

# Balsam Chutes Road Association Bylaws

Amended June 10, 2023

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WHEREAS the Balsam Chutes Road Association was incorporated by Letters Patent issued under the Corporations Act by the Lieutenant Governor of Ontario on the 11th day of September, 1997.

AND WHEREAS the Balsam Chutes Road Association has the following objectives:

1. As an incorporated entity, to maintain and operate a Road in the Municipality of Huntsville, in the County of Muskoka, in the Province of Ontario, in order to provide road access to the real properties of permanent and seasonal owners;
2. To manage with integrity, in the interests of All Members, a safe, prudently managed and well-maintained year-round-accessible privately funded road at a reasonable cost;
3. To collect fees, and other assessments from Members and others using the Road to pay for road related matters including maintenance services and administrative costs associated with operating a road;
4. To operate as a not-for-profit corporation with fees and services for all Members;
5. To mitigate risk to road users, Members and Directors;
6. To Encourage Community, social, and municipal activities related to Balsam Chutes Road;

## Name

The name of the organization is "Balsam Chutes Road Association." BCRA

## Section 1 – General

### 1.01 Definitions

- a. "AGM" means Annual General Meeting of Members;
- b. "Act" means the Ontario Not For Profit Corporations Act and requires, includes the regulations made under such Act, as amended or re-enacted from time to time;
- c. "All Members" has the meaning ascribed thereto in Objective #2 above;
- d. "Board" means the Board of Directors of the Corporation;
- e. "By-laws" means this By-law (including the schedules to this By-law) and all other By-laws of the Corporation as amended and which are, from time to time, in force;
- f. "Reserve Fund" means an amount of money determined by the Board to be set aside for planned and unplanned projects;
- g. "Chair" means the Chair of the Board;
- h. "Corporation" means the Balsam Chutes Road Association, a Corporation incorporated under the laws of the Province of Ontario and having an Ontario Corporation number 1250659 that has passed these bylaws under the Act;
- i. "Director" means an individual occupying the position of Director of the Corporation by whatever name he or she is called;
- j. "Lot" means property located in The Municipality of Huntsville and having available access to the Road;
- k. "Maintenance Fees" means monies collected annually from the membership for the yearly operation, maintenance and administration of the Road;
- l. "Member" means an Owner of a lot with a paid fee;
- m. "Member in Good Standing" means any member who is not more than 90 days in arrears of Maintenance Fees, or other fees owed;
- n. "Members" means the Members of the Corporation;
- o. "Officer" means an Officer of the Corporation and include but are not limited to
- p. Chair, President, Secretary, Treasurer and Road Superintendent;
- q. "Owner" means a person who holds title to a Lot on the Road;
- r. "Owner's Representative" means a spouse, child or parent of a Member in Good Standing who has been chosen by a Member in Good Standing to represent them in the elections for the Board of Directors;
- s. "Proxy Voter" is a person representing a Member in Good Standing designated to attend meetings of Members and speak or vote on behalf of the Member;
- t. "Road Association" means the BCRA Members;
- u. "Road" has the meaning ascribed thereto in Section 10;
- v. "Road Team" a committee consisting of at least one person and the Road

- Superintendent to oversee and ensure proper maintenance & safety of the Road;
- w. "Special Assessment" means an additional fee approved by the Members for the Corporation's business.
  - x. "Voting Member" is a Member or Proxy Voter voting on behalf of the Member, designated to vote at meetings of Members.

## **1.02 Interpretation**

Other than as specified in Section 1.01, 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.

## **1.03 Severability and Precedence**

The invalidity or unenforceability of any provision of the By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in this By-law are inconsistent with those contained in the Articles or Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

## **1.04 Execution of Documents**

Deeds, transfers, assignments, contracts, cheques, bank documents, obligations and other instruments in writing requiring execution by the Corporation shall be signed or authorized by any two (2) directors of either the President, the Secretary or the Treasurer. The Corporation's Bank shall be notified of any changes to authorized signatories. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed.

New, Amended or repealed bylaws:

- a. The Board may pass a new resolution dealing with any business if it is in writing and signed by a majority vote of the Directors present at a Board meeting.
- b. A new By-law, amendment or repeal is effective from the date of the resolution of the Directors.
- c. If the By-law amendment or repeal is confirmed, or confirmed as amended by the members, it remains effective in the form in which it was confirmed. 2010, c. 15, s. 17 (3).
- d. The By-laws must be passed at a member's meeting in order to come into effect.

Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

## **Section 2 – Directors**

### **2.01 Election and Term**

The business and affairs of the Corporation shall be managed or supervised by a Board of Directors. The Board shall consist of one (1) ex-officio and six (6) Directors. The Directors shall be elected by the Members and at each succeeding annual meeting and shall hold office from the date of the meeting at which they are elected or appointed until the second annual meeting, or until ratification at the next AGM if appointed or until their successor(s) are elected or appointed.

A Director may be elected to no more than three (3) consecutive two-year terms. After a one year absence from the Board, a Member may seek nomination to the Board again.

### **2.02 Qualifications of Director**

Qualifications required to be a Director of the Association include:

- a. Being a Member in Good Standing provided that ideally one (1) Member in respect of any single Lot may be a Director at any given time unless no other member is available for the term; and if two (2) members in respect of any single lot are elected or appointed at any given time they may be elected for ensuing terms by the members at an annual meeting. Only 1 Director per lot may vote at the AGM.
- b. Being financially solvent;
- c. Being over 18 years of age;
- d. Being willing to serve the length of the proposed term.
- e. Being a spouse, child or parent of a Member in Good Standing who has been chosen by a Member in Good Standing to represent them in the elections for the Board of Directors;
- f. Commitment and adherence to this By-law;
- g. Commitment and adherence to a Corporate Code of Conduct Policy including personal and electronic communication pertaining to respect, transparency, integrity, non-disclosure and advancing the work of the Board.

### **2.03 Nominees Proposed by Nominating Committee**

The Nominating Committee should endeavor to produce a slate of Directors with a view to as broad a representation as is practicable by Members.

At least seventy-five (75) days prior to each AGM, the Nominating Committee shall prepare and submit to the Secretary a list of proposed Directors to be elected for the ensuing terms. All nominees shall confirm in writing that they are willing to act as a Director from and after the AGM at which such Director is proposed to be elected.



## **2.04 Nominees Proposed by Members**

Forthwith after the receipt of the list of those Members proposed by the Nominating Committee for election at an AGM, the Secretary shall send notice by read-receipt email or paper to each of the Members entitled to vote thereon, of the list of Members proposed for election by the Nominating Committee noting the civic address of each nominee. Any three (3) Members may nominate a further candidate who is properly qualified to be a Director. All such nominations shall be in writing on the Corporation approved Nomination Form found in Schedule "E" and on the Corporate website and be accompanied by a signed statement from the candidate indicating his/her willingness to act as a Director if elected and must be received by the Secretary at least forty-five (45) days prior to the date of the AGM.

## **2.05 Ratification Where No Additional Nominees**

If no additional nominees are submitted, the slate of Directors proposed by the Nominating Committee shall be deemed elected and the slate shall be ratified by the Members at the AGM. Newly elected Directors shall assume office immediately upon the closure of the AGM. For greater certainty, if applicable, unelected candidates for Director shall cease to be Directors at the same time the new Board is elected.

## **2.06 Tie Breaking**

In the event there is a tie vote for the election of Director amongst those candidates having the fewest number of votes needed to fill the seven (7) Director Board, the Nominating Committee's nominee(s) shall be declared the successful candidate(s). In the event the vote for election of Directors remains tied another vote will be taken including only the names of the two or more tied candidates needed to fill the seven (7) Director slate. All eligible voters will cast their vote for one or more of the tied candidates needed to elect a total of seven (7) Directors. The candidate(s) with the most votes win(s). In the event there is still a tie after tertiary voting by Members, the sitting Board will decide by a secret ballot.

## **2.07 Ratification Where There Are Additional Nominees**

The Directors nominated for the elected positions with the greatest number of votes cast in their favour shall be ratified at the AGM by the Members entitled to vote thereon and the newly elected Directors shall assume office immediately upon the closure of the AGM.

