Bylaws of Mill Lake Village Cottagers' Association Inc.

Last updated July 16, 2025

Last Comprehensive Review
July 25, 2024

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Appendix A attached at end.

Section 1 – The Corporation

1.1 **What is the name of the Corporation**

The Corporation is named the Mill Lake Village Cottagers' Association Inc. (MLVCA)

1.2 **Type of Corporation**

MLVCA is incorporated as a non-profit Corporation

1.3 **Purpose of the Corporation**

The Corporation exists:

- To promote the property ownership interests of its members.
- To promote the social, environmental, and recreational interests of its members.
- To inform the members of any relevant information, legislation, studies and /or reports.
- To make representations to applicable government authorities on behalf of its members.
- To maintain and improve the integrity and safety of its privately held roads, cul-de-sacs, easements, and right-of-ways on behalf of its members.

All within the boundaries of the MLVCA as defined.

1.4 **Boundaries of Mill Lake Village Cottagers' Association Inc.**

See Appendix A

Section 2 – Members

2.1 **How many classes of Membership are there?**
Membership in the Corporation shall consist of 1 class(es) of Members.

Membership in the Corporation will include the incorporators named in the articles until such time as their membership ends.

2.2 **How does someone become a Member?**
Memberships consists of individuals who own property with a municipal address within the boundaries of Mill Lake Village within The Municipality of McDougall Ontario as defined in Appendix A that benefit from the common roads therein.

2.3 **What rights do Members have?**
As set out in the articles, each Member of the Mill Lake Village property owners' class or his/her designate, is entitled to receive notice of and attend all Members' Meetings, and each paid Member of the Mill Lake Village property owners' class or his/her designate, will be entitled to one (1) vote at such meetings.

In the event of multiple ownership of an individual municipal address; one person shall be designated as representative member for that property. The representative member alone is entitled to vote at meetings called by the directors of the corporation.

2.4 **How does membership end?**
Membership in Mill Lake Village property owners class automatically terminates if the Member no longer owns property within Mill Lake Village or such membership is otherwise ended according to the Act.

2.5 **How long does membership last?**
The term of membership will be 1 year, subject to automatic renewal in accordance with the policies of the Corporation.

2.6 **Privileges of membership.**
All active members, together with all members of their immediate family (including sons, daughters, parents and grandparents), shall be entitled to participate in all activities of the Corporation, save and except for the purpose of voting on any Resolution, by-law or election of officers of the Corporation.

2.7 **Membership fees.**
The annual fee for membership shall be such an amount as determined by the Board of Directors and shall not be implemented until the membership has had an opportunity to discuss**.**

Discipline of Members

2.8 **Who can discipline Members or terminate their membership?**
The Members may pass a resolution authorizing disciplinary action or the termination of Membership for: violating our Code of Conduct or other policies, violating our bylaws and any

other reasons calling for discipline in the Discretion of Discipliner. Termination of membership does not excuse the property owner from paying dues.

2.9 **How much advanced notice must the discipliners give the Member?**
The discipliners must provide 30 days' written notice to a Member before passing the above-mentioned resolution.

2.10 **What information should the notice include?**
The notice will set out the reasons for the disciplinary action or termination of membership.

2.11 **Does the Member have a right to respond?**
The Member receiving the notice is entitled to give the discipliners an oral and a written submission addressing the disciplinary action or termination not less than 5 days before the end of the 30-day period. The Board shall consider the submission of the Member before making a final decision regarding disciplinary action or termination of membership.

Section 3 – Directors

Electing and Appointing Directors

3.1 **Who elects the directors?**
The Members elect the Directors.

3.2 **How long do Directors serve?**
The Members will elect:

- one third of the Directors for a 3-year term,
- one third of the Directors for a 2-year term, and
- one third of the Directors for a 1-year term.

After this time, newly elected Directors shall be elected for 3-year terms. Any Director whose term of office is expiring shall be eligible for re-election.

3.3 **Who is eligible for election to the Board of Directors?**
Any active member of the Corporation whose annual dues are paid up for the year preceding the annual election, or the spouse of such member, or a designated family member to whom the one voting right has been entrusted with, shall be eligible for election.

