McRAE BEACH ASSOCIATION INC.
GENERAL BY-LAWS

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1.0 PURPOSE & ESTABLISHMENT OF MBAI:

i. McRae Beach is hereby defined as the lands set out on Plans M302, M312 & M428 in the Registry Office for the Registry Division of the Regional Municipality of York.
ii. MBAI is a without share capital, non-profit corporation.
iii. The Membership of MBAI consists of the Property Owners on McRae Beach (north & south) who have made & are current with their Membership Financial Obligations described here-in.
iv. The rationale & purpose of MBAI is to carry out the improvements, maintenance, beautification & protection of MBAI owned/managed property including the 2 parks as noted as Block "A" & Block "B" on Registered Plan M302, to ensure the continued use & enjoyment for the benefit of the current & future Members of MBAI.

2.0 MBAI HEAD OFFICE:

i. The registered Head Office of MBAI shall be the Permanent address of the President during his/her tenure in the Province of Ontario.
ii. For the purpose of the effective service in accordance with law on MBAI of any legal document, such service shall be validly made if mailed by registered mail to the attention of the President of the MBAI at MBAI's service address set out in MBAI's Website in effect at the time of service. Such service will be deemed to be effective on the 7th day after mailing.
iii. The mailing address of MBAI shall be as per i) above.

2.1 MBAI BOOKS & RECORDS:

i. The Board of Directors shall ensure that all necessary books & records of MBAI required by this bylaw & any other applicable law are properly maintained.
ii. The books & records of MBAI shall be maintained at the location set out in the MBAI Website and may be inspected by any member on 2 weeks notice at a mutually agreed upon time and place. Notwithstanding the above, inspection of the books & records of MBAI may only be made available to a member for inspection on weekends between Victoria Day & Thanksgiving Day.
iii. If copies of the books & records of MBAI, or portions thereof, are requested by a Member, then all reasonable costs associated with copying the records shall be the responsibility of the Member requesting such copies & shall pay in advance for such costs.

2.2 MBAI YEAR END:

Unless otherwise resolved by the Board of Directors, the fiscal year end of MBAI shall be the Jan. 1 thru Dec. 31 of each year.

2.3 MBAI WEBSITE:

i. The board od directors shall maintain a website that sets out information required to be set out by this by-law & publicly available information to the Members of MBAI & the public.
ii. The current website is www.mcraebeachassociation.com

3.0 MEMBERS OF MBAI:

i. A "Member" is hereby defined and shall be, at any point in time, any property owners on Registered Plans M302, M312 & M428 who have made & are current with their Membership Financial Obligations.

ii. A Member in MBAI must be a property owner as noted on the aforementioned Registered Plans.

iii. The Board of Directors may, in its discretion, require a property owner as noted on the aforementioned Registered Plans, who requests membership in MBAI to provide such proof as may be reasonable & necessary to establish eligibility for membership in MBAI.

iv. There may be only 1 Member for each property.

v. Each Member may, at any membership meeting of MBAI be represented by:
   a) Either one of the registered owners of the property
   b) By an immediate family member of the registered owner of the property & who is over the age of 18 or
   c) If the property owner is a Corporation, Partnership or Trust, they shall designate in writing 1 person to represent the Member at any meeting where the Members have a right to cast a vote.

vi. If requested by the Secretary, satisfactory proof from the representative that the Member complies with the above requirements, shall be provided before the representative is entitled to attend or vote at the meeting.

vii. Owners of separate parcels of land on MBAI shall be entitled to separate Membership in MBAI for each parcel & shall be required to pay separate Members Financial Obligation for each parcel of land provided, however, if a parcel of land is a vacant lot, the owner shall not be required to pay for that vacant lot.

viii. Each Member shall have 1 vote at any meeting where the Members have a right to cast a vote.

ix. A Member may resign as a Member in MBAI in writing submitted to the Board of Directors. In this event, the resigning Member of MBAI is not entitled to a reimbursement, in whole or in part, of any Members Financial Obligation paid to MBAI.

