

## **SDLCA Annual General Meeting – Saturday August 1, 2015 at the Irondale Community Centre**

Kevin Mansfield welcomed approximately 40 members to the meeting.

The minutes of the previous AGM on Aug. 2, 2014 had been previously circulated by email and had been made available for members to read on the website. With there being no questions Sydney Clark moved that the minutes be accepted as read with Keith Cowan seconding the motion. All were in favour.....Carried.

### **President's Update**

Kevin Mansfield said he would continue as Treasurer and would take on the role of acting President assisted by Doug Rodger and Jacqueline Proud. He reiterated the need to recruit new members to the executive to fill the roles of President, Treasurer and Lake Steward (Brian White is one possible candidate). He wanted the executive to continue focusing on bringing value to the Lake Membership in the coming year by continuing to host "nature walks", the fireworks, "concert on the lake", and utilize our resources in the best way possible.

### **Nomination and Election of Officers**

Kevin called for nominations for the election of officers.

| Name               | Roles  |
|--------------------|--|
| * Doug Rodger      | Past President   |
| * Margaret Clayton | Vice-President & SDLCA's CHA representative (also the CHA Secretary), and in charge of the Lake Plan Study and parts therefore ie. U-Links Shoreline Report and accompanying Assessments , compiling list of property owners in the Salerno Lake Community, etc. |
| * Kevin Mansfield  | Treasurer and Acting President   |
| * Bill Holding     | Secretary  |
| * Jacqueline Proud | Membership Secretary, e-LakeUpdates and Website, Apparels, Dock Packages   |
| * Sydney Clark     | Past President   |
| * Wendy Kidd       | Lake Steward and Environmental Director, as well as a member of the Lake Plan Study Committee  |
| * Rob Stimers      | Web and Technology Chair   |
| * Rob Stuart       | BBQ and Canoe Race   |
| * Keith Cowan      | Community Events   |

Ester Atkins moved that the names nominated for election be accepted and Kay Armitage seconded. All were in favour.....carried.

**Financial Report – Overview of the last few years and the current situation:** Kevin reported that the membership fees for the last two years were greater than \$4,000 but that they included some 2016 dues paid in advance with the two year payment option. Apparel sales have provided profits of \$2,850 for the past three year period. New sources such as advertising on the website at \$150 each ad (5 paid ads) is adding to the revenue base as well. He viewed the Lake Plan cost of \$1565 as an investment in the Lake's future as well as the \$1500 fees for FOCA membership for the last 3 years (~500 per year). Net profit for the three year period was \$1265. He explained that the proposed change of the fiscal year end to match the calendar year would better assist him in matching up yearly revenues with expenses. When questioned on why fees for FOCA were an investment Margaret Clayton answered that FOCA represents the interests of all Lake Associations when lobbying the Governments on issues. It does studies on Lake Capacities, environmental issues, directors insurance, and lower insurance rates if through their group. Workshops on Invasive Species, Estate Planning and other topics are offered. Lake Plan assistance and Stewardship information are available as well.

**Membership Report –(web site update)** Jacqueline mentioned that the “Dock Package” is the big driver in connecting with property owners and encouraging them to go to the website to discover what the SDLCA has to offer and sign up to participate.

The 106 current paid memberships so far (with 4 honorary) is close to the 120 last year. With 22 potential members still to renew and the “boat race” a generator of memberships on Aug. 2 the numbers should increase. The two year membership option was chosen by 50% of those renewing last year and 42% this year. The on line payment option was used by 48% of those paying. Jacqueline said cottage sales were partly responsible for some member's names showing as not renewed on her data base and that it was an ongoing process trying to track the turnover. George Simmons proposed approaching the real estate brokers selling the properties to pay the first year's membership for the new owner.

Sydney Clark mentioned that she thought with some lakes with only 50% or less membership that the SDLCA had very good penetration and involvement with its potential membership base.

Jacqueline said she had sent out 21 “e blasts” so far to the 238 members on the community list with a 65% opening rate regarding events, apparel sales and the Sentinel. Changes and updates to the website and members only page included the AGM Agenda, Canoe race information, membership discounts with FOCA, contractor referral list, classified ads, and Apparel items available to order. For 2015 Apparel there were 31 orders for 115 items including new ones such as zippered hoodies, shorts and totes. The result of all this activity generated 22,000 hits for the website.

