

APPENDIX B
SCHEDULE A
THE SOCIETIES ACT
(Section 7)

- (1) The name of the Association is **Lac La Nonne Enhancement and Protection Association** hereinafter referred to as **L.E.P.A.**
- (2) The objectives of the Association are:
- (a) To protect the physical and biotic integrity and to prevent environmental damage to the area of land commonly known as "Lac La Nonne" in the Counties of Barrhead and Lac Ste. Anne and ~~Summer -Village-~~ of Birch Cove in the Province of Alberta,
 - (b) To ensure the preservation of the character and biological diversity of "Lac La Nonne" for educational and recreational purposes,
 - (c) To encourage and promote nature-oriented and recreational activities. ~~For greater certainty, but not so as to restrict the generality of the foregoing, these activities shall involve pedestrian traffic only and shall not involve motorized, vehicular or equestrian traffic except for maintenance and safety purposes.~~
 - (d) ~~Generally~~**Generally**, to encourage, foster and develop among its members and the public, recognition of the importance of environmental conservation and responsible management of natural areas with the least possible disruption when used by man.
 - (e) To acquire lands by lease or otherwise, and to implement management or other plans to further objectives of the Association.

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Commented [SF1]: The scope of LEPA has changed to encourage on the water activities as well as lake stewardship.

THE SOCIETIES ACT

BY-LAWS

The name of the Association is *Lac La Nonne Enhancement and Protection Association* that may also be known or referred to herein as **L.E.P.A** or **The Association**.

ARTICLE 1 MEMBERSHIP

1.01 Membership shall be composed of:

- (a) Any individual of the age of eighteen years or older and resident of the Province of Alberta. There shall be no limitation as to the number of members. Annual membership shall be from January 1 to December 31 of any given year.
- (b) That incorporated members
 - (i) Be incorporated for a non-profit or charitable purpose
 - (ii) Be in good standing in the Corporate Registry
 - (iii) Maintain a registered office in the Province of Alberta
 - (iv) Have objectives consistent with those of the Association
- (c) Fees must be paid to be a member in good standing. The Member shall be deemed in good standing prior to participating and voting at any meeting of the Association.

1.02 ~~Any member may withdraw from membership upon giving notice in writing to the Secretary of the Association. No portion of the entrance or membership fees shall be refundable.~~

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1.03 ~~Entrance and annual-Annual membership fees, if any, will be determined from time to time annually by the Board.~~

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1.04 The Board shall have the authority to expel or suspend any member for failure to pay fees or to abide by the objectives or by-laws of the Association for conduct determined to be improper, unbecoming or likely to call the Association into disrepute or prejudice its integrity. The authority may be exercised by resolution of the Board supported by three-fourths of the Board of Directors present (3.01)

~~Such resolution shall be interim only, and not be binding until approved or ratified by special resolution of the remaining members.~~

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No member shall be expelled or suspended without being notified of the complaint and granted a hearing before the Board of Directors at a meeting called for that purpose.

1.05 Membership shall not be transferable.

1.06 No member is liable individually for any debt or liability of the Association.

ARTICLE 2 REPRESENTATION OF CORPORATE MEMBERS

2.01 Each corporate member shall appoint from the membership two individuals to represent it in the conduct of the affairs of the Association, to be referred to as a *Delegate*.

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(a) A Delegate, who shall be authorized as the official agent of the Member for all purposes including the casting of the Members vote.

(b) An alternate to the Delegate, who shall act in place of the Delegate when the latter is absent or unable by reason of ill health, accident or other just cause to carry out his or her duties.

2.02 Each Corporate Member shall within thirty days (30) of becoming a member advise the Board of Directors, in writing, of:

(a) Its registered office and its complete postal address

(b) The name of the contact person within the Corporation

(c) The name, address and telephone number of its Delegate and alternate to the Delegate appointed to represent the Member in the affairs of the Association.

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2.03 A Corporate Member shall be represented by one Delegate or their alternate, but in no case is a Corporate Member entitled to more than one vote in the conduct of the affairs of the Association.

2.04 The same Delegate or alternate shall represent the Member both in meetings of the Association or its Board of Directors.

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2.05 Each Corporate Member shall abide by the provisions in this article and

every other provision herein pertaining to Members.

