

CONSTITUTION
of the Buck Lake Association Inc.
(formerly the Buck Lake Protective Association Inc.),
hereafter referred to as “the association”

The association was incorporated under Ontario Corporation Number 778119 on June 8, 1988.

First amendment: Approved by motion at the 2000-07-15 Annual General Meeting.

Second amendment: Approved by motion at the 2002-07-13 Annual General Meeting.

By-Law 1: Approved by motion at the 2002-07-13 Annual General Meeting.

Third amendment (name change): Approved by motion at the 2004-07-17 Annual General Meeting.

Fourth amendment: Approved by motion at the 2005-07-23 Annual General Meeting.

By-Law 1 amendments: Approved by motion at the 2005-07-23 Annual General Meeting.

Fifth amendment: Approved by motion at the 2006-07-08 Annual General Meeting.

By-Law 1 amendment: Approved by motion at the 2006-07-08 Annual General Meeting.

Sixth amendment: Approved by motion at the 2008-07-05 Annual General Meeting.

By-Law 1 amendments: Approved by motion at the 2008-07-05 Annual General Meeting.

1. MISSION

The association’s mission is to enhance people’s enjoyment of Buck Lake now and for future generations.

2. OBJECTIVES

The objectives of the association are:

- a. To foster and promote a spirit of community at Buck Lake;
- b. To keep the waters and shoreline of Buck Lake environmentally sound;
- c. To be aware of proposed developments in the Buck Lake area, and to ensure that such developments are legal, and environmentally sound;
- d. To promote safe boating practices on Buck Lake;
- e. To provide liaison with appropriate municipal, provincial or federal agencies with regard to articles 2. a. to 2. c.;
- f. To cooperate with any organization whose objectives are wholly or in part the same as, or similar to, those of the association.
- g. To respond to the interests and needs of members, residents and users when it is possible and practical to do so.

3. DISPOSITION OF ASSETS

- a. The business of the association shall be carried out without monetary gain to its members or directors.
- b. All assets of the association shall be used in promoting the objectives of the association and no member or director shall have any claims to such assets.

4. DISSOLUTION

- a. If the association were to dissolve, all its asset types shall be directed to
 - i. Queen’s University Archives (QUA), respecting any records (as defined by the Agreement between the QUA and the association) in existence at the point of dissolution or as a result of the dissolution;
 - ii. A local provincially- or nationally-recognized environmental agency respecting any financial or other assets not otherwise destined for the QUA.

5. STRUCTURE, ADMINISTRATION AND ACTIVITIES

- a. The association shall be structured in accordance with the terms of By-Law 1.

- b. The Board of Directors, in accordance with the procedures outlined in By-Law 1, shall conduct the business of the association.
 - c. At its discretion, the Board of Directors may, from time to time, engage in activities to raise money for the Buck Lake Association Reserve Fund, the assets from which may only be used in exceptional circumstances for unbudgeted items that meet the stated objectives of the association.
6. AMENDMENTS
- a. Amendments to this constitution may be made by a two-thirds majority of members in attendance at a general meeting, whereupon they shall take effect.
 - b. All members shall be sent notice, by electronic mail, when an address is known, or by post, of any motion to amend this constitution not less than 30 days prior to the general meeting at which that motion is to be presented.

