

A By-law relating generally to the conduct of the affairs of

Friends of Lake Bernard / Amis du lac Bernard

hereafter referred to as the “corporation”, incorporated under the Canada Not-For-Profit Corporations Act s.c. 2009 with “Certificate of Incorporation 1358062-8”

BE IT ENACTED as a By-Law #1 of the corporation, as follows:

1) Definitions

In this by-law and all other by-laws of the corporation, unless the context otherwise requires:

“Act” means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act; and any statute or regulations that may be substituted, as amended from time to time;

“articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the corporation;

“Board” means the Board of Directors of the corporation;

“by-law” means this by-law and any other by-law of the corporation as amended and which are, from time to time, in force and effect;

“Director” means a member of the Board, responsible for defining and directing the operations of the corporation. As a member of the Board of Directors, collectively appoint the members of the executive.

“Executive” consists of the four Officers.

“in writing” includes “by email”.

“meeting of members” includes an annual meeting of members and a special meeting of members;

“ordinary resolution” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

“Officer” means an individual appointed as an officer under section 142 of the Act. The Officers are; the President, a Vice-President, the Secretary and the Treasurer.

“proposal” means a proposal submitted by a member of the corporation that meets the requirements of section 163 (Member Proposals) of the Act;

“question” means a motion or proposal which has been moved and seconded, which may be debated and which may be put to a vote;

“regulations” means the regulations made under the Act, as amended, restated or in effect from time to time; and

“special resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2) **Interpretation**

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in this by-law.

3) **Procedural convention:**

The meetings and procedures of the corporation will comply with the guidance provided in the most recent edition of Robert's Rules of Order.

4) **Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the corporation may be signed by any two (2) of its officers. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the corporation to be a true copy thereof.

5) **Financial Year End**

The financial year end of the corporation is December 31.

6) **Banking Arrangements**

The banking business of the corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in the MRC des Collines-de-l'Outaouais or in the National Capital Region as the Board of Directors may designate by resolution.

The banking business or any part of it shall be transacted by an officer or officers of the corporation and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

7) Annual Financial Statements

The corporation shall send by email to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the corporation reproducing the information contained in the documents. The corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

8) Membership Conditions

The original articles of incorporation dated December 8, 2021, include a detailed description of membership including classes of members, rights, responsibilities, termination and discipline. The relevant content from the original articles is included here for reference:

MEMBERS

3.1 Membership.

According to the statutes, the organization has three (3) categories of members, namely: Active members, Founding members and Honorary "members". Additional member categories may be added through bylaws;

3.2 Rights.

(1) Active Members. In accordance with the Constitution, Active Members shall be entitled to receive notice of and to attend all meetings of Members, and to cast one (1) vote on any matter submitted to a vote;

(2) Founding members.

The founding members are the first members of the organization, namely Rick Soderstrom and Gaye Moffett, title which is granted permanently. According to the statutes, they have the same rights as active members with regard to the right to be convened, to attend and to vote at the members' meetings. Each founding members has and for a period of ten (10) years following the incorporation, a right to elect one of the directors, as well as to remove and replace these directors;

(3) Honorary (or: benefactor, etc.) "members".

The Board may, by resolution, appoint as an honorary member of the organization any person, for a lifetime, who has rendered service to the organization by his or her work or donations, or who has demonstrated support for the mission of the organization. Honorary members, notwithstanding their title, are not true members of the organization within the meaning of the Constitution and the Act, and are therefore not required to pay any contributions or fees, but they may participate in its activities and attend members' meetings and speak but not vote, unless they also are Active members;

3.3 Membership Requirements.

Membership shall be available only to individuals who wish to further the mission of the organization and whose application for membership has been accepted by resolution of the Board or in such other manner as the Board may establish;

The term of membership shall be one (1) year with the possibility of renewal in accordance with the policies of the organization established by the Board or with automatic renewal from year to year, subject to bylaws, in the event of non-payment of dues;

3.4 Transfer.

Membership in the organization is not transferable;

3.5 Contributions and Dues.

The dues and assessments payable by members shall be fixed from time to time by resolution of the Board. The Secretary shall send a notice of the contributions or dues payable at any time to each member promptly before the due date;

