



Star Lake Woods Association

**Constitution
& By-Laws**

Effective August 18, 2022

SLWA CONSTITUTION

1. Name of Association

The name of the Association will be: "Star Lake Woods Association" (SLWA) and will be a Not-for-Profit association. Star Lake Woods Association was incorporated on January 1st, 2018. [Ontario Corporation Number 1052608-8.].

2. Membership

Membership will be open to any property owners and their immediate families in the area known as Star Lake Woods, including Star Lake Woods Road, Hilltop Lane, and Morningside Drive, in the Township of Seguin, in the District of Parry Sound, upon payment of the annual dues then in effect. The annual dues can be changed by the Board of Directors.

3. Aims of Association

The SLWA will be a year-round, not-for-profit organization whose aims are:

- a) To maintain and improve existing roadways of Star Lake Woods Road, Morningside Drive and Hilltop Lane
- b) To protect the environment in and around Star Lake (including Water Quality)
- c) To encourage the effective practice of safety rules with regards to:
 1. Fire Prevention
 2. Water & Boating Safety - (all watercrafts including motorboats, jet-skis, etc.)
 3. Traffic - (all land vehicles including Automobiles, ATV's, snowmobiles etc.)
 4. Firearms
 5. Wildlife
- d) To be aware of and evaluate proposed further development on Star Lake
- e) To encourage a strong community spirit in the area, and provide a forum for our members to meet and get to know each other
- f) To encourage the privacy and well-being of the members of the SLWA

4. No Purpose of Gain

Star Lake Woods Association will be carried on without purpose of gain for its members, and any income or other accretions will be used in promoting its aims.

5. Organizational Structure

a) Directors: The Association will be managed by a board of seven directors who will be elected at an annual general members' meeting; they will direct the affairs of the association for a term of two years. A director may be elected to serve two additional terms in the same or another office. This does not preclude a return to the board after a lapse of one term. Upon election or appointment, all members of the board will sign the Code of Conduct (Attachment 1).

If there is a vacancy in the number of directors, the vacancy can be filled by the directors if a quorum remains. A quorum will be four directors. If there is no quorum, the remaining directors will call a general meeting to elect directors to the vacant positions until quorum is obtained in keeping with the Corporate Laws of Ontario. On expiration of their final term, if another member is not available to take over a position on the board, and the board member is willing, they may serve an additional term until a replacement is found.

b) Board Meetings: Meetings of directors will take place at least three times a year. A meeting can be held on any date provided the board members receive notice in writing, by regular mail, by e-mail or phone, at least fourteen days before the meeting. A meeting can be held without notice if all directors are present.

c) Decisions by Directors: The directors will seek to arrive at decisions by consensus on all common matters. In the event consensus cannot be reached, decisions will be made by simple majority vote. In the event of a split vote, the President will cast the deciding vote. The Vice Presidents on Star Lake Woods Road/Hilltop Lane and Morningside Drive will have the final say on decisions concerning their respective roads in the event of a split vote.

d) Books and Records: The directors will ensure that all necessary books and records are regularly and properly kept and audited or reviewed on an annual basis. The auditor(s)/reviewer(s) shall inform the board in writing of the completion of the audit/review.

e) Remuneration: Directors will receive no remuneration for acting as directors and will not receive, directly or indirectly, any profit from their positions as directors, but they may be reimbursed reasonable direct expenses incurred in the performance of their duties.

f) Board Roles: The Board of Directors will consist of a President, 2 Vice-Presidents (Star Lake Woods Road/Hilltop Lane and Morningside Drive), Treasurer, Secretary, 2 Directors of Roads (Star Lake Woods Road/Hilltop Lane and Morningside Drive).

g) Committee Members: The Association will have various committees, set out by the Board of Directors. Each committee will be comprised of volunteers from the membership, including at least one leader (chair), and will have a liaison from the Board of Directors.

h) Members: All persons residing in the designated areas will be admitted membership by the Board of Directors upon payment of their annual membership dues.

i) General Meetings: Notice of the Annual General Meeting (AGM) will be sent in writing by the Secretary to every member of good standing at the last known address (regular mail, e-mail) recorded in the records of the Association, and shall be posted on the Association billboard not later than 21 days before the date of the meeting.

