

Constitution and Bylaws of the Victoria Beach Cottage Owners Association

Adopted July 13th, 2025

Name: Victoria Beach Cottage Owners Association, known also as the VBCOA.

Preamble: The VBCOA was established in the 1970's as a voluntary unincorporated association representing cottage owners in the Vehicle Restricted Area (VRA) of Victoria Beach, Manitoba by Maxine Florence Clark, Desmond Francis Cox, Elizabeth Joan MacRae, Lawrence Oliver Pollard and Gordon Wiswell.

Mission: To preserve the historic, unique character of the Vehicle Restricted Area of Victoria Beach in keeping with the intentions of the founders of the beach.

Purpose:

1. To raise awareness of and provide information to members on issues impacting the VRA.
2. To represent the interests of the membership through advocacy and outreach with various levels of government, organizations and associations.
3. To foster a sense of community and collaboration among members.
4. To protect and preserve the natural environment of the VRA and its surroundings.

Bylaws

PART 1 – DEFINITIONS AND INTERPRETATION

1.1 Definitions in these Bylaws:

- **Association** – The Victoria Beach Cottage Owners Association.
 - **Board** – The elected Directors of the Association.
 - **Bylaws** – These rules and any future amendments.
 - **Vehicle Restricted Area (VRA)** – The area of the RMVB within which vehicle access is limited, as designated by RMVB Municipal Bylaw #1588.
 - **VRA Lot** – A residential property located in the Vehicle Restricted Area.
 - **Registered Owner** – A person whose name appears on the title to a VRA Lot.
 - **Voting Member** – A Member who is a Registered Owner of a VRA Lot and is registered with the Association.
 - **Associate (non-voting) Member** – A member of a Voting Member's immediate family who is 18 years of age or older.
 - **Member:** Voting and Associate Members
 - **Ordinary Resolution** – A decision passed by a simple majority of votes cast at an Annual General Meeting (AGM).
 - **Special Resolution** – A decision passed by at least two-thirds (2/3) majority of the votes cast at an Annual General Meeting (AGM).
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PART 2 – MEMBERSHIP

- 2.1** A Voting Member must be an individual Registered Owner of a residential property in the vehicle restricted area (a VRA Lot).
- 2.2** A Voting Member must be registered with the Association and may be required to periodically confirm eligibility in a manner decided upon by the Board.
- 2.3** Each Voting Member has one (1) vote, notwithstanding the number of VRA Lot titles they may hold.
- 2.4** Each VRA Lot is entitled to a maximum of two (2) Voting Members, regardless of the number of Registered Owners associated with the Lot.
- 2.5** An Associate (non-voting) Member must be a member of a Voting Member's immediate family and be 18 years of age or older.
- 2.6** An Associate Member may be required to periodically confirm eligibility in a manner decided upon by the Board.
- 2.7** An Associate (non-voting) Member may attend and participate in the AGM.
- 2.8** All Members must comply with the Constitution and Bylaws of the Association.
- 2.9** Annual membership fees, if any, are set by the Board.
- 2.10** The affairs of the Association shall be carried on without financial gain to its Members.
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PART 3 – BOARD OF DIRECTORS

- 3.1** The Board of the Association will consist of three or five Directors, including the President.
- 3.2** To serve as a Director, an individual must be 18 years of age or older and be a Voting Member.
- 3.3** Directors shall be elected to serve until the next AGM (a one-year term).
- 3.4** Directors may serve a maximum of two one-year terms.
- 3.5** At each AGM, Voting Members shall elect to the Board the following positions: President, who shall *ex officio* also be a Director on the board, and two or four Directors, such number to be determined by the outgoing board, based on the number of candidates and with the objective that the board of Directors shall be of an uneven number.
- 3.6** The positions of Vice-President, Secretary, and Treasurer will be assigned at the discretion of the Board.
- 3.7** A Director may hold more than one position.

