

# LAGOON CITY COMMUNITY ASSOCIATION BY-LAWS

## By-laws of Lagoon City Community Association May 4, 2006 (Original Document Date) Revision #14: October 14, 2023

### Definitions:

As per the Ontario Not-for-Profit Corporations Act (ONCA), in the following By-laws, unless the context otherwise requires:

- a. "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;
- b. "Board" means the Board of Directors of the Corporation;
- c. "By-laws" means this By-law and all other By-laws of the Corporation, as amended;
- d. "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;
- e. "Director" means an individual occupying the position of Director of the Corporation by whatever name they are called;
- f. "Member" means a member of the Corporation;
- g. "Members" means the collective Membership of the Corporation;
- h. "Officer" means a member of the Executive of the Corporation;
- i. "AGM" means the Annual General Meeting and "SAGM" means the Semi-Annual General Meeting.

### **SECTION 1            NAME**

By-law 1-1            The name of the Corporation shall be known as Lagoon City Community Association (hereafter referred to as LCCA or the Corporation).

### **SECTION 2            SEAL AND COLOURS OF THE CORPORATION**

By-law 2-1            The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

By-law 2-2            The corporate seal of LCCA shall remain on the premises of the Head Office of the Corporation.

By-law 2-3            Use of the LCCA corporate seal shall be approved only by the President of LCCA.

By-law 2-4            The Official Colours of LCCA are: Blue and White.

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## **SECTION 3           PURPOSES**

- By-law 3-1           To support, advance and promote the cultural, recreational and social interests of the LCCA Membership, as outlined in the LCCA By-laws and Policies.
- By-law 3-2           To provide and maintain a facility and other conveniences for the members of LCCA, to be used for social events, activities and clubs, and to provide the facility for use for private functions as described in the LCCA By-laws and Policies.
- By-law 3-3           To promote LCCA amongst non-member residents of Lagoon City and surrounding areas.
- By-law 3-4           To keep our members informed on LCCA events, activities and clubs, as well as civic issues that affect our community.

## **SECTION 4           HEAD OFFICE**

- By-law 4-1           The Head Office of the Corporation shall be at 84 Laguna Parkway in the community of Lagoon City, in the Township of Ramara, in the County of Simcoe, in the Province of Ontario.
- By-law 4-2           The mailing address of the Corporation is 84 Laguna Parkway, Unit 1, Brechin, Ontario, L0K1B0.

## **SECTION 5           INTERPRETATION**

- By-law 5-1           In these By-laws and in all other documents of the Corporation hereafter passed unless the context otherwise requires, in reference all persons shall include firms and corporations.

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## SECTION 6 GOVERNANCE

### By-law 6-1 Part 1: Board of Directors

The affairs of LCCA shall be administered by the Past President and a minimum of six to a maximum of thirteen elected members of LCCA, as described in the By-laws and Policies.

### Part 2: Composition of the Board of the Directors

- Officers of the Board (Shall be known as the Executive)
- a. President
  - b. Vice President
  - c. Past President (Not Elected)
  - d. Treasurer (Shall be known as Financial Director)
  - e. Secretary
  - f. LCCB President

The persons holding the offices of President, Vice President or Financial Director shall not hold any other Board position on a permanent basis.

### Additional Director Positions

- a. Membership Director
- b. Communications Director
- c. Social Director
- d. Booking Director
- e. Council Liaison
- f. Director At Large (two positions)

### Part 3: Director Position Assignments and Requirements

#### Position Assignments

- a. The President, Vice President and all Directors shall be assigned to their position at the first meeting of the Board of Directors, to be held directly after the Annual Election. The Director Consent forms will be completed at that time.
- b. In default of such election, the then incumbents, being members of the Board, shall hold office until their successors are elected.
- c. The duties of all Directors shall be settled from time to time by the Board as described in the LCCA Policies.

