

SERA Bylaws

Updated June 1, 2021

ARTICLE I – NAME AND OBJECT OF THE CORPORATION

Section	Bylaws
1.1 Name	The Corporation shall be known as SOUTH END ROAD ASSOCIATION, hereinafter called SERA, adopted the 30th day of September 2017 and as amended in 2020 and 2021.
1.2 Objects	<p>The purpose of SERA is to repair, maintain and upgrade the main roadway, which starts where the pavement to the McKenzie Portage Road ends, goes through the Obashkaandagaang First Nation community to the Lily Pad/Poplar Bay junction then follows the main Poplar Bay Road down to, but not past, the commencement of (gates of) Northern Peninsula and Welcome Channel Road Corporation and the commencement of (gate of) Gold Pointe Road Association and 1133406 Ontario Inc., and not past the entrance to any future side roads connecting to the main road.</p> <p>Another purpose of this Corporation is to act for the betterment of the four road associations (Welcome Channel Road Association, Northern Peninsula Road Association, Gold Pointe Road Association, 1133406 Ontario Inc.) by acting to advocate and negotiate for them by whatever means to ensure full road access to all member's properties.</p> <p>SERA may enter into agreements with other organizations such as, but not limited to, the Obashkaandagaang First Nation and its affiliates, the Province of Ontario, the Government of Canada, local municipalities, and its member organizations to ensure the continued use of and the quality of the main road as described above.</p> <p>SERA may engage in other related activities from time to time that support the main objects of SERA and are supported by a resolution of the directors of SERA.</p>

ARTICLE II – AMENDMENTS AND INTERPRETATION

Section	Bylaws
2.1 Amendments	These by-laws may be amended only by a majority vote of the members present at the Annual General Meeting (AGM) or any special meetings of SERA, provided notice of the purpose of the proposed amendment has been stated in the call for the meeting via email to members at least 30 days prior to the meeting.
2.2 Interpretation	In all by-laws of SERA, where the context so requires or permits, the singular shall include the plural and the plural the singular; the word "person" shall include firms and corporations, and the masculine shall include the feminine.

ARTICLE III – MEMBERSHIP

Section	Bylaws
3.1 Membership	<p>The members of SERA shall consist of four road associations. The members are as follows:</p> <ul style="list-style-type: none">• Welcome Channel Road Corporation• 1133046 Ontario Inc.• Gold Pointe Road Association• Northern Peninsula Road Association Inc. <p>Members maybe corporations or associations. Members appoint representatives that become the Directors of SERA. Additional members may be added such as another road association.</p>
3.2 Member Notices	Notices to members shall be emailed to email addresses as provided by the four road associations to the SERA secretary and such email shall constitute presumptive

ARTICLE III – MEMBERSHIP

Section	Bylaws
	evidence of service thereof. Member's representatives are responsible for the submission of their current email addresses to the SERA secretary.

ARTICLE IV – GOVERNMENT

Section	Bylaws
4.1 Board of Directors	<p>The governance of the affairs of SERA shall be vested in the Board of Directors, whom shall be appointed by the members as provided in Section 3.1. The number of directors shall be six in total and shall be comprised as follows:</p> <ul style="list-style-type: none"> i. One representative appointed by each of the following road associations: <ul style="list-style-type: none"> A. Welcome Channel Road Corporation B. 1133046 Ontario Inc. C. Gold Pointe Road Association ii. Three representatives belonging to and appointed by Northern Peninsula Road Association Inc.
4.2 Remittances	Members must have their current or annual or special remittances to SERA paid by June 30th of each year to maintain their member positions unless the other road associations agree to alternate payment arrangements. Future remittance requests must be agreed to at the Annual General Meeting (AGM) or a special meeting called for that purpose.
4.3 Bylaw Review	SERA will review how its bylaws are working and propose changes, if needed, no less than every three years starting no later than fiscal year 2019. The directors will propose any changes to the by-laws and communicate such changes to the members no less than 60 days before the annual general meeting. Bylaws can only be changed at the AGM, or a special meeting called for this purpose.
4.4 Officers	The Officers of SERA shall consist of a Chair, a Vice-Chair, a Secretary, and a Treasurer, elected by the membership as provided in Article 5 of these by-laws. Officers and directors may be the same persons.
4.5 Ancillary Duties	SERA may undertake additional ancillary duties as may be required from time to time.
4.6 Positions	<p>The Officers shall be comprised of the following individuals along with terms:</p> <p style="margin-left: 40px;">CHAIR..... 3 years</p> <p style="margin-left: 40px;">VICE-CHAIR 3 years</p> <p style="margin-left: 40px;">SECRETARY 3 years</p> <p style="margin-left: 40px;">TREASURER..... 3 years</p> <p>Officers can assume a second term of two years after finishing their first three-year term if appointed at the AGM at the expiring date of their three-year term.</p>
4.7 Appointments	Directors appoint Officers. Appointments will take place at the first Directors meeting after the AGM.
4.8 Vacancies	If a vacancy shall occur on the Board, the member road association which appointed the representative shall appoint a new representative to fill the vacancy as soon as