### **Environmental and Water Quality Testing Report - Wendy**

Wendy Kidd reported that the water quality tests had come back with good results - the Burtons and McQueens doing the testing this year. Phosphorus tests at both ends of the lake would indicate we are not likely to have algae blooms. Calcium levels were high which is good for fish and the food chain. Again this year there was no evidence of invasive species in the Lake such as Spiny Water Flea or Zebra Muscles. She mentioned that Septic systems can be better maintained by using natural cleaners such as vinegar and phasing out bleach products and recommended the video “poop talk” for more information.

Walk on the Wildside was a success and would be done again.

Loon Report – 5 loons on the lake, concerns were that the offspring did not survive this year.

Blue Dot environmental movement started by David Suzuki to get protection for the environment into the constitution – Wendy talked about the movement and had a petition to sign. The belief is that there is not enough protection currently.

Highlands East (& Minden Hills?) is exploring the idea of some form of limiting fireworks and if it could be enforced.

Food donations for the local foodbank would be accepted at the Irondale Store.

#### **48<sup>th</sup> Annual Canoe Race Preparations Report & Barbeque**

This year's race would again be held on the lake as parts of the river were still blocked and with a strong water flow of 4-6 mph could hold an upset canoe or swimmers against the logs. Cecil Ryall said the Municipal of Highlands East was undertaking to have the river cleared from Gooderham to Furnas Falls. Registration would start at 12 noon at the boat launch with the race starting at 1 pm. The BBQ (The Perfect Bite" would provide the food) would start at 2:30 at the Irondale community centre with the children's games at 3 pm and the awards at 4:30. Showers were expected in the afternoon but the race would go on unless there were thunderstorms. Volunteers on the race course would help insure the safe passage of boats at both ends of the lake. There was lots of support on the lake for the race as many cottagers on their docks cheered the racers in last year's race and displayed signs. Rob gave an update that the 2014 Race had 37 boats and 63 participants and was hoping for 40 this year. The fee would remain the same at \$20 per boat and memberships would be sold to those who were not members. Some shirts from previous years would be available for sale for \$10.

#### **Concert on the Lake**

This year's "Concert on the Lake" featured Suzie Ungerleider who performs under the name of "Oh Susanna". The weather was sunny and warm making for a memorable evening. The cost of \$700 was agreed upon to pay for Suzie and to be accompanied by a guitar player. Doug had arranged for an additional cost of \$400 for a better sound system as well.

#### **Lake Plan Report**

Margaret noted that the Shoreline Workshop conducted by Julie Sutton on July 4<sup>th</sup> had 20 participants. Root systems were key to halting erosion with native plants such as Buffalo Grass, Prairie Dropseed, Black Eyed Susan and Ninebark providing deeper root structures. For the health of the lake it was important to maintain good vegetation within the 30 meter buffer zone from the lake to retain runoff and absorb septic fluids. More information could be found on the website with a resource list of plants.

#### **New / Other Business**

Invasive Species Awareness Week – Jacqueline said educating people as to the dangers and the process of checking, monitoring and reporting for Invasive species was important. Garlic Mustard can take over a forest floor within 5 years outcompeting Trilliums and changing the soil chemistry. Hogweed – how to deal with it and even wild parsnip can cause rashes.

## Municipality Update – Cecil Ryall

OPP Policing costs increased from 676K in 2014 to 847K in 2015 an increase of 171K or 25% with a farther 20% increase projected for 2016. Of the total budget of \$7.7m taxes supplied \$4.65m and construction permits of \$3.21m supplied the rest. The tax increase was 0.8% but could have been more if the construction permits \$ had not increased over the last year. A part time Nurse practitioner will be setting up office in 2016 and a part time Doctor in 2018 in Wilberforce. A roads improvement report included the replacement of the Irondale Bridge in the spring of 2016. A proposal to make the Irondale Community Centre an Emergency Shelter would make it eligible for more funding. The Wilberforce Food Bank will be completed by this fall. He suggested someone needs to call Minden Hills about the upkeep of the boat launch and that possibly the two Municipalities could discuss the issue. He expressed a desire to establish better links and communications with the Lake Associations through the Municipality's Web site. He is looking to promote better what the Municipality has to offer in terms of interesting information and history and increase the business base.

