

GRAND MARAIS PROPERTY OWNERS' ASSOCIATION CONSTITUTION AND BYLAWS

CONSTITUTION:

1. NAME

The organization shall be known as the "Grand Marais Property Owners' Association" - the GMPOA.

2. PURPOSES

The purposes of the Association shall be:

- to promote community by lobbying for improvements to Grand Marais.
- to promote community by helping members report and follow up on concerns.
- to promote community by dispensing fair, comprehensive, accurate information.

3. DEFINITIONS

Associate Member - any individual interested in the welfare of Grand Marais: said members do not have voting privileges.

Voting Member - any individual whose name appears on the tax roll: only one voting membership, in one name only, will be issued per property roll number.

Management Committee - the business and property of the GMPOA shall be managed by Executive Officers and a Board of Directors, elected annually except the Past President. The Board of Directors shall consist of 5 members. The Executive Officers are the President, Vice-President, Past- President, Treasurer and Secretary. Voting members and associate members can run for office. If an associate member is elected, he/she shall be accorded the same voting privileges as a voting member of the GMPOA. Each member of the Management Committee shall have one vote. Associate members can hold a maximum of one-third of all positions at any one time.

Proxy - a document, email or fax by which a voting member authorizes another to vote in his/her place; the person authorized to vote in place of a voting member.

AGM - Annual General Meeting.

MC - Management Committee.

4. AUTHORITY OF THE MANAGEMENT COMMITTEE

The Management Committee shall have the power to:

- administer the funds of the GMPOA in such a manner and for such purposes as it may decide are beneficial to the well being of and/or to the advancement of the PURPOSES of the GMPOA.
- discontinue any activity being conducted under the auspices of the GMPOA and likewise to commence any new activity considered desirable.
- suspend or expel any member or guest guilty of disrespectful conduct.
- terminate the office of an Executive Officer and/or Board Member when that member is absent from two consecutive management meetings or when that member is unable to fulfill his/her responsibilities due to incapacity or relocation or if in the majority opinion of the MC that member is grossly negligent in the course of his/her duties.
- accept any resignations of Executive Officers or Board Members and to appoint any member of the GMPOA to fill any vacancy during the balance of the term.
- deal with any emergency that may arise during the year's operation of the GMPOA.

5. AMENDMENTS

The constitution and the bylaws may be amended at any AGM of the GMPOA provided that a copy of the proposed amendment has been submitted to the Management Committee at least eight weeks prior to the AGM and provided that the majority of those voting at the AGM passes such amendment. Notice of the proposed amendments must be included in the notice of meeting for the AGM.

BYLAWS:

1. MEMBERSHIP

Property owners of Grand Marais (voting members) and other interested individuals (associate member) as defined in our constitution will hold memberships for a period August 1 to July 31 of the corresponding year. Yearly membership fees shall be set by the MC of the GMPOA to manage the current fiscal affairs of the Association. Associate membership fees shall be one-half of a voting membership fee. The yearly fees will reflect on the proposed current budget compiled and presented for approval to the AGM by the Budget Committee. No refund of fees will be made to any member for any reason.

2. GMPOA MANAGEMENT

The management of the GMPOA affairs shall be the responsibility of the Executive Officers and the Board of Directors through Standing Committees as described later in this document.

3. ELECTIONS

The Executive Officers and members of the Board of Directors shall be elected at the Annual General Meeting (AGM). All elections shall take place by ballot with the candidate receiving the majority of votes cast being elected. Only members in good standing will be allowed to vote and/or to run for office. Candidates must be in attendance at the AGM to give consent to stand for election or must present their written consent to stand for election before their names are presented. Retiring members of the MC shall be eligible for re-election.

4. DUTIES OF THE EXECUTIVE OFFICERS AND BOARD OF DIRECTORS

President - the president, or another member of the MC designated by the president, shall preside at all meetings. The president shall see that other officers and committees perform their assigned duties. The president shall be ex-officio member of all committees conducting the affairs of the GMPOA.