Additional General Meetings will follow the same process. Meetings of members will take place at least annually, and more often as needed, as decided by the Board of Directors. Resolutions affecting the Constitution and Bylaws, and election of the Board of Directors will be put to the vote only at a General Meeting of all members. Voting at a General Meeting will be limited to members who have paid their membership dues, each Family Membership will have one vote and may be conducted in person or by signed proxy.

6. Alterations to Constitution and Bylaws

The Constitution and/or Bylaws of Star Lake Woods Association may be altered only by a two-thirds vote at the Annual General Meeting or duly called meeting of members for that purpose and is subject to approval by the Board of Directors.

7. Effective Date

This Constitution will be deemed effective as of August 18, 2022.

SLWA BY-LAWS

1. OBJECTIVES

Star Lake Woods Association (SLWA) is a year-round not-for-profit organization.

The purpose of the SLWA is:

- to protect the environment in and around Star Lake, including the water quality,
- to encourage safety in the forms of fire prevention, water and boating safety, traffic, firearms, and wildlife
- to be aware of and evaluate proposed further development on Star Lake,
- to maintain and improve the roadways in the area of Star Lake Woods Road, including Hilltop Lane and Morningside Drive,
- to encourage good community feeling in the area, and
- to encourage the privacy of information of its members.

2. MEMBERSHIP

a) Members: Membership will be open to any property owners, and their immediate families (one family membership per property) in the area known as Star Lake Woods, including Star Lake Woods Road, Hilltop Lane and Morningside Drive, in the Township of Seguin, in the District of Parry Sound, upon payment of the annual membership dues then in effect.

b) Rights of Membership: Rights of membership include eligibility to vote at meetings, to participate in committees, to attend SLWA functions, to receive notice of meetings and related SLWA documents and communication. Only one vote per family membership will be allowed.

c) Membership Fees: Membership dues will be established annually by the Board of Directors, and for setting the timing, period and duration for which they apply. Dues for any unexpired term of membership are normally not refundable, but the Board of Directors may, in its sole discretion, grant a request for such a refund in extenuating circumstances. Membership dues are cumulative.

d) Special Assessment Fees: The Board of Directors may, from time to time, pass a resolution providing for a special assessment to raise funds for a special purpose of the Association, but such a resolution will not be effective, nor will such an assessment become due and payable, until it is approved by a 70% vote of all members affected.

e) Loss of Membership: Any member who refuses to pay their membership dues will lose their right to membership.

f) Conflict of Interest: Whenever an issue arises when a member (or a person not at arm's length to the member, i.e., a member's relative) has the potential or the appearance of the potential of affecting personal benefit, directly, or indirectly, it is incumbent upon that member to declare a conflict of interest and to abstain from voting and from attempting to influence the vote of other members. This action must be recorded in the minutes of the meeting. Conflict of interest must be considered in the context of meetings of members, the board, or committees.

3. MEETINGS OF THE MEMBERSHIP

a) Annual General Meeting (AGM): An Annual General Meeting of members will be at a date, time, and location decided upon by the Board of Directors. The AGM will discuss, at least the following business, to be set out in the agenda:

- i) Approval of the minutes of the previous Meeting of the Membership.
- ii) Receiving information regarding the planned activities of the Association for the current year.
- iii) Receiving the Treasurer's report from the previous year and a year-to-date account of current fiscal year activities
- iv) Each Road Committee Chair or Road Director will update the membership on past and proposed work on their respective roads, and/or common road.
- v) Members' concerns.
- vi) Receive an estimated cost for the next winter plowing season and discuss funding
- vii) Nominations for vacant or expired board positions for the upcoming term of the board.
- viii) Consideration of any proposed amendments to the Bylaws of the association.

b) Special Meetings: The President may call an additional Special Meeting of the Members whenever needed, and must call a Special General Meeting within 21 days, and convene the meeting within 60 days, when requested to do so by either the majority of the Board of Directors, or on receipt of a petition to do so that is signed by a minimum of twenty percent of the current members.

c) Notice: Notice of all Meetings of the members including the AGM will be sent in writing by the Secretary to every member of good standing, at the last known address (regular mail or e-mail) recorded in the records of the Association and shall be posted on the Association billboard not later than twenty-one days before the date of the meeting.