George Simmons explained that the recent problems with getting roads graded on Municipal roads in Minden Hills would be resolved soon. He mentioned a number of books including a story "Joy Bay Inn" detailing some of the early history of Devils Lake and about linking to the Irondale Historical Society's Web page to learn more. He talked about the largest recorded Pickerel caught on the lake in 2014 at 15 pounds plus by Sam Watt and returned to the lake thus showing how resources can be shared and maintained and promoted.

## Constitution Amendment Changes

Margaret explained that the proposed ONCA Ontario Not For Profit Corporation Act (still to be passed) would provide a legal framework for how they would be created, governed and dissolved with a transition period. The following are the proposed changes to the constitution.

### ARTICLE 1

The name of the Association shall be the  
Salerno (Devil's) Lake Cottagers' Association (SDLCA).

*Note: Incorporated 1982 as  
"Salerno Lake Cottagers Association"*

**Recommend:** When re-incorporated under ONCA, incorporate as **"Salerno (Devil's) Lake Cottagers' Association"**.

## ARTICLE 2: PURPOSE OF THE ASSOCIATION

To retain, promote and improve the interests, security and enjoyment of the registered owners and **resident[s]** of home and cottage occupied properties within the area known as the Salerno (Devil's) Lake – Irondale Community (SDL-IC).

### Recommend:

change "**resident**" to "**residents**".

## ARTICLE 3: HEAD OFFICE

The head office of the Association shall be at the residence of the Secretary in office each year.

### Recommend:

#### Article 3: Mailing Address

*The mailing address of the Association shall be a Canada Post postal box held in the name of the Association at Irondale, Ontario, or at the residence of the Secretary in office each year.*

## ARTICLE 4: MEMBERSHIP (AS AMENDED 2003)

The membership of the association shall consist of the registered owners of real property and other residents located within the confines of the area community, known as the SCL-IC, who have paid the annual membership fee of the association.

The SDL-IC, for the purposes of this constitution, shall be deemed to be those parts of the **Townships of Highlands East and Minden Hills**, located within one mile (1.6 km) of the shores of Salerno (Devil's) Lake or the Village of Irondale.

Recommend: change "**Townships of Highlands East and Minden Hills**" to "**Municipality of Highlands East and Township of Minden Hills**."

## ARTICLE 5: ANNUAL MEETING (AS AMENDED 2003)

A General Meeting of the Association shall be held yearly at **the old school house**, Irondale, Ontario, or other such place as may be determined by the Executive, at a time to be advised, on **the Civic Holiday weekend**. Due notice of such meeting shall be mailed or delivered by the Secretary to each paid member, at least seven days before the date of such Annual General Meeting.

### Recommend:

A General Meeting of the Association shall be held yearly at **a location within** Irondale, Ontario, or other such place as may be determined by the Executive, at a time to be advised, on the **August/Civic Holiday** weekend. Due notice of such meeting shall be mailed or delivered by the Secretary to each paid member, at least seven days before the date of such Annual General Meeting.

## ARTICLE 6: MEETINGS

### **a) (as amended 2003)**

Special General Meeting may be called by the President or in his/her absence or failure to act, by the Vice-President, Secretary, and Treasurer, or any two of them, or by a majority of the members. Notices of such General Meetings shall be mailed or delivered.

### **b) (as amended 1998)**

The President, Vice-President, Secretary or Treasurer may call Executive Meetings. There are to be a minimum of four Executive Meetings a year, one of these within 30 days of the Annual Meeting.

## ARTICLE 7: DUES (AS AMENDED 2003)

Annual dues shall be payable in the amount as approved at any General Meeting. Default or failure in payment of such annual dues shall disentitle any member to vote. **The fiscal year end of the Association will be June 30<sup>th</sup>**. The Executive is empowered to make special assessment in the event of any emergency.

### Recommend:

**The SDLCA fiscal and membership year shall be January 1 to December 31 of each calendar year.** Annual dues shall be payable in the amount as approved at any General Meeting. Default or failure in payment of such annual dues shall disentitle any member to vote. The Executive is empowered to make special assessment in the event of any emergency.



#### ARTICLE 8: EXECUTIVE (AS AMENDED 2003)

The Executive shall consist of no less than five and no more than twelve members duly elected at the Annual General Meeting, of which no less than five shall be registered owners of lakefront property on Salerno (Devil's) Lake, in the **Township Highlands East and Minden Hills. They shall hold office for one year or until the next Annual General Meeting of the Association.** The Executive shall have the power to appoint a Director in the event of the death or resignation of the duly elected Director, for the balance of the term of the deceased or resigning Director. The officers shall consist of a President, Vice-President, Secretary, and Treasurer. The immediate past President may continue as a member of the Executive. A quorum of the officers and directors shall be five. The executive members are encouraged to accept special responsibilities as determined by the executive. Executive members who miss two consecutive meetings may be asked to resign.