3.4 **Directors of the Corporation:**
President:

- When present the President shall preside at all meetings of the Corporation and of the Board of Directors. The President will be charged with the general management and supervision of the affairs and operations of the Corporation. The President along with the Treasurer shall sign all corporation cheques or e-transfers. The President along with the Communications Officer shall sign all by-laws and contracts and membership certificates. The President or Treasurer shall, every calendar year, appoint two members of the association to a Peer Review Committee; and such committee shall be responsible for (a.) reviewing the financial statements as prepared by the Treasurer, and (b.) report back to

the membership their findings.
During the absence or inability of the President, those duties and powers may be exercised by any other director as the board appoints for this purpose.

Communications Officer:

- The Communications Officer shall attend all meetings and record all facts and minutes of all proceedings in books or electronic files. He or she shall give all notices required to be given to members and to directors and perform such other duties as may from time to time be determined by the Board of Directors.

Treasurer:

- The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in the bank. Funds will be disbursed under the direction of the Board of Directors, taking proper vouchers therefore and rendering at regular meetings an account of all transactions as Treasurer and the financial position of the Corporation.
- The Treasurer will provide all financial statements required for the Peer Review Committee to enable them to review and report back the results to the AGM.
- The Treasurer will file the annual tax returns with the Canada Revenue Agency.

Other officers:

- The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

Empty Seats

3.5 **In what situations does a Director cease holding office before the end of their term?**

A Director will stop holding office immediately, if he/she:

- dies
- the property is sold and the voting right has been transferred to someone else
- becomes bankrupt, or
- is found to be incapable of managing property by a court or under Ontario law.

A Director may resign by written notice to the Corporation. A Director who resigns will stop holding office when the Corporation receives the written notice or at the time specified in the notice, whichever is later.

3.6 **Can the Members remove a Director from office?**

Members may remove a Director before the end of their term of office. Members may do this by passing a resolution at a Members' Meeting with at least a majority (51%) of the votes cast by the Members at the meeting. If a vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote.

3.7 **How are Board seats filled when they've been vacated mid-term?**

A quorum of Directors may fill a vacancy among the Directors by a majority vote.

3.8 **How many Directors may a quorum of Directors appoint?**

The total number of directors so appointed may not exceed one-third of the number of directors elected at the previous annual meeting of the members.

3.9 **What if the vacancy means there isn't a quorum of directors?**

If there aren't enough Directors to make up a quorum or the Members did not elect the minimum number of Directors set out in the articles, the Directors in office will, without delay, call a special Members' Meeting to fill the vacancy. If the Directors fail to call such a meeting, the meeting may be called by any Member.

3.10 **What is the voting threshold to elect a Director mid-term?**
If the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority (51%) of the votes cast by the Members at the meeting. The Board may fill any other vacancy by a majority (51%) vote.

3.11 **How long is the term of office for a Director filling a vacancy?**
The Director elected to fill the vacancy will hold office for the remainder of the removed Director's term. After that, the appointee will be eligible to be elected as a Director.

Committees

3.12 **Can the Board delegate its powers to a Managing Director or Executive Committee?**
The Board may appoint Directors to be a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in the Act that are not permitted to be delegated.

Paying Directors

3.13 **Can we pay directors for their work as Directors?**
The Directors will fulfil their role as Director without remuneration.

Section 4 – Board Meetings

4.1 **Who can call Board Meetings?**
The Chair may call meetings of directors at any time and any place on notice as required by the Notices Section of this Bylaw.

Board Meeting Notices

4.2 **Do we have to give advanced notice for Board Meetings?**
Notice of the time and place for the holding of a meeting of the Board will be given to every Director of the Corporation in the manner provided in the Notices Section of this Bylaw.

4.3 **How long in advance does the notice have to be given?**
Notice of the time and place of the meeting must be given not less than 7 days before the date that the meeting is to be held.

4.4 **How should notice be given?**

Notice must be given according to requirements set out in the Notices Section of this Bylaw.

4.5 **When can we have a Board Meeting without advanced notice?**
Notice of a meeting is not necessary if:

a. all the Directors are present, and none objects to the holding of the meeting,
b. those absent have waived notice or have otherwise signified their consent to the holding of such meeting, or
c. a quorum of Directors (not less than 3 directors) is present, and it would be the first meeting of a newly elected or appointed Board immediately following the annual meeting of the Corporation.

