

LONG LAKE COTTAGE OWNERS' ASSOCIATION INC.

The Long Lake Cottage Owners' Association Inc. hereby adopts and enacts as its by-laws the provisions contained herein.

1-DEFINITIONS

- 1.1 LLCOA - Long Lake Cottage Owners' Association Inc.
- 1.2 The Board of Directors or Board – the duly elected Directors of the LLCOA
- 1.3 Member in good standing - leaseholder who has paid yearly LLCOA membership fee to current
- 1.4 Not a member in good standing - any leaseholder who has elected not to join the LLCOA or has failed to pay yearly LLCOA membership fee

2-REGISTERED OFFICE

- 2.1 The registered office of the LLCOA will be at a location in the Province of Manitoba to be determined by the board.

3-PURPOSE

- 3.1 The purpose of the LLCOA is to promote community between the leaseholders at Long Lake, Nopiming Provincial Park, Manitoba and:
 1. to enhance the recreational and vacation potential to Long Lake leaseholders,
 2. to help members report and follow up on concerns
 3. to dispense fair, comprehensive and accurate information
 4. to discuss and promote leaseholder interests with Manitoba Parks and other organizations

4-MEMBERSHIP

- 4.1 Any leaseholder at Long Lake may apply for membership. The Association shall charge members an annual fee for each cottage property owned. The amount of the annual fee shall be set by the Board from time to time.

5-FISCAL YEAR

- 5.1 The fiscal period of the LLCOA will end on December 31 of each year.

6-MEETINGS

- 6.1 There shall be at least one general meeting of the LLCOA each year, which shall be held on a date fixed by the Board of Directors, which date shall not be more than three (3) months after the fiscal year end.

Notice of every general or special meeting of the membership shall be mailed or delivered by the board to every leaseholder not less than 30 days prior to such meeting. In the case that according to LLCOA records there shall be multiple owners notice shall be sufficient if mailed or delivered to the first named of such multiple owners according to LLCOA records.

- 6.2 The Board or 10 per cent of the members of the LLCOA may request the Board to call a special meeting for any purpose on behalf of the membership. The Board shall schedule any such requested meeting and give 30 days notice in accord with paragraph 6.1.
- 6.3 Every notice of the annual general meeting or special meeting(s) shall state the nature of the business of the meeting. Reasonable notice of agenda items must be given or any vote on an item not on the agenda must be set aside as the meeting will be deemed improperly called. Unless otherwise provided in this by-law, motions arising at a duly constituted meeting of the LLCOA shall be decided by a simple majority of votes. In the case of a tie, the President or designate shall call for a second vote. If the second vote results in a tie vote, the resolution shall be defeated.
- 6.4 A minimum of 20 per cent of the LLCOA members in good standing shall constitute a quorum for the transaction of business at the annual general meeting or any special meeting of the membership.
- 6.5 Every leasehold property with a member in good standing is entitled to 1 vote at the annual general meeting or any special meeting. The vote for such cottage may be cast by any registered owner listed on the records of the LLCOA or by the spouse of such owner without proxy. By use of a written proxy but not otherwise, a member in good standing may assign his or her vote to a family member other than a spouse or to another member in good standing of the LLCOA. All written proxy votes will be recorded by the Secretary and will form a part of the official record of any meeting.
- 6.6 Leaseholders who are not members in good standing at Long Lake are welcome to address the LLCOA at any general or special meeting but do not have the right to vote.