## **2.08 Vacancies**

The office of a Director shall be vacated immediately:

- a. if the Director resigns office by written notice to the Corporation, which resignation

shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;

- b. if the Director no longer meets the Qualifications of Director (s. 2.02) and which includes death or sale of Lot;
- c. if the Director becomes bankrupt;
- d. if the Director is found to be incapable of managing property by a court or under Ontario law; or
- e. if, at a meeting of the Members, following proper notice to the Board not less than 30 days prior to the meeting for agenda item inclusion, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

## **2.09 Filling Vacancies**

A vacancy on the Board shall be filled as follows:

- a. A quorum of Directors may fill a vacancy from amongst the Members for the vacated Director's remaining term;
- b. If there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
- c. If the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term;
- d. The Board may fill any vacancy by a majority vote, and the appointee shall hold office for the remainder of the vacated Director's term;
- e. Any Director appointed to hold office for the remaining term of a vacated Director shall be eligible for election to Director when such term expires; and
- f. Any Director appointed to hold office for the remaining term of a vacated Director must be ratified at the next AGM.

## **2.10 Committees**

**Committees may be established by the Board as follows:**

- a. The Board may appoint from their number a Committee of Directors and may delegate to the Committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated;
- b. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time; and
- c. Standing Committees of the Board shall include:

- d. Governance (By-law, Nominating, Director Reporting); To ensure this By-law is reviewed annually and updated if necessary, and to ensure nomination and voting of Directors is performed according to this By-law; and the annual Notice of Change is filed with Service Ontario reporting changes to directors and officers.
- e. Communications; To ensure that All Members are kept up-to-date in the affairs of the Association, and to ensure the views and concerns of All Members are solicited and addressed, and to ensure oversight of the website and other tools used for communication with Members;
- f. Road Team; To ensure the road and lanes are inspected regularly and are maintained in accordance with the By-law and corresponding Policies and Procedures.

### **2.11 Remuneration of Directors**

No Director shall directly or indirectly receive any profit or benefit from occupying the position of Director or from providing services to the Corporation in another capacity. However, Directors may be reimbursed for reasonable Board reviewed and authorized expenses that they incur in either of those capacities.

## **Section 3 – Board Meetings**

### **3.01 Calling of Meetings**

Meetings of the Directors may be called by the Chair, President or any two Directors on notice to the Chair at any time and any place in The Municipality of Huntsville, Ontario on notice as required by this By-law.

### **3.02 Regular Meetings**

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director at least seven (7) days in advance by email or telephone, and no other notice shall be required for any such meetings. Meetings shall not be more than four (4) months apart. Directors shall not miss more than two (2) consecutive Board meetings or be subject to removal by the Board. Extenuating circumstances for such absences may be approved at the sole discretion of the Board.

### **3.03 Notice**

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 11 of this By-law to every Director of the Corporation not less than seven (7) days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is

present, the newly elected Board may, without notice, hold its first meeting immediately following the AGM of the Corporation.

### **3.04 Chair**

The Chair should normally preside at Board meetings, however at their discretion another Director may chair the meeting. In their absence, the Directors present shall choose one of their number to act as Chair.

### **3.05 Voting**

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes including the Chair. In case of an equality of votes, the Chair shall have a deciding vote. A motion is lost on a tied vote.

### **3.06 Electronic Meetings and Decisions**

A Director may participate in a meeting of the Board or of a committee of Directors by telephone or electronic means that permit all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

Meetings may be held in their entirety by phone, email exchange or by other electronic means. Resolutions and decisions may be passed by the Board by way of email exchange among all Directors and with a favorable confirmation by a majority of all Directors. Results of any such votes taken shall be recorded in the minutes of the next regularly scheduled Board meeting.

### **3.07 Quorum**

A quorum for the transaction of business at meetings of the Board shall be fifty percent plus one (50% + 1) of the voting Directors on the Board.

### **3.08 Members and Non Members Attending Board meetings**

Depending on the subject matters Members and or Non Members may be invited to present at Board Meetings but shall excuse themselves and vacate the meeting when the proposed resolution will be discussed and resolved

## **Section 4 – Financial**

### **4.01 Banking**

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

## **4.02 Signing Authority**

Any two (2) of the President, Treasurer, Secretary or Bookkeeper may sign financial documents on behalf of the Corporation.

## **4.03 Payment Terms**

Payment terms are Net 30 days. Members with payments owing the Corporation beyond 90 days places the Member Not in Good Standing in accordance with Payment terms. Schedule "F"

## **4.04 Financial Year**

The financial year of the Corporation ends on Dec 31<sup>st</sup> in each year or on such other date as the Board may from time to time by resolution determine.

## **4.05 Maintenance Fees**

- a. Maintenance Fees are monies collected annually from the membership for the yearly operation, maintenance and administration of the Road;
- b. Maintenance Fees are paid for all Members; and
- c. Maintenance Fees are set annually by the Members eligible to vote at the AGM.