Vice President -the Vice President shall assist the President in the performance of his/her duties and shall exercise all the powers of the President in the latter's absence.

Past President - the Past President shall assist the President in the performance of his/her duties.

Secretary - the Secretary shall keep a roll of the members, 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 other matters pertaining to the activities of the GMPOA. The Secretary shall also compile the Annual Report of the GMPOA for presentation at the AGM.

Treasurer - the Treasurer shall receive all fees or other monies payable to the GMPOA and issue receipts therefore. All funds in the custody of the Treasurer shall be deposited in the financial institution specified by the MC. The Treasurer shall make disbursements only when said disbursements have been authorized and approved by the MC and shall present at the AGM a duly audited, written report showing all receipts and expenditures for the current fiscal year. The Treasurer shall present at all meetings of the MC a statement showing the existing financial

position of the GMPOA. A criminal check may, at the MC's discretion, be required of the Treasurer with the cost of such born by the Association.

Board of Directors - the BOD shall assist in the operation of the GMPOA and give direction as required in the management affairs of the GMPOA. They will be members of the Standing Committees as required and as designated by the President. The working or Standing Committees of the GMPOA will be:

- Budget
- Membership
- Nominating
- Communications
- Concerns/Action

Special Committees - Special Committees shall be appointed by the MC as required from time to time and for a specific period.

All Committee Work - all committee work will be documented and each committee will keep a complete documentation file of its affairs.

5. DURATION OF OFFICE

Members of the Executive Committee and of the Board of Directors shall hold office during the year following the AGM or until their successors are appointed.

6. MEETINGS

Annual General Meeting (AGM) - the AGM of the GMPOA shall be held on the Saturday of the Labour Day long weekend of each calendar year. Attendance is open to all members in good standing. The order of business shall be as follows:

1. Call to Order
2. Roll Call of Officers
3. Minutes of the Previous General Meeting
4. Adoption of Minutes
5. Business arising out of the minutes
6. Report of the President
7. Report of the Treasurer and presentation of written, audited financial statement
8. Reports of Standing Committees
9. Amendments to the Constitution and Bylaws
10. Nomination and Election of Executive and Board of Directors
11. New Business
12. Adjournment

Special General Meeting (SGM) - a Special General Meeting of the GMPOA will be called by the Secretary at the request of the MC or by written request of twenty-

five members of the GMPOA. No business other than that specified in the request or in the notice of meeting shall be transacted. All requests must be presented to the Secretary at least eight weeks prior to the calling of a SGM.

Management Committee - the MC shall meet at least once in each quarter of the fiscal year or as called by the Chair. The agenda and minutes of the previous meeting shall be provided to each member five days prior to the meeting.

AGM/SGM Meetings - notice of all meetings shall be given by telephone, fax, email or by Canada Post. An additional nonrefundable fee, to be determined annually by the MC, applies to notification by Canada Post. A minimum of fourteen days notice of an AGM/SGM must be given to all members.

7. VOTING AT MEETINGS

Matters decided upon at meetings shall be decided by majority of the votes cast. The President shall not vote except in the case of a tie, in which case the President's vote shall be the deciding vote.

8. QUORUM

Two-thirds of the MC shall constitute a quorum at any meeting of the MC. At any AGM/SGM, twenty-five members shall constitute a quorum.

9. FISCAL YEAR END

The fiscal year of the GMPOA shall end on the 31st day of July.

10. ELECTION OF AUDITORS

Auditors shall be appointed/elected for a one year term and may stand for reappointment/re-election. The MC shall determine what type of auditing is required and shall report back to the General Membership at the AGM.

11. SIGNING AUTHORITY

Cheques drawing upon the GMPOA account shall be signed on behalf of the GMPOA by any two of the following: the President, Vice President and Treasurer.

12. SPOKESPERSON

The President shall be the spokesperson for the GMPOA unless otherwise directed by the MC. No public pronouncements in the name of the GMPOA may be made by anyone other than the President, unless authorized by the MC. The Vice-President shall act on the behalf of the President in his/her absence.