7-BOARD OF DIRECTORS

- 7.1 The affairs of the LLCOA shall be managed by a Board of not less than 3 and not more than 6 elected directors. At the time of any director election, vacancies in the following offices, if any, shall be filled in the following order: President, Vice President, Secretary and Treasurer. For clarity, in the event there shall be no officers previously elected or the term of all such officers is concluding, the first four directors elected will have the offices of President, Vice President, Secretary and Treasurer respectively. If only the offices of President and Treasurer are up for election, the first two directors elected will be President and Treasurer. Once all of the four offices are filled, the remaining directors elected will have no office. The past-President may, at the request of the Board, serve the Board as ex-officio on any committee.
- 7.2 All Board of Director positions will be elected by a majority vote of the membership at the annual general meeting. A position may be left vacant if there is no nominee or candidate. Election shall be held for each position at the commencement of the term. At the 2012 annual general meeting one-half of the Board (the President, the Treasurer, and one (1) Director) will be elected for two (2) year terms and one-half of the Board (Vice President, Secretary, and one (1) Director) will be elected for one (1) year terms.
- 7.3 Any member in good standing may be nominated or elected to any of the positions on the Board.
- 7.4 Starting with the 2013 annual general meeting, all vacant Board of Director positions, in accordance with article 7.1 of these bylaws, will be elected for a term of two (2) years. Directors may be re-elected for a subsequent two (2) year term.
- 7.5 The office of any member of the Board shall be automatically vacated if the member resigns their position on the Board by notice in writing to the LLCOA.
- 7.6 In the event of vacancy on the Board arising between annual general meetings the Board shall give notice to the members in good standing of the vacancy of the director(s). Within 30 days of receiving such notice those interested in letting their name stand for the position shall give notice in writing to the Secretary of the Board of such intention. In the event that only one person gives notice of such intention within the 30-day period that person shall assume the vacant position for the balance of the term. In the event that more than one person shall give notice of intention to let his or her name stand, a special meeting shall be called on 30 days written notice to the membership in order that an election shall be held for the position. Failing any nominees or nominations in the event that the vacancy shall not result in the number of directors being less than three the Board may, in the interim, appoint a replacement to the vacant position. If the effect of the vacancy will be to reduce total directors to less than three, the Board shall, in the case of no nominations, call a special meeting of the membership.

- 7.7 The directors will serve without remuneration, and no director shall directly or indirectly receive any profit from his/her position.

8-ELECTION OF DIRECTORS- PROCEDURE

- 8.1 Two members of the Board will act as returning officers. The directors will be elected one at a time in the order described in paragraph 7.1. One of the two returning officers will call for nominations from the floor. Nominees will accept or decline the nomination. When there are no further nominations, the nominations will be closed and ballots will be distributed, collected and counted. Each director elected by ballot or acclamation will be announced by one of the two returning officers before election of the next position.
- 8.2 To establish a committee, the Board may ask for nominations from the membership in good standing for the committee or submit nominees for approval by the LLCOA.
- 8.3 The Board may appoint such agents and engage such employees as it deems necessary, the authority and duties of such person(s) to be prescribed in writing by the Board at the time of the appointment.

9-DUTIES OF DIRECTORS

- 9.1 President - The President, or another member of the board chosen by the board shall preside at all board meetings and LLCOA members meetings. The President shall see that other Board members and committee members perform their assigned duties. The President shall be the ex officio member of all committees conducting the affairs of the LLCOA.
- 9.2 Vice President - The Vice President shall assist the President in the performance of his or her duties and shall exercise all the powers of the President in the latter's absence.
- 9.3 Secretary - The Secretary shall keep a roll of members in good standing, amending same as may be required from time to time. The Secretary shall issue notices calling all meetings and shall keep minutes and an attendance record thereof, together with the records and correspondence of all matters pertaining to the activities of the LLCOA.
- 9.4 Treasurer - The Treasurer shall receive all fees or other monies payable to the LLCOA and issue receipts therefore. All funds in the custody of the Treasurer shall be deposited in the financial institution specified by the Board. The Treasurer shall make disbursements only when said disbursements have been authorized and approved by the Board, and shall present at the annual general meeting a written report showing all the receipts and expenditures for the current