ARTICLE 3 BOARD OF DIRECTORS

~~3.01~~ The Board of Directors of the Association shall consist of up to eighteen members in good standing, elected at the General Meeting of the fiscal year and shall be referred to as *The Board*. Each Director shall serve for a term of ~~three~~ **two years** and may be re-elected for one or more ~~three-year terms~~. A retiring Director shall hold office until his or her successor is appointed. ~~Six Directors (one third) shall be elected each year to serve a three year term, staggered such that two thirds of the Board will consist of Directors serving the remainder of their three year term.~~

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- Commented [SF5]: Amended amount of time board members are required to serve. No limit on length of board service.
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3.02 As much as possible and practical, Directors shall be elected from and represent members in each of the following areas: Chrystyna Beach, Mortensen Beach, Williams Beach, Winkleman Beach, Lac La Nonne South, Moonlight Bay, Moonlight Bay Estates, Idlehours, **Fisherman's Cove**, Greendale, Whiterock Beach, Murray's Beach, Seniors Lakeside Resort, Summer Village of Birch Cove, Willow Bend Resort, Killdeer Beach, **Kirchner Beach**, Sunny Beach and two Rural representatives. Should a candidate for Director not be available from any given area, an alternate candidate may be elected from an adjacent area to represent the area.

- Commented [SF6]: Deleted language as no board member required to hold office if retiring. Suggest the cycle of director elections moved to policy and procedures to allow for more dynamic board involvement.
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3.03 A Director may retire his or her office by giving written notice to the Secretary.

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3.04 If the retiring Director is the delegate of a Corporate member, the member's alternate delegate shall serve as Director until a new delegate is appointed.

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3.05 The Board of Directors shall, subject to the by-laws or directions given it by a majority vote at any meeting of the full membership properly called and constituted, have full control and management of the affairs of the Association.

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3.06 Meetings of the Board shall be held as often as required, with a minimum of one every three months, and shall be convened by the President of the Association.

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3.07 A special general meeting may be called, on the request of any three (3)

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Directors, providing the request is made to the President in writing to call such meeting, and states the business to be brought before the meeting.

3.08 The meetings may be called giving ten (10) days notice in writing or three days notice by telephone to each Director.

3.09 A quorum consists of one half + one of total Directors but meeting may continue if a quorum is not present providing that all business transactions at such meetings shall be ratified at the next regularly called meeting of the Board; otherwise such transactions shall be null and void.

Board member may attend meetings in the following ways: Zoom calls, or mobile call in. Voting can be commenced by voting online (Zoom) or mobile call. The board member must provide their full name and their vote for the vote to be valid.

It is expected that Board members will attend at least 6 meetings in a Calendar year.

~~3.09~~
3.10 The Board may appoint a person or persons of special expertise or knowledge as Honorary Directors. Such Honorary Directors shall be no more than five (5) in number in any given calendar year. They shall be entitled to notice of meetings and to attend and participate to the full extent of other Directors, save and except they shall not be entitled to vote.

3.11 The Board of Directors shall, by a majority vote at any meeting, approve the suspension, expulsion, or resignation of a Director. If any member of the Board resigns from office; or be absent from 30% or more Board meetings per fiscal year without Board approval; or be suspended or expelled by the Association, he or she shall be notified of such suspension or expulsion by registered mail. If a vacancy on the Board shall occur, however caused, the Board may declare the office of Director vacated and appoint a successor to hold office until the next general meeting of the Association. The successor shall be appointed from the qualified members of the Association giving priority to a member from the same area.

3.12 A resolution in writing and signed by all the Directors shall be valid and

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Commented [SF7]: Changes made to allow for how the board meets to reflect the change in societal norms.

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effectual as if passed at a meeting of the Directors duly called and constituted.

3.13 An error or omission in the giving of notice of a meeting shall not invalidate any Board meeting, nor make void any proceedings had or taken. A Director may at any time waive notice of a meeting and ratify and approve any or all proceedings had or taken thereat.

3.14 The members of the Board shall receive no remuneration for acting as such, apart from **reasonable travel pre-approved expenses approved by the board.**

3.15 The Board may from time to time appoint officers and/or agents and authorize the employment of other persons they deem necessary to carry out the objectives of the Association, and such officers, agents or employees shall have authority to perform said duties as prescribed by the Board.

Commented [SF8]: Extra ordinary expenses incurred by a board member may be reimbursed at the board's discretion

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ARTICLE 4 THE EXECUTIVE

6.01 The Executive shall consist of a President; Vice-President; Second Vice-President; Secretary; Treasurer; (or Secretary/Treasurer); and such other officers the Board may determine are necessary from time to time.

6.02 The Executive shall be elected by the Board from the Board of Directors at the first Board meeting following the annual membership meeting. The Board of Directors shall, by a majority vote at any meeting, expel a Member of the Executive for not performing the duties they are appointed to do.

6.03 The President shall by virtue of office be a member of all committees. He or she shall, when present, chair all meetings of the Association and all meetings of the Board. In his or her absence, the Vice-President shall chair said meetings, and in the absence of both the President and Vice-President, the Second Vice-President shall chair the meetings.

