

# BY-LAW OF THE BAY OF ISLANDS COMMUNITY ASSOCIATION

(the “Corporation” or the “Association”)

*Passed at the Annual Members’ Meeting of the Association on 22nd day of February, 1992*

*Amended at the Annual Members’ Meeting of the Association on 4th day of August, 2018*

*Repealed and Replaced by Special Resolution of the Members of the Association on **July 27, 2024***

BE IT ENACTED as a By-law relating generally to the conduct of the activities and affairs of the Association as follows:

## **Name of Organization**

The name of this organization shall be “The Bay of Islands Community Association” or “BICA”.

## **Geographic Location**

The geographic area named as “Bay of Islands” is defined as the eastern region of the North Channel in the Province of Ontario.

## **Article 1 - Purpose**

- 1.1. The purpose of the Bay of Islands Community Association is to represent the interests of the members and residents in an endeavor to foster a harmonious community spirit, to promote conservation of wildlife, and to preserve the unique characteristics of the area whether this be undertaken independently, or in cooperation with the various levels of government, other entities, organizations, or individuals.

## **Article 2 - Interpretation**

### **2.1. Definition**

In these By-Laws:

“**Association**” means The Bay of Islands Community Association.

“**Act**” means the *Not-for-Profit Corporations Act, 2010* (Ontario), including regulations made pursuant to the Act, and any amendments, statutes or regulations that may be substituted from time to time.

“**Articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, dissolution or revival of the Corporation or letters patent, supplementary letters patent or a special act issued to the Association.

“**Auditor**” means a person permitted to conduct an audit or review engagement of the Corporation under the *Public Accounting Act, 2004*, and who is independent of the Corporation, any of its affiliates, and the Directors and officers of the Corporation and its affiliates.

“**Board**” means Board of Directors of The Bay of Islands Community Association.

“**By-law**” means this by-law and any other by-law of the Corporation as amended which are, from time to time, in force and effect.

“**Director**” means an individual who is a member of the Board, [elected by the Members](#).

“**Chair**” means the [President and Chair of the Board](#).

**“Extended Family Member”** means a person related to a Full Member, who may be appointed proxy in accordance with **article 10**.

**“Extraordinary Resolution”** means a resolution that is:

- i. submitted to a special Meeting of Members of the Corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least 80 per cent of the votes cast, or
- ii. consented to in writing by each Member of the Corporation entitled to vote at a Meeting of Members;

**“Meeting of Members”** means an annual meeting, a special meeting, or an annual and special meeting of Members.

**“Member”** means an individual who has been admitted to membership in the Corporation pursuant to the provisions of this By-law and whose membership has not been terminated in accordance with the Act and the By-law.

**“Membership Director”** means an individual who has been tasked by the Board to maintain, or cause to be maintained, a record of all Members with their names, addresses, and other information pertinent to the Association.

**“Notice”** shall be given in the manner set out in **article 13**.

**“Officer”** means an individual only in charge of specific tasks and duties involved with running a non-profit based on their position. Directors can also hold officer positions. The Board appoints officers to carry out specific jobs. Officers cannot vote on Board decisions, unless they are also a Director.

**“Special Resolution”** means a resolution that:

- i. is submitted to a special Meeting of Members of the Corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or
- ii. consented to in writing by each Member of the Corporation entitled to vote at a Meeting of Members of the Corporation.

**“Vice-Chair”** means the Vice-President and Vice-Chair of the Board.

## 2.2. **Categorization under the Act<sup>1</sup>**

At the coming into effect of these By-Laws, the Corporation is deemed not to be a Public Benefit Corporation as it does not meet the test for a Public Benefit Corporation under the Act. The Directors shall review this designation annually. For the purposes of these By-laws, **“Public Benefit Corporation”** means (i) a charitable corporation, or (ii) a non-charitable corporation that receives more than \$10,000 or other amount prescribed by the regulations in a financial year, (a) in the form of donations or gifts from persons who are not members, directors, officers or employees of the Corporation, or (b) in the form of grants or similar financial assistance from the federal government or a provincial or municipal government or an agency of any such

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<sup>1</sup> While not technically required to be included in the By-laws, 2.2 and 2.3 are important information for future boards to be aware of.

government.

### 2.3. **Dispensing with audits**

If the Corporation is a Public Benefit Corporation, the Members may pass an Extraordinary Resolution:

- (a) to have a review engagement instead of an audit in respect of the corporation's financial year if the corporation had annual revenue in that financial year of more than \$100,000 or such other prescribed amount and less than \$500,000 or such other prescribed amount by the Act from time to time; or
- (b) to not appoint an Auditor and to not have an audit or a review engagement in respect of the corporation's financial year if the corporation had annual revenue in that financial year of \$100,000 or less or such other prescribed amount by the Act from time to time.

