

Constitution of The Association

(Adopted at the Annual General Meeting, 24 Aug 2002) (amended AGM 2003)(amended AGM 2014)

STATUTES AND BY-LAWS

1. NAME: The association shall bear the name "Association pour la protection de l'environnement du Lac Gauvreau". It has been incorporated by Letters Patent issued by the Province of Québec on 14 January 2002 under the serial number 1160532850.

1.1 **ADDRESS:** The mailing address of the association shall be as follows:

**Association pour la protection de l'environnement du Lac Gauvreau
a/s de M. Yves Roy
56 Ch. de la baie Ste-Anne, CP 116
Sainte-Cécile-de-Masham QC, JOX 2W0**

2. OBJECTIVES: The objectives of the Association shall be: To improve the water quality of Gauvreau Lake and to protect the lake environment by undertaking and/or promoting actions that include but are not limited to:

- Acquiring a thorough knowledge of Gauvreau Lake and the drainage basin that supplies it;
- Rigorous monitoring of all factors that could have a negative impact on the environment of the Lake;
- Fostering public awareness of the importance and techniques for maintaining and improving the environment of the Lake;
- Implementation of measures designed to maintain and improve the environment of the Lake;
- Adoption and harmonization of regulations intended to maintain and improve the environment of the Lake.

3. MEMBERSHIP

- Membership is open to all persons 18 years of age or older who are owners or tenants of a cottage or property located on or in the vicinity of Gauvreau Lake.
- A maximum of two members per cottage property are permitted.
- One name only can appear on a membership card.
- A member may secure a proxy form in order to allow a specific person to vote on his/her behalf if unable to attend an Association meeting.
- Anyone is welcome to attend the meeting and participate in any activity put forth by the Association. However, only members in good standing are allowed to vote.

4. ANNUAL FEE

All regular members must pay an annual fee, the amount of which is to be determined at the Annual General Meeting. The fee must be paid during the current year.

5. MEETINGS

5.1 Annual General Meeting. An annual general meeting of all members of the association must take place at the location and time determined by the board of directors as indicated in the notice sent to all members. The paid members are the only ones who can vote at the annual general meeting.

5.2 Special General Meeting. A special general meeting may be convened by:

- Order of the President;
- Resolution of the Board of Directors;
- The written request of at least ten percent of the members in good standing addressed to the President or Secretary and specifying the purpose of the meeting. Upon receipt of such a request, the Secretary is to immediately convene the meeting. Notice of a special meeting must include an agenda; no subject other than those indicated in the agenda may be discussed.

5.3 Notice of Meetings.

The notice for either an annual or special meeting, signed by the Secretary and indicating its location, time and purpose must be either posted in the appropriate public places or communicated to members by any other procedure chosen by the Board of Directors.

5.4 Quorum For The General Meeting.

The quorum shall constitute 10 paid members that must be present in order for the meeting to legally proceed. If a quorum is not obtained by 30 minutes after the hour scheduled for the meeting, the meeting shall be adjourned.

5.5 Voting.

- At all general meetings voting shall be by raised hands unless a paid member calls for secret ballot;
- The meeting chairperson will abstain from voting unless there is a tie, in which case he or she will cast the deciding vote;
- Only members in good standing have the right to vote at general meetings and the list of eligible voters shall be retained by the Secretary

6. BOARD OF DIRECTORS

The Association will be administered by a Board of Directors comprising up to twelve elected members representing the various sectors around the Lake. No more than two members may be elected from any one sector. If through resignation or any other reason a vacancy occurs on the

Board of Directors, the Board may appoint another person to fill the post and to assume the rights, privileges and duties of that position until the next annual election.

6.1 Nominations and Election

- The members of the Board of Directors are elected every two years at the annual general meeting.
- Nominations for office, signed by at least two members in good standing, may be presented to the Secretary at least one week before the General Meeting.
- In addition, nominations for office will be called at the Annual General Meeting and any person so nominated for any office must be proposed by at least one member in good standing, and seconded by at least another member in good standing not of the same family unit as the person nominated.

