

ENVIRO LAC GAUVREAU – BYLAWS

(as passed by members at the Annual General Meeting on July 6, 2024)

1. NAME

The association shall bear the name "Association pour la protection de l'environnement du Lac Gauvreau" (the "Association"), informally referred to as "Enviro Lac Gauvreau". The principal office of the Association shall be in the Municipality of La Pêche, Quebec. It has been incorporated by Letters Patent issued by the Province of Québec on 14 January 2002 under the serial number 1160532850.

2. OBJECTIVES

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

- a. acquiring a thorough knowledge of Lac Gauvreau and the drainage basin that supplies it;
- b. rigorous monitoring of all factors that could have a negative impact on the lake environment;
- c. fostering public awareness of issues threatening the health of the lake and of the importance of the lake environment generally;
- d. promoting environmentally responsible practices among property owners surrounding Lac Gauvreau and users of Lac Gauvreau generally;
- e. adopting and implementing activities, projects and measures designed to maintain and improve the lake environment; and
- f. advocating with responsible authorities for the adoption and harmonization of measures to improve the health of Lac Gauvreau and lakes in the Outaouais region generally.

3. MEMBERSHIP

3.1 Membership is open to all persons who are owners or tenants (having a minimum lease term of one year) of one or more properties located in an area surrounding Lac Gauvreau as depicted in the attached map and defined as follows:

Running from Route 366 along chemin Kennedy to chemin du Lac Vert; from here running to a point below the south-western end of Lac Kennedy; from here running south on a line east of chemin Fortin and chemin Murray (but west of Lac Fraser and chemin du Parc-de-la-Pêche) to Route 366; from here returning along Route 366 to chemin Kennedy. See map in Appendix 1.

3.2 Spouses and children of persons eligible to be members under Article 3.1 are themselves eligible to be members.

3.3 Members must be at least 16 years of age.

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 OF MEMBERS

5.1 Annual General Meeting

An annual general meeting of all members of the association shall take place at the location and time determined by the board of directors as indicated in a notice sent to all members. The agenda shall include:

- a. minutes from the last annual general meeting,
- b. an annual report from the President on the business of the Association,
- c. ratification of specified Board resolutions of the past fiscal year, including any amendments to the bylaws,
- d. a financial review report from the Treasurer of the past financial year, and
- e. an election of Board members, if required.

Annual general meetings shall normally take place within thirty days of the end of the financial year. The Secretary shall send notice of such meetings, including an agenda, to members at least 30 days prior to the date scheduled for the meeting. Only members in good standing may vote at an annual general meeting.

5.2 Special General Meeting

A special general meeting may be convened by:

- a. Order of the President;
- b. Resolution of the Board of Directors; or
- c. The written request of at least ten percent of members in good standing addressed to the President or Secretary and specifying the purpose of the meeting. Upon receipt of such request, the Secretary shall convene the meeting within ten days of the notice.

Notice of a special general meeting shall include an agenda. No subject other than those indicated in the agenda may be discussed.

5.3 Notice of Meetings

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

5.4 Quorum for General Meetings

Quorum shall constitute ten members in good standing who must be present in order for the meeting to legally proceed. If a quorum is not obtained by thirty minutes after the hour scheduled for the start of the meeting, the meeting shall be adjourned.

5.5 Voting

At all general meetings voting shall be by raised hands unless a member in good standing calls for secret ballot. The meeting chairperson shall abstain from voting unless there is a tie, in which case they shall 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.

5.6 Proxies

A member may designate in writing to the Secretary a proxy for the purpose of allowing a specific person to vote on their behalf if unable to attend an Association meeting.

5.7 Participation

Anyone is welcome to attend Association meetings and participate in any activity put forth by the Association. However, only members in good standing are allowed to vote.

6. BOARD OF DIRECTORS

6.1 Composition

The Association shall be administered by a Board of Directors comprising twelve elected members, with representation to the extent possible from each of the various sectors around the lake.