BY-LAW 1

1. NAME
 - a. The name of the organization shall be the BUCK LAKE ASSOCIATION INC (hereafter referred to as “the association”).
2. HEAD OFFICE
 - a. The head office shall be in Kingston, Ontario, Canada.
3. MEMBERSHIP
 - a. The owner(s) or resident(s) of a property or properties bordering or on Buck Lake is (are) entitled to a single membership in the association on payment of the annual membership fee. This membership extends to the immediate family or families (spouses or partners, sons, daughters) of the owner or owners, although only one person from a membership may vote on any motion at a general meeting.
 - b. Anyone who does not qualify for membership under 3. a., above, but who nonetheless has an interest in the association, including an owner or resident of a property or properties in the Buck Lake watershed, is entitled to a non-voting associate membership on payment of the annual membership fee.
 - c. From time to time, the board may award a one-year, renewable, non-voting honorary membership in recognition of services rendered to the association.
4. MEETINGS OF MEMBERS
 - a. An annual general meeting (hereafter referred to as “the AGM”) of members shall be held each July at a place and time determined by the board.
 - b. The board may, on a matter it deems of sufficient importance, call a special general meeting of members at any time.
 - c. The board shall call a special general meeting of members on receipt of a petition to do so that is signed by a minimum of 20% of current members.
 - d. All members shall be sent notice, of the AGM not less than 30 days prior to that meeting, and of a special general meeting not less than 15 days prior to that meeting.
 - e. The notice with regard to 4. d., above, will be sent by electronic mail, when an address is known, or by post.
5. QUORUM
 - a. A quorum for a meeting of members shall be 20% of the current membership.
6. TERMINATION OF MEMBERSHIP
 - a. A membership shall be deemed terminated for any of the following reasons:
 - i. Non-payment of the annual membership fee;
 - ii. Voluntarily withdrawal (i.e., through resignation);
 - iii. The member no longer meets the qualification for memberships given in section 3., above.
7. ANNUAL MEMBERSHIP FEE
 - a. The board shall determine the annual membership fee, but its decision in this regard is subject to the approval of the AGM.
 - b. The annual membership fee is payable for the calendar year.
8. BOARD OF DIRECTORS
 - a. NUMBERS AND TERMS
 - i. The board shall consist of not less than nine and not more than twelve members, including officers.
 - ii. The term for board membership is two years. Directors can stand for re-election to further two-year terms, to a maximum of three consecutive terms (six consecutive years). Re-election thereafter, on the basis outlined in the two preceding sentences, may follow a one year absence. A term shall begin at the end of the AGM at which the board member was elected.

- iii. Nominations and elections to the board shall be made at the AGM in accordance with the following guidelines.
 - 1. The Nominating Committee shall prepare a slate of nominees for board positions.
 - 2. The president, acting as chair for the AGM, shall call for names from the floor to be added to the slate presented by the Nominating Committee. Any member present who meets the eligibility requirements may have his or her name added at this time.
 - 3. If the total nominated to the board exceeds twelve, then the composition of the board shall be determined by slated ballot.
- b. **ELIGIBILITY**
 - i. A board member must meet the following criteria:
 - 1. He or she must be 18 years of age or older;
 - 2. He or she must be a member in good standing;
- c. **AUTHORITY AND RESPONSIBILITY**
 - i. The board is responsible to the membership for the management and conduct of the affairs of the association.
 - 1. The board may appoint and constitute committees.
 - 2. The board shall authorize the president or secretary-treasurer to make necessary expenditures on behalf of the association. The board must give its approval, by way of a motion to that effect, for any single expenditure in excess of \$500.00.
 - 3. The board shall authorize the president or secretary-treasurer to conduct banking on behalf of the association.
 - 4. The board shall appoint a financial review committee, said committee to convene between the fiscal year end and the AGM for the purpose of reviewing the association's financial statements and accounting records for the fiscal year just ended.
 - 5. The board of directors will receive and act upon reports and recommendations delivered to it by standing committees and ad hoc committees.
 - 6. The board shall fill vacancies on the board from eligible members of the association.
- d. **BOARD MEETINGS**
 - i. The board shall convene for a brief organizational meeting, immediately following the AGM at which it is elected, to designate an interim chair and establish the date of the first board meeting at which the officers of the association will be elected.
 - ii. The board shall meet a minimum of six times during its term. Notice of a board meeting is to be sent to board members not less than two weeks prior to the meeting date. Notice may accompany, or be included in, the minutes of the previous meeting. Notice shall be sent by post, telephone, or electronic mail. The recording secretary shall send notice, unless the board has agreed to alternate arrangements (for example, the use of a telephone tree).
 - iii. Quorum for a meeting of the board shall be five members, but those attending must include two of the following:
 - 1. The president;
 - 2. The vice-president;
 - 3. The secretary-treasurer;
 - 4. The recording secretary and archivist.
 - iv. The dates, times, and locations of board meetings shall normally be determined by consensus (typically at the conclusion of a previous meeting). The president may call additional meetings of the board, as he or she deems necessary, or in accordance with other sections of this by-law. Any two directors have the right to call a meeting, if they deem it necessary, and if the president is unwilling or unable to do so.