6.2 Meetings of the Board of Directors.

- The Board of Directors shall meet once per year and at other times as required, these meetings being called by the Secretary at the request of the Co-President(s). Other meetings may be convened by the Secretary at either the President's request, or that of three members of the Board of Directors.
- A notice of the Board meeting, indicating time and place must be sent to each member of the Board before the meeting.
- Any resolution signed by all members of the Board of Directors will be as valid as if it had been adopted during a meeting duly convened and held. A notice indicating the time and place of the meeting must be sent to each member of the Board before the meeting.
- Five members of the Board of Directors shall constitute a quorum.
- One of the Co-Presidents is the chairperson. All members of the Board have the right to vote, a majority carrying the rule. In case of a tie, the Chairperson casts the deciding vote.

6.3 Additional Duties of the Board of Directors

In addition to the duties required to carry out the stated objectives of the Association, the Board of Directors, by majority vote, shall decide if at any time the Association should get involved in any subject matter outside the traditional objectives of the Association.

7. THE EXECUTIVE COMMITTEE

7.1 The Executive Committee is composed of the Co-Presidents, Secretary; and the Treasurer.

7.2 If through resignation or any other reason a vacancy occurs on the Executive Committee, the following procedures will prevail:

- If one of the Co-Presidents is unable to complete his/her term, the position will be filled by the other Co-President who will hold office until the next general election.

- If the Secretary, or the Treasurer is unable to complete his/her term, the Committee may appoint someone from the Board of Directors to fill the post and to assume rights, duties and privileges of that position until the next general election.

7.3 Removal Of A Member of the Executive From Office

- If there is a perceived abuse of power by any member of the Executive, with the exception of the President, or if any member of the Executive, President excepted, does not carry out his/her functions in a proper and diligent manner or seems to be abandoning in part or in whole his/her responsibilities, the other members of the Board may, by a simple majority vote, declare the position vacant.

- If there is a perceived abuse of power by one of the Co-Presidents, or if he/she does not carry out his/her functions in a proper and diligent manner or seems to be abandoning in part or in whole his/her responsibilities, the other members of the Board or a group of members in good standing representing ten percent (10%) of the general membership, may request an election to fill the post of Co-President.

8. DUTIES OF THE EXECUTIVE AND BOARD.

8.1 Co-Presidents

Co-Presidents, normally from different sectors of the lake, are the official representatives of the Association. They preside at all meetings of the members of the Association and of the Board of Directors, sharing the task as decided between them. They act as required or authorized by law and exercise all the powers and duties attributed to them by the Association by-laws. One Co-President shall, in the absence, death, disability, or resignation of the other Co-President, replace the later for the remainder of the term and shall exercise all the powers and duties conferred in him or her by the Board of Directors.

8.2 Treasurer

The Treasurer is the guardian of the funds, investments, debts and all valuable documents of the Association. He or she shall deposit in the name and to the credit of the Association in a bank or Credit Union so designated by the Board of Directors such funds belonging to the Association that shall have been turned over to him/her. He (she) shall keep detailed records of the receipt and disbursement of such funds.

8.3 Secretary

The Secretary shall keep the minutes, of all meetings of the Association as well as all meetings of the Board of Directors in a book provided for that purpose. He or she shall see to it that all meeting

notices conform to the bylaws of the Association or the law and that all bonds, reports, certificates and other documents and records are properly updated and filed.

8.4 Sector Representatives

The other members of the Board are Sector Representatives, from each sector around the Lake; they are responsible for recruiting and communicating to members in their sector, and undertaking other tasks as agreed by the Board.

9. EXPENSES

Members of the Board of Directors and Executive Committee shall not receive any remuneration for their services. Expenses legally incurred while conducting the normal business of the Association (e.g. telephoning, correspondence) may be approved for reimbursement by the Board of Directors.

10. SIGNATURES

- Cheques and other commercial documents shall be cashed, accepted, endorsed and signed by the Treasurer and one of the Co-presidents.
- Documents requiring the signature of the Association may be signed by the Co-Presidents, another member of the Board of Directors so designated by the Board, or by one of the Co-Presidents alone, if so designated to do so in any specific instance by the Board of Directors.

11. AMENDMENTS

- Amendments to these by-laws or to any Association by-law shall be proposed in writing by the Board of Directors or by 10 members in good standing to the Secretary and approved by a vote of not less than two-thirds of the members in good standing present at a meeting duly convened by the Board of Directors.
- A copy of the proposed amendments must be posted to all members of the Association at least 10 days before the date of the special or general meeting at which they are to be presented for a vote.

12. BUDGETARY YEAR AND FINANCIAL REPORT

The budgetary year of the association must be determined at the annual General Meeting A financial report shall be presented at the Annual General Meeting of the Association.