3.1 ANNUAL GENERAL MEETING:

i. The Board of Directors shall call an Annual General Meeting at least once a year during the period from June 1 to Sept. 30 of each year. The Annual General Meeting (AGM) may be adjourned if necessary because of a lack of quorum but shall be held as soon as practicable, and no later than Sept. 15th, regardless of whether a quorum of members of MBAI is present.

ii. Notice of the AGM shall be provided at least 4 weeks prior to the Annual General Meeting:
   a) Be posted on MBAI website
   b) Be posted on signage at Parks
   c) Be identified in the Spring Newsletter
   d) No Further notice is required to be posted or to be delivered to the Members.

iii. The Notice for the AGM shall include this information:
   a) The date & time of the AGM.
   b) The location of the AGM.

iv. Every Member shall be entitled to attend the AGM personally or through a representative in the manner set out above. Each Member in good standing shall have 1 vote regardless of the number of persons who attend the AGM.

v. At the AGM the following business shall be transacted:

a) The minutes from the previous year's AGM shall be submitted for approval.

b) The Board of Directors shall report on the previous year's finances including the prior year's Financial Statements as presented by the Treasurer.

c) The election of any Board of Directors whose terms have expired and to fill any additional vacancies on the Board.

d) Any other Business which the Board of Directors have deemed necessary to present to the Membership.

e) Any other Business which at least 3 Members of MBAI have requested in writing be put on the agenda of the AGM provided that such item be presented to the Board of Directors at least 4 weeks before the AGM.

f) Any new business by any Member to be considered at the AGM provided that the majority of the Board present at the AGM agree to permit the new business to be put forward & voted on by the Members.

3.2 SPECIAL MEMBERSHIP MEETING:

i. The Board of Directors may also call a special meeting of the Members as and when they consider necessary to conduct any urgent and necessary business of MBAI, which the Board of Directors, in their sole discretion, decide should be considered & decided by the Members of MBAI at a Special Membership Meeting rather than wait until the next AGM.

ii. Notice of the Special Membership Meeting shall be given in the same manner as the AGM but such notice shall specify the specific business which is sought to be considered & decided upon by the Members.

3.3 QUORUM AT MEMBER MEETINGS:

i. A "Quorum" for the transaction of business at any meeting of Members shall consist of not less than 12 Members of MBAI present in person, by representative or by proxy.

3.4 VOTING AT MEMBERS MEETINGS:

i. The "Chairman" at all Members' Meetings shall be the President or the person designated by the Board of Directors.

ii. All voting at Members' meetings shall be by show of hands, unless the Chairman decides otherwise. The Chairman's decision that a resolution passed or failed shall be final.

iii. Any Member may vote at any Members' meeting by proxy provided that the Member has, prior to the meeting, delivered to the Secretary a proxy designating a person to at the Members' meeting on their behalf. The form of proxy shall be in the form attached as Schedule A.

iv. In case of equal votes at any Members' meeting, whether upon a show of hands or by a ballot in writing, the Chairman shall be entitled to a casting vote.

3.5 IRREGULARITY IN CALLING MEMBER MEETINGS:

i. The statement of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient conclusive evidence of the giving of such notice as required under this by-law.

ii. No error or omission in giving notice of or in the conduct of any business at any Members' Meeting or any adjourned Members' Meeting shall invalidate such meeting or make void any proceedings taken in good faith.

3.6 ADJOURNMENTS:

i. Any Members' Meeting may be adjourned to any time & from time to time & such business may be transacted at such adjourned meeting as might have been transacted at the original Members' Meeting from which such adjournment took place.

4.0 BOARD OF DIRECTORS:

i. The affairs of MBAI shall be managed by a Board of Directors.
ii. There shall be no less than 5 members of the Board of Directors & no more than 7 members of the Board of directors.
iii. In the event that there are less than 5 members of the Board of Directors after the election at the AGM, then a majority of the validly elected members of the Board of Directors may, if so advised, appoint such additional Member(s) to the Board of Directors to fill any vacancies. Any such appointment(s) shall continue until the next AGM & such appointees shall have all the rights & responsibilities as a Director elected at an AGM.

4.1 REQUIREMENTS OF MEMBERS OF THE BOARD:

i. No person shall be elected at an AGM to the Board of Directors unless the person is:

a) At least 18 years of age; and
b) a Member or a Current Director whose term has or is expiring at the AGM.

4.2 ELECTION OF THE BOARD OF DIRECTORS:

i. Each Director shall be elected for a period of 2 years.
ii. At each AGM the Members shall elect Directors, to fill any vacancies on the Board of Directors.
iii. In order to ensure continuity in the Board of Directors, where possible, the election of Directors elected at the AGM shall alternate by the election of two (2) Directors in one year followed by three (3) Directors in the following year.
iv. Persons seeking to stand as a candidate at the AGM for the position of Director for any upcoming vacancies on the Board of Directors shall provide written notice of their intention to stand for election as Director at the AGM. Such notice must be in the form attached hereto as Schedule B & must be provided to the Secretary at least 2 weeks prior to the AGM. Any person seeking to stand as a candidate for the position of Director must be present at the AGM.
v. The election to the Directors shall be by majority vote of the Members present or by proxy at the AGM. Such a vote may be conducted by a show of hands; however, the Chairman of the meeting may call for such voting to be held by way of written ballot. The Director candidates with the greatest number of total votes for the Director vacancies shall be elected to the vacant position on the Board of Directors.