ARTICLE IV – GOVERNMENT

Section	Bylaws
	<p>possible. The SERA secretary shall communicate notice of any such vacancy to the appointing road association within 15 days of such vacancy.</p> <p>If the appointing road association fails to appoint a new director(s), the remaining board will convene a special general meeting of the members to appoint a new member representative to represent that Road Association.</p>
4.9 Chair	The Chair shall be the Chief Executive Officer of SERA and subject to the authority of the Board, shall have general supervision of the affairs and business of SERA. The Chair shall, when present, preside at all meetings of the Board of Directors.
4.10 Vice-Chair	The Vice-Chair shall be vested with all the powers and shall perform all the duties of the Chair in the absence or inability or refusal to act of the Chair. The Vice-Chair shall assist the Chair upon request by the Chair.
4.11 Treasurer	The Treasurer, subject to the provisions of any resolution of the Board of Directors, shall have care and custody of all funds and securities of SERA and shall deposit in the name of SERA in such bank or banks or with other such depository or depositories as the Board may direct. The Treasurer shall keep or cause to be kept the proper accounting records of SERA.
4.12 Secretary	The Secretary shall attend and be the Secretary of all meetings of the Board, Annual Meeting, and special meetings and enter or cause to be entered into the records kept for that purpose minutes of all proceedings thereat; shall give or cause to be given notices of all meetings of the Board and members when directed to do so. The seal of the corporation, if any, shall be in the form determined by the Directors. The Secretary shall also be responsible for documenting each Directors start and end of service.
4.13 Committees	Committees may be started by the Board to oversee specific duties as the Board sees fit. Committees may include persons who are not directors or officers but have expertise of value to SERA. Committee persons can vote at the meetings of the Committee and the committee shall report to the Board of Directors. Committee votes are advisement to the Board of Directors and are not binding on the Board of Directors.

ARTICLE V – MEETINGS

Section	Bylaws
5.1 Meeting of the Board of Directors	<p>The Chair may call meetings of Directors at any time. Notice of the meeting shall be communicated by email to each of the current Directors at least ten days prior to the meeting, unless notice is unanimously waived.</p> <p>Any three Directors may call special meetings of the Board, providing notice is given to the Chair specifying the issues to be discussed at the special meeting. Upon receipt of the notice, the Chair shall issue a special meeting notice to all Directors, giving twenty-one (21) days' notice of the meeting, attaching the issues and notice.</p> <p>Invitees and Committee attendees who are not Directors or Officers will not have voting rights.</p>
5.2 Voting for Resolutions	Motions and resolutions will be passed by a majority of the Directors present. The Chair shall not vote on any motion unless there is a tie of Directors votes. The chair will have the option of voting to pass a motion or letting the motion die. A director can demand a secret ballot.

ARTICLE V – MEETINGS	
Section	Bylaws
5.3 Quorum for Board Meetings	A quorum for all meetings of the Board of Directors shall be a majority of the Directors. Meetings may be by conference call as if the meeting were in person.
5.4 Annual General Meeting	The AGM of members shall be held within nine months of the fiscal year end in each year, for the purpose of annual business as may properly be brought before the meeting, including presentation of a financial statement, report on operations and appointment of auditors, if needed, for approval by the members. Waiving the requirement of an audit will be required by 80% of the members present. A quorum for the AGM shall be a majority of the members at the meeting. Conference call attendance to the AGM will be permitted.
5.5 Annual Meeting Notice	Notice of the AGM shall be sent to all members a minimum of 60 days prior to the AGM. Any member wishing to place items on the agenda for discussion at the AGM must submit same in writing to the SERA Secretary no later than 30 days before the AGM.
5.6 Community Meeting	The directors will have a minimum of one meeting per calendar year for the benefit of the respective road associations lot owners and other invited guests to provide an update on SERA activities and receive input. Notice of such a meeting shall be 30 days.