d) Voting: Voting will be limited to those who have paid their SLWA membership dues. Each Family Membership will have one vote. Voting by signed proxy will be allowed. Resolutions affecting the Constitution and election of the Board of Directors will be put to the vote at the AGM or duly called meeting for that purpose, and no proxy voting will be allowed.

e) Adjournments: Any meeting of the members of the association may be adjourned at any time, and from time to time, and such business may be transacted at such adjourned Meeting(s) as might have been transacted at the original Meeting(s) from which such adjournment took place (i.e., Rain Date). No notice will be required of any such adjourned Meeting other than to those Members present in person at the adjourned Meeting.

f) Quorum: A quorum at any AGM or Special Meeting will consist of a minimum of fifteen voting members and must include more than half of the board members. The President must be present to conduct the AGM of the Association unless they have designated another member of the Board of Directors to chair the meeting.

4. BOARD OF DIRECTORS

Eligibility: Any active member of the association, and their family member who is twenty-one years of age or older, and membership fees are paid up at the time of their nomination or appointment is eligible to stand for one of the seven positions on the Board of Directors. There shall be no more than one board vote per property membership.

No more than two board members can be non-property owners and must be recommended by a property owner who is a family member of the nominated person. Non-property owners may stand for any position on the Board of Directors except President which must be held by the property owner.

The director must remain a member in good standing throughout their term of office. Any directors whose term of office is expiring, and has not reached the end of three terms, will be eligible for re-election.

Term of Office: A director will direct the affairs of the association for a term of two years. A director may stand for re-election to serve two additional terms in the same or another office. This does not preclude a return to the board after a lapse of one term. A term will begin at the end of the AGM at which the board member was elected. Existing directors will be grandfathered for one term if there are not enough new directors to fill the remaining board positions.

Nominations: The election of board members will take place at the Annual General Meeting of the membership, where a new slate of directors to be nominated will be presented by the Vice Presidents, who represent the Nominating Committee. Any additional nominations will come from the floor to be added to the slate, and a member of the association must second a nomination from the floor. Any member present who meets the eligibility requirements may have their name added to the slate upon nomination. If the total nominated to the board exceeds the maximum number of directors allowed, then the composition of the board will be determined by secret ballot or show of hands. No election of a Board Member is effective without verbal consent given prior to the election. A separate communication will be emailed or mailed to the members not later than ten days prior to the AGM identifying the number of board vacancies, with potential candidates.

Board Transition: In order to ensure continuity, the Board will attempt to have no more than four members change after any given term, and to the degree possible, directors will be elected so that not all directors' terms fall due in the same year. Past directors will be encouraged to attend one additional board meeting after their term is up, and the Past President will be invited to directors' meetings for one year. All directors will promptly turn over to their successors all funds, securities, correspondence and property in their possession, of whatsoever nature, that belong to the association.

Vacancies: If there is a vacancy in the number of directors, the remaining directors have the discretion to select, if they choose, individual(s) from the membership who are qualified to fill the vacancy; otherwise, such vacancies may be filled at the next AGM. The board member status for the selected individuals in these specific cases will only remain in effect until the next scheduled general

meeting, upon which placement must be voted upon by the membership. However, if there is no quorum of voting members within the existing members of the board of directors, the remaining members must call a meeting of the general membership to fill the vacancy.

An office of director will be automatically vacated:

1. If a director resigns their office by delivering a resignation by written letter or email to the President or Secretary of the association.
2. If a director ceases to meet the requirements of membership.
3. If the Board of Directors makes a recommendation for discharge, and it is brought to a board meeting where it is passed by a two-thirds majority vote of all elected Board members.
4. If they miss two or more consecutive board meetings without cause (as decided by a quorum of the Board);
5. For non-payment of membership dues.
6. If they have sold all their property in the designated SLWA area.
7. If they are found to be of unsound mind.
8. On death.

Meetings of Directors: Meetings of Directors will take place a minimum of three times a year at such a place decided on by the President. A meeting can be held on any date provided the directors receive notice in writing (by regular mail or e-mail) at least fourteen days before the meeting. A quorum of the current Directors is required and must include at least two of the following: the President, a Vice President, Treasurer and Secretary to carry on official business.