6.2 Nominations and Election

The members of the Board of Directors shall be elected for a term of two years at the Annual General Meeting. Members of the Board shall to the extent possible be elected so that the terms of half of the members of the Board expire each year. Nominations for the Board, proposed by at least two members in good standing not of the same family

unit as the person nominated, shall be presented to the Secretary at least one week before the Annual General Meeting. Nominations for the Board shall be called at the Annual General Meeting, at which time nominations may also be proposed by at least one member in good standing and seconded by another member in good standing not of the same family unit as the person nominated.

6.3 Meetings of the Board of Directors

- a. The Board of Directors shall meet once per year and at other times as required. Meetings shall be convened by the Secretary at the request of the President, or that of three members of the Board.
- b. A notice of Board meeting, indicating time, place and method of holding, shall be sent to each member of the Board before the meeting.
- c. Any resolution agreed to by all members of the Board shall be as valid as if it had been adopted during a meeting duly convened and held.
- d. Five members of the Board shall constitute a quorum.
- e. The President is the chairperson. All members of the Board have the right to vote, a majority carrying the vote. In case of a tie, the Chairperson casts the deciding vote.
- f. If any member of the Board, including an officer, commits an abuse of power, is in a conflict of interest or does not carry out his/her functions in a proper and diligent manner consistent with the objectives of the Association, the remaining members of the Board may, by a simple majority vote, declare the position vacant.
- g. 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 general meeting.

6.4 Liability

At no time shall the Association or any director be held liable for damages or legal action for actions taken in furtherance of the objects of the Association.

7. OFFICERS

7.1 The Board shall elect officers from among its members to conduct executive functions on behalf of the Association. The officers shall be the President, Vice-president, Secretary and Treasurer.

7.2 The President is the official representative of the Association. They preside at all meetings of the members of the Association and of the Board of Directors. They act as required or authorized by law and exercise all the powers and duties attributed to them by the Association bylaws.

7.3 The Vice-president shall assist the President in their duties, and in the absence or disability of the President, assume the duties of that office.

7.4 The Treasurer is the guardian of the funds, investments, debts and all valuable documents of the Association. They 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 the Treasurer. The Treasurer shall keep detailed records of the receipt and disbursement of such funds.

7.5 The Secretary shall prepare and keep in an appropriate manner the minutes of all meetings of the Association as well as all meetings of the Board of Directors. They shall ensure 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.

7.6 If an officer resigns or otherwise vacates his position, or is removed from the Board according to paragraph 6.3(f), the following procedures apply:

- a. If the position of President becomes vacant, it shall be filled by the Vice-president who shall hold office until the next annual general meeting;
- b. If the position of Vice-president, Secretary or Treasurer becomes vacant, the Board may appoint another member of the Board to fill the post and to assume the rights, duties and privileges of that position until the next annual general meeting.

7.7 The outgoing President becomes the Past President, and, if not continuing as a director, sits on the Board as an ex officio observer member for one year.

8. COMMITTEES

8.1 The Board may establish committees to address specific issues, such as water quality monitoring, communication or fundraising.

8.2 Committees shall have the power to make recommendations to the Board.

9. EXPENSES

Members of the Board of Directors 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.

10. SIGNATURES

10.1 Cheques and other commercial documents shall be cashed, accepted, endorsed and signed by the Treasurer and the President.

10.2 Documents requiring the signature of the Association may be signed by the President or another member of the Board of Directors so designated by the Board.

11. FINANCIAL MATTERS

11.1 The financial year of the association shall end on June 30.

11.2 The Treasurer shall maintain accurate financial records and present a financial report at the Annual General Meeting of the Association.

12. AMENDMENTS

12.1 Amendments to these bylaws or to any other Association bylaw shall be proposed in writing by the Board of Directors or by ten Association 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 general meeting.

12.2 A copy of the proposed amendments shall be communicated to all members of the Association at least ten days before the date of the special or general meeting at which they are to be presented for a vote.

Appendix 1. Map of area surrounding Lac Gauvreau which defines membership

