 2012 AGM
June 2012	Para 8 – clarifying membership status of Committee Directors and Committee members	Wendy Higgins per 2012 AGM
June 2012	Para 9 – clarifying process and expectations of Committee in general	Wendy Higgins per 2012 AGM
June 2012	Para 12 – change of fiscal year	Wendy Higgins per 2012 AGM
June 2011	Add Lake Stewardship to list of Committees Remove publications committee and have newsletter come under the Secretaries duties. General editing and updating.	Ron Higgins
January 25'th 2010	Based on a special request to amend the name of the Association in a membership survey we have changed the Association name from Malcolm Lake Landowners Association (MLLA) to Malcolm & Ardoch Landowners Association (MALA). The membership survey of Dec. 2009 was unanimous in approval of the change and as such the executive is updating the bylaws accordingly.	Ron Higgins
August 23, 2009	Change Vice-President standing position for	Ron Higgins

	<p>three years to the Secretary Treasurer for three years standing for the first term</p> <p>Change Secretary Treasurer to Treasurer</p> <p>Add A Secretary position to the Executive</p> <p>Removed Honorary membership</p> <p>Added details related to funding activities</p> <p>Included Ardoch Lake and Associate Members</p> <p>Additional minor edits</p>	
July 14, 2008	Added a Social events section to allow explanation of Liability Insurance exclusions and minor edits/additions	Ron Higgins, Sandy Burgess
June 4, 2007	Officers review, update and approval	Ron Higgins, Sandy Burgess
May 19, 2007	Initial Release	Working Committee