A meeting can be held without notice if all directors are present. Minutes of board meetings will be kept. A board meeting may also be held by means of telephone/video conference or similar communication which enables all members participating in the meeting to hear and speak to each other simultaneously and instantaneously, and a director participating in such a meeting, by such means will be deemed to be present at that meeting.

Every Director will respect the confidentiality of matters brought before the Board and meetings.

Voting by Directors: The directors will seek to arrive at decisions by consensus. In the event consensus cannot be reached, decisions will be made by majority vote of 50% plus one vote. Each director present at a board meeting, including the President, will be entitled to one vote. In the event of a split vote regarding common issues, the President will cast the additional deciding vote. The Vice Presidents on Star Lake Woods Road/Hilltop Lane and Morningside Drive will have the final say on decisions concerning their respective roads in the event of a split vote. Voting will take place by show of hands unless a director requests a vote by secret ballot. After the vote, the President will declare whether the motion has been carried or not, and it will be reflected in the minutes. Proxy voting is allowed.

Governance: The Board will attempt to make proposals in the best interest, and in compliance with the aims, and policies of the association: these proposals will be presented to the general membership for approval. The board is empowered to resolve personal conflicts that may arise from time to time. Board decisions in these matters can only be overturned by a two-thirds majority present at a general meeting.

Books and Records: The directors will ensure that all necessary books and records are regularly and properly kept, including required tax and corporate information returns.

Remuneration: No board member will receive remuneration for acting as a director and will not receive directly or indirectly any profit from their positions as directors, but they may be reimbursed reasonable expenses incurred in the performance of their duties.

Indemnification of Directors: Each director of the association, their heirs and assigns will be indemnified and held harmless by the Association from all claims, costs, or expenses arising from any action brought against them as a result of the execution, in good faith, of their duties as a director of the association. This indemnification does not include any claims, costs, or expenses arising from the Directors' intentional wrongful acts or fraudulent activity.

Insurance for Directors: The association may purchase and maintain such insurance for the benefit of its Board of Directors, as the board may determine from time to time.

Duties of the Board of Directors: The Board of Directors will rule on major decisions and recommendations of the general membership where required in keeping with the purpose, aims, and objectives of the association, in the interests of its members. They will enact any by-laws or regulations passed by the general membership where it is deemed necessary or required.

Roles of Directors: The roles of the directors will be: President, two Vice-Presidents, Treasurer, Secretary, and two Directors of Roads. The board may reassign duties within the board, according to the time and talents of each board member, so long as all board functions are fulfilled. To be eligible for the office of President, a candidate should have served as a member of the SLWA Board of Directors for at least one year prior to election.

Duties of the President

- Sets and chairs all general meetings and those of the Board of Directors.
- Ensures committee reports come to each board meeting and that good communication is maintained.
- Reports regularly to the board on matters of interest.
- Ensures that the affairs of the association are carried out in accordance with the SLWA Constitution and By-laws.
- Acts as Chief Officer of the organization and represents the Association in the Community.
- Sees that all functions and resolutions of the Board and membership are carried out.
- Is responsible for the newsletter being sent to members.
- Delegates responsibilities to achieve the organization's goals.
- Has cheque signing authority.
- Is an ex-officio member of all committees.
- Leads the Environment and Safety Committee

Duties of the Vice-President(s)

- Performs the duties of the President in their absence.
- Works closely with the President to assist in their duties.
- Monitor adherence by the board to all existing policies and inform the board with respect to any inconsistencies between existing policies and a proposed policy.
- Be available to assist any director requiring assistance in the completion of their functions.
- Acts as "process guide" (points out when speakers have gone off track from the agenda) and timekeeper for the association's general meetings.
- Carry out duties as assigned by the board or President.
- Works in conjunction with the respective road director regarding decisions on maintenance of individual roads.
- Is a member of the respective Road Committee.
- One Vice President leads the Nominating Committee.
- One Vice President leads the Recreation and Welcome Committee.