## **4.06 Special Assessment**

1. Owners of new builds cause excessive wear and tear to the road from heavy vehicle traffic and *will* be assessed a Special Assessment; Schedule "H"
2. Significant and unplanned costs which reduce the amount in the Reserve Fund (bylaw 4.07) to less than ten (10) percent such as major damage from a severe weather event may necessitate a special assessment levied to *all* members.
3. Members ratification must be obtained for a Special Assessment that is to be levied to *all* members in the case of significant and unplanned costs in the way of a Special Meeting of Members, or written or electronic approval from a majority.

## **4.07 Reserve Fund**

- a. The Board shall establish and maintain a Reserve Fund to pay for unplanned costs that can occur from time to time including, and without limitation to road bed augmentation and other costs that may occur such as trees down in a storm, etc..
- b. The Reserve Fund is a portion of the monies paid by All Members.
- c. The Board may draw monies at its discretion from the Reserve Fund to cover unexpected costs or weather related events that occur such as trees down on the road. Such draws to be replenished in the following year's budget or as quickly as possible.
- d. The Board may determine the level of monies and alter the amount from time to time; with approval by the members at their AGM.

#### **4.08 Non-Payment of Fees**

Non-payment of Maintenance Fees, Special Assessments or any other fee owing to the Corporation may subject the offending Member to notification of arrears or non-payment by registered mail, solicitation from Collection Agencies, suit in Small Claims Court and/or liens filed against the offending Member's Lot.

#### **4.09 Equal Fees**

Any and all fees assessed to Members classes shall be equal for all Members in that class.

### **Section 5 – Officers and Directors**

#### **5.01 Officers**

The Board shall appoint from among the Directors a Chair and may appoint any other Director to be President, Secretary, Treasurer, and Road Superintendent. The offices of Secretary and Treasurer, and Chair and President may be held by the same persons. If the Board is unable to appoint a Treasurer from amongst the Directors, the Board may appoint a Treasurer from amongst the Members, who is accountable to the Board and who would not be entitled to vote at Board meetings.

The Board may appoint other such Officers, advisors or agents as it deems necessary, and who will have such authority and shall perform duties as the Board may prescribe from time to time. These other advisors or agents may attend and participate in Board Meetings but are not entitled to vote.

#### **5.02 Office Held at Board's Discretion**

Any Officer or Director shall cease to hold office upon resolution of the Board. All Board Officers and Directors shall uphold Board policies and this By-law, and contravention of either will be deemed sufficient for removal of an Officer or Director.

If an Officer or Director no longer meets the criteria for being a Board member as outlined in articles 2.02 Qualifications of Director and 2.10 Vacancies, such Officer or Director shall be removed. Any removal of any Director must be ratified by the Membership at the next regularly scheduled AGM. Filling the vacancy created by removal of a Director shall be done in accordance with article 2.11 Filling Vacancies.

### **5.03 Duties of Officers and Directors**

Officers and Directors shall be responsible for the duties assigned to them and may delegate to other Members the performance of any or all of such duties, but not the responsibility or accountability for the same.

### **5.04 Duties of Chair**

The Chair shall perform the duties described in sections 3.04 and 9.06 and other such duties as may be required by law or as the Board may determine from time to time.

### **5.05 Duties of the President**

The President shall perform the duties described in Schedule “A” and other duties as may be required by law or as the Board may determine from time to time.

### **5.06 Duties of the Treasurer**

The Treasurer shall be perform the duties as described in Schedule “B” and other duties as may be required by law or as the Board may determine from time to time

### **5.07 Duties of the Secretary**

The Secretary shall perform the duties described in Schedule “C” and other duties as may be required by law or as the Board may determine from time to time.

### **5.08 Duties of the Road Superintendent**

The Road Superintendent shall perform the duties described in Schedule “D” and other duties as may be required by law or as the Board determines from time to time.

## **Section 6 – Protection of Directors and Others**

### **6.01 Protection of Directors, Officers and Members**

The Board shall procure and maintain such insurance for the benefit of its Directors, Officers and Members as the Board may from time to time determine. All contractors providing services to the Corporation shall maintain and demonstrate adequate and valid liability insurance.

Member volunteers who are not Directors may be covered under general liability for

work performed, including if using equipment; Directors shall NOT perform any work requiring equipment. Directors are not covered under the general liability insurance.

