

# **CONSTITUTION**



- **Emblem**

- **Article 1: Legal Name**

**West Lake South Shore Association**

- **Article 2: Authority**

**The Association is organized under the authority of the Executive Committee.**

- **Article 3: Purposes**

**The purposes of the Association shall be in accordance with the Mandate, which reads as follows:**

**“To engage residents and encourage involvement to help preserve the uniqueness of the West Lake Community. To address key issues in the area that are of importance and concern to all residents of West Lake and Sheba’s Island, and act on the issues in a ‘unified community voice’...by ~**

- **Promoting the safety and well-being of all West Lake and Sheba’s Island residents.**
- **Promoting the protection of the environment - West Lake Wetlands is classified environmentally as a Protected Area of Importance.**
- **Promoting the circulation of information to all residents of the West Lake South Shore community through all means.**
- **Holding meetings respecting the ethos and practices of all West Lake South Shore residents.**

- **Stimulating an interest in ‘community’ by helping neighbours, arranging exhibitions of the works of local Artisans, holding Bake and Yard Sales, supporting local farmers and businesses.**
  
- **Article 4: Amendment of the Constitution**  
**The Constitution may be amended only by a two-thirds (2/3) majority vote of those current members present at an AGM or regular meeting. Such proposed amendments must be made available to members at least four (4) weeks prior to the meeting.**



## **BY- LAWS**

### **BY-LAW 1 – INTERPRETATION**

In the By-laws and Constitution of the Society, unless the context otherwise specifies or requires:

- 1.1 “WLSSA” means the West Lake South Shore Association.
- 1.2 “Audit” means an examination of the books and records by Financial Review.
- 1.3 “Financial Reviews” are conducted by independent, objective and knowledgeable persons at least once a year, in accordance with general acceptable accounting principles.
- 1.4 “Officers” means the Executive Committee of the Association.
- 1.5 “Directors” serve on the Board, and are appointed by the Chair to lead Sub-Committees.
- 1.6 “Chair” means the Chairperson or Past Chairperson of the Association
- 1.7 “Board” means the Executive Committee of the Association, and the elected Directors.
- 1.8 Member-at-Large means any Member wishing to assist any Director on a WLSSA project or task, as needed.
- 1.9 “AGM” means the Annual General Membership meeting.

## **BY-LAW 2 – MEMBERSHIP**

- 2.1 Any person may join the Association by paying the annual fee set out in the By-Laws of the Association.**
- 2.2 The annual membership fee shall be determined by the Board at the beginning of each membership year.**
- 2.3 Membership Year shall run from June 1<sup>st</sup> to May 31<sup>st</sup> of following year.**

## **BY-LAW 3 – ADMINISTRATION**

- 3.1 The Board shall consist of the Officers of the Association and the Directors.**
- 3.2 Where there is a Past Chairperson of the Association, the Past Chairperson will be an ex-officio member of the Board with voting rights.**
- 3.3 The Officers of the Association shall be the Chairperson, Secretary and Treasurer.**
- 3.4 The Officers of the Association shall transact the business of the Association between meetings of the Board.**
- 3.5 Any elected or appointed member of the Board failing to attend three (3) consecutive meetings of the Board without good reason shall be deemed reason enough for the Board to demand their resignation.**
- 3.6 No expenses will be paid unless approved according to the agreed to Banking Process See Appendix B.**

**BY-LAW 4 – ELECTION/APPOINTMENT OF OFFICERS AND DIRECTORS**

- 4.1 The Officers and Directors shall be elected at the AGM.
- 4.2 The Secretary, Treasurer and Auditor shall be confirmed or appointed by the elected Board at the first Board meeting after the AGM.
- 4.3 The Officers and Directors shall hold office until the next AGM, and be eligible for immediate re-election, if members in good standing.
- 4.4 The Officers and Directors shall be elected for a maximum of two (2) consecutive terms of two (2) years each term.
- 4.5 When a vacancy occurs on the Board by reason of death, resignation or otherwise, the remaining members of the Board may appoint any member of the Association to fill the remainder of the term of the vacancy.

**BY-LAW 5 – DUTIES OF THE OFFICERS AND DIRECTORS**

(Refer to Appendix A for complete Terms of Reference)

- 5.1 The Chairperson:
  - (a) shall preside at all meetings of the Board, and decide all questions of order, and be ex-officio member of all committees.
  - (b) Prepare an agenda for each meeting.
- 5.2 The Secretary:
  - (a) shall attend all meetings of the Board and Association, record all proceedings and conduct all correspondence as necessary. Because email is commonly sent to the Chair, the Chair may respond, if appropriate.
  - (b) will consult previous Minutes to assist the Chair with preparing the Agenda for the following meeting.