ARTICLE VI – FINANCIAL	
Section	Bylaws
6.1 Banking Arrangements	The banking business of SERA shall be transacted with such banks or credit unions as may from time-to-time be designated by or under the authority of the Board. Such banking business shall be transacted under such agreements, instructions, and delegation of power as the Board may from time to time prescribe or authorize.
6.2 Borrowing	The Directors shall always carry on the business and affairs of SERA within its financial means and shall not incur a deficit or borrow monies.
6.3 Execution of Instruments	Any two Officers may sign contracts, documents or instruments in writing requiring the signature of SERA. Payments will be by cheque. All cheques will be signed by the Treasurer and a minimum one other officer who has signing authority with SERA's financial institution. All contracts, documents and instruments in writing so signed shall be binding upon SERA without any further authorization or formality. The Board shall have the power from time-to-time by resolution to direct the manner in which any person or persons by whom any class of or specific contracts, documents or instruments in writing shall be signed on behalf of SERA.
6.4 Registered Office	The Board may from time-to-time by special resolution approved by two thirds (2/3) of the members to fix the head office of SERA within the Province of Ontario. The current registered office is 2 Baycliffe Road, Keewatin Ontario.
6.5 Agents, Attorneys and Accountants	The Board shall have the power from time-to-time to appoint agents, attorneys, or accountants for SERA with such powers of management or otherwise as may be thought fit.
6.6 Compensation	Neither the Officers or Directors serving on the Board, or its committees shall receive any salary or compensation for services rendered to SERA other than reimbursement for actual expenses approved in advance by the Board.

ARTICLE VI – FINANCIAL

Section	Bylaws
6.7 Financial Report	The Treasurer shall prepare a record of income and expenses of SERA each year and shall distribute a copy of same to the membership with the notice for the AGM. The Directors shall review and approve the financial report prior to the presentation at the AGM.
6.8 Fiscal Year	The fiscal year end shall be December 31 st .

ARTICLE VII – PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

Section	Bylaws
7.1 Limitation of Liability	<p>No Director, Officer or Committee Person shall be liable for:</p> <ul style="list-style-type: none"> • the acts, receipts, neglects or defaults of any other Director, Officer, Committee Person, or employee, • any loss, damage or expense happening to SERA through the insufficiency or deficiency of title to any property acquired for or on behalf of SERA, • the insufficiency or deficiency of any security in or upon which any of the monies of SERA shall be invested, • any loss or damage arising from the bankruptcy, insolvency, or tortuous acts of any person with whom any of the monies, securities, or effects of SERA shall be deposited, • any loss occasioned by any error of judgment or oversight on his/her part; and, • any other loss, damage, or misfortune whatever which shall happen in the execution of the duties of his/her office or in relation thereto provided that nothing herein shall relieve any Officer or Director from the duty to act in accordance with the Business Corporations Act, 1990, or such Replacement Act and regulation thereunder or from liability for any breach thereof. <p>Exclusions to these points may occur if occasioned by his/her own willful neglect or default.</p>
7.2 Indemnity	<p>Subject to the above limitations contained, SERA shall indemnify and hold harmless a Director, Committee Person or Officer, a former Director, Committee Person or Officer, or a person who acts or acted at "The Association's" request (or a person who undertakes or has undertaken any liability on behalf of SERA) and his/her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him/her in respect to any civil, criminal or administrative action or proceeding to which he/she is made a party by reason of being or having been a Director, Committee Person or Officer of SERA or such body corporate, if,</p> <ol style="list-style-type: none"> a. He/she acted honestly and in good faith with a view to the best interest of SERA; and b. In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he/she had reasonable grounds for believing that his/her conduct was lawful.
7.3 Insurance	<p>Subject to the limitations contained in the Business Corporations Act, 1990 or any replacement Act, SERA shall purchase and maintain Directors' and Officers' Liability Insurance for the benefit of its Directors, Committee Person and Officers as such, as the Board may from time to time determine.</p>

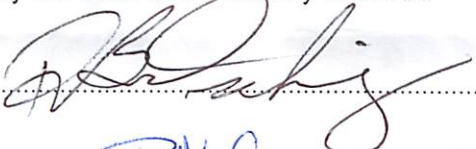
ARTICLE VIII – CONFLICT OF INTEREST/PROCUREMENT

Section	Bylaws
8.1 Conflict of Interest	A Director, Officer or Committee Person who is a party to or who is a Director of or has a material interest in, or whose immediate family has a material interest in a contract or proposed contract with SERA shall disclose in writing to SERA or request to have entered in the minutes of meetings of Directors of the Corporation the nature and extent of his/her interest. Any Director or Officer so interested shall not participate in the discussion and shall not votes on any resolution, committee resolution or by-law to approve the contract.

These bylaws and amended bylaws are hereby approved effective June 1, 2017.

Signed by the Chair and Secretary of SERA:

CHAIR



SECRETARY