## **6.02 Indemnity of Directors and Officers**

No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. complied with the *Act* and the Corporation's articles and By-laws; and
2. exercised their powers and discharged their duties in accordance with the *Act*

## **Section 7 – Conflict of Interest**

### **7.01 Conflict of Interest**

A conflict of interest means any actual, potential or perceived inconsistency between the personal or business interest (monetary or non-monetary) of a member of the Board or his or her immediate family and the member's obligation to act in the interests of the Association.

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

## **Section 8 – Members**

### **8.01 Members**

Membership in the Corporation shall consist of such persons furthering the Corporation's purposes and who have been accepted into membership in the Corporation by resolution of the Board.

- a. BCRA Membership is mandatory and based on current ownership of either a vacant or an occupied lot;



- b. Member registration does not transfer to a new Owner upon change in ownership of a Lot. New owners must register by contacting admin@balsamchutes.com.
- c. Only one Owner per Lot or their Proxy Voter has voting rights.

## **8.02 Member Classes**

There shall be two (2) classes of membership in the corporation as set out in the Articles of the Corporation. green text - special resolution - add to articles

### **1. Ordinary Members**

- a. Are the owner of a property on Balsam Chutes Road but where the property is owned by more than one (1) person, only one person may apply;
- b. Each Ordinary Member shall have one vote in proceedings of the Corporation;
- c. Ordinary Members shall be qualified to hold office in the Corporation as a Director.

### **2. Auxiliary Members**

- a. Are the spouse and family of an Ordinary Member and may apply to become Auxiliary Members.
- b. Auxiliary Members' may attend and speak at meetings of the Corporation but may not be entitled to vote.

## **8.03 Members in Good Standing**

Members are in Good Standing when they have no outstanding Maintenance or other Fees owing to the Corporation for 90 days or more. When outstanding fees have been paid, or a payment plan is put in place, the member is considered in Good Standing.

## **8.04 Members Not in Good Standing**

1. Members are Not in Good Standing when the Member meets any of the conditions or qualifications found in Payment Terms Schedule "F";
2. Members Not in Good Standing are *not* entitled to vote at any meeting or on any motion of the Association;
3. If a Member, who has chosen an Owner's Representative who has been elected as a Director, becomes a Member not in Good Standing, that Owner's Representative will surrender all of the rights, duties and obligations of a Board Director immediately.
4. No Proxy Voter may represent a Member Not in Good Standing and any previous granting of Proxy Voter status will be void; and

5. A Member Not in Good Standing *may* attend Member meetings as an observer but *may not* address the meeting.

## **Section 9 – Members’ Meetings**

### **9.01 Annual General Meeting**

The Annual General Meeting (AGM) shall be held on a date, time and at a place within Municipality of Huntsville, Ontario fixed by the Board and normally held on the second Saturday in June; The Notice time for the AGM is a minimum of thirty (30) days prior to the meeting date;

Any Member, *In Good Standing, upon request*, shall be provided, not less than 21 days before the AGM, a copy of the approved financial statements,  
All Members shall be provided, not less than 7 days before the AGM, with a copy of the AGM agenda and any proposed By-law changes.

The business transacted at the AGM should follow good corporate practice in the conduct of meetings and shall include:

- a. Proof of Notice of Meeting and receipt of the agenda;
- b. Receipt of the minutes of the previous annual and subsequent special meetings;
- c. Ratification, sanctioning, confirming and approving all acts, contracts, proceedings, appointments, elections and payments enacted, made, done and taken by all Directors and Officers of the Corporation since the close of business at the last AGM of the Corporation;
- d. Receiving and reviewing the Financial Statements of the Corporation for the fiscal year ended Dec 31, together with the report of the financial review and authorizing the signing of the balance sheets of said predecessors by any two (2) Directors;
- e. Treasurer’s Report of the submission by the auditor or person who has been appointed to conduct a review engagement;
- f. Reappointment or new appointment of the auditor, or accountant for the coming year and to authorize the Board to fix their remuneration;
- g. Report of the Road Superintendent;
- h. Setting of Maintenance, Reserve and/or other fees;
- i. Election of Directors; and
- j. Such other or special business as may be set out in the Notice of Meeting.

before the AGM, with a copy of the AGM agenda and any proposed By-law change  
No other item of business shall be included on the agenda for the AGM unless a Member’s proposal has been submitted in writing to the Secretary prior to the giving of notice of the AGM in accordance with the Act, so that such item of new business can be included in the Notice of AGM.

