

Whiteshell Cottagers Association Incorporated

The following shall be the general by-laws of the Whiteshell Cottagers Association Inc. ("the Association")

GENERAL BY-LAWS:

1. PURPOSE OF THE ASSOCIATION:

The Whiteshell Cottagers Association Incorporated is a volunteer non-profit organization that promotes the best interests of cottagers who lease or own land in the Whiteshell Provincial Park.

The Association represents the interests of cottagers to government and provides leadership and information to its members and other associations with common interests.

The Association advocates for fair and reasonable service and lease fees for cottagers, and encourages good environmental stewardship on the part of cottagers and all other park users.

2. MEMBERSHIP:

(a) Membership shall be open to those cottagers owning or leasing land within the Whiteshell Provincial Park together with such additional persons as the Directors determine from time to time, in their discretion, to also have an appropriate interest in the objectives of the Association.

Upon payment of the dues, prescribed by the Directors from time to time, the persons within the classes prescribed above, may be admitted by the Directors as members of the Association.

(b) Membership in the Association shall be automatically revoked in the event that any member fails to pay the yearly dues of the Association prescribed by the Directors within 90 days after their due date (the due date being January 1 of each year, unless amended by the Directors).

The Directors may revoke the membership of any person who no longer owns or leases land within the Whiteshell Provincial Park or who no longer has an appropriate interest in the objectives of the Association, as determined by the Directors.

(c) Membership may be denied or revoked for those persons deemed by the Directors to have conflicting interests to those of the Association.

3. VOTING:

(a) There shall be no more than one voting member for each parcel of identifiable owned or leased cottage property in the Whiteshell Provincial Park. For clarity, each such property may have more than one member, but only one of such members may be designated as a "voting member."

(b) Each voting member of the Association shall be entitled to one (1) vote on all matters.

4. RULES OF ORDER:

The meetings and affairs of the Association shall be conducted in accordance with Roberts Rules of Order as amended from time to time, save and except where such rules are inconsistent with any specific provision herein.

5. MEETINGS:

(a) Annual General Meeting

The members of the Association shall meet annually to receive the financial report and the reports of the directors and their committees for the preceding fiscal year, to elect a board of directors for the current year, and to consider such other matters as may be properly brought before the Annual General Meeting. The Annual General Meeting shall be held within four (4) months of the fiscal year end of the Association. All members of the Association may attend the Annual General Meeting but only voting members may vote on any matters. Subject to quorum, a majority vote of the voting members shall be sufficient to decide any question or pass any resolution coming before the meeting, save and except for a resolution amending the by-laws of the Association which shall require a two thirds majority of the voting members.

A quorum of 100 voting members present shall be required for the Annual General Meeting. In the event that a quorum is not present, the directors shall adjourn the Annual General Meeting a minimum of one-week and a maximum of one month, and the members present at the Annual General Meeting shall be so advised of the adjourned date. No formal notification to other members shall be required in respect to the adjourned date. One voting member shall constitute a quorum at any adjourned date for the Annual General Meeting.

(b) Special General Meeting

The Directors may call a Special General Meeting of the members to consider amendments to the bylaws of the Association or any other matter deemed urgent or timely. In addition, a written petition to the Directors from no less than 50 members shall be sufficient to require the directors to call a Special General Meeting. Voting members may vote at a Special General Meeting and, subject to quorum, a majority vote of the voting members shall be sufficient to decide any question or to pass any resolution with the exception of by-law amendments.

Voting on by-law amendments shall require a two-thirds majority of the voting members. The quorum for a Special General Meeting shall be 100 voting members. In the event that a quorum is not present, the directors shall adjourn the Special General Meeting a minimum of one week and a maximum of one month, and the members present at the Special General Meeting shall be so advised of the adjourned date. No formal notification to other members shall be required in respect to the adjourned date. One voting member shall constitute a quorum at any adjourned date for the Special General Meeting.