2.4. Other than as specified in **section 2.1**, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

## Article 3 - Membership

3.1. Subject to the Articles, there shall be three classes of membership in the Association:

- 3.1.1. Full Membership.
- 3.1.2. Associate Membership.
- 3.1.3. Honorary Life Membership.

3.2. Membership in the Corporation shall be available to persons interested in furthering the Corporation's purposes, and who have applied for and been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board. The following conditions of membership shall apply:

- 3.2.1. Full Membership - All existing members who are in good standing at the time of passage of the By-Law will continue as Full Members and will be permitted to attend meetings, to vote at meetings, to serve on Committees, and to receive mailings. Others may be added as provided for in this By-Law.
- 3.2.2. Associate Membership - All existing Associate Members in good standing at the time of passage of the By-Law will continue as Associate Members. Any individual or entity, supportive of the objectives of this Corporation may apply for this class of membership, **without** voting privileges, but with rights to attend meetings and to receive mailings.
- 3.2.3. Honorary Life Membership - Individuals who the Board recognizes as having made a meaningful and lasting contribution to the Bay of Islands Community Association (BICA) may be named Honorary Life Members. This contribution could be a singular act or a series of actions that have made a difference in the efforts of the BICA through environmental initiatives, political action, membership drives, fundraising, long standing volunteerism or any other contribution deemed appropriate by the Board.

Recipients must have been a BICA volunteer, Board Member or otherwise, and need not have been a former President.

- 3.2.3.1.** Life Members may be nominated by the BICA Board of Directors or the membership at large. All nominations, submitted in writing to the Board, shall be considered by the Board. The BICA Board shall have the final say on who will be awarded an Honorary Life Membership. Honorary Life Members shall be recognized at the subsequent Annual Members' Meeting.
- 3.2.3.2.** Posthumous Honorary Life Memberships will be considered by the Board, based upon the same criteria.
- 3.2.3.3.** The Board Secretary shall maintain a list of Honorary Life Members and the date of their election.

- 3.3.** Except for any restrictions placed on voting rights as outlined in **article 10**, all classes of membership are entitled to enjoy all privileges of membership, including receiving notice of and attending all Meeting of Members.
- 3.4.** Subject to the Act and the Articles, a non-voting Member shall not be entitled to vote at Meetings of the Members of the Corporation.
- 3.5.** Membership in good standing is conferred on an annual basis through payment of annual dues. All existing Members of any class who are in good standing at the time of passage of these By-laws shall continue as Members.
- 3.6.** Membership in the Corporation is not transferable.
- 3.7.** Membership shall lapse for any Member who has not paid their annual dues [by the end of the calendar year](#) following the mailing or emailing of the annual dues notice, [with the exception of Honorary Life Members](#).
- 3.8.** A membership in the Corporation is terminated when:
  - 3.8.1.** the Member dies or resigns;
  - 3.8.2.** the Member is expelled or their membership is otherwise terminated in accordance with the Articles or By-laws;
  - 3.8.3.** the Member's term of membership expires; or
  - 3.8.4.** the Corporation is liquidated and dissolved under the Act;
- 3.9.** Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.
- 3.10.** **The Board shall have authority to discipline, suspend or terminate the memberships of any Member for any one or more of the following grounds:<sup>2</sup>**
  - 3.10.1.** violating any provision of the Articles, or any By-laws or written policies of the Corporation;
  - 3.10.2.** carrying out any conduct which may be detrimental to the Corporation as

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<sup>2</sup> ONCA sets out a specific minimum procedure that must be followed before a member is removed. Articles and bylaws can add to this procedure but they cannot take away from it.

determined by the Board in its sole discretion; or

- 3.10.3. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

3.11. **Procedure for Discipline, Suspension or Termination:**<sup>3</sup>

- 3.11.1. Upon 15 days' notice to a Member, the Board may pass a resolution authorizing disciplinary action, suspension or the termination of membership for any of the reasons set out in **section 3.10**.
- 3.11.2. The notice shall set out the reasons for the proposed disciplinary action, suspension or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action, suspension or termination of membership.
- 3.11.3. If written submissions are received, the Board shall consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further 10 days from the date of receipt of the submissions.
- 3.11.4. Subject to the Act, the Board's decision shall be final and binding on the Member, without any further right of appeal.

- 3.12. Resignation – Any Member may resign at any time upon giving thirty days written notice. No return of dues paid can be made.