Conducting Board Meetings

4.6 **Who will chair Board Meetings? What if they are absent?**
The Chair will oversee Board Meetings. If the Chair is absent, the Directors present will choose a Director to act as the Chair. The Chair will ensure the proper recording and maintenance of minutes of all meetings of the Board and Board committees.

4.7 **How will voting be conducted at the Board Meeting?**
Each Director, including the Chair, has one vote. Questions arising at any Board Meeting will be decided by a majority (51%) of votes unless otherwise required by the Act.

4.8 **Will the Chair have the power to break ties?**
In case of an equality of votes, the Chair will have a second vote or casting vote.

Phone and e-Meetings

4.9 **Can Directors join Board Meetings online or by phone?**
If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephone or electronic means. The telephone or electronic means must allow all participants to communicate adequately with each other during the meeting. A Director participating in the above ways is deemed to be present at that meeting. For greater certainty, Board meetings may be held entirely by phone or electronic means.

Section 5 – Officers

Appointments and Removals

5.1 **What Officers can the Board appoint?**
The Board will appoint from among the Directors a Chair, and may appoint any other person to be President, Treasurer and Communication Officer at its first meeting following the annual meeting of the Corporation. The Board may appoint other Officers and agents as it deems necessary. These Officers and agents will have such authority and duties as the Board may assign from time to time.

5.2 **Can one person hold more than one office?**
The same person may hold two or more offices of the Corporation.

5.3 **Who can remove an Officer?**
The Board may remove any Officer by resolution.

5.4 **For what reasons may an Officer be removed?**
An Officer may be removed for any reason.

Section 6 – Conflicts of Interest

6.1 **Are Directors required to disclose any conflict of interest?**
A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act.

6.2 **Are Directors who have a conflict of interest allowed to vote?**
No such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction, except as provided by the Act.

Section 7 – Members' Meetings

Annual Members' Meeting

7.1 **When and where will the Annual Members' Meeting be held?**
The Board will decide the date and place of the Annual Members' Meeting. The place of the Annual Members' Meeting must be within Ontario.

7.2 **What will the agenda of the Annual Members' Meeting (AGM) be?**
The business at the annual meeting will include the following:
a. Approve the minutes of the previous AGM and any special meetings.
b. Approve the financial statements for the previous year and the budget for the current year.
c. Approve the financial Peer Review Report by 70% of attending members.
d. Report on the road conditions, upgrades and work planned for the year.
e. Elect directors.
f. Include new or special business that was included in the notice of the meeting.
g. New business from the floor.

7.3 **Can anything be added to the agenda? If so, how?**
Voting Members have a right to submit proposals to be added to the agenda. They must give the proposal to the Board prior to the giving of notice of the Annual Members' Meeting in accordance with the Act, so that such item of new business can be included in the notice of Annual Members' Meeting.
New business from the floor allows members to submit items at that time.

7.4 **Quorum.**
A quorum of the meeting of the Corporation shall require the attendance of not less than 12 paid up active members of the Corporation.

Special Members' Meetings

7.5 **Who can call a Special Members' Meeting?**
The Directors may call a Special Members' Meeting.

Notice

7.6 **Do we have to give advanced notice of Members' Meetings? If so, what criteria must it meet?**
Subject to the Act, not less than 10 and not more than 50 days prior to the Meeting written notice of any annual or Special Members' Meeting must be given in the manner specified in the Act and the Notices Section of this Bylaw to each Member and to the auditor or person appointed to conduct a review engagement.

7.7 **How much detail must the notice contain?**
Notice of any meeting where special business will be transacted must contain enough information to permit the Members to form a reasoned judgement on the decision to be taken.

Phone and e-Meetings

7.8 **Can Members join Members' Meetings online or by phone?**
A Member may participate in a Members' Meeting by telephone or electronic means. The telephone or electronic means must:

- allow all participants to communicate adequately with each other during the meeting
- allow you to verify the identity of anyone casting a vote
- prevent you from knowing how they voted.

A Member participating in the above ways is deemed to be present at that meeting. Members' Meetings may be held entirely by phone or electronic means.

Quorum

7.9 **What happens if you lose quorum part way through the meeting?**
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.

Chair of the Meeting

7.10 **Who will chair Members' Meetings?**
The President shall be the chair of the Members' Meeting.

7.11 **Who will chair Members' Meetings if the Chair is absent?**
In the Chair's absence, the Members present at any Members' meeting will choose another Director as chair. If no Director is present, or if all of the Directors present decline to act as chair, the Members present will choose a Member present to chair the meeting.