3.6 Termination of Membership.

Membership shall terminate upon:

- the death or resignation of the member,*
- upon the expulsion or other loss of membership under the by-laws,*
- upon the expiry of the period of membership, or*
- upon the winding up or dissolution of the organization.*

Upon termination of membership, the member's rights, including those to the property of the organization, shall terminate;

3.7 Resignation.

A member may resign as such at any time by giving written notice to the organization at its headquarters. The resignation of the member shall be effective on the date or time such notice is received or on the later date or time specified in the notice. The Member shall continue to be liable for all fees and charges which the Member was liable to pay prior to resignation;

3.8 Termination of Membership for Default.

If membership dues or assessments are imposed by the Board, the Board may terminate the membership of a Member with delinquent dues or assessments if such delinquent dues or assessments are not paid within the time period specified by the Board. If such delinquent amounts are not paid within the time specified, the board may pass a resolution to have the name of the delinquent member removed from the membership roll of the organization, and, if such resolution is passed, such person shall immediately cease to be a member of the organization. A member so terminated may reapply for membership;

3.9 Disciplinary Action. The board shall have the power to suspend or terminate a member's membership in the organization for one or more of the following reasons:

- a) if the member violates any of the provisions of the bylaws or written policies of the organization;
- b) if the member engages in conduct that, in the sole judgment of the board, would be detrimental to the organization;
- c) for any other reason that the board, in its sole discretion, deems reasonable in light of the mission of the organization;
- d) The circumstances under which and the manner in which the board's power to suspend or terminate a member's membership may be exercised are set out below and must be done in good faith:

If the board determines that a member's membership in the organization should be suspended or terminated, the president, or such other officer as the board may designate, shall give the member a 20-day notice of suspension or termination and the reasons for the proposed suspension or termination. During the 20-day period, the Member may make written submissions to the President or other designated officer in response to the notice. If no written submissions are received, the President or other designated officer may undertake to notify the member that the member's membership in the organization is suspended or terminated. If written submissions are received pursuant to this paragraph, the Board shall consider such submissions in making a final decision. The board shall notify the member of its final decision within 20 days of the date on which it received the submission. The decision of the board shall be final and binding on the member;

Additional conditions regarding the termination of membership may be added through bylaws;

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

9) Additional Clauses related to membership

- a) A member must be at least 13 years of age.
- b) In addition to clause 3.2(1) "Active Members" can also be referred to as "Members";
- c) In addition to clause 3.9 of the Articles of Incorporation:

The final decision to expel or suspend a member must be approved by 2/3 of the Board members. The Board's decision shall be final and binding on the member, without any further right of appeal. Future Boards have the right to reverse any such decision after reviewing all documentation provided.

10) Annual Meeting of Members

An annual meeting of members (either in-person, virtual or hybrid) shall take place between April 15th and May 15th and amongst other agenda items, shall include the following:

- a) The presentation and discussion of financial statements for the fiscal year that just ended.
- b) Election of Directors to vacant Board positions.

11) Special Meeting of Members

The Directors may at any time call a special meeting of members.

12) Members Calling a Special Meeting of Members

- a) The Secretary shall call a special meeting of members in accordance with Section 167 of the Act, upon receipt of a requisition specifying all agenda items sent on behalf of at least ten percent (10%) of the total number of members entitled to vote. Notice of said meeting shall be given to each member entitled to vote, within eight (8) days following the receipt of the requisition failing which a representative of those who signed the requisition may call the special meeting.
- b) All agenda matters specified in the notice for a Special Meeting of members must be considered. No matter other than the matter(s) specified in the notice shall be considered during said Special Meeting.
- c) The chair of this Special Meeting will be agreed upon by a representative from the group requesting the meeting and a representative of the Board. Failing agreement, a chair shall be chosen through a mediated process pursuant to section 36 of this bylaw.

13) Notice of Meeting of Members

For all meetings referenced in sections 10, 11 and 12, notice of the time and place of a meeting of members shall be given in writing, at the email address on file with the corporation, to each member entitled to vote at the meeting, not less than 21 nor more than 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the corporation regarding the manner of giving notice to members entitled to vote at a meeting of members.