**Article 4 - The Board of Directors**

- 4.1. The affairs and the property of the Corporation shall be managed and supervised by a variable Board of Officers and Directors. The Board shall consist of the Directors to be elected by the Members to give reasonable geographic representation to the various areas in the region, as well as to bring diversity of skill or expertise to the Board. **Quorum for meetings of the Board shall be as defined in section 8.3**. The Board of Directors shall be elected by a majority vote of those Members present at the annual meeting as defined in **article 9.1**. Within one month of the annual election of the Board of Directors, they shall elect from their own number a President, a Vice President, a Secretary, and a Treasurer.
- 4.2. The number of Directors to be elected at the annual Meeting of the Members shall be comprised of the fixed number of Directors within the range of a minimum of seven (7) and a maximum of **thirteen (13)**. Directors as determined from time to time by the Members by Special Resolution or, by resolution of the Board. A decrease in the number of Directors does not shorten the term of an incumbent Director.
- 4.3. **Qualifications**<sup>4</sup>:
  - 4.3.1. **Each Director shall be an individual who is not less than 18 years of age. No person shall be a Director who has been found under the Substitute**

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<sup>3</sup> These procedures come directly from ONCA and must be followed before a member is removed.

<sup>4</sup> These requirements are directly from ONCA.

*Decisions Act, 1992* or under the *Mental Health Act, 1990* to be incapable of managing property, who has been found to be incapable by any court in Canada or elsewhere, or who has the status of a bankrupt.

4.3.2. A Full Member or Honorary Member in good standing is eligible for election to the Board of Directors.

4.3.3. Prior to becoming a Director, or within ten days of such a Director being elected or appointed, the Director shall execute a consent to act<sup>5</sup> in the form determined by the Board from time to time. If a Director is re-elected or reappointed without a break in the term of office, no consent is required.

4.3.4. Each Director must satisfy all other requirements for being a Director under the Act and this By law.

4.4. The term of a Director shall be three (3) years.

4.5. Directors of the Corporation shall be elected for a term of three (3) years by the Members and shall serve until their successors have been elected. Directors shall be eligible for re-election for further three-year terms.

4.6. Each Director shall hold office until a successor is duly elected and qualified or until the earliest of the Director's death, resignation, disqualification, or removal.

4.7. The Board of Directors shall meet at such times and such places as directed by the President. If fifty (50%) percent of the Directors so request in writing, the Secretary shall call a meeting of the Board. Questions arising at any meeting of Directors shall be decided by a majority of votes except as particularly specified by these By-laws. The President shall cast a vote only if the vote would change the outcome.

4.8. A Director may resign at any time by delivering written notice to the Board or its President.

4.9. Vacancies on the Board, however caused, may so long as a quorum of Directors remain in office, be filled by the Directors as they shall deem necessary. Otherwise, the vacancies shall be filled at the next annual meeting of the Association at which the Directors for the next ensuing term are elected.

4.10. The Members may remove any elected Director before the expiration of their term and may appoint any qualified Member of the Association in their stead for the remainder of the term, by passing a resolution with a two thirds majority of the votes cast at a Meeting of Members of which notice has been given of the intent to vote on such resolution.

4.11. Any Officer may be removed from their position by a resolution passed by a majority of the Directors present at a properly constituted meeting of the Board called for that purpose. A notice of such a meeting indicating this action must be sent to Directors thirty (30) days in advance.

4.12. A Director shall act honestly and discharge the duties of a Director in good faith, in a manner that the Director reasonably believes to be in the best interest of the Association and with the care, diligence and skill an ordinary prudent person in a like position would exercise under similar circumstances. A Director is not liable for any action taken as a Director, or any failure to take any action, unless the same is occasioned by a Director's

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<sup>5</sup> In a director's "consent to act", an individual agrees in writing to be a director of a nonprofit. Every director who is elected or appointed needs to sign a consent.

own willful neglect or default.

- 4.13. A Director shall not receive remuneration for acting as such. A Director may be reimbursed, subject to the approval of the Board, for any out-of-pocket expenses incurred in attending Board, committee or Member meetings, or expenses incurred in the performance of official Association duties. Nothing herein contained shall be construed to preclude any Director from serving the Corporation as an officer or in any other capacity and receiving compensation therefor.
- 4.14. The Board shall not enter into any business arrangement with the Association in which they have a pecuniary interest either directly or indirectly except with respect to a written and sealed quotation in response to a request for proposal. If a Director has any interest it shall be declared and the Director shall refrain from voting on the matter, in compliance with the conflict of interest provisions of the Act.
- 4.15. A Director or officer shall disclose to the Corporation the nature and extent of any interest that the Director or officer has in a material contract or material transaction, whether made or proposed, with the Corporation, in accordance with the manner and timing provided in the Act.
- 4.16. The Board of Directors shall have such other duties as may be outlined in these By-laws and have all general powers necessary to conduct the affairs of the Association.