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## Director Requirements

- a. The Directors and Executive must be members of LCCA and reside in Ramara Township either permanently or part-time.
- b. A Director who misses three Board meetings in succession may be expelled from the Board of Directors.
- c. If a Director is not present at a Board meeting but can participate through telephonic or electronic means, they shall be deemed present.

## Part 4: Project Directors

- a. The President, at their discretion, may appoint Project Directors to be assigned to specific project(s) to assist in the operations of LCCA.
- b. The appointed Project Directors shall have no vote on the Board of Directors.
- c. Duties and responsibilities of such Directors shall be as described in the LCCA Policies.

## Part 5: Local Elected Ward Councillor

At the discretion of the LCCA President and the acceptance of the LCCA Board of Directors, a space at LCCA Board Meetings may be provided for the local elected area Councillor. Such Councillor shall have no vote on the Board of Directors.

By-law 6-2

## Term of Office

- a. Each Director, except for the returning second year President and Vice President, shall be elected to hold office until the next AGM.
- b. The positions of President and Vice President shall be for a term of one year to a maximum of two consecutive years.
- c. If there is a vacancy in the position of either President or Vice-President, it can be filled through election at a general Membership meeting prior to the AGM. In this event, the period of time leading up to the AGM, shall be in addition to the term of office, as described in By-law 6-2, b.
- d. The position of President may be extended to a third consecutive year, providing no qualified member has come forward to accept or shown interest in filling the position of President, after the existing second year of the one term has expired. If such be the case, the existing President's name must appear on the ballot, to be re-elected to the Board of Directors for a third year.

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- e. Since the President and Vice President positions are for a two-year term, their names need not be included on the ballot of the second year of their term, if they elect to continue for a second year. If the Vice President agrees to step up to the President's position after the President has vacated their office, their name need not appear on the ballot.

By-law 6-3

## Removal of a Director

The members of LCCA may remove any Director or Officer before the expiration of their term of office. This process requires a resolution, passed by at least two thirds of the votes cast at an LCCA members' meeting, of which notice specifying the intention to pass such resolution has been given. The LCCA Membership may, by a simple majority of votes cast at that meeting, elect any person in their stead for the remainder of their term.

By-law 6-4

## Election of the Board of Directors

The election of the Board of Directors of LCCA shall be held once a year at the AGM. The elections shall take place at the end of the meeting.

### Part 1: Nominating Committee

A nominating committee shall be made up of two persons from the Board of Directors and two from the general Membership. The Chair of such committee shall be the Past President.

If the Past President is unavailable, the Board shall appoint a Chair. The Chair shall, at the election of Directors' portion of the AGM, present a recommended slate of members and such members must have given their approval to stand as a Director of LCCA. The committee must also present the names of other members who have been nominated to stand as Board members of LCCA.

### Part 2: Duties of the Chair

At the AGM, the President must adjourn the meeting prior to the election of Directors. At that time, the Past President, or in the absence of a Past President, the Nominating Committee Chair, becomes Chair of the elections portion of the AGM. No other business may be discussed at this time. The Chair shall, if necessary, appoint a scrutineer and two voting recorders from the general Membership. This shall only take place if there are more persons running for the Board of Directors than there are positions available and a secret ballot is required.

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## Part 3: Nominations

Nominations of persons other than those submitted by the nominating committee shall be accepted from the floor. The person(s) nominated from the floor must be present and agree to let their name(s) stand for election. Each nominee must have a seconder before their name can be placed on the ballot. All nominees must be members in good standing.

## Part 4: Voting

- a. The election of the recommended slate of Directors requires approval of a simple majority (50% + 1) of the present members, by a show of hands.
- b. In the case where there are more persons nominated to be on the Board of Directors than there are positions, a secret ballot will be conducted. In this situation, the candidates who received the most votes on a ranked ballot, shall be considered elected.
- c. A voting member is as described in By-Law 8-2.

By-law 6-5

## Process of Position Assignment for the Board of Directors

### Part 1: President and Vice President

Immediately following the election of the Board Members, the newly elected Board Members, if necessary, must vote for the President and the Vice President. Such voting must be conducted by the Past President or in the absence of a Past President, the Nominating Committee Chair shall hold such vote. Voting for both positions shall be with a show of hands.

