



## BY-LAWS

### LAKESHORE HEIGHTS ASSOCIATION INC.

*AMENDED & RESTATED CONSTITUTION BY-LAWS  
EFFECTIVE MAY 17-2015  
VOTED & ACCEPTED AT SPRING ANNUAL GENERAL MEETING*

(hereinafter referred to as the “**Corporation**”)

### DEFINITIONS

1. Definitions. In this By-law, unless the context otherwise specifies or requires:
  - (a) “**By-laws**” means any by-law of the Corporation from time to time in force and effect, including this by-laws;
  - (b) “**Member**” means any voting member of the Corporation;

### OBJECTS OF THE CORPORATION

2. The objects of the Corporation are:
  - (a) To create and maintain an aesthetically pleasing environment in Lakeshore Heights, Manitoba for the benefit of present and future generations.
  - (b) To accept donations by bequests or other means.
  - (c) To facilitate interaction and offer recreation and amusement activities and services to residents.
  - (d) To promote a safe and harmonious community
  - (e) To promote and/or deliver services, facilities and infrastructure for mutual benefit and enjoyment of the community.
  - (f) To work with, and lobby, governments at all levels on behalf of, and for the interests of, the community.
  - (g) To observe, facilitate and support policies and actions to protect the wildlife and environment of Lake Winnipeg and the surrounding lands.

### CONDITIONS OF MEMBERSHIP

3. Entitlement. Membership in the Corporation shall be limited to persons interested in furthering the objects of the Corporation and shall consist of anyone whose admission as a Member meets the requirements set forth in Section 4.
4. Classes. There shall be the following class of membership in the Corporation:
  - (a) Voting Members. The “**Voting Members**” are individuals who:
    - (i) Are permanent or seasonal residents of Lakeshore Heights, and
    - (ii) Hold a current paid annual membership,
  - (b) Alternative Voting Members. The “**Alternative Voting Members**” are individuals who:
    - (i) Are permanent or seasonal residents of Lakeshore Heights, and
    - (ii) Have been designated by a Voting Member, at the time of membership payment and on their Voting Members personal membership receipt, as their Alternate Voting Member, and
    - (iii) Reside at the same Lakeshore Heights residence as their associated Voting Member.

Voting Members may designate only one Alternative Voting Member on their membership. Alternating Voting Members may be changed by the Voting Member through delivery of written notice to the secretary of the Corporation.

5. Voting. Each Member shall be entitled to exercise one (1) vote at all meetings of Members.
  - (a) Individuals designated on the membership receipt as “Voting Member” are entitled to cast the vote of the Member
  - (b) In the absence of the designated “Voting Member” from a meeting where voting takes place, the individual designated as the “Alternative Voting Member” is entitled to exercise the vote of the Member.

6. Annual Membership Period. Annual membership begins upon receipt of the full fee amount and continues until midnight, June 30<sup>th</sup> of the following calendar year.
7. Annual Membership Fees. Annual membership fees shall be determined by way of vote by the Members.
8. Resignation. Any Member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the secretary of the Corporation.
9. Termination of Membership. The interest of a Member in the Corporation is not transferable and lapses and ceases to exist:
  - (a) upon death or dissolution of the Member;
  - (b) when the member ceases to be a permanent or seasonal resident of Lakeshore Heights;
  - (c) when the Member's period of membership expires; or
  - (d) when the Member ceases to be a Member by resignation or otherwise in accordance with the By-laws;

#### MEMBERS' MEETINGS

10. Time and Place of Meetings. Semi-annual meetings of the Members shall be held on the May long-weekend (weather permitting) and the September long-weekend (weather permitting) at such place as determined by the Executive.
11. Meetings. The May meeting will act as the Annual General Meeting of the Corporation. At the Annual General Meeting, in addition to any other business that may be transacted, the report of the executive and the financial statement shall be presented. Members may consider and transact any business either special or general at any meeting of the Members. The Executives shall have power to call, at any time, a meeting of the Members.
12. Special Meetings. The Executive shall call a special general meeting of Members on written requisition of Members carrying not less than 10% of the voting rights.
13. Quorum. Twenty (20) Members present in person at a meeting will constitute a quorum. No business shall be transacted at any meeting unless the requisite quorum is present at the time of the transaction of such business. If a quorum is

not present at the time appointed for a meeting of Members or within such reasonable time thereafter as the Members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of paragraph 14 with regard to notice shall apply to such adjournment.

14. Notice. Seven (7) days' written notice posted on community bulletin boards or seven (7) days' written notice sent by e-mail shall be given to each Member and of any semi-annual or special general meeting of Members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Member to form a reasoned judgement on the decision to be taken.
15. Voting of Members. Each Member present at a meeting shall have the right to exercise one vote.

A majority of the votes cast by the Members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of Members is required by these By-laws.

16. Error or Omission in Giving Notice. No error or omission in giving notice of any semi-annual or general meeting or any adjourned meeting of the Members shall invalidate such meeting or make void any proceedings taken thereat. For purpose of sending notice to any Member for any meeting or otherwise, the email address of the Member shall be his or her last email address recorded on the books of the Corporation.

#### EXECUTIVES

17. Duties and Number. The property and business of the Corporation shall be managed by Executives. The number of Executives shall be determined from time to time by a majority vote of the Members at a meeting duly called for the purpose of determining the number of Executives to be elected.
18. Qualifications. Each Executive must be at least eighteen (18) years of age.
19. Election and Term. Executives shall be elected for a term of 2 years by the Members at a meeting of Members.