(c) will be responsible for the safe keeping of the Minutes, the Constitution and the By-Laws, and amendments thereto.

**5.3 The Treasurer:**

- (a) shall have the care and custody of all funds of the Association, and administer as per the approved Banking Process – See Appendix B.
- (b) shall pay out and dispose of funds under the direction of the Board.
- (c) shall keep records of accounts and present these to the Board as directed.
- (d) shall present a budget annually to the Board for approval.

**5.4 The Auditor:**

- (a) shall be assigned by the Board annually to review the financial statement for the previous fiscal year.

**5.5 The Member-at-Large**

- (a) shall assist Officer or Director with specific tasks, as needed.

**BY-LAW 6 – COMMITTEES**

- 6.1 All Committees established by the Association shall be chaired by a member of the Board, or designate.**

**BY-LAW 7 – FISCAL YEAR AND MEMBERSHIP YEAR**

- 7.1 The Association's fiscal year aligns with the Membership Year and shall run from June 1<sup>st</sup> to May 31<sup>st</sup> the following year.**

**BY-LAW 8 – QUORUM and VOTING**

- 8.1 One half (1/2) of the members of the Board shall constitute a quorum at Executive meetings.**
- 8.2 One quarter (1/4) of the Association shall constitute a quorum at a General Membership meeting.**
- 8.3 One half (1/2) of the Association shall constitute a quorum at an Annual General Membership meeting.**

- 8.4 No person under the age of sixteen (16) years shall be eligible to vote at meetings of the Association.
- 8.5 One vote per membership household is permitted. Every member must be in good standing to be eligible to vote. A member in good standing is considered as having paid their current annual membership fee, and is entitled to vote at a WLSSA meeting.

**BY-LAW 9 – BOARD MEETING**

- 9.1 Board meetings will be held bi-monthly in an accessible facility, to which all members may attend as observers.
- 9.2 A meeting of the Board shall be called by the Secretary at the direction of the Chair or any three (3) members of the Board by sending notice thereof to all members of the Board at least seven (7) days before the date of the scheduled meeting. When a General Membership Meeting is scheduled in the same month as a Board Meeting, the Board Meeting will be held approximately one (1) week prior to the General Membership Meeting.

**BY-LAW 10 – GENERAL MEMBERSHIP MEETING**

- 10.1 A regular meeting of the membership shall be held quarterly at a time and place determined by the Board.

**BY-LAW 11 – ANNUAL GENERAL MEETING**

- 11.1 The AGM of the Association shall be held in November at a time and place as determined by the Board.
- 11.2 At least a four (4) week notice shall be given of the AGM by publication in the Warbler, and electronically to all members.
- 11.3 An audited financial statement for the previous year of receipts and expenditures shall be presented.
- 11.4 At each AGM the Directors of the Board shall present a report of the activities of the Association during the previous year.

## **BY-LAW 12 – EXECUTION OF DOCUMENTS**

- 12.1 The Chairperson, Secretary or Treasurer has the power to execute any contracts, documents or directions provided they are in writing, other than financial documents requiring the approval of the Association.
- 12.2 The Chair or the Treasurer shall be the signing authorities on all financial documents according to the agreed to Banking Process – See Appendix B.

## **BY-LAW 13 – NOMINATIONS**

- 13.1 The Nominations Committee shall be chaired by the Secretary, and composed of the Secretary, one (1) Board member and one (1) Member-at-Large.

## **BY-LAW 14 – INDEMNIFICATION OF OFFICERS AND DIRECTORS**

- 14.1 Every Officer and Director of the Association, and his or her heirs, executors and administrators respectively from time to time, and at all times, shall be indemnified and saved harmless out of the funds of the Association only from and against:
- (a) all costs, charges and expenses whatsoever such Officer or Director sustains or incurs in or about any action, suit or proceeding that is brought, commences or prosecuted against him or her for or in respect of any deed, act, matter or thing whatsoever made, done or committed by him or her, in or about the execution of the duties of his or her office.
  - (b) all other costs, charges and expenses he or she sustains or incurs in or about or in relation to the affairs of the Association; except such costs, charges and expenses as are occasioned by his or her own negligence or default, or failure to act honestly and in good faith with a view to the best interests of the Association.



**BY-LAW 15 - RULES OF ORDER**

Robert's Rules of Order shall govern proceedings at all meetings of the Association. If the Rules of Order are in conflict with the By-Laws, the latter shall prevail.

**Subject to these Rules:**

The Board has the power to act on behalf of the Association in all matters before it.

**BY-LAW 16 – AMENDMENTS**

16.1 The By-Laws can be amended only by a majority vote of those current members present with quorum at a regular meeting or special meeting called for that purpose.

16.2 Proposed amendments must be made available to all current members at least four (4) weeks prior to the meeting.

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