Any Member during Other Business may inform or advise the Board of issues or concerns regarding operation of the Road, for the Board to consider during their next scheduled meeting. *Any issues raised from the floor shall not be discussed during the AGM in which it is raised.*

## **9.02 Special Meetings**

The Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than twenty-five (25) percent of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.

A Member may participate in a special meeting of the Members by electronic means that permit all participants to communicate adequately with each other during the meeting. A Member participating by such means is deemed to be present at that meeting.

Meetings may be held in their entirety by electronic means with video. Resolutions and decisions may be passed by the Membership by way of visual counting of hands and with a favorable confirmation by a majority of all Members. Results of any such votes taken shall be recorded in the minutes.

## **9.03 Proxy Voter**

A Proxy Voter must be in attendance at a meeting of Members in order to exercise their voting rights. No Member may be entitled to more than one vote. A Proxy Vote must be held by a person not already voting as a Member.

The Notice of Meeting shall not include a solicitation for proxy votes in that Notice.

## **9.04 Notice**

Subject to the Act, not less than 21 and not more than 50 days written notice of the time, place and date of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member and to the auditor or person appointed to conduct a review engagement (Section 55(1) (a) & (c)). Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment if a decision is to be taken (Section 55 (8) (a)). Notice shall be sent by mail or electronic means to the last known address of the addressee shown on the Association's records. The non-receipt of such notice by any member shall not invalidate the proceedings of the meeting.

### **9.05 Quorum**

A quorum for the transaction of business at a Members' meeting is fifteen (15) percent of Members entitled to vote at the meeting, whether present in person or by Proxy Voter. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

### **9.06 Chair of the Meeting**

The Board Chair or their designate shall be the Chair of the Members' meeting. In their absence, the Members present at any Members' meeting shall choose another Director as Chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

### **9.07 Voting of Members**

Business arising at any Members' meeting shall be decided by a majority of votes by Members present and Proxy Voters present unless otherwise required by the Act or the By-law provided that:

- a. Each Member in Good Standing or their Proxy Voter shall be entitled to one vote per Member Lot at any meeting;
- b. Each Member and Proxy Voter must register in person prior to the meeting in order to receive their voting card;
- c. All business shall be decided by a show of hands among all Members and Proxy Voters present, and the Chair of the meeting, if a Member, shall have a vote;
- d. An abstention shall not be considered a vote cast;
- e. Before or after a show of hands has been taken on any question, the Chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the Chair of the meeting shall direct;
- f. If there is a tie vote, the Chair of the meeting shall require a written ballot and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- g. Whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the Chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

## **9.08 Adjournments**

The Chair may, with the majority consent of any Members' meeting adjourn the meeting. The Members must be provided with notice of the adjourned meeting. Any business may be continued from the aforementioned meeting should the need arise. Members must be notified of the date, time and place of the continuance of the meeting as per Notice of Meetings.

## **9.09 Persons Entitled to be Present**

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of or accountant for the Corporation (or the person who has been appointed to conduct a review engagement, if any), Owner's Representative, Proxy Voters and other agents who are entitled or required under any provision of the Act or the articles, or invited by the Board to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

## **9.10 Proxies**

A Member may appoint a Proxy Voter to represent such Member using the Proxy Form in Schedule "G". The Proxy Form must be registered with the Secretary no less than seven (7) days prior to the meeting.

## **Section 10 – Determination of "Road"**

### **10.01 In this by-law, "Road" means:**

Balsam Chutes Road from Stephenson Rd 1 E. at the south end to Pinedale Rd at the north end and the lane running to the Chutes and the lane entering into Stephenson's Property for a total length of approximately 3.0 km as defined on the property role file numbers 4442-040-028-50-00 and 4442-040-028-60-00 of the Town of Huntsville; Schedule "I" Legal Description Maps.

## **Section 11 – Notices**

### **11.01 Services**

Any notice required to be sent to any Member or Director or to the auditor shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the Secretary; provided always that notice may be waived or the time for notice may be waived or

abridged at any time with the consent in writing of the person entitled thereto.

### **11.02 Error or Omission in Giving Notice**

No error or accidental omission in giving notice of any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

## **Section 12 – Adoption and Amendment of By-laws**

### **12.01 Amendment to By-laws**

The Members may from time to time amend this By-law by a sixty six (66) percent majority of the votes cast.