- e. REMOVAL OF DIRECTORS FOR CAUSE
 - i. The members may, by a resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director from office before the expiration of the term of office, and may, by a majority of votes cast at the meeting, elect any eligible member to serve the remainder of the term.
- f. REMUNERATION
 - i. Directors shall serve without remuneration, salary, or profit.
 - ii. Directors may be reimbursed for reasonable expenses incurred in the performance of their duties.
- 9. OFFICERS
 - a. COMPOSITION
 - i. The officers of the association shall be the following:
 1. The president;
 2. The vice-president;
 3. The secretary-treasurer;
 4. The recording secretary and archivist.
 - b. VACANCIES
 - i. The vice-president acts in the temporary absence or inability of the president.
 - ii. A meeting of the board is to be called to fill any officer position that becomes vacant.
 - c. RESPONSIBILITY OF OFFICERS
 - i. PRESIDENT
 1. The president shall chair all meetings of the board and all general meetings of members.
 2. The president shall sign, or authorize the signing, of all official correspondence of the association, and shall have cheque-signing authority.
 3. The president, or his or her designate, shall represent the association in any and all dealings with external organizations.
 4. The president shall be an *ex officio* member of all committees.
 - ii. VICE-PRESIDENT
 1. The vice-president shall assume the responsibility of the president in the event of the latter's temporary absence or inability.
 - iii. SECRETARY-TREASURER
 1. The secretary-treasurer shall maintain the accounts of the association and record all transactions, reporting these at regularly scheduled meetings of the board and at the AGM.
 2. The secretary-treasurer shall make necessary expenditures on behalf of the association.
 3. The secretary-treasurer, in cooperation with the board, shall prepare an annual budget for the coming fiscal year for presentation to the AGM.
 4. The secretary-treasurer shall facilitate the conduct of an annual review of the association's financial records and financial statements.
 - iv. RECORDING SECRETARY AND ARCHIVIST
 1. The recording secretary and archivist shall record and distribute minutes of all general meetings to the membership, and the minutes of all meetings of the board to board members.
 2. The recording secretary and archivist shall place corrected copies of every meeting's minutes in the association's minutes book, note therein the date on which they were approved, and attest with his or her signature that the minutes are correct.
 3. The recording secretary and archivist shall keep copies of all association correspondence, save that which falls under the jurisdiction of the secretary-treasurer.

4. The recording secretary and archivist shall cause the original documents detailed in 9. c. iv. 2., and 9. c. iv. 3., above, to be periodically transferred to Queen's University Archives.

d. REMOVAL OF OFFICERS FOR CAUSE

- i. The directors may, by a vote of three-fourths, at a board meeting of which notice specifying the intention to hold such a vote has been given, remove any officer for cause before the expiration of his or her term of office.

10. STANDING COMMITTEES

- a. The following standing committees of the board shall be formed in accordance with their terms of reference as noted in Appendix A. One member of the board will serve on each standing committee, and shall report on that committee's activities to the board. The board representative may or may not serve as the committee's chair.

- Nominating Committee
- Communications Committee
- Membership Services Committee
- Community Outreach/Social Committee

11. FISCAL YEAR

- a. The fiscal year shall be from July 1 to June 30.

12. AMENDMENTS

- a. Amendments to this by-law may be made by a majority of board members in attendance at a board meeting, whereupon they shall take effect, but any and all such amendments must be approved by a majority of members in attendance at the next annual general meeting or they shall be considered null and void thereafter.

13. RULES OF ORDER

- a. The authority for resolving disputes regarding procedures in meetings shall be Robert's Rules of Order.