14) Membership Dues

- a) Membership dues are for one calendar year (from January 1st to December 31st of each year).
- b) Members shall be notified by email of the membership dues at any time payable by them.

15) Place of Meeting of Members

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may either be held;

- a) in person at any place within the MRC des Collines-de-l'Outaouais or Ottawa-Gatineau area, or
- b) virtually by electronic means, or
- c) in a hybrid meeting (i.e. with some members participating in-person and the rest participating by electronic means)

16) Persons Entitled to be present at Meeting of Members

Subject to subsection 20(a)(iii)

- a) Members and others invited by the Executive are entitled to attend the Meeting of Members.
- a) Each member may be accompanied by a child/children and by no more than one non-member adult guest.

17) Chair of Meetings of Members and Meetings of the Board

For any meeting of members or meeting of the Board, the Board can designate any person to be the chair, except as specified in s. 12(c).

The Chair may give permission for a non-member to speak at a meeting or to participate in a debate on a motion.

18) Quorum at Meeting of Members

A quorum at any meeting of members shall be the higher of 20% of the membership or 10 members who would be entitled to vote at the meeting. At a virtual or hybrid meeting, when reporting the results of any vote the number of members present at the time of the vote must also be recorded

19) Voting at Meeting of Members

Unless otherwise required by the Act or the articles of the Corporation, questions arising at any meeting of the members should be decided by a consensus of the members present at the meeting. A consensus will be considered to have been reached when no member objects to the question on the floor. Should the chair of the meeting determine, after a reasonable effort to achieve consensus has been made, that a consensus will not be reached regarding a particular question then the chair shall refer the question to be decided by a majority vote of the members.

20) Absentee (Proxy) Voting at Meeting of Members

- a) Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing a proxy holder (who is not required to be a member) and by advising the President and Secretary of the Board by email no later than one hour prior to the start of the meeting, or by presenting a written and signed proxy at the meeting, subject to the following requirements:
 - i) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
 - ii) a member may revoke a proxy by sending an email to the Secretary of the Board no later than one hour prior to the start of the meeting, or verbally notifying the chairperson of the meeting on the day of the meeting;
 - iii) a proxy holder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting.

Pursuant to Section 197(1) of the Act, a special resolution of the members (and if Section 199 applies, a special resolution of each class of members) is required to make any amendment to the articles or by-laws of the corporation to change this method of voting by members not in attendance at a meeting of members.

21) Participation by Electronic Means at Meeting of Members

If the corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately and freely with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act.

A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the corporation has made available for that purpose.

22) Meeting of Members Held Entirely by Electronic Means

If the Directors or members of the corporation call a meeting of members pursuant to the Act, those Directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

23) Number of Directors

The Board will have a minimum of three (3) and a maximum of seven (7) Directors. The corporation will aim to have seven (7) Directors on the Board.

24) Term of Office of Directors

In 2022, at the first election of Directors following the approval of this by-law, three (3) Director positions shall be filled for a three-year term, two of which will be appointed by the two founding members (rather than elected), two (2) Director positions shall be filled for a two-year term and two (2) Director positions shall be filled for a one-year term. Thereafter, all vacant Director positions will be up for election except that in 2022, 2025, 2028 and 2031, two of the Director positions will be appointed for a 3-year term by the two founding members (rather than elected). All other positions shall be elected by the membership for three-year (3) terms. Except where vacancy is filled for the unexpired portion of a term, subsequent new elections will be for 3 year terms. Vacancies occurring during a term may be filled by the Board until the next annual meeting of members.

25) Calling of Meetings of the Board of Directors

Meetings of the Board may be called by the President of the Board, the Vice-President of the Board or any two (2) Directors at any time; provided that for the first organization meeting following incorporation, such meeting may be called by any Director or incorporator. If the corporation has only one Director, that Director may call and constitute a meeting.

26) Notice of Meeting of Board of Directors

Notice of the time and place for a meeting of the Board shall be not less than 7 days before the time when the meeting is to be held.

27) Regular Meetings of the Board of Directors

At the first meeting of the year, the Board Directors shall establish a schedule for all subsequent regular meetings of the Board of Director meetings.

28) Minutes of Meetings of the Board of Directors

Minutes of Board meetings shall be posted on a members-only section of the website within 21 days of its approval by the Board.