6.04 It shall be the duty of the Secretary to attend all meetings of the Association and of the Board, and to keep accurate minutes of said meeting. ~~He or she shall have charge of the Seal of said meetings. He or she shall have charge of the Seal of the Association and said Seal, whenever used, shall be authenticated by the signature of the Secretary~~

~~and the President. Should the Secretary be unable to authenticate by signature, the President's signature shall stand. Should the President be unable to sign, his duties shall be discharged by such officer as may be appointed by the Board.~~ The Secretary under the direction of the President and the Board, shall be in charge of all correspondence pertaining to the Association. The Secretary shall keep an up to date record of all members of the Association and send out notices of all meetings as required.

6.05 The Treasurer shall receive all monies paid to the Association and shall be responsible for the deposit of said monies in whichever financial institution deemed by the Board. He or she shall properly account for the funds of the Association and keep such books as may be directed. He or she shall present a full detailed accounting of receipts and disbursements to the Board whenever requested by the Board. He or she shall prepare for submission to the annual general meeting a statement, duly audited as hereinafter set forth, of the financial status of the Association and keep a copy of the financial report on file. The office of the Secretary and Treasurer may be filled by one or two persons at the discretion of the Board.

6.06 (a) All meetings of the Executive must have a quorum consisting of the President and three members for the transaction of business, and such business transacted must be ratified at the next meeting of the Board of Directors.
(b) Any decision made by the executive involving the spending of Association funds in amounts exceeding five hundred dollars (\$500.00) shall be brought before the Board for approval.

ARTICLE 5 BOOKS, ACCOUNTS AND RECORDS

5.01 All cheques, invoices or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board.

5.02 The books, accounts and records of the Treasurer shall be audited at least once a year by a duly qualified accountant or by two members of the Association elected for that purpose at the annual meeting. A

complete and accurate statement of the financial status of the Association for the previous year shall be submitted by such auditor to the total membership at the annual meeting of the Association. The fiscal year of the Association shall be the twelve- month period between January 1 and December 31.

- 5.03 The books, records and by-laws of the Association may be inspected by any member of the Association at the annual meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.

ARTICLE 6 BORROWING POWERS

- 6.01 For the purpose of carrying out its objectives, the Association may borrow or raise or secure the payment of money in such manner as it deems fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Association, and in *no* case shall debentures be issued without the sanction of a special resolution of the Association.

ARTICLE 7 MEETINGS

- 7.01 The Association shall hold its General Meeting prior to June 30th of the calendar year. Due notice of twenty-one (21) days shall be given to all members served by posted announcements and hand delivered posters or notice sent to each member household via email ~~or social media, or regular postal service.~~
- 7.02 Special meetings of the Association may be called at any time by the Secretary upon the instructions of the President or Board.
- Notice of said meeting shall be in writing ~~eight-seven (87)~~ days prior to the date of such meeting.
- 7.03 A special meeting may be called by the President or Secretary upon receipt by him or her of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such a meeting. Notice of said meeting shall be in writing ~~eight-seven (87)~~ days prior to the meeting.

7.04 A quorum shall be determined by 51% of those Members in attendance, who, if entitled to do so vote in person.

ARTICLE 8 VOTING

8.01 A member in good standing shall have the right to vote at any meeting of the association. Such votes must be made in person and not by proxy or other means.

ARTICLE 9 ELECTIONS

9.01 The President shall appoint a nominating committee consisting of a person and two additional Board Members are responsible for: none of whom are running for election. This nominating committee is responsible for:
(a) recruiting candidates to stand for election for a position on the board and
(b) the election process carried out as specified in the Societies Policy Manual.

Should a nominated candidate not be able to attend the General Meeting at time of election, the candidate can be elected at any board meeting must send to the Nominating Committee Chairperson a written and signed note indicating he or she is willing to stand for election.

ARTICLE 10 REMUNERATION

10.01 Unless authorized at any meeting and after notice of same has been given, no officer, director, or member of the Association shall receive any remuneration for his services.

ARTICLE 11 BY-LAWS

11.01 The by-laws of the Association shall not be altered, added to or deleted except by a special resolution of the Association. For all purposes of the Association, *special resolutions* shall mean:

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Commented [SF9]: Director recruitment is the responsibility of all board members not just the president.

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- (a) A resolution proposed
 - (i) At the general meeting of which no less than twenty-one (21) days notice specifying the intention to propose the resolution has been duly given, and
 - (ii) By the vote of not less than 75% of those who, if entitled to do so, vote in person.
 - (iii) Due notice of said general meeting will be given by posting announcements and hand delivering notices or sending notices by email ~~or social media or regular postal service.~~
- (b) A resolution consented to in writing by all the members in good standing who would have been entitled to vote in person on the resolution at a general meeting.

ARTICLE 12 DISSOLUTION

12.01 Upon dissolution of the Association and after the payment of all debts and liabilities, the remaining property of the Association shall be dispersed or disposed of to one or more charitable organizations as determined by the Board of Directors at the time of dissolution.

Reviewed and revised by:

~~Harvey Thompson Dir. Janet Tomalty Dir. Doreen Hagen Dir.~~

Date: _____