### Part 2: Other Board Members

Immediately after the election of the President and Vice President, they must establish the positions of the other Directors and executive positions in the following order: LCCB President, Financial Director, Secretary, Communications, Social, Membership, Booking, Council Liaison, and Directors at Large. These positions, as recommended by the President and Vice President, are voted on by the newly elected Board Members by a show of hands for each Board Member position.

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By-law 6-6

## Vacancies, Board of Directors

### Part 1: Vacancies

The office of a Director shall be vacated immediately:

- a. 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
- b. if the Director dies or becomes bankrupt
- c. if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
- d. if, at a meeting of the members, the members by ordinary resolution, remove the Director before the expiration of the Director's term of office.

### Part 2: Interim Appointments

Vacancies on the Board of Directors may, so long as a quorum of Directors remains in office, be appointed at any point in the year by the Board from among the qualified members of the Corporation, through a vote by the existing Board members. Any interim Director must then be approved by a Membership vote at the next AGM or general Membership meeting. Interim Directors have no vote until elected at an AGM or general Membership meeting.

### Part 3: No Quorum

If there are not enough Directors to form a quorum, the remaining Directors shall forthwith call a special meeting of the general Membership to fill the vacancies.

### Part 4: Extended Absence

Any elected Director leaving for an extended period of time may suggest, with the approval of the LCCA Board, a member in good standing to temporarily replace them. Additionally, the Board may, at their discretion, choose to appoint a replacement for the duration of the absence. Such replacement shall have no voting privileges as afforded to an elected Director, until subsequently elected at an AGM or SAGM meeting.

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## By-law 6-7 Board of Directors, Quorum and Meetings

### Part 1: Quorum

For the transaction of business, a quorum shall be 50% +1 of the present Board of Director members or the minimum number of Directors required by the Articles, either in attendance or by proxy.

### Part 2: Regular Meetings

The Board shall set a date in a month, at an hour to be determined for regular meeting(s). The procedures for all Board meetings are detailed in the LCCA Policies.

### Part 3: Special Meetings

Special meetings of the Board of Directors shall be at the call of the President, Vice President, or the Secretary on direction in writing of two Directors. Notice of such meetings shall be by telephone or e-mail to each Director not less than one day prior to the meeting. A Directors' meeting may also be held, without notice immediately following the AGM of the Corporation. The Directors may consider or transact any business either special or general at any meeting of the Board.

## By-law 6-8 Errors in Notice, Board of Directors

No error or omission in giving such notice for a meeting of Directors shall invalidate or make void any proceedings taken at such meeting.

## By-law 6-9 Voting, Board of Directors

### Part 1: Chair

The President of the Corporation shall act as the Chair for all meetings of the Board of Directors and shall have no vote. Exceptions will be as those stated in By-law 6-9, Part 2. The President shall also be an ex-officio member of each committee. In the absence of the President, their duties may be performed by the Vice President or such other Director as the Board may appoint for the purpose, or appointed by the President in their stead.



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## Part 2: Voting

Questions arising at any meeting of the Directors shall be decided by a majority of votes. The Chair of such meeting shall have no vote except in the case of a tie; in that case the Chair will cast the deciding vote. All votes at any such meeting shall be taken by ballot if so demanded by any Director present. A vote may be taken by a show of hands by assent or dissent. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

## Part 3: Proxy

In the event a Director is unable to attend a Board of Directors meeting they may cast a vote on any issue by proxy. Any such proxy must be in writing and must be in the possession of the Secretary twenty-four hours before said meeting. A Director's proxy must be on specific issues.

## Part 4: Email

If an issue arises that requires a Board decision prior to the next scheduled meeting, the President must circulate the motion request by email. Directors vote by replying to the email within the determined period of time. Passage requires 50% + 1 of the current Board members. The motion must then be ratified at the following Board meeting.