#### **Article 5 - Protection and Indemnification<sup>6</sup>**

- 5.1. The Directors shall not be under any duty or responsibility related to any contract, act or transaction done and entered into in the name of the Association except such as shall have been submitted to and authorized or approved by the Board.
- 5.2. To the extent that the Association's insurance covers the claim, the Association shall indemnify any Director of the Association against reasonable expenses and against liability incurred by a Director in a proceeding in which they were a party because they were a Director of the Association. These indemnity rights shall not be deemed to exclude any other rights to which the Director may otherwise be entitled.
- 5.3. To the extent that the Association's insurance covers the claim, the Association, by its Board of Directors, may indemnify in a similar manner any employee, officer, former employee or former officer of the Association with respect to any action taken or not taken in their capacity as an employee or officer.
- 5.4. The Association shall not indemnify an individual under this article 5, unless (a) the individual acted honestly and in good faith with a view to the best interests of the corporation or other entity, as the case may be; and (b) the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, and the individual had reasonable grounds for believing that his or her conduct was lawful.
- 5.5. The Association may purchase and maintain insurance for the benefit of a Director or officer against (a) any liability incurred by the individual in the individual's capacity as a Director or officer of the Association; or (b) in the individual's capacity as a Director or officer, or a similar capacity, of another entity, if the individual acts or acted in that capacity

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<sup>6</sup> ONCA allows nonprofits to buy insurance to secure directors and officers against damages they may do to the nonprofit. The bylaws may say what your nonprofit's rules on indemnification and insurance are, but they do not have to. In this case it has been included because it is important information or future board members to be aware of.



at the Corporation's request.

#### **Article 6 - Employees of the Association<sup>7</sup>**

- 6.1. The Board shall have the power to employ one or more individuals on either a full-time or part time basis, as required to affect the needs of the Association.
- 6.2. Subject to any employment agreement, an employee may be terminated at any time without cause, by a two-thirds majority vote of the Board of Directors.
- 6.3. Subject to any employment agreement, an employee may resign his or her duties at any time with two weeks' notice to the President of the Board of Directors.
- 6.4. The responsibilities of any employee shall be outlined in a position description approved by a majority of the Board of Directors.
- 6.5. An employee may be invited to attend a meeting of the Board of Directors, but shall have no voting rights at these meetings.

#### **Article 7 - Officers of the Board**

- 7.1. The Board may, from time to time, designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A Director may be appointed to any office of the Corporation. Two or more offices may be held by the same individual.
- 7.2. Officers of the Corporation shall be elected for a term of three (3) years by the Board of Directors and shall serve until their successors have been elected. Officers shall be eligible for re-election for further three-year terms.
- 7.3. The Board shall appoint annually from amongst the Directors of the Association, a President or Co-President<sup>8</sup>, a Vice-President, a Secretary and a Treasurer.
- 7.4. The Board shall appoint a President or Co-President, who shall be a Director. The President or Co-President when present shall preside at all meetings of the Board of Directors and of the Members. The President or Co-President shall have such other duties and powers as the Board may specify. The President or Co-President shall:
  - 7.4.1. Be charged with general supervision of the business and affairs of the Association;
  - 7.4.2. Preside at all meetings of the Board and Members of Association;
  - 7.4.3. Call the meetings of the Board and Special Meetings of the Corporation whenever they deem necessary, when a majority of the Board directs, or as directed by this By-Law;
  - 7.4.4. Confirm the members and designate the chairperson of all committees

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<sup>7</sup> New addition to the bylaws for information only. Not an ONCA requirement.

<sup>8</sup> Co-President was included in the original BICA bylaws, presumably to allow multiple people to share the position of President. ONCA allows this - "Your bylaws or articles can say what officers the board can appoint. They can also limit the board's ability to create new officer positions. If your articles or bylaws do not set any limits, then the board has the right to set up any office, appoint officers, say what their responsibilities are, and what rights they have."



except where otherwise provided;

- 7.4.5. Be a member ex-officio of all committees;
- 7.4.6. Represent the Association officially and be the authorized spokesperson for the Corporation;
- 7.4.7. The President or Co-President shall sign all written contracts and obligations of the Corporation, except cheques;
- 7.4.8. The President or Co-President shall have such other duties and powers as the Board may specify from time to time.

7.5. The Board shall appoint a Vice-President, who shall be a Director. If the President or Co-President is absent or is unable or refuses to act, the Vice-President, if any, shall, when present, preside at all meetings of the Board of Directors and of the Members. The Vice-President shall have such other duties and powers as the Board may specify. The Vice-President shall:

- 7.5.1. Have all the powers and perform all the duties of the President in the absence or disability of the President;
- 7.5.2. Have other powers and duties as may from time to time be assigned by the Board or President.
- 7.5.3. Assist the President in the performance of their duties.
- 7.5.4. Succeed to the office of the President in case of a vacancy until a successor can be chosen according to the provisions of **section 4.9**.

