

BYLAWS OF THE PEI WOODLOT OWNERS ASSOCIATION (2020)

A. Interpretation

- “association” means PEI Woodlot Owners Association.
- “board” means the Board of Directors of PEI Woodlot Owners Association.
- “bylaw” means any bylaw of PEI Woodlot Owners Association as amended
- “county” means Prince, Queens or Kings
- “members” means a member of PEI Woodlot Owners Association
- “province” means the area generally identified as Prince Edward Island

B. Membership

- 1.a Active Membership is open to every person who has attained the age of eighteen (18) years and who owns real property of one (1) hectare or more in the province. Active Members are eligible to vote at meetings.
- 1.b Associate Membership is open to every person who has attained the age of eighteen (18) years and has an interest in the woodlands of PEI but does not own real property of one (1) hectare or more in the province. Associate Members are not eligible to vote at meetings.
2. Applications for membership shall be made in writing on forms provided for that purpose by the Association. Applications shall be signed by the applicant and shall be delivered to the Secretary or Treasurer of the Association with the required membership fee.
3. Every application for membership shall be accompanied by a fee of twenty-five (\$25.00) dollars for a one-year membership or forty (\$40.00) for a two-year membership.

4. All members shall be entitled to attend all annual and special meetings of the Association and participate in all discussions. Active Members are eligible to vote on all questions.

C. Meetings of Members

1. The annual meeting of the Association shall be held after the 1st of January each year as the board may determine. The board shall have the power at any time to call a special meeting.
2. Notice of the time and place of the holding of the annual or any special meeting of the Association shall be made to the total membership at least ten days before the date of the holding of such meeting.
3. A quorum for membership meetings as of 2013 will be the lesser of 10% of the Association membership or twenty (20) members. If a quorum is not present within thirty (30) minutes after the time called for the meeting, the meeting shall stand adjourned and a new meeting shall be called within thirty (30) days for which the quorum will be eleven (11).
4. The Chair or, in their absence, Vice-Chair of the Association shall be chair of any meeting of the members and if neither of the said officers be present within fifteen (15) minutes from the time fixed for holding the meeting of the members, the members present in person shall choose one of them to be chair in their absence.
5. The only persons entitled to attend a meeting of the members shall be Active and Associate members. Any other person may be admitted only on the invitation of the Chair of the meeting or with consent of the meeting.
6. All questions proposed for the consideration of the members at any meetings of the members shall, be determined by the majority of the votes of the members present in

person, unless otherwise required by the bylaws, duly cast on the question. Voting by proxy shall not be permitted. Every Active member is entitled to one (1) vote. The Chair of the meeting shall be entitled to a second casting vote in case of an equality of votes either upon a show of hands or upon a poll or ballot. Every question shall be decided in the first instance by a show of hands.

7. The Chair at a meeting of the members may, with the consent of the meeting, and subject to such condition(s) as the meeting may decide, adjourn the meeting from time to time and from place to place.

D. Directors

1. The affairs of the Association shall be managed by its board of directors. The first directors of the Association shall be those first or provisional directors named in the foundation meeting and shall hold office until their successors have been elected or appointed. At the first annual general meeting of the members there shall be elected a maximum of twelve (12) directors and a minimum of six, with a maximum of six directors for a two (2) year term and a maximum of six (6) directors shall be elected for a one (1) year term with balanced representation from each county. In subsequent years, all directors shall be elected for a two (2) year term. A majority of the directors present, (50% plus one) with at least one director from each county shall constitute a quorum for the transaction of business at any meeting of the board.
2. Every director shall be a member of the Association.
3. Such board shall be elected by the members at the annual meeting of the Association (or, in default of election at such meeting, then at a special general meeting called for such purpose) and shall hold office until the next annual meeting and/or until their successors

are elected. Such election need not be by ballot unless demanded. A retiring director shall retain office until the dissolution or adjournment of the meeting at which their successor is elected unless such meeting was called for such purpose of removing them from office as a director in which case the director so removed shall vacate office forthwith upon the passing of resolution for their removal.

4. The members may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of the members of which notice specifying the intention to pass such resolution has been given, remove all or any directors before the expiration of their term of office and may, by a majority of the votes cast at that meeting, elect any person or persons in his or their stead for the remaining of their term.
5. In the event of any vacancy in the board of directors occurring by the reason of the death or resignation of any director or by reason of any other cause except removal by the members, the directors then in office, provided that they constitute a quorum shall have power by resolution to fill the vacancy by appointment of a director to hold office until the next succeeding annual meeting of the members and/or until his successor shall have been elected or appointed.
6. Meetings of the board shall be held from time to time at such place, at such time and on such day as the Chair of the board or any two (2) directors may determine, and the Chair or Secretary shall call meeting when directed or authorized by the Chair or by any two (2) directors. Notice of every meeting so called shall be given to each director not less than seven (7) days before the time when the meeting is to be held, save that no notice of a meeting shall be necessary if all the directors are present or if a quorum is present and

those absent waive notice of or sign the minutes of or otherwise signify their consent to the holding of such meeting.

7. Provided a quorum of directors are present, each newly elected board may without notice hold its first meeting for the purpose of organization and the election and appointment of officers immediately following the meeting of the members at which such board is elected.
8. At all meetings of the board every question shall be decided by a majority of the directors present in person, unless otherwise required by the bylaws, duly cast on the question. Voting by proxy shall not be permitted. Every director is entitled to one (1) vote. In case of an equality of votes the Chair of the meeting shall be entitled to a second or casting vote.
9. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes is prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. A resolution in writing signed by all the directors is as valid and effectual as if it had been passed at a meeting of the board duly called and constituted.