#### ARTICLE 8: EXECUTIVE (AS AMENDED 2003) CONT'D

##### Recommend:

The Executive shall consist of no less than five and no more than twelve members duly elected at the Annual General Meeting, of which no less than five shall be registered owners of lakefront property on Salerno (Devil's) Lake, in the **Municipality of Highlands East or Township of Minden Hills. Directors shall hold office for two years and the slate of each year's Executive Officers shall be presented to the membership at the Annual General Meeting of the Association.** The Executive shall have the power to appoint a Director in the event of the death or resignation of the duly elected Director, for the balance of the term of the deceased or resigning Director. The officers shall consist of a President, Vice-President, Secretary, and Treasurer. The immediate past President may continue as a member of the Executive. A quorum of the officers and directors shall be five. The executive members are encouraged to accept special responsibilities as determined by the executive. Executive members who miss two consecutive meetings may be asked to resign.

#### ARTICLE 9: PRESIDENT (AS AMENDED 2003)

The President shall preside at all meetings of the members of the Association, or in his/her absence or inability to act, the Vice-President shall preside, or in the absence of the Vice-President, such officers as shall be appointed by the meeting. The President shall prepare an Annual Report to be given at the Annual Meeting of the Association.

#### ARTICLE 10: SECRETARY

The Secretary shall keep the minutes of all meetings of the Association. The Secretary shall send out notices of regular and special meetings of the members and of meetings of the Executive, as directed by the President or the Executive Committee. The Secretary shall keep an accurate and up-to-date record of the names and addresses of all members.

#### ARTICLE 10: SECRETARY CONT'D

Recommend:

The position of Secretary may be held by a single member of the Executive assuming the duties of both Recording and Membership Secretary, or by two members of the Executive – one assuming the duties of Recording Secretary and one assuming the duties of the Membership Secretary.

- a) The Recording Secretary shall keep the minutes of all meetings of the Association. The Secretary shall send out notices of regular and special meetings of the members and of meetings of the Executive, as directed by the President or the Executive Committee.
- b) The Membership Secretary shall keep an accurate and up-to-date record of the names and addresses of all members, assist the Treasurer with the collection of membership dues, and other duties as assigned by the Executive.

#### ARTICLE 11: TREASURER (AS AMENDED 2003)

The treasurer shall keep a full and accurate record of all money owning to and by the Association. All money shall be deposited to the credit of the Association, as directed by the Executive, or as directed at the General Meeting. The treasurer shall prepare an annual Financial Statement to be presented at the Annual General Meeting. The treasurer shall collect from each member the dues and assessments for the current fiscal year. It being understood that the said officer shall not commit the Association for any amounts, in excess of the existing balance of credit of the Association, without prior authorization of the Executive. An audit shall be conducted annually by a person appointed by the Executive.

Recommend: "all money owning" be changed to "all money owing"

Recommend: "An audit shall be conducted as required or requested by two-thirds majority of the members voting thereon."



**NOTE: UNDER ONCA AN AUDIT WOULD NOT BE REQUIRED, HOWEVER, A 'REVIEW ENGAGEMENT' MAY BE REQUIRED.**

Review Engagement – ONCA provides for a “review engagement” that can be done in place of an audit in certain circumstances. A review engagement is a review of a corporation’s finances performed by a person permitted to do so under the *Public Accounting Act, 2004*, who must also be independent. It involves enquiry, discussion and analysis to make reasonably sure that a corporation’s financial statements are in order. It is less extensive than an audit, and as a result, generally less expensive.

#### ARTICLE 12: (AS AMENDED 2003)

There shall be a bank account kept in any chartered Canadian bank named by the treasurer. All cheques, promissory notes or bills of exchange, drawn or accepted in respect of the said bank account, shall be signed by the treasurer and any one of the executive officers authorized by the executive. Bank signing authorization privileges will be determined by the executive at the first executive meeting after the General Meeting. All cheques will require two signatures of the three designated signatories.

Recommend: Article 12: **Banking**

#### ARTICLE 13: BY-LAWS

The Executive shall be empowered to enact by-laws for the proper conduct and management of the ordinary affairs of the Association, which by-laws shall be binding until they are ratified, rejected or amended at the Annual General Meeting of the Association or at the special meeting of the members of the Association, called for the purpose of considering such by-laws.