7.6. The Board shall appoint the Secretary of the Board. The Secretary shall:

- 7.6.1. Prepare all minutes of meetings of the Board and of the Members and keep a record of same. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings.
- 7.6.2. Attend to the Association's official correspondence;
- 7.6.3. The Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, and Auditor (should one be appointed) of all meetings of the Board or the Members of Association/ the Secretary may delegate this duty to the Membership Director.
- 7.6.4. Advise the Members of the results of elections and newly elected officers of the Board;
- 7.6.5. Maintain, or cause to be maintained, a record of all Members with their names, addresses and all other information pertinent to the Association. The Secretary may delegate this duty to the Membership Director;
- 7.6.6. Be the custodian of all official documents, minutes, contracts, etc. belonging to the Association;
- 7.6.7. Distribute correspondence, notices, data, etc. to the Members, to the Board and to others as directed by the President;

- 7.6.8. File appropriate notices with various governments in order to ensure that the Corporation's obligations to provide information remains current;
  - 7.6.9. Perform such other duties as may be established from time to time by resolution of the Board or as the Board may direct.
- 7.7. The Board shall appoint the Treasurer of the Board. The Treasurer shall:
- 7.7.1. Keep full and accurate records of all property of the Association and of all receipts and disbursements of the Association in proper books of account;
  - 7.7.2. Disburse the funds of the Association under direction of the Board and render to the Board at each meeting or whenever required by the Board and account of all transactions and of the financial position of the Association;
  - 7.7.3. In conjunction with the chair of the membership committee, collect and deposit funds received by the Association into a bank account approved by the Board;
  - 7.7.4. In conjunction with the chair of the membership committee, collect all dues from members and keep an accurate record of each Member's contributions.
  - 7.7.5. Prepare a budget at the request of the Board of the following year's receipts and disbursements for consideration of the Board;
  - 7.7.6. Prepare all reports required under any Act or regulation of the Province of Ontario;
  - 7.7.7. Submit to the Members an annual written report on the financial affairs of the Corporation;
  - 7.7.8. Turn over to a successor within fourteen (14) days all books, records, funds, correspondence, receipts, or any material whatsoever belonging to the Corporation;
  - 7.7.9. Make all arrangements to have all accounts audited when directed by the President of the Board.
  - 7.7.10. Perform such other duties as may be established from time to time by resolution of the Board or as the Board may direct.
- 7.8. All cheques on Corporation bank accounts shall be signed by such persons as may be named by Resolution of the Board from time to time.
- 7.9. All written contracts or obligations<sup>9</sup> of the Association shall be approved by resolution passed by a majority of votes cast by the Board and signed by the President and Secretary or Treasurer.
- 7.10. The Board may remove, whether for cause or without cause, any officer of the Corporation,

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<sup>9</sup> Obligation is referring to Debt Obligations, which are promises made by an organization to pay a certain amount of interest in addition to the principal in exchange for a loan.

who is not also a Director<sup>10</sup>. Any officer may be removed from their position by a resolution passed by a majority of the Directors present at a properly constituted meeting of the Board called for that purpose. A notice of such a meeting indicating this action must be sent to Directors thirty (30) days in advance.

7.11. Unless so removed, an officer shall hold office until the earlier of:

- 7.11.1. the officer's successor being appointed;
- 7.11.2. the officer's resignation;
- 7.11.3. such officer ceasing to be a Director (if a necessary qualification of appointment); or
- 7.11.4. such officer's death. If the office of any officer of the Corporation shall be or becomes vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

7.12. The Board may from time to time and subject to the Act, vary, add to, or limit the powers and duties of any officer.

#### Article 8 - Directors' Meeting

- 8.1. Meetings of the Board may be called by the President of the Board, Vice-President of the Board or by any two Directors. If fifty percent (50%) of the Directors so request in writing, the Secretary shall call a meeting of the Board.
- 8.2. The Board shall hold a meeting as soon as reasonably possible following the Annual Meeting of the Members for the purpose of organization, the appointment of officers and the transaction of any other business, and no notice shall be required for this meeting.
- 8.3. Subject to the Act, a quorum for the transaction of business at any meeting of the Board shall be:
  - 8.3.1. where the Articles set out the number of Directors, a majority of that number; or
  - 8.3.2. where the Articles set out the minimum and maximum number of Directors, a majority of the number of Directors then fixed in accordance with **section 4.2** of this By-law.