(c) Executive Committee Meeting

Meetings of the Executive Committee shall be called by the President, a quorum for such meetings shall be three Executive Officers who are voting members. A majority vote of those present shall be sufficient to conduct any Association business.

The Executive Committee may, at its option, from time to time, invite the participation of other directors at Executive Committee meetings.

(d) Directors' Meeting

The President shall call meetings of the Directors no less than eight times annually. A quorum for such meetings shall be ten Directors and a majority vote of the Directors present shall be sufficient to pass any resolution or to decide a question. As well, a written petition to the President from no less than ten Directors shall be cause to call a Directors' Meeting.

(e) Notification of Meetings

All members shall be notified in writing at least ten days in advance of the Annual General Meeting and/or a Special General Meeting. Notice placed in the Association newspaper shall be deemed sufficient notification provided that the meeting in question is held at least ten days after the publication date of the newspaper by the Association. Notice of a Special General Meeting shall include a brief summary of the matters to be discussed at such meeting.

For Executive Committee Meetings and Directors' Meetings, written notification shall be posted to the Executive Officers and/or Directors at their last known address as shown in the Association records, at least seven (7) days in advance of the Scheduled meeting. A published calendar of prearranged meeting dates shall be deemed sufficient notification for either of such meetings provided that there is notification of any change to the published calendar of dates at least seven (7) days in advance of the amended meeting date.

6. DIRECTORS:

(a) Election

Directors of the Association shall be elected at the Annual General Meeting and must be members in good standing. Two (2) Directors will be elected for each of the following lakes within the Whiteshell Provincial Park:

Barren Lake	Hunt Lake
Barrier Bay	Jessica Lake
Betula Lake	Lake George
Big Whiteshell Lake	Nora Lake
Brereton Lake	Nutimik Lake
Caddy Lake	Otter Falls
Dorothy Lake	Pointe Du Bois
Eleanor Lake	Red Rock Lake
Falcon lake	Star Lake
Florence Lake	West Hawk Lake
Green Lake	White Lake

In addition, for those lakes that have more than 100 identifiable cottage properties, there may be one additional Director for each additional 50 identifiable cottage properties or major portion thereof to a maximum of eight (8) Directors from any one lake. Prior to the Annual General Meeting the Secretary of the Association shall prepare a list of the number of cottage properties of each lake as set out above and shall certify the number of directors entitled to be elected from each lake, and such certification shall be presented to the members at the Annual General Meeting prior to voting.

(b) Term of Office

All Directors shall be elected for a one-year term, or portion thereof if elected or appointed after the Annual General Meeting. Directors may be re-elected annually without limitation.

A director who misses three (3) consecutive Board Meetings without sufficient cause in any given year will be considered for removal as a director by the Board of Directors.

Subject to the restrictions set out in 5(a), vacancies, which may exist on the Board of Directors from time to time, may be filled upon the recommendations of the Executive Committee and a resolution of approval from the Board of Directors.

7. DUTIES OF THE DIRECTORS:

(a) To elect from their ranks Executive Officers, namely President Elect, Vice President, Secretary, and Treasurer, within 60 days following the Annual General Meeting.

The Directors may choose to appoint a non-member as Secretary, as Treasurer, Executive Director, or as Editor of the Echo newspaper.

(b) To appoint as required committees from among their ranks or the ranks of the general membership.

(c) To act as a liaison between the general membership and the Board of Directors on matters of concern to the members and to the welfare of the Association and its aims.

(d) To decide questions of membership, policy, special donations, programs, honorariums, purchase and-or sale of Association property, annual membership dues, newspaper management matters and any other business relating to the Association that does not require approval before the general membership.

