

CONSTITUTION OF IDRA

BY-LAW NO. 1

BEING A BY-LAW TO ADOPT A CONSTITUTION FOR INVERHURON AND DISTRICT RATEPAYERS ASSOCIATION

WHEREAS it is deemed advisable to adopt a constitution setting forth the aims and projects as contained in the Letters Patent of the Corporation, qualifications for membership and other matters relating generally to the transaction of the affairs of INVERHURON AND DISTRICT RATEPAYERS ASSOCIATION;

BE IT ENACTED as a by-law of INVERHURON AND DISTRICT RATEPAYERS ASSOCIATION as follows:

ARTICLE I OBJECTS

The aims and objects of the Corporation shall be:

1. To promote the cultural and social interests of the seasonal and permanent residents and land owners of Inverhuron and District, in the Township of Bruce and Kincardine;
2. To promote the interests of, and advance plans for, the advantage of seasonal and permanent residents and land owners of the said Inverhuron
3. To promote aquatic, social and other activities for the benefit of all residents and land owners of Inverhuron and District;
4. To study and report on all Municipal and Provincial Government, and private sector plans affecting the residents or uses of land of Inverhuron and District, and to make representations to the various levels of Government with respect to all such matters.

ARTICLE II MEMBERSHIP

1. Active membership shall be open to all land owners and/or residents of Inverhuron and District, and the spouses of such land owners and/or residents.

ARTICLE III BOARD OF DIRECTORS

1. The number of directors shall be sixteen (16), whose term of office shall be for one (1) year.
2. Any active member of the Corporation, whose annual dues are paid up for the year preceding the annual election, shall be eligible for election. All directors, whose term of office is expiring, shall be eligible for re-election.
3. Any vacancy on the Board of Directors created by the resignation or death of any director, or any other cause, shall be filled upon the passing of a Resolution by the remaining Board of Directors appointing an active member to serve the balance of the term of the retired director.

ARTICLE IV ANNUAL DUES AND SPECIAL ASSESSMENT

1. The annual fee for membership shall be such amount as may be determined from time to time by Resolution of the Board of Directors.

ENACTED AND PASSED at a meeting of the Board of Directors held on the 5th day of September, 2009. President Secretary

APPROVED at a general meeting of the Corporation held on the 5th day of September, 2009. President Secretary

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3. The Board of Directors may from time to time establish a fee to be paid for participation in any activity sponsored by the Corporation.
3. The Board of Directors may from time to time pass a by-law providing for a special assessment to raise funds for a special purpose of the Corporation, but such by-law shall not be effective nor shall such assessment become due and payable until such by-law is approved at a general meeting of the Corporation called for the purpose of considering such by-law.

Any member, in default of payment of **his/her** annual dues or special assessment for more than three months, shall be liable to suspension from the membership upon Resolution passed by a majority of the Board of Directors at a meeting called for such purpose.

ARTICLE V PRIVILEGES OF MEMBERSHIP

1. All active members, together with all members of their immediate family, including sons, daughters, parents and grandparents, shall be entitled to participate in all activities of the Corporation, save and except for the purpose of voting on any Resolution, by-law, or election of officers of the Corporation.

ARTICLE VI NOTICE OF MEETINGS

1. Public notice of any annual or general meeting of the Corporation shall be posted two weeks prior to any such meeting.
2. The annual meeting of the Corporation shall be held on the Saturday of Labour Day weekend

ENACTED AND PASSED at a meeting of the Board of Directors held on the 5th day of September, 2009. President Secretary

APPROVED at a general meeting of the Corporation held on the 5th day of September, 2009. President Secretary

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3. Notice of Board of Directors meetings shall be given in writing addressed to the director at his last known address at least three (3) days before the date of the holding of such meeting, provided that if notice is given to any director by direct communication by telephone, personally, or by wire, the requirement of notice in writing shall be waived. Such notice by direct communication may be given forty-eight hours in advance of any meeting of the Board of Directors. Notice in writing shall be deemed to have been given on the day following the day on which it is mailed by prepaid ordinary mail.

ARTICLE VII OFFICERS OF THE CORPORATION

1. There shall be a President, a First Vice-President, a Second Vice-President, a Secretary, and a Treasurer, or in lieu of a Secretary and Treasurer, a Secretary-Treasurer, and such other officers as the Board of Directors may determine by by-law from time to time. The officers shall be elected by the Board of Directors from among their number at the first meeting of the Board after the annual election of Directors, said meeting to be held within forty-eight hours thereof.