3.8 The President of the Board is responsible for:

- Presiding at all meetings of the Association.
- Supervising the other Directors in the execution of their duties.
- Acting as ex-officio member of all sub-committees.
- Issuing notices of Directors' meetings.
- Acting as a representative of the Association to the public.
- Signing a contract or other record to be signed by the Association, along with one other Director. If the President is unable to provide a signature, the Secretary or Treasurer together with one other Director, may sign.
- Preparing the agenda for the Board and General meetings and selecting times and places for the meetings.
- Preparing and submitting a report of the preceding year to the Members at the Annual General Meeting.

3.9 The Vice-President of the Board is responsible for:

- Assisting the President in various tasks, such as preparing for meetings, managing communications, and carrying out specific projects.
- Assuming the President's duties in the event the President is unable to serve.

3.10 The Secretary of the Board is responsible for:

- Issuing notices of Annual General Meetings.
- Taking minutes of Annual General Meetings and Directors' meetings.
- Keeping records of the Association.

3.11 The Treasurer of the Board is responsible for:

- Receiving and banking monies collected from Members or other sources.
- Keeping accounting records in respect to the Association's financial transactions.
- Preparing the Association's financial statements.
- Issuing cheques. A cheque to be issued by the Association must be signed by the Treasurer, together with the Secretary or the President

3.12 The Past-President will be automatically appointed to the Board in a non-voting, advisory position for one year.

3.13 The Board may appoint a Voting Member as a Director to fill a vacancy that arises on the Board.

3.14 A Director appointed to fill a vacancy ceases to be a Director at the end of the expired portion of the term of office of the individual whose departure from office created the vacancy, or at the next Annual General Meeting, whichever occurs first.

3.15 Directors must disclose any personal or commercial conflict of interest with the business of the Association.

3.16 Upon leaving the Board, Directors must relinquish all Association records and property, effective immediately.

PART 4 – NOMINATIONS TO THE BOARD

4.1 A call for nominations will be sent to Voting Members 14 days before the AGM.

4.2 Nominations must be received by the Board at least one (1) week before the AGM in writing and in form and content acceptable to the Secretary.

4.3 A candidate must be a Voting Member, as per 3.2, and must be nominated by a Voting Member.

4.4 Nominations from the floor will not be accepted, except under circumstances wherein fewer than 3 candidates have been nominated in advance of the AGM.

PART 5 – BOARD MEETINGS

5.1 Directors' meetings will be held as needed and may be called by the President, or any other two Directors.

5.2 At least 7 days' notice is required for a Directors' meeting unless all Directors agree otherwise.

5.3 The quorum for the transaction of business at a Directors' meeting is a majority of the current Directors, not to be less than two (2).

5.4 Directors are responsible for overseeing the activities of the Association and must:

- Act in accordance with the Constitution of the Association.
 - Act in accordance with these Bylaws.
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PART 6 – ANNUAL GENERAL MEETING (AGM)

6.1 The Board of Directors must call an Annual General Meeting (AGM) every calendar year, in July or August, to present reports from the Board and its committees and to elect the Board of Directors.

6.2 The AGM must be held at the time and place the Board determines, and, when possible, at the community clubhouse or another suitable facility close to the VRA.

6.3 Written notice of the date, time, and location of the AGM must be sent to Voting Members 14 days before the AGM.

6.4 Written notice of the AGM must include the approved minutes of the previous AGM, the agenda, a call for nominations and a proxy form. It must also state the nature of any motions to be considered or Special Resolutions to be transacted at the meeting in sufficient detail to permit a reasoned judgement on the part of Voting Members concerning the business.

6.5 The quorum for the transaction of business at an AGM is 50 Voting Members or 15% of Voting Members, whichever is greater.

6.6 If, at any time during an AGM, there ceases to be a quorum of Voting Members present, business must be suspended until a quorum is present, or the meeting is adjourned. If adjourned, a new notice must be sent.

6.7 One of the following individuals is entitled to preside as the Chair of an Annual General Meeting: President, Vice-President, Secretary, or one of the Directors.

6.8 A minimum of three (3) Voting Members may submit to the Board advance notice of a motion to make, amend or repeal a Bylaw, to introduce a new issue, to make a substantive proposal, or to propose an action for consideration by the assembly at the AGM.

