



**FRIENDS OF STOCO LAKE**

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**Governance Structure**

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The governance structure for Friends of Stoco Lake (FOSL) is described below. Following discussion at the August 13, 2008 Annual General meeting, the governance structure was finalized.

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**1. BOARD OF DIRECTORS**

The affairs of the Friends of Stoco Lake (FOSL) shall be managed by a Board of seven (7) Directors, each of whom shall be, at the time of election, a paid-up member of the FOSL.

***Election of Board Members***

The Directors of FOSL shall be elected in accordance with the following procedures.



#### a) Nomination

The Board shall appoint a Nominating Committee to solicit nominations for the Office of Director. All nominations must be received by the Nominating Committee at least 30 days in advance of the Annual General meeting each year. Each nomination must be made by a member and each nominee must have consented in writing to the nomination before it will be accepted by the Nominating Committee.

#### b) Election at Annual General Meeting

The Directors shall be elected by the members at the Annual Meeting of FOSL by votes cast by the paid-up members present at the meeting. No proxy votes are allowed. The nominations and elections shall be carried out in accordance with the rules and regulations passed, from time to time, by the Board.

#### c) Term

The term of office of each director shall commence on the day of the Annual Meeting at which he/she was elected, and shall continue until the end of the Annual Meeting three years later or until a successor is elected or appointed.

A Director whose term has expired shall be eligible for re-election for an additional three years.

#### d) Removal of Directors

The voting members may, by resolution passed by at least two-thirds of the votes cast at a General Meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before expiration of such director's term of office, and may, by majority of the votes cast at that meeting, elect any qualified person in the stead of such Director for the remainder of the term.

### ***Quorum and Meetings - Board of Directors***

#### **Quorum**

A simple majority of the Directors shall form a quorum for the transaction of business. If quorum is not achieved at a meeting, any decisions/votes will be reviewed by the absent Directors, and deemed to have passed if the majority of Directors are in agreement.



## **Meetings**

Except as otherwise required by law, the Board may hold its meetings at any such place or places as it may, from time to time, determine. No formal notice of any such meeting will be necessary if all the Directors are present, or those absent have signified their consent to the meeting being held in the absence.

Meetings of the Board may be formally called by the Chair or Vice-Chair or by any two Directors or by the Secretary on direction of any of the foregoing.

Notice of meetings shall be delivered by telephone, transmitted by facsimile or electronic mail or mailed to each director not less than five (5) days before the meeting is to take place. A meeting of the Board may also be held, without notice, immediately following the Annual Meeting of FOSL. The Board may consider or transact any business, either special or general, at any meeting of the Board.

The Board shall meet when necessary, but not less than once a year.

The date of the next Annual Meeting shall be set at each Annual Meeting. If a change of date is required, the Board of Directors must advise members at least 30 days in advance of the originally scheduled Annual Meeting date.

## ***Voting – Board of Directors***

Questions arising at any meeting of the Board shall be decided by a majority of votes. In case of a tie vote, the Chair of the meeting shall have a tie-breaking vote. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chair of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

## ***Powers of Directors***

The Board shall have full power with respect to all affairs of FOSL and no by-law or resolution passed or enacted by the Board, or any other action taken by the Board, requires confirmation or ratification by the Members in order to become valid or to bind the FOSL, unless such confirmation or ratification is required by statute.



## **Other Committees**

The Board may appoint such other committees as it, from time to time, considers advisable.

## **Officers of FOSL**

There shall be a Chair, a Vice-Chair, an Immediate Past Chair, a Secretary, a Treasurer (or in lieu of a Secretary and a Treasurer, a Secretary-Treasurer), and such other officers as the Board may determine from time to time. No person may hold more than one office (except for the offices of Secretary and Treasurer) per elected term.

The Directors shall elect the officers from among themselves.

## **Chair**

The Chair shall:

- a) When present, preside at all meetings of the Members of FOSL, and Board meetings.
- b) Subject to the authority of the Board, shall have general supervision of the affairs and business of FOSL.
- c) With the Secretary, or other officer appointed by the Board for the purpose, shall sign all by-laws.
- d) Be an ex-officio member of all Committees.
- e) Be the sole spokesperson for FOSL in dealings with the media.
- f) Perform such other duties as may from time to time be determined by the Board.
- g) Make no motion, shall cast a second vote in the case of a tie vote amongst other Directors.
- h) Be a signing officer of FOSL.