Voting

7.12 **How many votes will be necessary to pass a resolution?**
Unless otherwise required by the Act or the Bylaws, at least 51% of the eligible votes in attendance at the meeting are required to approve/accept all business put to a vote. (With the exception of the Peer Review Report and Changes to Bylaws as noted elsewhere.)

7.13 **How many votes will each Member have?**
Each designated voting Member will be entitled to one vote at any Members' Meeting.

7.14 **Can Members vote by proxy?**
If a paid Member is unavailable to attend or participate in a Members' Meeting, they may appoint another Member to vote for them by proxy. A signed form of proxy, available from the Board of Directors, will need to be emailed to a director, up to two weeks before the meeting.

7.15 **How will votes be taken?**
Votes will be taken by show of hand or by written ballot at the chair's discretion among all Members present, unless otherwise required by the Act.

7.16 **Will the chair of the meeting have a vote?**
The chair of the meeting, if a voting Member, will have a vote.

7.17 **What if there's a tie vote?**
If there is a tie vote, the chair of the meeting must call for a written ballot. If a tie remains, the resolution seeking endorsement should be modified to create a vote that isn't tied.

7.18 **Will abstentions be counted as votes?**
An abstention will not be considered a vote cast.

Attendance

7.19 **Who has a right to attend Members' Meetings?**
The only persons entitled to attend a Members' Meeting are:

- the Members and their immediate family and/or his/her designate.

- the Directors
- the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and
- others who are entitled or required under any provision of the Act or the articles to be present at the meeting.

Any other person may be admitted only if the Chair of the meeting invites them or the majority (50%+1) of the Members present at the meeting consent to their being there.

Section 8 – Notices

8.1 **What are valid ways of sending advanced notice of meetings?**

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 shall be delivered:

- To the last address on record for that director or member
- Telephone
- Prepaid mail
- Fax
- Email
- Other electronic means
- As the directors determine

8.2 **Where should notices be sent?**

Notices mentioned above will be sent 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 Board.

8.3 **Can the right to notice be waived?**

Notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled to the notice.

8.4 **Can we count the day the notice is sent as part of the total number of days required for advanced notice?**

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice will, unless it is otherwise provided, be counted in such number of days or other period.

8.5 **What effect does an error or omission have on the validity of the notice?**

No error or accidental omission in giving notice of any Board Meeting or any Members' Meeting will invalidate the meeting or make void anything that happens at the meeting.

Section 9 – Finances & Signing Authority

9.1 **When does our financial year end?**
The financial year of the Corporation ends on 31st December each year or on such another date as the Board may from time to time by resolution determine.

9-2 **Who has signing authority for MLVCA corporation?**
The President and Treasurer have signing authority.

Section 10 – Adoption and Amendment of Bylaws

10.1 **What percentage of Member support does it take to change these Bylaws?**
The Members may from time to time amend this Bylaw with 70% of the votes cast at a Members' Meeting.

10.2 **Can the Board change the Bylaws between Members' Meetings?**
The Board may from time to time in accordance with the Act pass or amend this Bylaw.

10.3 **Can the Board create new Bylaws or change the Bylaws on their own?**
The Board must submit any Bylaws it passes or changes it makes to existing Bylaws to the Members at the next Members' Meeting. The Members may confirm, reject or amend the new Bylaw or Bylaw changes. The new Bylaw will become effective immediately.

Section 11 – Definitions & Interpretation

11.1 **What if part of the Bylaw is invalid?**

The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw. (If we create a bylaw that violates the act, we do not discard the whole set of bylaws.)

11.2 **What if parts of the Bylaw are inconsistent with the Articles or Act?**
If any of the provisions contained in the Bylaws are inconsistent with those contained in the articles or the Act, the provisions contained in the articles, or the Act will prevail.