20. Vacancies. The office of an Executive shall be automatically vacated:
- (a) if at a special general meeting of Members, a resolution is passed by a majority of the Members present that he or she be removed from office;
  - (b) if an executive has resigned his or her office by delivering a written resignation to the secretary of the Corporation;
  - (c) if he or she is found by a court to be of unsound mind;
  - (d) on death;

provided that if any vacancy shall occur pursuant to (b), (c), or (d) above, the Executives by majority vote, may, by appointment, fill the vacancy; and if any vacancy shall occur pursuant to (a) above, the Members by majority vote, may, by appointment, fill the vacancy.

A retiring Executive shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and their successor is elected.

21. Remuneration of Executives. The executives shall serve as such without remuneration and no executive shall directly or indirectly receive any profit from his/her position as such; provided that a executive may be paid reasonable expenses incurred by him or her in the performance of his or her duties.

#### POWERS OF EXECUTIVES

22. Administer Affairs. The Executives of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.
23. Expenditures. The Executives shall have power to authorize expenditures on behalf of the Corporation from time to time. Expenditures exceeding \$1,000.00 can require approval through a majority vote of Members.
24. Fundraising. The Executives shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

## CONFLICTS OF INTEREST

25. Conflict of Interest. A Executive who is in any way directly or indirectly interested in a contract or proposed contract with the Corporation shall make a disclosure of the conflict and shall not vote to approve any such contract.

## EXECUTIVE

26. Executive. The executive of the Corporation may include a President, Past President, Vice President, Secretary and Treasurer and any such other officers as the Members may by by-law determine. The Members may by resolution add, remove, alter or delete any duties attached to any office provided for by these By-laws. In addition, the Corporation may by further by-law create additional executive positions. Any two executive roles may be held by the same person. Executives must be current Members of the Corporation.

27. Vacancies. The Executive of the Corporation shall hold office until the earlier of:
- (a) that executive's resignation, which resignation shall be effective at the date and time the written resignation is received by the President or Vice President of the Corporation or at the date and time specified in the resignation, whichever is later;
  - (b) the appointment of a successor;
  - (c) that individual ceasing to be a Member of the Corporation;
  - (d) the meeting at which the Members appoint the Executive of the Corporation;
  - (e) the Executive's removal; and
  - (f) the Executive's death.

If the office of any Executive of the Corporation shall be or become vacant, the remaining Executive, by majority vote, may appoint a person to fill such vacancy.

28. Removal of Executives. Executives shall be subject to removal by resolution of the Members at any time.

## DUTIES OF EXECUTIVE

29. Powers and Duties. All Executives shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Members.
30. President. The President shall:
- (a) when present, preside at all meetings of the Members.
  - (b) have full power to manage and direct the business and affairs of the Corporation and to employ and discharge agents of the Corporation.
  - (c) supervise the day to day operations and administration of the Corporation.
31. Past-President. The Past-President shall:
- (a) provide advice and leadership to the Executive regarding past practices and other matters to assist the Executive in governing the Corporation.
  - (b) support the President on an as-needed basis
  - (c) promote interest in nominations for future Executive roles.
  - (d) perform such other duties as may from time to time be directed or imposed upon him or her by the Members.
32. Vice President. The Vice President shall
- in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him or her by the Members.

33. Treasurer. The Treasurer shall:
- (a) 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 financial institution as may be designated by the Members from time to time.
  - (b) disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and Members at the regular meetings of the Members, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Corporation.
  - (c) perform such other duties as may from time to time be directed or imposed upon him or her by the Members.
34. Secretary. The Secretary shall:
- (a) carry out the affairs of the Corporation under supervision of the Executive and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose.
  - (b) give notice of all meetings of the Members, and shall perform such other duties as may be prescribed by the Executive or President, under whose supervision the secretary shall be.

#### EXECUTION OF DOCUMENTS

35. Execution of Documents. Contracts, documents or any instruments in writing requiring the signature of the Corporation shall be signed by any two Executive members of the Corporation.
- (a) Two Executives signing the same contract, document or instrument may not be immediate family members.
  - (b) Immediate family includes the Executives:



- (i) spouse or common-law partner,
  - (ii) parent or step-parent,
  - (iii) child or step-child,
  - (iv) grandchild or step-grandchild,
  - (v) brother or sister or step-brother or step-sister;
  - (vi) grandparent,
  - (vii) or any relative of the Executive who resides permanently with the Executive.
- (c) "Common-law partner" means a person who has been cohabiting with an individual in a conjugal relationship for at least one year.

#### FINANCIAL YEAR

36. Financial Year. The fiscal year end of the Corporation shall be December 31st.

#### AMENDMENT OF BY-LAWS

37. Amendment of By-laws. The By-laws may be repealed or amended by by-law, or a new by-law by an affirmative vote of at least two-thirds (2/3) of the Members present in person at a meeting duly called for the purpose of considering the said by-law.

#### BOOKS AND RECORDS

38. Books and Records. The Executive shall see that all necessary books and records of the Corporation required by the By-laws or by any applicable statute or law are regularly and properly kept.

#### RULES AND REGULATIONS

39. Rules and Regulations. The Executive, though majority vote, may prescribe such rules and regulations not inconsistent with these By-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next semi-annual meeting of the Members when they shall be confirmed, and failing such confirmation at such semi-annual meeting of Members, shall at and from that time cease to have any force and effect.