29) Voting at Meetings of the Board of Directors

- a) Unless otherwise required by the Act or the articles of the Corporation, questions arising at any meeting of the Board should be decided by a consensus of the Directors present at the meeting. A consensus will be considered to have been

reached when no Director objects to the question on the floor. Should the chair of the meeting determine, after a reasonable effort to achieve consensus has been made, that a consensus will not be reached regarding a particular question, then the chair shall refer the question to be decided by a majority vote of the Directors.

- b) Unless the chair is a Director, the chair shall not exercise a vote.

30) Committees of the Board of Directors

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board of Directors.

31) Appointment of Officers

At its first meeting, the Board shall elect from its own number the four officers of the corporation described in s. 32, and, subject to the Act, delegate to such officers the power to manage the affairs of the corporation. A Director may be appointed to any office of the corporation. No more than two officer positions may be held by the same person. The President cannot hold another Office.

32) Officers of the Corporation

Unless otherwise specified by the Board (which may, subject to the Act modify, restrict or supplement such duties and powers), the officers of the corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a) **President of the Board** – shall be a Director.

The president shall be the chief executive officer of the corporation and shall be responsible for implementing the strategic plans and policies of the corporation. The president shall, subject to the authority of the Board, have general supervision of the affairs of the corporation

- b) **Vice-President of the Board** – shall be a Director.

The Vice-President shall have the duties and powers of the President in the absence of the President and shall have such other duties and powers as the Board may specify.

- c) **Secretary** – shall be a Director.

The Secretary shall attend and be the Secretary of all meetings of the Board, meetings of the members and other meetings or committees as designated by the Board. The Secretary shall enter or cause to be entered in the corporation's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to members, Directors,

the external accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the corporation.

d) Treasurer – shall be a Director.

The Treasurer shall be responsible for:

- i) General financial oversight, including; overseeing and presenting budgets, accounts and financial statements to the management committee, liaising with designated staff about financial matters, ensuring that appropriate financial systems and controls are in place, ensuring that record-keeping and accounts meet the conditions of funders or statutory bodies, ensuring compliance with relevant legislation.
- ii) Financial planning and budgeting, including; preparing and presenting budgets for new or ongoing work, advising on financial implications of strategic and operational plans, presenting financial forecasts based on strategic and operational plans.
- iii) Financial reporting, including; presenting regular reports on the organization's financial position, preparing accounts for examination and liaising with the member/external examiner, as required, presenting accounts at the AGM, advising on the organization's reserves and investment policy.
- iv) Banking, book-keeping and record-keeping, including; managing bank accounts, setting up appropriate systems for bookkeeping, receipts, payments & petty cash, ensuring everyone handling money keeps proper records and documentation.

33) Officer Vacancies

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the corporation. Upon removal, the officer shall be notified in writing. Unless so removed, an officer shall hold office until the earlier of:

- a) the officer's successor being appointed,
- b) the officer's resignation,
- c) such officer ceasing to be a Director (if a necessary qualification of appointment) or
- d) such officer's death.

34) Invalidity of Provisions of this By-law

The invalidity or unenforceability of any provision of these by-laws shall not affect the validity or enforceability of the remaining provisions.

35) Omissions and Errors

The accidental failure to give any notice to any member, Director, officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

36) **Mediation and Arbitration**

Disputes or controversies among members, Directors, officers, committee members, or volunteers of the corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

37) **Dispute Resolution Mechanism**

In the event that a dispute or controversy among members, Directors, officers, committee members or volunteers of the corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the corporation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, Directors, officers, committee members, employees or volunteers of the corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a lawsuit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- **Mediation:** The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Board of the corporation) appoints one mediator, and the two mediators so appointed, jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties. The number of mediators may be reduced from three to one or two upon agreement of the parties.
- **Arbitration:** If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial legislation governing domestic arbitrations in force in the province of Quebec (which, at the time of writing these By-Laws, can be found using the following link):

<https://www.quebec.ca/en/justice-and-civil-status/dispute-prevention-resolution-processes/arbitration>.

The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

38) By-Laws and Effective Date

Subject to the articles, members may, by ordinary resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the corporation. This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.