Notwithstanding any vacancy among the Directors, a quorum of Directors may exercise all the powers of the Board.

- 8.4. If all Directors consent generally, or in respect of a particular meeting, any person entitled to attend a meeting of Directors may participate in a meeting by telephonic or electronic<sup>11</sup> means that permits all participants to communicate adequately with each other during the meeting. Any person participating by telephonic or electronic means is deemed to be present at that meeting.

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<sup>10</sup> The original BICA bylaws state that the Board may remove "any Officer or Director". Removal of a Director by the Board is not allowed by the ONCA. A Director may only be removed by the Members. Otherwise, they must resign, or no longer qualify as a Director (i.e. if they cease to be a member).

<sup>11</sup> 8.4 and 8.5 are necessary additions to the bylaws to indicate that electronic means (Teams, Zoom, Google Meet, etc.) of attending meetings are acceptable.

- 8.5. The President of the Board, the Vice-President or the Directors who call a meeting of the Board, as the case may be, may determine that the meeting shall be held, in accordance with the Act, entirely by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting.

## Article 9 - Meeting of Members

- 9.1. The Annual Meeting of Members of the Association shall be held on such a date as the Board decides. Notice of the time and place of a Meeting of Members shall be given to each Member entitled to vote at the Meeting, including proxy holders subject to **article 10** below, and to the Directors and Auditor at least ten (10) days prior to such Meeting and no more than fifty (50) days before the Meeting.<sup>12</sup>
- 9.2. Special Meeting of Members of the Association may be called by the Board or by 10 percent (10%) of Full Members of the Association in good standing, at any time in any given year.<sup>13</sup> Such meetings must be convened by the Board within thirty (30) days of the receipt of said written request. Such requests shall state the purpose of the meeting and be filed with the Secretary, according to **article 13**. If the Board fails to call such a meeting within thirty (30) days, the members requesting the meeting may convene the meeting by notice in writing at least (14) days prior to the meeting to all members whose names shall be made available by the Treasurer, and shall be capable of transacting business and acting for the Corporation as if called by the Board.
- 9.3. Twenty-five percent (25%) of Full Members in good standing present shall constitute a quorum at any meeting of the Association. If at any meeting of the Association, less than a quorum is present; it shall be adjourned to a date not less than the time appointed for such meeting so adjourned.<sup>14</sup> Changes to **Article 19 - Amendments to Bylaws** will require thirty (30) days written notice to all Members prior to the meeting date.
- 9.4. Not less than five business days before each annual meeting, the Corporation shall give a copy of the annual financial statements, report of the Auditor if applicable, and any further information respecting the financial position of the Corporation and the results of its operations required by the Act, the Articles or the By-law, to all Members who have informed the Corporation that they wish to receive a copy of those documents.
- 9.5. All business transacted at a special Meeting of Members and all business transacted at an annual Meeting of Members is Special Business, except for the following:
- 9.5.1. consideration of the financial statements;
  - 9.5.2. consideration of the audit or review engagement report, if any;
  - 9.5.3. an Extraordinary Resolution to have a review engagement instead of an audit or to not have an audit or a review engagement;
  - 9.5.4. election of Directors; and
  - 9.5.5. reappointment of the incumbent Auditor.

## Article 10 - Members Voting Rights

- 10.1. Each Full Member in good standing shall be entitled to one vote at any annual or special

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<sup>12</sup> The maximum limit of 50 days notice prior to a meeting is an ONCA requirement.

<sup>13</sup> The original BICA bylaws stipulated 25% of full members could call a special meeting. Upon further review, the new ONCA must allow 10% of full members. It can be less, but not more than 10%.

<sup>14</sup> It was decided by the Board at the new bylaw review meeting on June 18, 2024 that a 25% quorum would be adopted in lieu of the original BICA bylaws, which noted that no quorum applied to Annual or Special Meetings.

Meeting of Members and may so vote either in person or by proxy.

- 10.2. Each Associate member in good standing shall have all of the privileges of the Corporation with the exceptions of voting.
- 10.3. Each Honorary Life member shall have all of the privileges of the Corporation with the exception of holding office, and shall be entitled to one vote at any annual or special Meeting of Members and may so vote either in person or by proxy.
- 10.4. At any Meeting of the Members of the Association, a proxy<sup>15</sup> duly and sufficiently appointed in writing by a Full Member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing the proxy, the same voting rights that the Full Member appointing the proxy would be entitled to exercise if present at the meeting. The written proxy shall be delivered to the Secretary at least 24 hours prior to the Meeting of the Members by hand delivery, prepaid mail, email or other or electronic means.
- 10.5. A Full Member may appoint only an Extended Family Member as proxy for the purpose of voting at a Meeting of Members of the Association. A proxy vote is in lieu of the Regular vote and not in addition to it. The proxy may be revoked by the Full Member at any time.
- 10.6. Voting Privileges are conferred on an Extended Family Member only if appointed as proxy for a Full Member. Otherwise, an Extended Family Member does not have the right to vote at a meeting of the Association.
- 10.7. If the Corporation chooses to make available a telephonic or electronic means that permits all participants to communicate adequately with each other during a Meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic or electronic means in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a Meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic or electronic means that the Corporation has made available for that purpose.
- 10.8. If the Directors or Members of the Corporation call a Meeting of Members pursuant to the Act, those Directors, or Members, as the case may be, may determine that the meeting shall be held, in accordance with the Act, entirely by means of a telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A meeting held entirely by electronic means is deemed to be held at the registered office of the Corporation.