4.3 RETIREMENT/REMOVAL OF A BOARD MEMBER:

i. Any Director who voluntarily retires or is removed during his/her tenure shall be replaced by a new Director who shall be elected at the AGM, and who shall serve for the balance of the Director's retired/removed term.
ii. The Members may remove a Director, by resolution passed by at least two thirds (2/3) of the votes cast at the AGM or a Special Membership Meeting called for the purpose of removing the Director.

iii. Any vacancy on the Board of Directors may be filled by appointment by a majority of the remaining Board of Directors until the next AGM.

4.4 BOARD OF DIRECTOR MEETINGS:

i. A majority of the Directors shall form a quorum for the transaction of MBAI business.
ii. No formal notice of any Board of Director meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the Board of Director meeting being held in their absence.
iii. Notice of such Board of Director meeting shall be delivered by telephone, e-mail or electronic means or faxed to each Director not less than three (3) days before the meeting is to take place.
iv. A Board of Director meeting may be held, without any notice, immediately following the AGM.

4.5 BUSINESS AT A BOARD OF DIRECTOR MEETING:

i. The Board of Directors shall exercise their rights & responsibilities to further the Purpose & Establishment of the MBAI set out in section 1 herein.
ii. The Board of Directors of MBAI shall in furtherance of the Purpose & Establishment of the MBAI:

   a) Administer the affairs of MBAI in all things including setting a budget from time to time & ensuring, to the extent reasonably possible, that expenditures are consistent with the current budget.
   b) Establish a Reserve Fund for the MBAI & review & revise such Reserve Fund as may be reasonably required.
   c) On behalf of MBAI enter into any kind of contract(s) which MBAI may lawfully enter into; and
   d) Exercise all such powers & perform all such other acts & things as MBAI is authorized by law to conduct, contract or perform.

iii. The Board of Directors shall not incur any liability or expenditure exceeding $3,500.00 unless such liability or expenditure has been first approved by the Members at an AGM or at a Special Membership Meeting called to specifically approve incurring such a liability or expenditure.

4.6 REMUNERATION OF DIRECTORS:

i. The Directors shall receive no remuneration for carrying out their responsibilities as Directors.
ii. Provided first approved by the Board of Directors, a Director(s) may be reimbursed their reasonable out-of-pocket expenses incurred in respect of the direct performance by them of their duties on the Board of Directors.

5.0 OFFICERS OF MBAI:

i. There shall be a President, a Vice-President, a Secretary, a Treasurer and a Web Master & such other officers as the Board of Directors may appoint from time to time. (Officers of MBAI)
ii. One person may not hold more than one office except the office of Secretary & Treasurer to be called Secretary-Treasurer.

iii. The President, Vice-President, Secretary & Treasurer shall be elected by the Board of directors from among the members of the Board of Directors at the first meeting of the Board of Directors after the AGM.

iv. Other Officers of MBAI may be appointed from time to time by the Board of Directors from the Members.

5.1 DUTIES OF THE PRESIDENT AND VICE-PRESIDENT:

i) The President shall, when present, preside as Chairman at all Member Meetings & of the Board of Directors.

ii) The President shall also be charged with the general management & supervision of the affairs & operations of MBAI on behalf of the Board of Directors. The President shall be ex-officio a member of all committees.

iii) During the absence or inability of the President, his duties & powers may be exercised by the Vice-President or such other Director(s) as the Board of Directors may from time to time appoint.

5.2 DUTIES OF THE SECRETARY:

i. The Secretary's duties & responsibilities include:

a) Attendance at all meetings of the Board of Directors & recording all facts & minutes of all proceedings in the books kept for that purpose.

b) Giving all notices required to be given to Members & to Directors.

c) Be the custodian of all books, papers, records, correspondence, contracts & other documents of the MBAI, unless directed to deliver up, by a resolution of the Board of Directors, to such person or persons as may be named in the resolution for a specified purpose & duration.

d) Maintenance of an up-to-date list of the Members of MBAI including names, address, email address & where possible local & permanent or seasonal telephone numbers of Members.

e) Such other duties as may be designated by the Board of Directors.

ii. The Secretary's duties may be performed by the Secretary's designate approved by the Board of directors.