By-law 6-10

## Powers

The Directors of the Corporation shall administer the affairs of the Corporation. All contracts which the Corporation may lawfully enter into and save, as hereinafter provided (generally), may exercise all such other powers, and all such other acts, and things as the Corporation is by its Charter or otherwise authorized to do so.

Without in any way deviating from the foregoing, the Directors are expressly empowered to purchase, lease or otherwise acquire, alienate, exchange or sell other securities, lands, buildings and other property, moveable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

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By-law 6-11            Remuneration

The Directors shall not receive any remuneration for acting as such.

By-law 6-12            Duties of The Board of Directors

The duties of the Executive and the Board of Directors shall be as described in the LCCA Policies.

By-law 6-13            Conflict of Interest

A Director 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 shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

A Director, who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction with the Corporation, shall make the disclosure required by the Ontario Not-for-Profit Corporations Act. (Refer to Act 2010 (ONCA) Section 41). Except as provided by ONCA, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

By-law 6-14            Committees

Committees may be established by the Board as follows:

- a. 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 excepting those powers set out in the Act that are not permitted to be delegated.
- b. 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.

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## SECTION 7 EXECUTION OF DOCUMENTS

- By-law 7-1 Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by either the President or Vice President and additionally by the Secretary. The Secretary shall affix the seal of the Corporation to such documents, subject to approval by the President. The exception would be the LCCB Usage Agreements and Maintenance Contracts.
- By-law 7-2 Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, the Vice President, and Financial Director or by any person authorized by the LCCA/LCCB Boards.
- By-law 7-3 The Executive Board 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.

## SECTION 8 MEMBERSHIP AND CONDUCT

- By-law 8-1 All persons who are residents within the confines of the community called Lagoon City as registered with the Township of Ramara, as well as persons living outside the described boundaries now or in the future, are entitled to full membership in LCCA.
- By-law 8-2 A member of LCCA shall be a person(s) who has paid the annual required dues as levied by the Corporation provided further that a voting member shall be nineteen years of age or over. Each member shall at all meetings of the Corporation be entitled to one vote per member up to a maximum of two votes per family membership and they may vote by proxy.
- By-law 8-3 All members shall observe and conform to the rules and regulations of the Corporation as set up by the Board of Directors.
- By-law 8-4 The classes of membership in the Corporation (affecting eligibility and privileges) shall be as follows:
- Class "A" Full Participating Membership - Family: shall be members of a two person to a maximum of four person household and all persons must be nineteen years of age or older.
- Class "B" Full Participating Membership - Single: shall be a member who is the sole member in a household who wishes to be a member and is nineteen years of age or older.

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- By-law 8-5            A person or family becomes members of LCCA as soon as the membership form and payment are received by the Membership Director. Membership is not transferrable.
- By-law 8-6            The Corporation or its Board of Directors shall not be responsible for any damages, injury, or loss of property to any LCCA member or visitor attending functions or activities, regardless of the reason for such damage, loss or injury. Every member or visitor shall use the Corporation's premises and facilities at their own risk.
- By-law 8-7            The Board of Directors shall have the right to terminate the membership of any member whose actions are not in accordance with the LCCA Code of conduct, as detailed in the LCCA Policies. The Board of Directors shall give the individual a written explanation for the termination of membership on request. The individual shall have the right to appeal to the Executive Board of Directors, within fifteen calendar days of receiving notice of termination.

## **SECTION 9            MEMBERSHIP FEES**

- By-law 9-1            Annual membership shall be assessed by the Board of Directors for the upcoming membership year, which runs from the 1<sup>st</sup> day of September to the 31<sup>st</sup> day of August of the following year. Any change to the dues or fees from the previous fiscal year shall be ratified by the general Membership at the next AGM or SAGM. Notification of a proposed increase will be published at least thirty days in advance of the meeting date.
- By-law 9-2            The Membership Director shall notify the members of the fees payable by them and, if any are not paid by August 31<sup>st</sup>, the members in default shall thereupon automatically cease to be members of the Corporation. Such persons on payment of all unpaid fees shall be reinstated immediately.