ARTICLE VIII DUTIES OF PRESIDENT AND VICE-PRESIDENT

1. 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. The President, with the Secretary or other officer appointed by the Board for the purpose, shall sign all by-laws. During the absence or inability of the President, **his/her** duties and powers may be exercised by the First Vice-President, and in **his/her** absence, by the Second Vice-President, and if a Vice-President or such other director as the Board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

ARTICLE IX DUTIES OF SECRETARY

1. The Secretary shall be ex officio clerk of the Board of Directors. **He/She** shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. **He/She** shall give all notices required to be given to members and to directors. **He/She** shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which He/She shall deliver up only when authorized by a Resolution of the Board of Directors to do so and to such person or persons as may be named in the Resolution, and **He/She** shall perform such other duties as may from time to time be determined by the Board of Directors.

ARTICLE X DUTIES OF TREASURER

1. The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. **He/She** shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefor and shall render to the Board of Directors at the regular meetings thereof or whenever required of him, an account of all **his/her** transactions as Treasurer, and of the financial position of the Corporation. **He/She** shall also perform such other duties as may from time to time be determined by the Board of

Directors.

ARTICLE XI DUTIES OF OTHER OFFICERS

1. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

ARTICLE XII SEAL OF THE CORPORATION

1. The seal of the Corporation, an impression whereof is stamped in the margin hereof, shall be the Seal of the Corporation.

ARTICLE XIII BOOKS AND RECORDS

1. Deeds, transfers, licences, contracts and engagements on behalf of the Corporation shall be signed by either the President, First Vice-President or Second Vice-President and by the Secretary, and the Secretary shall affix the seal of the Corporation to such instruments as require the same.
2. 2. Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President and Secretary or by any person authorized by the Board.

ARTICLE XIV BOOKS AND RECORDS

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

ARTICLE XV AMENDMENTS TO THIS BY-LAW:

1. No amendment to this by-law shall be valid unless passed by two-thirds of the members of the Board of Directors present at a meeting to be called for the purpose of considering such by-law, and until ratified by a majority at a general meeting of the Corporation called for the purpose of considering and approving such by-law.

ARTICLE XVI QUORUMS

1. A quorum of the meeting of the Corporation shall require the attendance of not less than sixteen (16) paid up active members of the Corporation. A quorum of the Board of Directors shall consist of not less than eight (8) directors.

ARTICLE XVII VOTING

1. All votes at meetings of the Board of Directors shall be by a show of hands unless a secret ballot shall be demanded by at least two (2) members present at such meeting. All votes at general meetings of the Corporation shall be by a show of hands unless a secret ballot shall be demanded by at least five (5) members present at such meeting. Each active member shall be entitled to one vote.

ENACTED AND PASSED at a meeting of the Board of Directors held on the 4th day of July, 1982. President Secretary

APPROVED at a general meeting of the Corporation held on the 31st day of July, 1982.
President Secretary

BY-LAW NO. 2

LIABILITY OF DIRECTORS

Every Director or Officer of the Corporation or other person 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 from time to time and 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 other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of **his/her** office or in respect of any such liability;
- (b) all other costs, charges and expenses which **He/She** sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by **his/her** own wilful neglect or default.

No Director or Officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss of 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 or supposed execution of the duties of **his/her** respective office or trust or in relation thereto unless the same shall happen by or through **his/her** own wilful act or **his/her** own wilful default.

ENACTED AND PASSED at a meeting of the Board of Directors held on the 4th day of July, 1982. President Secretary

APPROVED at a general meeting of the Corporation held on the 31st day of July, 1982.

President

Secretary

BY-LAW NO. 3

COMMITTEES

There shall be formed five specific Committees with responsibilities as outlined below:

(a) EXECUTIVE COMMITTEE

This Committee shall consist of the President, First Vice-President, Second Vice-President, Treasurer, Secretary, and immediate Past President. These Directors are ex-officio members of all Committees.

(b) LEGISLATIVE COMMITTEE

This Committee shall have the responsibility for working for the preservation at Inverhuron of a clean and quiet environment for members of the Association.

(c) MEMBERSHIP COMMITTEE

This Committee shall have the responsibility for recruiting members for the Association, collecting dues from and maintaining up-to-date membership records.

(d1) SOCIAL COMMITTEE

This Committee shall have responsibility for implementing those social events scheduled by the Board of Directors.

(d2) SPORTS AND RECREATION COMMITTEE

This Committee shall have responsibility for implementing those sports and recreation events scheduled by the Board of Directors.

ENACTED AND PASSED at a meeting of the Board of Directors held on the 5th day of September, 2009. President Secretary
APPROVED at a general meeting of the Corporation held on the 5th day of September, 2009.
President Secretary

(e) BEACH - PARKS - PROPERTY COMMITTEE

This Committee shall have the responsibility for undertaking those activities deemed necessary by the Board to preserve or improve upon those physical facilities which enhance the Inverhuron environment.

(f) SPECIAL REPRESENTATIONS

This Committee shall have the responsibility for undertaking those activities deemed necessary by the Board of Directors

ENACTED AND PASSED at a meeting of the Board of Directors held on the 5th day of September, 2009. President Secretary
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President Secretary

(g) ADVERTISING AND PUBLIC RELATIONS

This Committee shall have the responsibility for all of the advertising and public relations of the IDRA.

