



KEY RIVER AREA ASSOCIATION (the "Association")

By-Laws

1. **Name**

The name of the Association shall be "Key River Area Association"².

2. **Geographic Area of Interest**

The Association will concern itself with and seek members from the general area around Key Harbour, including permanent and seasonal residents and tourists who reside in, recreate or otherwise visit the Key River and area.

3. **Head Office**

The head office of the Association shall be located in Key Harbour, Ontario, Municipality of Killarney³, or at any other place within the Province of Ontario which the board of directors from time to time may decide as best suited to carry on the business of the Association.

4. **Purposes**

The purposes of the Association shall be:

- (a) To promote interest and advance and sponsor the preservation, conservation and, if necessary the restoration of the natural scenic beauty of the area, of its fish and wildlife as well as of water quality, in an endeavour to preserve the unique characteristics of this part of Georgian Bay.
- (b) To protect, promote and advance the individual rights, privileges and welfare of the permanent and/or seasonal residents and tourists of the area, and monitor and take appropriate action with respect to any plans or actions by various departments of government, corporations, individuals or other persons which may directly or indirectly affect the membership or the area of interest.
- (c) To promote, maintain and advance proper conditions of health, sanitation, pollution control, safety and security in the area.
- (d) To promote collaboration with organizations with similar aims and interests and, if desirable, to become a member of larger organizations which have similar purposes and objectives, while at all times retaining the right of individual initiative.
- (e) To encourage donations to be given to the Association or to others for the pursuit of these purposes.

5. **Membership**

- (a) Membership in the Association shall be limited to individuals only, subscribing to its purposes.
- (b) Membership shall be divided into two classes, namely:
 - (i) Active Membership
 - (ii) Honorary Membership
- (c) The following persons are eligible for active membership:

¹ Original Bylaws from which this revision was taken were drafted by Fritz Spiess and were dated February 14th, 1983

² Changed to the "Key River Area Association" From "Key Harbour Association" at the Annual General Meeting August 3rd, 1996

³ Proposed to be changed from Township of Henvey to Municipality of Killarney at the August 1st, 1999 AGM

- (i) Any individuals who are owners, part owners, lessees or renters of cottages, tourists or the like within the geographic area of interest or who are interested in the area or a spouse of any of the foregoing; and
 - (ii) Adult sons and daughters and other immediate adult relatives of an active member or a spouse using the same residence thereof, provided a membership fee as required by Regulation has been paid for them.
- (d) The following persons are eligible for honorary membership:
- (i) Any individual having made an outstanding contribution to the causes of the Association may be granted honorary membership by the board of directors.

An honorary member and spouse shall at no time have to pay a membership fee. They shall have the rights and privileges of an active member. They may serve on the board of directors and on any committee.

6. Fiscal Year and Fees

- (a) The fiscal year of the Association shall be the calendar year, or any other 12 month period as shall be designated by regulation by the board of directors.
- (b) A member shall not be considered to be in good standing unless his membership fee for the current year has been paid in full.
- (c) The annual fee for an active member shall be established by the board of directors from time to time. For a spouse, and for children sharing a residence on a permanent, seasonal or occasional basis, the board of directors shall establish a lesser fee.
- (d) Any new member joining the Association shall be subject to the full annual fee no matter when during the year he actually joins the Association.
- (e) Any member resigning from the Association shall at no time be entitled to or expect any partial refund no matter when during the year his resignation occurs.
- (f) The Association shall be allowed to receive, acquire gifts, donations, devices and bequests and to hold or disburse them to further the purposes of the Association.

7. Directors

- (a) The property and business of the Association shall be managed by a board of directors of no less than 7 nor more than 14⁴ who shall be members in good standing.
- (b) Any member of the Association who is a member in good standing at the time of the annual meeting shall be eligible for election as director.
- (c) The normal term of office for each director shall be two years. Approximately one half of the board shall stand for election for such term each year.
- (d) If during a director's term of office he should cease to be a director for any reason, the directors may, by resolution, fill the vacancy with a member in good standing who shall hold office until the next annual meeting of the Association.
- (e) The directors shall have power to authorize expenditures on behalf of the Association from time to time for the purpose of furthering the objectives and purposes of the Association.
- (f) The board of directors shall further have the power and responsibility to make such new regulations or amendments not inconsistent with these By-Laws relating to the management and operation of the Association as they may deem expedient and act upon them immediately, provided that such regulations or any amendment thereof shall have force and effect only until

⁴ Maximum amended to 18 from 14 in 1985. At the August 3rd, 1985 Key Harbour Association annual meeting it was moved by Dr. Owen Yule and seconded by Judy Shortt that the maximum size of the Board of the Key Harbour Association be increased from 14 to 18 and that the Board do whatever is necessary to have this change reflected in the By-Laws and Procedures of the Association. At the August 2002 Annual Meeting the maximum was increased again, to 20.

the next annual meeting when they shall be confirmed by the membership and in default of confirmation shall at and from that time cease to have force and effect.