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## **SECTION 10      FINANCE**

### By-law 10-1      Fiscal Year

The fiscal year of the Corporation will be from the 1<sup>st</sup> day of September to the 31<sup>st</sup> day of August of the following year, unless otherwise ordered by the Board of Directors.

### By-law 10-2      Signing Authority

All cheques, bills of exchange, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall bear the signatures of the Financial Director, and one other designated Board Member of the Corporation.

In the absence of the Financial Director, the President of the Corporation can sign cheques for the purpose of disbursements.

### By-law 10-3      Securities

The securities of the Corporation shall be deposited for safe keeping with one or more chartered banks, trust company, or other financial institution to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn from time to time, only upon the written order of the Corporation, signed by the Financial Director and one other Board Member of the Corporation. Institutions which may be selected as custodians by the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors. The Board of Directors shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

### By-law 10-4      Financial Powers

The Executive Board of Directors may from time to time:

- a. Borrow money on the credit of the Corporation
- b. Issue, sell or pledge securities of the Corporation
- c. Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or obligation, or liability of the Corporation.

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## **SECTION 11 ANNUAL AND SPECIAL MEETINGS OF THE MEMBERSHIP**

### By-law 11-1 Part 1: Location

The AGM and SAGM and any special general meeting of the members shall be held at 84 Laguna Parkway. If the head office premises are not available, the Board of Directors may decide on a suitable location within the Township of Ramara. The Board of Directors shall determine the time and date of such meetings.

### Part 2: Attendees

Attendance at all Membership meetings is limited to the members, the Board of Directors, and any guests invited by the Board to speak at the meeting.

### By-law 11-2 Part 1: AGM Content

At the AGM, in addition to any business that may be transacted, the reports of the Directors and a financial statement shall be presented. In addition to the normal order of business, a Board of Directors shall be elected.

### Part 2: SAGM Content:

At the SAGM, in addition to any business that may be transacted, only the reports from the President, LCCB President and Financial Director shall be presented.

### By-law 11-3 Financial Review

The Board of Directors, through the Financial Director, at the SAGM shall recommend to the general Membership a person to review the financial transactions of the LCCA and LCCB. Such person must be a licensed Certified Chartered Accountant to do so, and such appointment must be ratified by the general Membership. The results of this review are to be completed and published at least twenty-one days in advance of the next SAGM.

Any member, upon request, shall be provided, not less than five business days before the SAGM, with a copy of the approved financial statements.

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By-law 11-4      New Business

The members may consider and transact any business pertaining to the Corporation, either special or general without notice thereof at any meeting of the members under the new business portion of the meeting agenda. The Board of Directors may at their discretion defer any new business to the next Membership meeting if deemed necessary. (Refer to By-Law 14-1)

By-law 11-5      Special Meetings

Part 1:

The Board of Directors, President or Vice President shall have the power to call at any time a general meeting of the members of the Corporation. Notice of the time and place of every such meeting shall be given to each member, as stated in Bylaw 11-8. Any subsequent meeting(s) of members may be held at any time and place without such notice if passed by the Corporations' members who are present thereat or represented by proxy. At such meeting(s) any business pertaining to the Corporation may be conducted. For a member's proxy vote to be considered in such matters, the proxy letter must state that the proxy holder has the right to represent the issuer in all transactions.

Part 2:

Additionally, the Board shall call a special meeting on written request of the members who hold at least ten percent of the eligible Membership votes. This meeting will be held within twenty-one days after receiving the request.

By-law 11-6      Error or Omissions in Notice

No error or omission in giving notice of the AGM or SAGM meeting(s) or adjourned meeting, whether annual or special, of the members of the Corporation shall invalidate such meeting(s) or make void any proceedings taken thereat. Any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, Director or officer for any meeting or otherwise, their e-mail address will be their last address recorded on the Membership list.

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By-law 11-7      Quorum of Members

A quorum for the transaction of business at any meeting of the general Membership shall consist of the voting members present in person or represented by proxy at that meeting.