- fiscal year. The Treasurer shall present at all meetings of the Board, a statement showing the existing financial position of the LLCOA.
- 9.5 The Board of the LLCOA shall be responsible for coordination of the work and for carrying out the policies and directives of the LLCOA as directed by the membership. The Board shall act by majority decision. No director/officer shall have a tie casting vote concerning Board decisions. Directors shall at all times act honestly and with a view to the best interests of the LLCOA.
 - 9.6 The Board shall choose one of its members as Chairperson of LLCOA general and special meetings. The Chairperson may from time to time change at the discretion of the Board.
 - 9.7 The Board shall account for LLCOA funds to the LLCOA membership. The LLCOA shall at all times have its accounts with a bank, credit union or established financial institution. Same shall be maintained with two authorized signatures required for all payments or withdrawals.
 - 9.8 The Board shall maintain complete records of all LLCOA business and shall make same available to all members in a timely manner.
 - 9.9 The Board may exercise all powers set forth by the LLCOA by-laws. Where inconsistencies occur between the LLCOA by-laws and the Manitoba Corporations Act, the LLCOA by-laws will prevail except where prohibited by the Corporations Act.
 - 9.10 The Board may expend LLCOA funds as required to carry out the policies and directives of the LLCOA. Any expenditure over \$500 requires approval by the membership.
 - 9.11 The Board shall take such steps as it deems necessary to enable the LLCOA to receive membership fees, donations and benefits for the purpose of furthering the objectives of the LLCOA.
 - 9.12 The Board or designated representatives may join or participate for discussion only with such other groups and organizations as it shall consider in the best interests of the LLCOA, but may not commit to anything without approval from the membership. Any business arising from such participation must be shared with the LLCOA membership for a vote.
 - 9.13 In cases of death, resignation, retirement, or removal from office of any member of the Board, all books, papers, vouchers, money, and other LLCOA property in the possession or under the control of such past director shall be delivered to the remaining Board within 21 days of such event.

- 9.14 A director or officer who (a) is a party to a material contract or proposed material contract with the LLCOA, or (b) is a director or an officer of or has a material interest in any person who is a party to a material contract or proposed material contract with the corporation, shall disclose in writing to the corporation a request to have entered in the minutes of the meetings of the board the nature and extent of his/her interest. The required disclosure shall be made at the meeting at which the proposed contract is first considered or, if the director was not then interested in a proposed contract, at the first meeting after he/she becomes so interested. Any director required to give disclosure in accordance with this paragraph shall not vote on any resolution to approve the contract. Failure to give such disclosure or voting on any such resolution by such a director shall void the contract at the option of the LLCOA membership.

10-SIGNATURE AND CERTIFICATION OF DOCUMENTS

- 10.1 Contracts, documents, or other instruments in writing, requiring signature on behalf of the LLCOA shall be signed by such members of the Board as the Board shall authorize from time to time. In no case shall the number be less than two.

11-RESOLUTION AND AMENDMENTS

- 11.1 Resolutions of the membership shall be passed on a motion duly made at a properly constituted annual general meeting or special meeting of the membership. Matters not requiring a special resolution shall be passed by a simple majority of the members in good standing present as described in section 6.3. Matters requiring a special resolution shall be passed by not less than 60 per cent of the members in good standing present at the applicable meeting.

- 11.2 Matters requiring special resolution are:

1. The removal of a member of the Board prior to expiry of his or her term. A director may only be removed for just cause.
2. Any amendment to the Articles of Incorporation or the By-laws of the LLCOA.
3. The disposition of substantially all of the assets or wind up of the LLCOA.

12-INDEMNITIES TO DIRECTORS AND OTHERS

- 12.1 Each member of the board, or agent or employee who undertakes action on behalf of the LLCOA shall, provided he acts honestly and with a view to the best interests of the LLCOA, be indemnified and saved harmless out of the funds of the LLCOA.
- 12.2 Each member of the Board incurring costs, charges, or expenses in the conduct of the LLCOA business will be indemnified except where such expenses are

occasioned by the Board member’s own willful neglect or are undertaken without authorization within the provisions of these by laws.

13-BOOKS AND RECORDS

13.1 The books and records of the LLCOA shall be open to inspection by the membership given reasonable notice at the office of the LLCOA.

14-WINDING UP

14.1 It is the unalterable provision of these by-laws that the membership of this organization shall have no interest in the property and assets of the organization. Upon dissolution of the LLCOA, any funds and assets of the LLCOA remaining after satisfaction of its debts and liabilities, shall be distributed to the members in good standing.

Date _____

President (elected)

Date _____

Vice-President (elected)

Date _____

Secretary (vacant)

Date _____

Treasurer (elected)