Duties of the Treasurer

- Receives and deposits membership dues, and other incoming monies including member fees for winter plowing and funds raised by the Communication Committee
- Issues invoices to members for annual membership dues winter plowing fees and to collect funds raised by the Communication Committee
- Pays invoices.
- Allocates funds to the appropriate accounts (see Funds Allocation).
- Keeps incoming dues/ fees separate according to what road the dues/fees are paid for.
- Acts as custodian of government records of the association.
- Ensures an accurate account of monies received and expended.
- Submits to the Board of Directors, an annual written report of the financial affairs of the association.
- Presents a financial report to be reviewed or audited within 120 days of the end of the financial year.
- Presents a financial summary for the membership at the Annual General Meeting, which is to be included with the Annual Meeting Agenda, and in the minutes of the Annual General Meeting.
- The treasurer will work with the road managers to advise how much money is available for use on each section of the road.

- Has cheque signing authority.
- Carry out duties as assigned by the Board or the President.

Duties of the Secretary

- Ensures that minutes of all general and board meetings are recorded and distributed to the board within one month, for any changes.
- Maintains minute books, records, and correspondence and corporate seal.
- Ensures members are given proper notice of all meetings, agendas for upcoming meetings and minutes of previous meetings.
- Ensures receiving and distribution of all necessary information to members.
- Updates constitution and by-laws as required, with all related motions and dates.
- Maintains a list of SLWA property owners that includes addresses, phone numbers and e-mail addresses.
- Acts as custodian of all books, papers, documents and other records of the Association except to the extent that the treasurer or other director have been appointed for that purpose.
- Designates the role of meeting recorder if they are unable to attend a meeting.
- Has cheque signing authority.
- Carries out duties as assigned by the Board, or the President.
- Leads the Communications Committee.

Duties of Directors of Roads

- Ensures that the roads are maintained to the highest possible standard year-round, as agreed to by the Board of Directors.
- Identifies contractors and sub-contractors for road repair, maintenance, and winter plowing.
- Provides regular updates to the Board with respect to road maintenance/repairs.
- Works in conjunction with the respective vice president and road committees regarding decisions on maintenance pertaining to respective roads.
- Leads their respective Roads Committees.

5. COMMITTEES

Star Lake Woods Association will have 6 ongoing Committees that will help with the aims of the Association. Each committee can be comprised of board members and/or general members of the association and will have a leader. The leader will direct the affairs of that committee to ensure that the committee's activities are reported to the board on an ongoing basis. Committees should meet as often as required to carry on their duties. The President of the Association will be an ex-officio member of all Committees.

Ad hoc or sub-committees may be struck by the association from time to time. These special committees will be automatically dissolved upon the completion of their special task.

The ongoing standing committees are:

Road Committees (2): There will be two road committees, one for Star Lake Woods Road/Hilltop Lane and one for Morningside Drive. These committees will report to their respective Director of Roads along with their respective Vice Presidents and will aid and assist in the duties set out in the role of Directors of Roads. Each road committee will be responsible for the development and implementation of a road maintenance plan. The decisions on summer maintenance of the common road will be shared by the two committees and the expenses will be allocated in accordance with the proportional funding policy in effect.

Environment & Safety Committee: To monitor the environmental health of the Star Lake (and the surrounding lands), to identify threats that could materially affect that health; to promote good stewardship practices that will aid in the sustainability and enhancement of the lake; to ensure that Star Lake environmental concerns are fairly and accurately represented in decision making by the Township and District. This committee is also our eyes and ears on what is happening in boating safety and other recreational activities. Our mission is to monitor, assess and make recommendation for safety issues in the Star Lake Woods area and on Star Lake. This committee will report to the President.

Recreation & Welcome Committee: To plan and carry out the Associations Social events, and welcome new cottagers to the Association. This committee will report to a Vice President.

Communications Committee: To help prepare communications and website content in conjunction with the President and Secretary for the purpose of keeping members aware of the goings on of SLWA. From time to time this committee will also engage in activities to raise funds to be allocated towards winter plowing costs. This committee will report to the Secretary.

Nominating Committee: There will be a Nominating Committee composed of both Vice Presidents of the board, to fill vacancies in the board for the upcoming term and present the new slate of directors at the Annual General Meeting.

6. FUNDS

The funds of the corporation will be in the keeping of the Treasurer, who will deposit these in a chartered Canadian bank or trust company and will make payments for the corporation from the said account.

The signing directors are the President, Treasurer and Secretary. All cheques must be authorized by the President and approved by the majority of board members. Each cheque must be signed by two authorized signatories.