By-law 11-8      Notice of Meetings

Whenever under the provision of the By-laws of the Corporation, notice is required to be given, the following methods may be used.

- a. By emailing notice to all email addresses, as provided by members
- b. By putting the notice in the newsletter
- c. By posting the information on the LCCA web site
- d. By posting such notice on the Corporation bulletin boards

Subject to the Act, not less than ten and not more than fifty days written notice of any annual or special members' meeting shall be given in the manner specified in the Act to each member and each Director. Notice of any meeting where special business will be transacted must contain sufficient information to permit the members to form a reasoned judgement on the decision to be taken, and state the text of any special resolution to be submitted to the meeting.

## **SECTION 12      VOTING**

By-law 12-1      A voting member is a member in good standing, as defined in By-law 8-2.

By-law 12-2      Each eligible voting member of the Corporation shall at all meetings of members be entitled to one vote. If a voting member is unable to attend a members' meeting that person may vote by proxy. Any such proxy must be in writing and must be in the possession of the Secretary twenty-four hours before said meeting. The Chair shall have no vote unless in the case of a tie.

By-law 12-3      At all meetings of members every motion shall be decided by a simple majority of votes yes or no, of the members present or represented by proxy. If a member abstains from any vote, they will not be included in the quorum for that vote count. Every motion shall be decided in the first instance by a show of hands, unless a secret ballot is requested by any member, or the President deems it necessary to hold a secret ballot.



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The Secretary shall be responsible for the counting of the votes. If the count appears to be close, then any member present can demand a recount. A declaration by the Chair of the meeting that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be sufficient evidence of the fact, with or without proof of the number or proportion of the votes accorded in favour of or against such motion. In the situation of an equal number of votes for and against the motion, the Chair shall cast the deciding vote.

## **SECTION 13                    PROTECTION OF DIRECTORS**

By-law 13-1

### Part 1:

Every Director, Officer, or Member of the Corporation who has undertaken or is about to undertake any liability on behalf of the Corporation and their heirs, executors and administrators, and estate and effects, respectively, shall at all times, be indemnified and saved harmless, out of the funds of the Corporation, from and against:

- a. All costs, charges and expenses whatsoever which such Director, Officer or Member sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against them in respect of any act, deed, whatsoever made, done or permitted by them in or about the execution of the duties of their office or in respect of any such liabilities.
- b. All other costs charges and expenses which they sustain or incur in or about or in relation to the affairs thereof, except such costs charges or expenses as are occasioned by their own willful neglect or default.

### Part 2:

No Director, Officer or Member of the Corporation is be liable for the acts, neglects or defaults of any other Director, Officer, or Member 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 their respective office or trust provided that they have: complied with the Act and the Corporation's articles and By-laws; and exercised their powers and discharged their duties in accordance with the Act.

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## **SECTION 14            AMENDMENTS OR CHANGES TO THE BY-LAWS OR ARTICLES**

By-law 14-1            Any voting member in good standing may propose an amendment to a specific By-law or Article. The proposal for a change must be first submitted in writing to the LCCA Board of Directors before it is to be brought before the general Membership.

The Board may also propose any changes or amendments. The proposal must be approved at a board meeting, before being taken to the membership.

By-law 14-2            Approval Process

The process for approval is the same, regardless of how the amendment was originally proposed.

- a. The Board will present the amendment at the next general Membership meeting for discussion and voting.
- b. Notification of any proposed By-law or Article amendments must be provided to the Membership a minimum of twenty-one days in advance of the meeting. Notification may be given, as described in By-law 11-8.
- c. Any objections to the proposed amendments may be voiced at the meeting or sent by written notice to the Secretary. Written notice must be received a minimum of twenty-four hours before the meeting.
- d. The amendment must be approved by a simple majority of members, as described in By-laws 12-2 and 12-3. If the amendment is approved, such proposed amendment is in effect immediately after the vote. If the proposed change fails to be ratified, that amendment may not be re-introduced for one calendar year.