- (g) No remuneration, salary or profit shall be given to or received by the directors or committee members in connection with the performance of their duties, provided that they shall be reimbursed for reasonable expenses incurred by them in the performance of those duties.
- (h) Every director upon retirement shall deliver to his successor or to the Secretary all papers, books, documents, equipment and monies belonging to the Association that are or should be in his possession.
- (i) Each director of the Association should be prepared
 - (i) to attend meetings of the board of directors either in person or by telephone;
 - (ii) to act as a chairman of a committee as assigned and specified from time to time by the board of directors; and
 - (iii) to perform such other duties as may be assigned from time to time by the board of directors.
- (j) Any director of the Association who does not attend two consecutive meetings of the board of directors, either in person or by telephone, without notifying the President shall be deemed to have resigned as director effective at the conclusion of the second meeting, unless the Executive determines otherwise.

8. Directors' Meetings

- (a) Meetings of the directors may be held at any time and place designated by the board of directors and may be called by any two members of the Executive and/or the board of directors.
- (b) Ten days written notice or five days notice by e-mail or verbal notice shall be given of such meeting to each director provided that non-receipt of notice by a minority of directors shall not invalidate the proceedings at such meeting. No notice shall be necessary if a majority of directors waive notice thereof.
- (c) The quorum at any directors meeting shall be five directors present in person or by telephone, one of whom shall be an officer.
- (d) At any meeting of the directors, in the absence of the President, the chairman shall be the officer holding the office of highest priority, as established by the sequence designated by the By-Laws, or failing any of these, a chairman shall be elected by the meeting.
- (e) A director's meeting shall be considered automatically and properly called, if after a reasonable recess, it immediately follows a membership meeting, in particular the annual meeting.
- (f) At such meetings majority vote shall prevail. In the event of a tie, the director acting as chairman shall have a casting vote in addition to his regular vote.
- (g) A written resolution of the directors signed by not least than 70% of the directors shall be as effective as a resolution passed by the directors at a duly constituted meeting.

9. Officers

- (a) Officers , with the exception of the Past-President, shall be appointed from the board of directors of the Association⁵. The officers of the Association appointed by the directors, or elected at a meeting of members shall be:
 - (i) President
 - (ii) Vice-President
 - (iii) Secretary
 - (iv) Treasurer

⁵ Sentence added in 1989

The Past-President shall also be an officer of the Association, regardless of whether he is a director. Officers will normally serve for a two-year term.

- (b) The priority of the officers shall be as follows:
 - (i) President
 - (ii) Vice-President
 - (iii) Past-President
 - (iv) Secretary
 - (v) Treasurer
- (c) The five officers shall be called the Executive of the Association. They shall have the power and responsibility to conduct all the business of the Association on a day-by-day basis.
- (d) The duties of the President will be as follows:
 - (i) To act during his term of office, as the chief executive officer of the Association and have the general and active management of the business of the Association.
 - (ii) To preside at all membership and directors meetings.
 - (iii) To ensure the By-Laws and Regulations are followed.

10. Committees

- (a) The Association may have various standing committees such as:
 - (i) Nomination
 - (ii) Membership
 - (iii) By-Laws and Legislation
 - (iv) As well as ad hoc committees. The board of directors shall determine on an annual basis which committees will be formed, who will chair such committees, and the mandate of each committee.
- (b) The President, shall be a member ex-officio of all committees.
- (c) The chairman of each committee shall be a director. He may appoint officers, directors, other members or other individuals as seems appropriate to the task, to be members of his committee.
- (d) At committee meetings majority vote shall prevail, with the chairman in case of a tie having a casting vote in addition to his regular vote.

11. Membership Meetings

- (a) The annual meeting and any other membership meetings shall be held at a place and time designated by the board of directors.
- (b) Thirty days notice in writing shall be given of such meeting provided that non-receipt of notice by a minority of members shall not invalidate the proceedings at such meeting. Such notice shall be effective if included in the Association's newsletter, or if sent by e-mail, mail or other form of delivery.
- (c) At any membership meeting, in the absence of the President, the chairman shall be the officer holding the office of highest priority, as established by the sequence designated in the By-Laws, or failing any of these, the chairman shall be elected by the meeting.
- (d) At the annual meeting, members shall receive the annual report(s) of the officers and committee chairmen for the preceding year, elect or re-elect the directors and officers for the ensuing year, vote on amendments to the Regulations and By-laws, and transact other business that may come before the meeting.
- (e) Each active member in good standing shall have one vote. Voting on all matters shall be by a show of hands. A declaration by the chairman that a motion has been passed or lost shall be sufficient provided that if a poll is requested by any two active members present, the same shall be taken as the chairman may direct and the result thereof shall be declared and duly recorded in the minutes.