5.3 DUTIES OF THE TREASURER:

i. The Treasurer's responsibilities include;

a) Keeping full & accurate accounts of all receipts & disbursements of MBAI in proper books of accounts.

b) Shall deposit & record all monies or other valuable effects in the name & to the credit of MBAI in such bank or banks as may from time to time be designated by the Board of Directors. All deposits shall be made in the form they are received by the Treasurer.

c) Disbursing the funds of MBAI as directed by the Board of Directors, taking proper vouchers & receipts thereof;

d) To prepare & ensure any filings or reports required under any applicable corporation legislation, Income Tax filings or other filings & reports required by law;
e) Prepare a budget for the current year for consideration & approval of the Board of Directors
f) Be responsible for recording the Membership Financial Obligations.
g) At the AGM present the Financial Statements for the past year & budget for the upcoming year and,
h) Such other duties as may be designated by The Board of Directors.

5.4 MBAI FINANCIAL REPORTER:

i. The Members, at an Annual General Meeting, may appoint an accredited accountant or a person suitably qualified and experienced in financial matters, to record and report the financial activities of the MBAI. ("Financial Reporter")
ii. As soon as practicable after the conclusion of each fiscal year of the MBAI, the Treasurer shall prepare the books and accounts for that year, and shall submit them to the Financial Reporter who was appointed at the Annual General Meeting of MBAI.
iii. The Board of Directors shall set remuneration for the Financial Reporter whose remuneration (exclusive of disbursements reasonably incurred) shall not exceed the fee amount set by the Members of MBAI at the Annual General Meeting.

5.5 DUTIES OF WEB MASTER & OTHER OFFICERS:

WEB MASTER:

i. Research & recommend Co./Co's to host the Assoc. website & be the Registrar for the Assoc. URL.
ii. Be the contact person responsible for receiving communication's & invoicing from the Host Provider.
iii. Present costs for Hosting & Domain name registrar to the Executive for approval & payment.
iv. Generate, maintain, upload & keep current the Website.
v. Manage e-mail accounts provided by the Host provider as requested by the Association Executive.
vi. Provide, at no cost, to the Association the use of a computer & software required to generate, upload & maintain the HTML source files as well as other Website content stored on the Host Provider server.
vii. From time to time provide backup of the website files to the Secretary.
viii. Generate & maintain a list of members e-mail addresses for quick & timely contact & receive & react appropriately to Member contact.

OTHER OFFICERS:
i) All other officers of MBAI shall perform such duties as may be prescribed by the Board of Directors.

5.6 EXECUTION OF DOCUMENTS:

i. All legal obligations and documentation of the MBAI must be in writing and shall require two signatures. No corporate seal is required for any MBAI documentation.

i. The President, Treasurer and Secretary (or other officer designate by resolution by the Board of Directors for the purpose) shall be the authorized signatories for all contracts and documents of the MBAI including:

a. All deeds, transfers, licenses, contracts and corporate documents of any nature; and
b. All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of MBAI.

6.0 MEMBERS FINANCIAL OBLIGATIONS:

i. "Member's Financial Obligations" shall consist of:

a) Annual Membership Dues, and
b) Any Special Assessments.
c) Donations

ii. Owners of multiple contiguous property shall pay their Member's Financial Obligations in the manner set out above.

iii. The Board of Directors are authorized to take such steps, as may be permitted by law, to collect unpaid Member's Financial Obligations, and to restrict use of The Parks.

iv. Any owners of property on McRae Beach who sell their property may transfer their Membership in MBAI, free of charge, to the purchaser for the balance of the financial year, provided that the seller's Membership in MBAI is not in default of any Member's Financial Obligation.

v. Notwithstanding the above, in exceptional circumstances, the Board of Directors may agree to the payment of Member's Financial Obligations in equal installments over a period of time designated by the Directors.

vi. In the case of default by a Member, or a former Member or a purchaser from a former Member, the Board of Directors may, in its discretion, and upon payment in full of such sum as the Board in its discretion, may determine, grant or restore, as the case may be, full Membership in MBAI.

6.1 ANNUAL MEMBERSHIP DUES:

i. The annual dues of the Members of MBAI shall be fixed by the Board of Directors as soon as practicable after the conclusion of the prior fiscal year on December 31 ("Annual Membership Dues") but not later than the Spring General Meeting.

ii. The Annual Membership Dues shall be due and payable immediately upon notification of same, in writing, from the President or Secretary or Treasurer.

iii. At the Annual General Meeting, the amount of the Annual Membership Dues as fixed by the Board of Directors shall only be changed if a two-thirds majority of the Members determine and set new fees.

iv. In the event of such a change in the Annual Membership Dues, the President or Secretary shall forthwith notify all Members of the change, and in the case of a reduction in the amount of the Annual Membership Dues, the Treasurer shall mail with such notice, a refund to any Member who has already paid his dues, in an amount equal to the said reduction.

v. Any Member in default of payment of the Annual Membership Dues within 30 days of their due date ceases to be a Member and may not vote at any Member's Meeting unless the outstanding Annual Membership Dues are paid in full by cash or cheque prior to the commencement of the said meeting.