During the absence or inability of the Chair, the Chair's duties and powers may be exercised by a Vice-Chair or such other Director as the Board may, from time to time, appoint for the purpose. If a Vice-Chair or such other director shall exercise any such duty or power, the absence or inability of the Chair shall be presumed with reference thereto.



## **Vice-Chair**

The Vice-Chair shall:

- a) Assist the Chair and carry out any duties assigned by the Chair.
- b) Shall, in the absence of the Chair, or in the case of the Chair's inability to act, perform all duties pertaining to the office of Chair.
- c) Shall be an ex-officio member of all committees to which he/she is named by the Chair.

## **Immediate Past Chair**

The immediate Past Chair shall advise and assist the Chair.

## **Secretary**

The Secretary shall be ex-officio clerk of the Board who shall:

- a) Attend all meetings of the Board and record all facts and minutes of all proceedings in the books kept for the purposes.
- b) Give all notices required to be given to Members and to Directors.
- c) Be the custodian of all books, papers, records, contracts and other documents belonging to FOSL which shall be delivered up only when authorized by a resolution of the Board and to such person or persons as may be named in the resolution.
- d) Perform such other duties as may from time to time be determined by the Board.
- e) Prepare and read minutes of meetings.
- f) Receive and conduct correspondence and shall perform such duties relevant to the office, as the officers may require.
- g) Have available at any such meeting such material as may reasonably relate to the agenda of business to be transacted.



## **Treasurer**

The Treasurer shall:

- a) Keep full and accurate accounts of all receipts and disbursements of FOSL in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of FOSL in such bank or banks as may from time to time be designated by the Board.
- b) Disburse the funds of FOSL under the direction of the Board, taking proper vouchers therefore and shall render to the Board at the regular meetings thereof or whenever required, an account of all transactions as Treasurer, and of the financial position of FOSL
- c) Take custody of any securities, shall sign all cheques in conformity with FOSL bylaws, and any banking bylaws,
- d) Be a signing officer for the purpose of FOSL
- e) Prepare an annual financial report to be presented at the Annual General Meeting.
- f) Perform such other duties as may, from time to time, be determined by the Board.

## **Lake Steward**

The Lake Steward is a voluntary, unelected position approved by the Board of Directors and may sit as an Officer. The Steward shall:

- a) Direct and oversee all activities of the Zone Representatives, Lake Stewardship, social convening and any and all other committee activities.
- b) Make recommendations to the Board of Directors on the selection of Zone Representatives.
- c) Keep current records of all Zone Representatives, names contacts and other information as may be required by the Board of Directors from time to time.
- d) Coordinate the weed harvesting activities of FOSL, unless otherwise agreed to by the Board of Directors.



In the temporary absence of the Lake Steward, the Chair or Vice-Chair may appoint a person to act in place of the Lake Steward.

## **2. ZONE REPRESENTATIVES**

Zone representatives shall:

- a) Be a member in good standing, ideally, but not necessarily, within the zone for which he/she is appointed.
- b) Serve for a term of three years, however they may be appointed for another term or terms without limit to the number of terms served.
- c) Be appointed by the Board of Directors.
- d) Be invited to attend meetings of the Board of Directors to provide input.
- e) Serve as a liaison person between zone members and the Board of Directors.
- f) Be responsible for promoting FOSL within their zone and collecting membership fees.
- g) Assist the Lake Steward with the coordination of weed harvesting.

## **3. MEMBERSHIP AND FEES**

- a) Prospective members may join FOSL and pay the required fees.
- b) Each member shall be entitled to one vote at FOSL meetings. A voting membership consisting of more than one person shall represent one vote only.
- c) An annual membership fee shall be due to FOSL by each member during the calendar year in which the membership is to be effective.
- d) The annual membership fee shall be set by the Board of Directors and ratified at the Annual Meeting.