## ARTICLE 14: AMENDMENTS TO THE CONSTITUTION

The Constitution of the Association shall not be altered, except at an Annual Meeting. Notice of the proposed alterations shall be given to the **Secretary**, in writing, not later than June 15<sup>th</sup> prior to the Annual Meeting and **he** shall forthwith notify all those entitled to vote at such an Annual Meeting. An amendment to the Constitution shall be made only at an Annual Meeting by two-thirds majority of the members voting thereon.

### Recommend:

The Constitution of the Association shall not be altered, except at an Annual Meeting. Notice of the proposed alterations shall be given to the **Membership Secretary**, in writing, not later than June 15<sup>th</sup> prior to the Annual Meeting and **the Membership Secretary** shall forthwith notify all those entitled to vote at such an Annual Meeting. An amendment to the Constitution shall be made only at an Annual Meeting by two-thirds majority of the members voting thereon.

### Recommend:

That the SDLCA retain either a volunteer or if necessary professional to assist in reviewing the SDLCA Constitution once ONCA is passed (tentative 2016), to advise on necessary changes to bring the Constitution into conformity with the new legislation.

### For example: Section 9.04 Quorum of ONCA

A quorum for the transaction of business at a Members' meeting is a majority of the Members entitled to vote at the meeting, whether present in person or by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

**This will require clarification to determine the necessary steps to take to ensure quorum (as per ONCA) at the SDLCA AGM.**

## MOTIONS

1. That the Recommendations as presented for **Articles 2, 3, 4, 5, 7, 8, 10, 11, 12, and 14** of the Salerno (Devil's) Lake Cottagers' Association Constitution be adopted.
2. That the SDLCA retain a qualified volunteer or professional to assist in reviewing the SDLCA Constitution once ONCA (Ontario Not-for-Profit Corporation Act) is passed, to advise on necessary changes to bring the Constitution into conformity with the new legislation.
3. That the SDLCA be re-incorporated under ONCA as **"Salerno (Devil's) Lake Cottagers' Association"**.

Motion to accept the proposed changes by Judy Stevens and Seconded by Marianne Cassim. All were in favour.....carried.

### **Association Initiatives and Focus Area**

Communication Board – Jacqueline said Doug Rodger was working on the process. George Simmons indicated there should not be a problem with property rights installing it as it was along a municipal road. Rob Stimers and Bill Holding to install later this year when ready.

### **2016 Initiatives & Question Period**

Water Quality Testing, Fireworks, Concert on Lake, Childrens Workshops, Education Workshops, Dock Packages, Apparel Sales & July Dock Sale, Canoe Race & BBQ, Sentinel, Lake Plan

Kevin invited discussion and input through the website on the upcoming years initiatives. They are all intended to bring people together to share experiences such as a childrens workshop for building bird houses.

Margaret explained that FOCA's Lake Capacity study was to do with deeper and colder lakes focusing on Lake Trout. FOCA is interested in broadening the scope to include multi unit developments and boats as well.

A discussion on fireworks covered the issues of charging (going boat to boat) difficulties or providing a portion of the costs as is currently done to limiting private fireworks (hard to enforce when at night). Cecil Ryall mentioned that Gooderham has a 30 minute fireworks show with live entertainment and a number of Lakes Associations have stopped theirs and opted to promote the Gooderham event instead.

Rob Stimers gave an informed talk on Lyme disease and how his wife currently suffers from it. The importance of checking for ticks in particular the black legged tick on both yourself and your pet and removing them within 24 to 48 hours. Ticks are more prevalent in Ontario than previously thought. The main test for Lyme disease is only 30% effective and is what they used back in the 1970's. The Ontario Gov't only officially recognized this deficiency this year after intensive lobbying. Costs can easily run to \$3K per month to treat this disease and many of the most effective drugs are not available in Canada let alone covered by OHIP.

-Signup for the Irondale Community Newsletter available after the meeting.

-Steven Fearing Concert on Aug. 29<sup>th</sup> reminder (Bark Lake sponsored fund raiser).

A vote of thanks to the Executive for their work on behalf of the membership was made.

**Motion to adjourn proposed by Sidney Clark and seconded by Randy Ryan. All were in favour.....carried.**

Meeting ended at 12 pm.