#### **Article 11 - Dues and Assessments**

- 11.1. The Board of Directors shall determine membership dues based upon the needs and current financial status of the Association.
- 11.2. The annual dues for a Full Member and/or Associate Member will be payable no later than the end of the calendar year following the mailing or emailing of the annual dues notice, at an amount to be determined by a majority vote of the Board of Directors established the previous year. A statement showing the amount owed should be provided to each Member

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<sup>15</sup> Voting by proxy is allowed under the ONCA. It is not required. We are allowed to stipulate in our bylaws if it is required or not. Using the MBA bylaws as a guide, it has been included in this new BICA bylaw.

by the Treasurer no later than the end of April each year.

- 11.3. The Board of Directors may order an assessment of any class of member in any amount to be determined by a majority vote of the Board of Directors.
- 11.4. The Treasurer shall present to the Board in June of each year a list of those members in arrears.
- 11.5. Any charges or assessments of members by Standing Committees of the Corporation should be viewed as "voluntary" and will be made only by mutual consent.

#### **Article 12 - Standing Committees, and other Special Committees**

- 12.1. The Board may establish Standing Committees ("**Standing Committees**") and other Special Committees ("**Special Committees**", collectively with other Standing Committees, "**Committees**") as needed, and may appoint members to Committees.
- 12.2. The Board shall prescribe the terms of references for all Standing and Special Committees and such terms of reference shall be part of the official records of the Association.
- 12.3. The Board may, by resolution, dissolve any Committee at any time if, in the opinion of the Board, such committee is not necessary.
- 12.4. The Committees shall be subject to any restrictions and terms of reference imposed from time to time by the Board and the Act.
- 12.5. All Committees are subject to the following requirements:
  - 12.5.1. the chair and members shall be appointed by the Board;
  - 12.5.2. in addition to the members of a Committee appointed pursuant to **subsection 12.5.1**, the Board may appoint to any Committee, persons who are not Members of the Corporation who are qualified to hold office;
  - 12.5.3. a member of a Committee shall serve for a term ending at the commencement of the annual Meeting following appointment, and is eligible for reappointment for one or more additional terms;
  - 12.5.4. each Committee shall meet at least annually, and more frequently at the will of its chair or as required by its terms of reference, and as requested by the Board;
  - 12.5.5. each Committee shall be responsible to and report to the Board at scheduled Board meetings; and
  - 12.5.6. subject to any rules established by the Board, each Committee may establish its own rules of procedure and may appoint subcommittees.
- 12.6. No committee has authority to:
  - 12.6.1. submit to the Members any question or matter requiring approval of the Members;
  - 12.6.2. fill a vacancy among the Directors or in the office of Auditor or of a person appointed to conduct a review engagement of the Corporation;
  - 12.6.3. appoint additional Directors;
  - 12.6.4. issue debt obligations except as authorized by the Board;
  - 12.6.5. approve any financial statements;
  - 12.6.6. adopt, amend or repeal any By-Law; or
  - 12.6.7. establish contributions to be made, or dues to be paid, by Members.

12.7. The principal areas of interest of the Corporation will be reflected by the work of the following standing committees including, but not limited to:

- 12.7.1. Fire and Safety,
- 12.7.2. Environment,
- 12.7.3. Membership,
- 12.7.4. Liaisons (such as GBA, FOCA, McGregor Bay Association, and Whitefish River First Nation),
- 12.7.5. Communications,
- 12.7.6. Social,
- 12.7.7. Others as determined by the Board.