8. Executive Officers:

- (a) **President** – shall preside over the proceedings of all meetings and shall call Executive Committee and Directors Meetings as necessary to fulfill the rule of the By-Laws and the needs of the Association. Under the guidance of the Directors, the President shall act as the liaison between the Government of Manitoba and the Association on matters affecting the Association, its members, and the Whiteshell Provincial Park. The President shall act as the official spokesperson for the Association.
- (b) **President-Elect** – shall become the President upon the Expiry of the President's term and shall in the absence of the President, or in the inability of the President to serve, assume the powers and the responsibilities of the President.
- (c) **Vice-President** – shall assume the responsibilities as designated by the President and, in the absence of the President and the President-Elect shall assume the powers and responsibilities of the President.
- (d) **Secretary** – shall keep the minutes of proceedings at all meetings and shall sign such minutes together with the President. The Secretary shall be the custodian of all Association records designated by the Directors. The Secretary is not required to be a member of the Association and may be appointed by the Directors from outside the ranks of membership in which case the Secretary would have no vote in any of the Association's proceedings.
- (e) **Treasurer** – shall utilize the banking institution designated by the Directors and shall ensure that all cheques and withdrawals are signed by two of the five signing authorities who shall be President, President-Elect, Vice-President, Past-President and Treasurer, or as may be amended by the Directors.
- The Treasurer shall provide interim financial reports at each Directors Meeting and shall provide the annual financial reports of the Association to the Directors for presentation at the Annual General Meeting. The annual financial reports presented at the Annual General Meeting shall have been reviewed by a qualified accountant or accounting firm designated by the Directors.
- (f) **Immediate Past-President** – shall provide expertise and guidance to the Executive Officers.

(g) Executive Committee – The President, Immediate past-President, President-Elect, Vice-President, Secretary (if duly elected), and Treasurer – shall constitute an Executive Committee of the Board of Directors. It shall serve in the capacity of a Steering Committee to recommend matters of agenda, policy, business arrangements and the like for deliberation by the Directors.

A Standing Nominating Committee shall exist within the Executive Committee and shall consist of the Past-President, President and President-Elect. It shall be responsible for recommending replacements for the Executive Officers and/or the Directors from time to time, said recommendations to be presented to the Board of Directors for final approval.

(h) Terms of Office – All Executive Officers, with exception of the President and Immediate Past-President, shall be elected for a one-year term and may be re-elected without limitations. The President and Immediate Past-President shall hold a two-year term of office.

(i) Nominating Committee - A Standing Nominating Committee shall consist of the Past President and two other Lake Directors. The two Directors will be nominated from the floor by the Directors at large. The Nominating Committee shall be responsible for recommending replacements for the Executive Officer and/or the Directors from time to time. The said recommendations shall be presented to the WCA Board of Directors for final approval.

9. Fiscal Year

The Fiscal Year of the Association shall be from the first day of January to the thirty-first day of December of each year.

10. Remuneration

The Directors may establish honoraria for specific executive offices or services provided by non-voting appointments. Out-of-pocket expenses resulting from the pursuit of legitimate and authorized Association business (as determined by the Directors, at their discretion) shall be reimbursed.

No Director or Executive Officer shall gain profit from any business or contractual relationship with the Association, without full disclosure to, and obtaining the approval of, the Board of Directors.

11. Seal of Association

The official seal of the Association shall be kept at a location determined by

the Directors. Said seal shall not be affixed to any deed, instrument or document of any description unless authorized by the Board of Directors or Executive Committee and then only by and in the presence of at least two of the Directors of the Association who shall respectively attest by their signatures that the seal has been duly affixed.

12. Alteration of By-Laws

Amendment of the By-Laws of the Association, or repeal of any by-law, may be effected only on the vote of at least two-thirds of the voting members present at a Special General Meeting of the Association duly convened for the purpose of considering such amendment.

Such amendment may also be effected by vote of at least two-thirds of the voting members present at an Annual General Meeting of the Association provided that notification of the proposed amendment is provided in the notice of the Annual General Meeting.

Signed before the people at this meeting at Winnipeg in the Province of Manitoba this 18th day of April , 2012.

President: _____

President-Elect: _____