E. Committees

1. The board may from time to time appoint and discharge from among their number and from the general membership a committee or committees consisting of such number of persons as the board may determine and delegate to any such committee any powers of the board excepting banking or borrowing powers or power to enter into financial commitments on behalf of the Association and subject to such other restrictions, if any, as may be imposed by the board.

2. At least one person on such committee shall be a director of the Association.
3. The duties of any such committee shall be those from time to time designated by the board and the committee shall report to the board at such time or times as and when required by the board.

F. Officers

1. The board of directors shall at the first meeting of the board of directors, annually or as required, amongst its directors, elect or appoint a Chair, Vice-Chair, Secretary and Treasurer (one person may hold the offices of Secretary and Treasurer and in that case shall be called Secretary-Treasurer) and may appoint such other officer(s) as the board may determine and may appoint such agents and authorize the employment of such other persons as is deemed necessary to carry out the objects and purposes of the Association and such officers, agents and employees shall have the authority and shall perform the duties from time to time prescribed to them by the board. No director or officer shall receive any remuneration from the Association for services rendered but the Association may reimburse a director or officer for all proper expenses incurred by such person in the performance of their duties.
2. **Removal.** All directors, managers and agents are subject to removal from office by the board of directors at any time with or without cause and with or without notice.
3. **Chair.** The Chair shall, when present, preside at all meetings of the members of the Association and of the board of directors. The Chair shall also be charged with the general management and supervision of the operations of the Association. The Chair with the Secretary or other officer appointed by the board for the purpose shall sign all resolutions and all other documents requiring their signatures.

4. **Vice-President.** The Vice-chair shall perform all the duties of, and shall be subject to the same obligations as the president, whenever the president ceases to hold office for any reason or is prevented from attending to his duties, and shall preside at all meetings of the Association or the board of directors in the absence of or upon the request of the Chair.
5. **Secretary.** The Secretary shall be appointed by the directors from among themselves or otherwise and shall hold office until such time as they may resign or until a successor is appointed in their stead. The Secretary shall keep a record of the proceedings of all meetings of the Association and of the board of directors and any committees and shall have the custody those materials or equipment belonging to the Association, which they shall deliver when authorized to do so by a resolution of the board of directors to such person(s) as may be named in the resolution.
6. **Treasurer.** The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Association and proper books of account and shall deposit all money or other valuables in the name and to the credit of the Association in such financial institutions as may from time to time be designated by the board of directors. The Treasurer shall disburse the funds of the Association under the direction of the board of directors. Taking proper vouchers therefor, and shall render to the board of directors at the regular meetings thereof and whenever required of them an account of their transactions as Treasurer, and of the financial position of the Association. The Treasurer shall also perform such other duties as may from time to time be determined by the board of directors.

G. Banking and Borrowing.

1. The banking business of the Association, or any part thereof, shall be transacted with

such bank, credit union or other firm or corporation carrying on a banking business as the board may designate, appoint or authorize from time to time by resolution.

2. The board may, from time to time borrow money upon the credit of the Association.
3. The board may mortgage, pledge, or charge all or any of the real or personal property, undertaking, and rights of the Association with the sanction of an extraordinary resolution passed at a duly constituted meeting of the general membership. An extraordinary resolution means a resolution passed by two-thirds (2/3) of the members of the Association present in person at a general meeting of which notice specifying the intention to propose the resolution as an extraordinary resolution has been duly given.
4. All banking documents, borrowing instruments, contracts, deeds and other documents and instruments shall be signed on behalf of the Association by at least two (2) officers or directors of the Association that the board of directors may from time to time designate, and, when so signed, and sealed if necessary, and delivered, shall be received as the act of the Association.

H. Seal

1. The seal of the Association, an impression of which is stamped to this bylaw, shall be used in executing documents as required by law.

I. Books

1. The board of directors shall cause all necessary books and records of the Association required by law and by the bylaws of the Association to be regularly and properly kept.
2. The minute books of the Association shall contain a copy of all extraordinary and ordinary resolutions passed, a copy of the bylaws of the Association, and copies or originals of all documents, registers, and resolutions as required by law. The books of the

Association shall record all money received and expended by the Association and the matters in respect of which the receipt and expenditure take place, all revenues and purchases and all assets and liabilities of the Association as well as all other transactions affecting the financial position of the Association.

3. All minute books and books of account shall at all times be open to inspection by the directors and the auditor. No member not being a director shall have any right to inspect any account or book or document of the Association except as conferred by law of authorized by the board or by resolution of the members, whether previous notice thereof has been given or not.

J. Fiscal Year.

1. The first fiscal period of the Association shall end on December 31, 2012. Each fiscal year shall end on the same date of each year thereafter.

K. Auditor.

1. The auditor shall be appointed by the board and may be a member of the Association other than the Treasurer and make a report to the members and to the board on the accounts examined by them as well as on every balance sheet and statement of income and expenditures laid before the Association at any annual meeting.

L. Dissolution.

1. Upon the dissolution of the Association, after the payment of all debts and liabilities the remaining property of the Association shall be distributed or disposed of to one or more non-profit organizations within the area served by the Association.

M. Amendments.

1. The bylaws of the Association shall not be altered, deleted or added to except by an extraordinary resolution of the Association. An extraordinary resolution means a resolution passed by two-thirds of the members present in person at a general meeting of which notice specifying the intention to propose the resolution as an extraordinary resolution has been duly given.

(03 Oct 2020)