Any amendment by the Board shall come into effect immediately if it is in writing and signed by a majority vote of the Directors present at a Board meeting and shall be ratified at the next regularly scheduled meeting of Members.

Any Member may propose a By-law change to any Director for consideration at a Board meeting. If the Member's proposal is not successful, any five (5) Members may propose a By-law change to the Board for consideration by the Board and/or membership.

Enacted on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.

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2022/2023 President

Holly Strickland

2022/2023 Secretary

Kelly Green

## Section 13 - Schedules

### Schedule “A” Duties of the President

The president provides leadership to the Board, and shall be responsible for implementing the strategic plans and policies of the Corporation and subject to the authority of the Board, have general supervision of the affairs of the Corporation. Shall, when present, attend all meetings of the Board and Members. Shall preside over meetings if also holding the office of Chair. Serve as the Board’s primary contact with the public. Sign all documents requiring his signature. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually and that a work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement. Set a high standard for Board conduct and enforce policies and By-laws concerning Directors’ conduct. Ensure that all Directors contribute fully and address issues associated with underperformance of individual Directors. Perform other such duties as may be required by law or as the Board may determine from time to time.

### Schedule “B” Duties of the Treasurer

The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The treasurer shall sign all documents requiring his signature, disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. **Financial Statement** Present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement. Perform such other duties as may from time to time be directed by the Board.

### Schedule “C” Duties of the Secretary

Support the president in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors’ conduct, with particular emphasis on fiduciary responsibilities. **Document Management** Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board including E-mails to [admin@balsamchutes.com](mailto:admin@balsamchutes.com). Have custody of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law. Ensure that all reports are

prepared and filed as required by law or requested by the Board. **Meetings** Give such notice as required by the By-Laws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation, the Board and Board committees.

### **Schedule “D” Duties of the Road Superintendent**

The Road Superintendent inspects the road prior to monthly Board meetings and reports the present condition. Works collaboratively with the Board and Road Team. Twice annually the Superintendent will travel the road with the Road Team to record conditions on a Road Conditions Map. Responsible to transferring invoice data to a Road Inventory Report. The Road Superintendent shall secure contractors quotes for maintenance and repairs based on the Map and submit such quotes to the Board. Responsible for obtaining snow clearing contracts, monitoring the road conditions in winter to order snow clearing, salt etc and reporting problems if any to the contractor. The Road Superintendent reports to the Board with recommendations and quotes (if any) no less than twice annually by Apr 31 and November 31 so the Board may review and make decisions for priority attention. The Road Superintendent will prepare an annual road report and Board recommendations to the Members at each annual AGM and shall be responsible for other such duties as may be required by law or as the Board may determine from time to time.

### **Duties of the Road Team**

The Road Team shall work collaboratively with the Road Superintendent and consist of not less than 1 other person, who shall be a Member or an Owner’s Representative. No less than twice annually the Road Committee shall inspect the road and record the current conditions on the Road Conditions Map. In winter the Road Committee may assist the Road Superintendent in monitoring conditions for and be responsible for other duties as may be required by law or as the Board may determine.



## Schedule "E" Nomination Form for Directors

The Balsam Chutes Road Association is accepting candidates for the volunteer Board of Directors, to be elected at the Annual General Meeting. Qualifications required to be a Director of the Association include:

- a. Being a Member in Good Standing
- b. Being financially solvent;
- c. Being over 18 years of age;
- d. Being willing to serve the length of the proposed term.
- e. Being a spouse, child or parent of a Member in Good Standing who has been chosen by a Member in Good Standing to represent them in the elections for the Board of Directors;
- f. Commitment and adherence to this By-law;
- g. Commitment and adherence to a Corporate Code of Conduct Policy including personal and electronic communication pertaining to respect, transparency, integrity, non-disclosure and advancing the work of the Board.

The Board, made up of motivated and dynamic people who live or cottage on Balsam Chutes Road, meets monthly and has the following three directives: To create a sense of community, road maintenance, upgrading, and accountability of funds and fee collections.

In addition to completing the form, please write a paragraph or two addressing the following three areas. This write-up may be distributed at the Annual General Meeting. BCRA reserves the right to edit it for clarity and/or to reduce the length.

1. How long have you lived on Balsam Chutes Road? Why do you like the area?
2. Why do you want to join the BCRA Board?
3. What you have to offer the Board. What are your skills and experience that would support our projects? What contributions have you made to the community?