#### Article 13 - Notices

- 13.1. Any notice required to be sent to any Member, or Director or to the Auditor or person who has been appointed to conduct a review engagement of the Corporation, shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at their latest address as shown in the records of the Corporation or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; and to the Auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto. Furthermore, notice provided which contains an electronic link or internet address which is accessible by remote means by the internet or other electronic means, whereby the recipient may review or download the notice or the materials related to the notice, shall satisfy this clause.
- 13.2. The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.
- 13.3. The accidental omission to give any notice to any Member, Director, officer, Auditor or member of a committee of the Board or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-law or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or was otherwise founded on such notice.
- 13.4. If a notice or other communication sent to a Member is returned on two consecutive occasions because such Member cannot be found or the notice or communication cannot otherwise be delivered, the Corporation shall not be required to give any further notices or communications to that Member unless the Member informs the Corporation in writing of a new address and, in addition to the foregoing, where a notice or other communication sent to the recorded address of any Member, Director, officer, Auditor or member of a committee of the Board is returned as undeliverable or otherwise cannot be delivered, the Secretary may change or cause to be changed such recorded address in accordance with any information the Secretary reasonably believes is reliable.
- 13.5. Any Member (or such Member's duly appointed proxy, if applicable), Director, officer or Auditor may waive any notice required to be given under the Act, the Articles or any By-law of the Corporation and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in the giving of such notice.



#### **Article 14 - Books and Records**

- 14.1. The Directors 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.

#### **Article 15 - Banking and Financial Year**

- 15.1. The Board shall, by resolution, designate the bank in which the monies of the Association shall be deposited and in which any stocks, bonds or other securities of the Association shall be placed for safekeeping.
- 15.2. The Board shall, by resolution, designate the institution and type of investment in which any excess funds of the Association may be deposited.
- 15.3. The Board shall, by resolution, designate such persons as it deems fit to sign all cheques on the Association's bank accounts.
- 15.4. Unless otherwise ordered by the Board, the financial year of the Association shall be the same as the calendar year, or as determined by the Board, from time to time.

#### **Article 16 - Registered Office**

- 16.1. The registered office of the Association shall be in the Province of Ontario or at such place within such municipality or geographic township the Board may from time to time determine.

#### **Article 17 - Execution of Documents**

- 17.1. Following Board approval, deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by either the President or Vice President and by the Secretary.
- 17.2. Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, Vice President, Treasurer or by any person authorized by the Board following Board approval.
- 17.3. The President, Vice President, the Directors, Secretary, or Treasurer, or any one of them, or any person or persons from time to time designated by the Board of Directors may transfer any and all shares, bonds, or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation, and they may execute and deliver any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make and accept transfers of shares, bonds or the securities or the books of any company or a corporation.
- 17.4. Notwithstanding any provisions to the contrary contained in the By-Laws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

#### **Article 18 - Policies**

- 18.1. The Board may adopt, amend, or repeal by resolution such operating policies that are not inconsistent with any By-law of the Corporation relating to such matters as terms of

reference of committees, duties of officers, Board and Member codes of conduct and conflict of interest as well as procedural and other requirements relating to the By-law as the Board may deem appropriate from time to time. Any operating policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

#### **Article 19 - Amendments to By-Laws**

- 19.1. Subject to the Articles, the By-laws of the Association may be amended at a Meeting of Members of the Association by a vote of a two thirds majority of the total number of Members present and entitled to vote at said meeting. Notice of any proposed amendments shall be furnished to each Member at least **thirty (30)** days before the meeting at which it is proposed to consider them. Amendments may be proposed in writing by a Member who is entitled to vote at any Meeting of Members. Amendments must be approved by the Board of Directors in advance of the Meeting of Members.
- 19.2. The Board may not make, amend or repeal any By-law without having the By-law, amendment or repeal confirmed by the Members by Special Resolution. The By-law, amendment or repeal is effective only on confirmation of the Members and in the form in which it was confirmed.

#### **Article 20 - Conflict with Applicable Law or Articles**

- 20.1. This By-law is enacted subject to any applicable law and the Articles. Whenever this By-law may conflict with any applicable law or the Articles, such conflict shall be resolved in favour of such law or Articles.

#### **Article 21 - Review and Repeal**

- 21.1. The Board shall review the By-Laws no less frequently than every five years.
- 21.2. All previous By-laws of the Corporation are repealed as of the coming into force of this By-law. The repeal shall not affect the previous operation of any By-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under or the validity of any contract or agreement made, or the validity of any Articles or predecessor charter documents of the Corporation obtained, under any such By-law before its repeal. All officers and persons acting under the provisions of this By-law, and all resolutions of the Members or the Board or a committee of the Board with continuing effect passed under any repealed By-laws shall continue to be good and valid except to the extent inconsistent with this By-law and until amended or repealed.

ENACTED BY THE DIRECTORS on the 25<sup>th</sup> day of June, 2024.

CONFIRMED BY THE MEMBERS on the 27<sup>th</sup> day of July, 2024.

**Patrick Thoburn**  
President of the Board

**Chris Redston**  
Secretary