ENACTED AND PASSED at a meeting of the Board of Directors held on the 5th day of September, 2009. President Secretary

APPROVED at a general meeting of the Corporation held on the 5th day of September, 2009. President Secretary

(h) COMMUNICATIONS / WEBMASTER

This Committee shall have the responsibility for all Communications for the website, newsletter, recreation and social committee and other communication with the IDRA membership

ENACTED AND PASSED at a meeting of the Board of Directors held on the 5th day of September, 2009. President Secretary

APPROVED at a general meeting of the Corporation held on the 5th day of September, 2009. President Secretary

Each of these Committees shall be chaired by a Director chosen by the Board of Directors. The Board shall have the right to alter the structure and format of committees or add new committees at any time as such need arises.

ENACTED AND PASSED at a meeting of the Board of Directors held on the 4th day of July, 1982. President Secretary

APPROVED at a general meeting of the Corporation held on the 31st day of July, 1982. President Secretary

BY-LAW NO. 4

RESIGNATIONS FROM THE BOARD OF DIRECTORS

The Board of Directors will accept only written resignations by Directors. Resignations must be approved by a majority vote at a Board Meeting. Absence from three consecutive Board Meetings, without notice as to reasons for absence, will be taken as automatic resignation from the Board.

ENACTED AND PASSED at a meeting of the Board of Directors held on the 4th day of July, 1982. President Secretary

APPROVED at a general meeting of the Corporation held on the 31st day of July, 1982. President Secretary

BY-LAW NO. 5

VOTING - PROXIES

All measures in a General Meeting or in a meeting of the Board of Directors shall be deemed "passed" only by a majority vote. This vote must be undertaken according to Article XVII. No

proxies will be allowed to be used in voting at General Meetings. Signed proxies by Directors or Email from a Director(2) may be used by attending Directors at Meetings of the Board of Directors to establish a quorum and to vote on measures presented before the Board.

ENACTED AND PASSED at a meeting of the Board of Directors held on the 4th day of July, 1982. President Secretary

APPROVED at a general meeting of the Corporation held on the 31st day of July, 1982.

President Secretary

(2) **ENACTED AND PASSED at a meeting of the Board of Directors held on the 5th day of September, 2009.** President Secretary

APPROVED at a general meeting of the Corporation held on the 5th day of September, 2009.

President Secretary

BY-LAW NO. 6

ROLE OF THE IMMEDIATE PAST PRESIDENT

The Immediate Past President shall advise and assist the President. The Immediate Past President is an automatic non-elected full voting member of the Board of Directors and the Executive Committee.

ENACTED AND PASSED at a meeting of the Board of Directors held on the 4th day of July, 1982. President Secretary

APPROVED at a general meeting of the Corporation held on the 31st day of July, 1982.

President Secretary

BY-LAW NO. 7

BANK ACCOUNTS/FINANCES

1. The Treasurer must present all accounts payable where individual items total more than Two Hundred and Fifty Dollars (\$250.00) to the Board for approval before payment. Any items below Two Hundred and Fifty Dollars (\$250.00) may be paid out of petty cash. The petty cash fund must not exceed Two Hundred and Fifty Dollars (\$250.00). This amount can be kept in a non-interest bearing account.

ENACTED AND PASSED at a meeting of the Board of Directors held on the 5th day of September, 2009. President Secretary

APPROVED at a general meeting of the Corporation held on the 5th day of September, 2009. President Secretary

2. The President and Secretary must sign all monthly Treasurer's Reports.

3. Moneys in excess of the Two Hundred Dollars (\$200.00) petty cash in the General Fund must be kept in an interest bearing bank account, subject to a two signature withdrawal

(Treasurer and one designated Director).

4.

4. Moneys in the Charitable Trust Fund must be segregated from the General Fund, must be in a separate interest bearing bank account, subject to a two signature withdrawal (Treasurer and one designated Director).

The one designated Director and the Treasurer are responsible for the recording of donations, the issuing of tax exemption receipts, the recording of disbursements from, and fulfilling the legal requirements for reporting activity in this Charitable Trust Fund.

ENACTED AND PASSED at a meeting of the Board of Directors held on the 4th day of July, 1982. President Secretary

APPROVED at a general meeting of the Corporation held on the 31st day of July, 1982.
President Secretary

Note 1

2003 May 22 by Peter Aunger President IDRA

Ray Schumacher signed all these documents as President and Isabel Gillies signed all these documents as Secretary in 1982

Note 2

2006 Nov 27 by Phil Hebert President IDRA

Motion at the Annual Meeting Aug 03 1996 meeting by R Jackson seconded by P.

Montgomery to amend the constitution to allow for a minimum of 7 directors with a quorum of 5. Passed by majority vote.