Nominations should be signed and received no later than May 20, \_\_\_\_\_ at 11:59 p.m.

\_\_\_\_\_  
Name of person nominated (nominee)

\_\_\_\_\_  
Date

\_\_\_\_\_  
Nominee's address

\_\_\_\_\_  
Position sought: President, Secretary, Treasurer, Director

\_\_\_\_\_  
Home telephone

\_\_\_\_\_  
Cell / Work telephone

\_\_\_\_\_  
E-mail address

You may call the following person as they have agreed to be my reference.

\_\_\_\_\_  
Name of Reference

\_\_\_\_\_  
Telephone

\_\_\_\_\_  
E-mail address

I am willing to join the Board of Directors of BCRA and to attend up to 8 Board meetings per year. I have read and endorse the Mission Statement and goals of the organization, as found in the first paragraph on page one of this form.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

## **Schedule “F” Payment Terms for Annual Maintenance Fees**

Invoices for annual Maintenance Fees go out March 1<sup>st</sup> by email if a member has agreed, or regular mail, and are due March 31<sup>st</sup>.

Reminder notices for those who have not paid, are sent out April 30<sup>th</sup>, 30 days after the due date of March 31<sup>st</sup>. Reminder notices may be sent with the spring newsletter if it is prepared by Mar 31<sup>st</sup>.

Registered letters, for those who have still not paid, go out 30 days after the reminder notices. Fees not paid in 90 days put the member Not in Good Standing.

Members may set up a payment plan by contacting [roadfees@balsamchutes.com](mailto:roadfees@balsamchutes.com). A member who has initiated a payment plan will be considered in Good Standing if payments are made according to the plan set up.

## Schedule "G" Proxy for Balsam Chutes Road Association AGM or Special Meeting

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Name of Ordinary Member

---

Balsam Chutes civic number of Member who will be absent

---

Phone number of Member who will be absent

---

Name of Proxy Holder

---

Address of Proxy Holder who will be present

---

Phone number of Proxy Holder

---

Date of AGM or Special Meeting

Proxy holder may speak and vote on behalf of the ordinary member

Send the proxy within 7 days of the meeting to: [admin@balsamchutes.com](mailto:admin@balsamchutes.com)

## **Schedule “H” Special Assessments**

New Builds – Owners of new builds will be invoiced for a one time assessment based on the cost of purchasing and delivering Twenty two (22) tonnes of 7/8” granite granular “A” crusher run.

### **Payment Terms for Special Assessments**

Special Assessments will be sent out after Sept 1<sup>st</sup> with the exception of owners of new builds who will be assessed as soon as construction begins. Payment for Special Assessments are due 30 days from receipt of an assessment.

Reminder notices for those who have not paid, are sent out 30 days after the due date.

Registered letters, for those who have still not paid, go out 30 days after the reminder notices. Special Assessments not paid in 90 days puts the Member not in good standing.

Members may set up a payment plan by contacting [roadfees@balsamchutes.com](mailto:roadfees@balsamchutes.com). A member who has initiated a payment plan will be considered in Good Standing if payments are made according to the plan set up.

**Schedule "I"**

**Road Legal Description Map**

## Schedule "J" BCRA Member Registration Form

### 1. Ordinary Members

Are the owner of a property on Balsam Chutes Road, but where the property is owned by more than one (1) person, only one person may apply; Each Ordinary Member shall have one vote in proceedings of the Corporation if they are a member in Good Standing.

### 2. Auxiliary Members

Are the spouse and family of an Ordinary Member. Auxiliary Members may attend proceedings but not vote. Auxiliary Members may apply to be Ordinary Members in the owners place if the Owner so chooses.

Ordinary Member Name: \_\_\_\_\_

email \_\_\_\_\_

Balsam Chutes Civic Number: \_\_\_\_\_

Mailing Address: \_\_\_\_\_

Auxiliary Member Name: \_\_\_\_\_ email \_\_\_\_\_

Auxiliary Member Name: \_\_\_\_\_ email \_\_\_\_\_

Auxiliary Member Name: \_\_\_\_\_ email \_\_\_\_\_

Auxiliary Member Name: \_\_\_\_\_ email \_\_\_\_\_

Join/Renewal Month: \_\_\_\_\_ Year \_\_\_\_\_

Do you.....  consent to receiving email renewal notices