PROPORTIONAL FUNDS ALLOCATION POLICY FOR ANNUAL MEMBERSHIP DUES

Money collected from the annual membership dues of members of the Star Lake Woods Association will be kept in three separate bookkeeping accounts for:

- A) Star Lake Woods Road/Hilltop Lane's funds
- B) Morningside Drive's funds
- C) Contingency Fund for Common Road Repairs (suggest a balance be kept at \$4000; 70% will be taken from Star Lake Woods Road/Hilltop Lane fees, and 30% will be taken from Morningside Drive fees).

Common expenses, including things such as Water Testing, Social Events, Administration Fees, etc. will be withdrawn in the same proportions. 70% of the amount owing, out of account A (Star Lake Woods Road/Hilltop Lane), and 30% of the amount owing, out of account B (Morningside Drive).

All expenses for the summer maintenance of the Common Road and all other common expenses for the summer period will be paid by Star Lake Woods Road/Hilltop Road and Morningside Drive on a 70/30 percentage basis.

The 70% of the summer road expenses allocated to Star Lake Woods Road/Hilltop Lane will be paid out of the Star Lake Woods/Hilltop ledger account and the 30% allocated to Morningside Drive will be paid out of the Morningside ledger account.

The expenses for the Common Road will take precedence over the expenses for the separate Star Lake Woods Road/Hilltop Lane and Morningside Drive portions of the road. If no money is available to cover the expenses for the other portions of the road after the expenses for the Common Road have been paid, the cottagers responsible for those expenses will be asked to contribute funds over and above their membership dues to cover the expenses.

WINTER PLOWING FUNDING POLICY

The winter plowing fees will be charged to each member by separate invoice to a total plus contingency needed to pay the subcontractor who is plowing the roads. The expenses for the winter snow plowing will be charged to the members based on a usage tier-system approved by majority vote present at each annual AGM. Funds collected will be credited to a separate Winter Road ledger account and the subcontractor invoice will be paid from said account.

7. FISCAL YEAR

The fiscal year will be from January 1 to December 31.

8. AMENDMENTS

Amendments to these by-laws may be made by a two-thirds majority vote of all members present and in good standing at a duly called meeting. Amendments must be distributed to the membership at least fourteen days before the meeting.

9. RULES OF ORDER

"Roberts Rules of Order" will govern all meetings when not inconsistent with these by-laws or other governing documents or laws affecting the Association.

10. EFFECTIVE DATE

These By-laws will be deemed effective as of August 18, 2022

STAR LAKE WOODS ASSOCIATION

Code of Conduct for the Board

The Board of Directors of an incorporated, non-profit organization is legally responsible for the governance of the organization. Within that mandate is the expectation that the board will develop, implement and monitor policies that will allow the organization to carry out its work.

A board is elected by, and is accountable to, its membership. While a board may appoint committees to carry out specific work related to its services, the board is ultimately responsible for meeting organizational outcomes.

Collectively, the board must:

- Collect income, manage the income and approve the disbursements; Ensure transparency to members.
Evaluate the work of the board of directors and ensure continuous renewal of the board, and plan for succession.
- Ensure that if a board member cannot or will not support the decisions of the board outside the board meetings, the conduct of this board member will be investigated, the member in question will be made aware of the issue and will be subject to removal from the board upon a 2/3 majority vote by the board.

Individually, each board member must:

- Act in the best interest of the whole organization and all its members.
- Understand the roles and responsibilities of being a board member.
- Be familiar with the organization's bylaws, mission and vision.
- Ensure he/she avoids conflicts of interest including operating in the best interest of the organization, not in self-interest or the interest of a stakeholder group.
- Respect confidentiality that pertains to membership and board discussions.
- Keep informed about the organization's financial activity and legal obligations.
- Bring his/her own skills, experience and knowledge to the organization.
- Attend board meetings regularly and be prepared for the meetings.
- Support board decisions once they have been voted on.
- Commit to treat and behave towards all members in an appropriate and respectful manner. Allegations of any kind of abuse will immediately be investigated by the board, and, if confirmed, will result in removal of the board member by a 2/3 majority vote by the board.

Signed in agreement with the above:

Signature of board member

Name of board member

Date