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| **Proposed Amended Bylaws** | **Comments** **(*changes from existing bylaws******shown in italics*)** |
| **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.* | Confirms nickname. Deletes original incorporating address. |
| **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:1. Acquiring a thorough knowledge of Lac Gauvreau and the drainage basin that supplies it;
2. Rigorous monitoring of all factors that could have a negative impact on the *lake environment;*
3. Fostering public awareness of *issues threatening the health of the lake* and of the importance of the lake environment generally;
4. *Promoting environmentally responsible practices among property owners surrounding Lac Gauvreau and users of Lac Gauvreau generally;*
5. *Adopting and* implementing *activities, projects* and measures designed to maintain and improve the lake environment; *and*
6. *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.*
 | Last two of existing objectives merged. References to “issues” and “projects” added, drawn from mission statement. Promotion and advocacy objectives added.  |
| **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 notional 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.* | The phrase “in the vicinity of” the lake in the existing text is vague, and has been replaced by a defined geographic area. The existing entitlement of two members per property has been replaced by spouses and children (any number) associated with a member owning or leasing a property. The age limit of 18 has been reduced to 16. These provisions have been added to encourage wider engagement in lake environmental activities. |
| **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. | No change. |
| **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*:1. *minutes from the last annual general meeting,*
2. *an annual report from the President on the business of the Association,*
3. *ratification of specified Board resolutions of the past fiscal year, including any amendments to the bylaws,*
4. *a financial review report from the Treasurer of the past financial year, and*
5. *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:1. Order of the President;
2. Resolution of the Board of Directors; or
3. 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 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 ProxiesA member may designate a proxy for the purpose of allowing a specific person to vote on their behalf if unable to attend an Association meeting.5.7 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. | Minimum agenda items for an AGM added. Clarification as to when the AGM must be held: 30 days within end of financial year (June 30). “Paid” members replaced by “members in good standing”.Ten days notice provided for instead of “immediately” as per the existing text.Arts 5.6 and 5.7 moved here from existing Art 3 (more appropriate here). No change otherwise. |
| **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 ElectionThe 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, *propo*s*ed* 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.1. 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.
2. A notice of Board meeting, indicating time, place and method of holding, shall be sent to each member of the Board before the meeting.
3. 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.
4. Five members of the Board shall constitute a quorum.
5. 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.
6. *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.*
7. 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 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.* | Specific number is required as a range of directors is not permitted under Quebec law. So now 12 (precisely). The requirement for representation of sectors proved difficult to apply and so is now a “best efforts” obligation. Existing 8.4 accordingly deleted.The last sentence of the first para of Art 6 in the existing text was moved, more logically placed now Art 6.3. “Elected every two years” in existing 6.2 replaced by “elected for a two-year term”.Staggered elections of half the board has been the practice, so it is now specifically provided for here.Nomination “signed” by members replaced by “proposed”.Art 6.3 of existing text allows the board to do anything it wants. Better to define scope of powers in the objectives, and so deleted.New 6.3(f) is a provision for removal of directors, including for not supporting the Objectives. This covers officers as well, so makes existing 7.3 redundant. Non-liability provision added in 6.4. Of doubtful legal effectiveness, but no harm.  |
| **7. OFFICERS**7.1 The Board shall elect its officers. The officers on the Board 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:1. 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;
2. 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.* | Existing Art 7 provides for an executive committee, but in fact only provides for the officers. Its functions and powers have not been specified there. In practice our exec committee has not been meeting, rather we have had full board meetings to deal with all business, which makes sense for a smaller organization. Reference to an executive committee has therefore been deleted, while still describing the officer positions and allowing for the creation of committees generally (new Art 8, below). Existing Art 8 has therefore been merged with Art 7, to define the roles and responsibilities of the officers.Co-presidents, instead of a traditional president and vice-president, is unusual. Although no real problems have presented themselves in practice, there is potential for conflict and arguably it did not provide for regular succession of the de facto president. And so we have changed to the president/vice-president model.7.6 – who replaces an officer (who is not President)? And is a kind of by-election for president by the Association members desirable? That’s onerous, suggest the VP takes over, or the board simply elects the president as well, i.e., one procedure?Simplest to one removal procedure apply to all Board members, including the President and other officers. So new Art 6.3(f) would apply and existing 7.3 deleted. Art 7.7: new provision for a past president, desirable for continuity purposes.  |
| **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.* | New provision. The board could even create a kind of executive committee but it wouldn’t have the power to take binding decisions. |
| **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. | No change. |
| **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. | No change. |
| **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. | June 30 allows for AGM to be held earlier in the year during the active season (July/summer). See Art 5.1. |
| **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. | Amendments normally are made at general meetings (noted in the second para), so a minor change to provide for that here and let the normal provisions for calling meetings apply. |

**APPENDIX 1**