6.9 Advance notice submitted under 6.8 must:

- Clearly state the wording of the proposed motion.
- Give a concise explanation or rationale for the motion.
- Be signed by the required number of members.
- Include the names of the individual proposing the motion (mover) and the person supporting the motion (seconder).
- Adhere to the specific rules and requirements outlined in the Association's Constitution and Bylaws.

6.10 No motions as outlined in 6.8 shall be accepted from the floor during a meeting unless the Secretary has received advance notice, as per 6.9, at least 21 days in advance of the AGM. This requirement does not apply to incidental, subsidiary, or privileged motions, or to motions arising out of a committee report or a matter included on the meeting agenda.

6.11 At each Annual General Meeting, the Chair shall ensure that time is allocated for a question-and-answer period during which members may:

- Raise matters of concern related to the Association's affairs for the consideration of the assembly or the Board.
- Introduce new topics of interest.
- Ask questions of the Board of Directors.

6.12 The Board may call a Special General Meeting (SGM) to allow for the discussion, consideration, and resolution of urgent or time-sensitive issues, those that require immediate action and cannot wait until the next AGM. If any such meeting is scheduled, the Board must make available to all members a clear process for participation and voting.

6.13 A minimum of ten percent (10%) of Voting Members may request that the Board schedule a Special General Meeting (SGM) as per 6.12. If any such meeting is scheduled, the Board must make available to all members a clear process for participation and voting.

PART 7 – AGM VOTING

7.1 A matter to be decided at an Annual General Meeting (AGM) must be decided by Ordinary Resolution (simple majority) or by Special Resolution (2/3 majority).

7.2 An Ordinary Resolution is needed for:

- Adoption of the Rules of Order.
- Adoption of the agenda.
- Adoption of the minutes of previous AGM.
- Consideration of any financial statements of the Association.
- Consideration of any Directors' reports.
- Business arising out of Directors' reports, not requiring a Special Resolution.
- Consideration of any motions before the assembly, not requiring a Special Resolution.
- Election of the Board of Directors.

7.3 A Special Resolution is needed for:

- Amending these Bylaws and Constitution.
- Dissolving the Association.

7.4 Votes for Ordinary and Special Resolutions may be cast by a show of hands, by ballot, by voice or another method that adequately discloses the intention of the Voting Members, with the exception of votes for the election of the Board of Directors which must be cast by ballot.

7.5 A Voting Member may assign their vote to a proxy holder, who must be a Member of the Association (Associate or Voting).

7.6 An appointment of a proxy holder:

- Must be in writing and in form and content acceptable to the Secretary and which must specify the resolution(s) and business for which the proxy is assigned.
- Is valid only at the meeting for which the appointment is given.

7.7 No Member can act as proxy holder for more than one Voting Member.

7.8 The Chair of an Annual General Meeting must announce the outcome of each vote, and that outcome must be recorded in the minutes of the meeting.

7.9 Minutes of the Annual General Meeting will be approved by committee in the week immediately following the meeting. The committee will be comprised of the sitting Board at the time of the AGM, any new Board members elected at the AGM, and up to three Voting Members designated by the Board at its discretion.

7.10 The minutes of the AGM will be sent to Voting Members no more than one (1) week following approval and then again 14 days before the next AGM.

Part 8 – DISSOLUTION OF THE ASSOCIATION

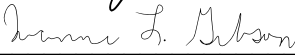
8.1 The Directors may move to dissolve the Association with a Special Resolution if it is determined that the Association no longer serves its original purpose.

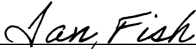
8.2 Upon dissolution of the Association, after payment of all debts and liabilities, the remaining property of the Association shall be distributed to any organization, the undertaking of which is beneficial to the Vehicle Restricted Area of the Rural Municipality of Victoria Beach.

Adopted: the 13th day of July, 2025


Signed:


_____ Nancy Sarchuk, President


_____ Joanne Gibson, Secretary


_____ Ian Fish, Director


_____ Brad Scott, Director


_____ Blake Taylor, Director