- (f) In the event of a tie vote at any membership meeting, the chairman shall have the casting vote in addition to his regular vote.
- (g) The quorum at any membership meeting shall be twenty members in good standing, present in person.
- (h) A special membership meeting may be called by the board of directors at any time on such notice as may be reasonable under the circumstances.

12. Nominations, Elections, and Voting at Annual Meeting

- (a) At the annual meeting, after the official roster of nominations has been presented to the membership, additional nominations will be accepted from the floor, provided,
 - (i) that acceptance of a nomination is confirmed by such nominee present in person, or
 - (ii) that prior written acceptance by the nominee has been obtained by the person making the nomination.
- (b) Instead of a one-time show of hands, the chairman may decide, particularly if as a result of additional nominations from the floor, some members are nominated for more than one position, to conduct the election by successive and/or secret ballot, in which case he must arrange for two scrutineers to conduct the counting of the ballots.
- (c) No member shall be entitled to vote by proxy.

13. Order of Business at Annual Meeting

The following is a suggested order of business for the annual meeting:

- (a) Circulation and approval of the minutes of the previous meeting.
- (b) Questions and business arising out of the minutes.
- (c) Report of the President, followed by reports of the other officers and directors, including the financial report and reports on committee activities during the preceding year.
- (d) Business arising out of the reports.
- (e) Motion to be seconded, to adopt the reports and vote.
- (f) Vote for confirmation of new, changed or amended regulations, if any, as well as of existing Regulations.
- (g) Report of the Committee for Nomination
- (h) Other nominations from the floor.
Note: Providing that acceptance of a nomination is confirmed by the nominee present in person, or prior written acceptance has been obtained.
- (i) Election of new board of directors
- (j) Election of officers
- (k) New business
- (l) Asking for volunteers to serve on committees.
- (m) Adjournment

Note: After a short recess, a director's meeting should be held immediately following the annual meeting, such meeting to be considered by the new directors to have been properly and automatically called in conjunction with the annual meeting.

14. Vote of No-Confidence

- (a) All directors and committee members may be removed from office by a motion of no-confidence by two-thirds of the votes cast at any regular or special meeting at which at least 25 per cent of the membership is in attendance.
- (b) A motion of no-confidence may be brought forward by any active member in good standing

15. Amendment of By-Laws

The By-Laws may be repealed or amended by by-law enacted by a majority of the directors. After notifying the membership 30 days in advance of a general meeting of members of such intended changes, they should be sanctioned by at least two-thirds of the members present in person, at such meeting.

16. Rules of Order

In all questions of procedure not covered by the By-Laws and Regulations, Roberts Rules of Order shall prevail.

17. Membership in Other Organizations

Consistent with the stated purposes in the By-Laws, the Association shall retain membership in the Georgian Bay Association and/or other organizations which share the purposes of the Association.

18. Signature and Execution of Documents

- (a) Cheques
All cheques, bills, notes and acceptances shall be signed or endorsed by the President or the Treasurer.
- (b) Documents
 - (i) All documents which are binding upon the Association shall be signed by the President and the Secretary, and in the absence of either, by any other director in his place.
 - (ii) All other documents and correspondence shall be signed by the President, or such other officer or director, person, agent, attorney or representative as the board of directors may from time to time appoint.

19. Indemnification of Directors and Officers⁶.

The Association will indemnify any director or officer of the Association, any former director or officer of the Association or any other individual who acts or acted at the Association's request as a director or officer, or in a similar capacity, against all costs, charges and expenses, including any amount paid to settle an action or satisfy a judgment, and including legal fees, all as are reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made party by reason of being or having been a director or officer, if:

- (a) he acted honestly and in good faith with a view to the best interests of the Association; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

20. Directors and Officers Insurance.

The Association may purchase and maintain insurance for the benefit of any person referred to in Section 19 against such liabilities and in such amounts as the directors may determine and as are permitted by law.

21. Terminology

- (a) A member in good standing is a member who is fully paid-up for the current fiscal year, his payment having been received by the Treasurer or his representative prior to the annual meeting.

⁶Sections 19 and 20 were adopted at the annual meeting of the Association held on July 31, 2005.

- (b) Whenever “members” are mentioned in relation to constituting a quorum, voting, requiring polls, sanctioning by-laws, confirming regulations or holding office, it shall be understood that such members can only be active members in good standing.
- (c) The term “spouse” shall include a common law partner for purposes of the laws of Ontario.
- (d) In these Regulations the singular shall include the plural, and the plural the singular; the masculine shall include the feminine.