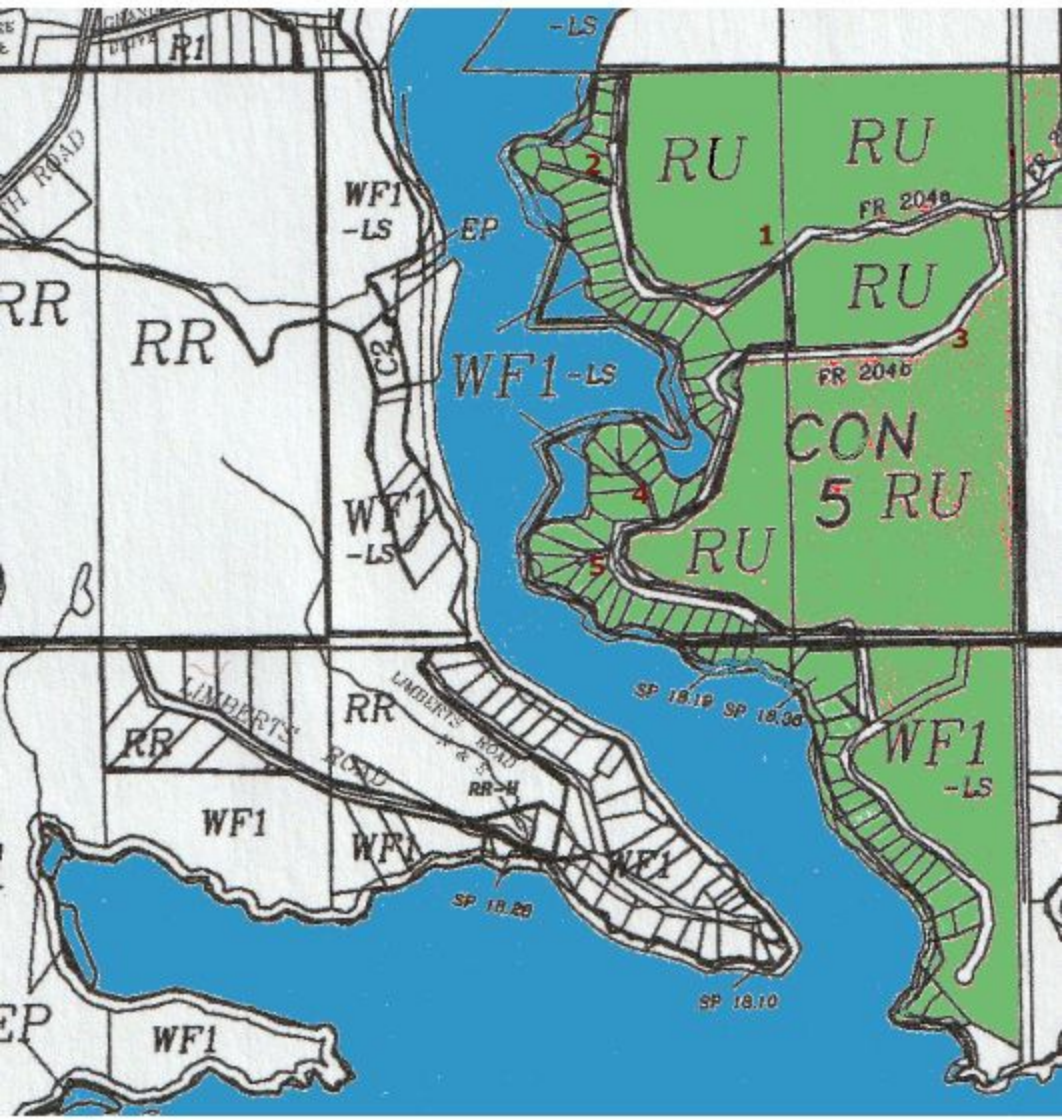
Section 12 – Dissolution of the corporation

12.1 **Dissolution of the corporation**
The Corporation shall be dissolved at such time as the title for private roads within the corporation shall be transferred to The Municipality of McDougall by request, or by changes in the laws of McDougall or Ontario.

12.2 **Remaining Assets of the corporation**
Any remaining assets of the corporation after dissolution expenses, shall be distributed evenly amongst the municipal address existing at the time of dissolution with the boundaries of Mill Lake Village Cottagers' Association.

Appendix - A

1 - Mill Lake Trail formerly FR 204
2 - Deer Valley Lane formerly FR 204A
3 - Turtle Bay Road formerly FR 204B
4 - Eagle Ridge Lane formerly FR 204C
5 - Loon Crescent formerly FR 204D



Properties adjacent to the road system maintained by the Mill Lake Village Cottagers Asociation Inc. are considered part of the village if actively used to access those properties.