7.0 GENERAL PROVISIONS:

7.1 NOTICE:

i. Whenever notice is required to be given under this By-Law, such notice may be given, in the same manner as notice may be given for the Annual General Meeting.

ii. Members are required to provide and maintain with the Secretary their up-to-date email addresses and their telephone numbers.

7.2 INSURANCE:

The Board of Directors shall consider and determine the need and terms of any insurance for its assets, liabilities, including any director and officer's liability and shall put such insurance into effect. This expense shall be deemed to be a reasonable expense of the MBAI.

7.3 USE OF REAL PROPERTY:

i. No Member shall, without the prior written permission of the Board of Directors, use, or permit any person to use, directly or indirectly, any of the real property owned/managed by MBAI for any purpose contrary to the rules governing the use of MBAI property as established by the Board of Directors and posted on the MBAI website.

ii. No Member shall give general permission to any person to use, in any manner, any of the real property owned/managed by MBAI, but a Member may give specific permission to a guest, on a temporary basis only, to make use of the said property, provided that the guest is accompanied by the Member or a member of the immediate family.

iii. The Board of Directors may enact Rules governing the use, by Members of the real property and assets owned/managed by MBAI. ("Rules of the MBAI") See Schedule "C".

iv. The Rules of the MBAI shall be set out in the MBAI website. Thereafter, all Members shall use the MBAI real property and assets only in accordance with the Rules of the MBAI. The Board of Directors may amend these Rules and Regulations as necessary from time to time.

7.4 PRIVACY LAWS:

The Board of Directors and all officers of MBAI shall comply with all privacy legislation applicable to any personal confidential information received from any members.

7.5 GENERAL AUTHORITY OF BOARD OF DIRECTORS AND PRESIDENT:

i. In the event that there is any substantive matter which has not been provided for herein and requires a decision by the MBAI which cannot await a General Meeting, the Board of Directors shall have the authority to deal with such matter in furtherance of the goals and aims of the MBAI and shall report such matter at the next General Meeting.

ii. In the event that there is any procedural matter which has not been provided for herein, the President shall have the authority to determine such procedural matter in a manner which is reasonable and fair with regard to the goals and aims of the MBAI, provided such procedural matter is not inconsistent with any provision(s) of this by-law.

8.0 PRIOR BY-LAWS/CONSTITUTION REVOKED:

All prior by-laws/Constitution of MBAI are hereby revoked.
Approved by the Members of MBAI at the Annual General Meeting held on the _____day of ______________, ___________.

Date:

President

Date:

Secretary

9.0 SCHEDULES:

Schedule "A"

PROXY:

I,____ (name), being an owner

(corporate/partnership/trust representative) of

____(municipal

address), entitled to be a Member of MBAI under its By-laws & fully current with all Member Financial Obligations, hereby appoint

____

(proxy holder) as my proxy to attend all MBAI meetings & vote on my behalf.

This proxy shall continue to be valid & in full force until revoked in writing.

____

(name of person granting proxy)

Date:____

Owner's Signature:____

Schedule "B"

Intention to Stand as a Director of MBAI

I, ______________________________________ hereby give notice of intention to stand for election as a Director of MBAI at the next Annual General Meeting on

____.

I certify that I am qualified to be a Member of MBAI & that I am current with the Members Financial Obligations & have been a Member in good standing for 2 years.

I provide the following information for consideration of the Members at the upcoming General Meeting.

Name:

Occupation:

Reasons why I would like to be a Director of MBAI:

Signed:____

Date:____

Schedule "C"

Rules & Regulations:

1. Members must take all of their garbage created in the Parks back to their own property for disposal.
2. No parking or camping in the parks.
3. Take your vehicle home after launching your watercraft.
4. Use of the parks is restricted to McRae Beach residents, family or accompanied guests that have met all Member Financial Obligations.
5. Boat storage or boat lifts are not permitted in the parks.
6. All ATV's, motorcycles must obey all traffic laws.
7. Georgina Township requires that all dogs be leashed and not allowed to run free. Pick up after pets.
8. No alcohol, BBQ's, fireworks or flying craft are allowed in the parks.
9. Watercraft must be operated 30 meters from the shore at a safe speed.