

ASSOCIATION DES PROPRIÉTAIRES DU LAC GAGNON

GENERAL BYLAWS

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July 2017

1. GENERAL

1.1. Name

Association des propriétaires du lac Gagnon (APLG).

1.2. Head office

The APLG's head office is at Lac Gagnon and its mailing address is a post office box in the Duhamel territory (to avoid having to change the address when there is a change of officers).

1.3. APLG's mission

To serve as an Association that represents Lac Gagnon property owners to promote their common interests.

Note: the APLG is a non-profit entity with no political, religious or racial purposes and these factors will never be taken into consideration.

1.4. achieve this, the APLG will:

- a) Represent members with various bodies, mostly municipal, to ensure that Lac Gagnon is properly treated.
- b) Safeguard the quality of life and water and ensuring an agreeable environment and acceptable development.
- c) Inform members of any matter of interest or that relates to the lake and the neighbouring region.
- d) Represent property owners' position with local development so that such development maintains the integrity of the natural environment they were looking for when they settled here.
- e) Promote safety in areas such as natural dangers, fires (forest or property), water safety, security of individuals and properties, etc.
- f) Promote activities that are compatible with the lake and surrounding area (i.e. Lac Gagnon and the Petite-Nation river to the first rapids) such non-motorized outdoor activities: cross-country skiing, snowshoeing, hiking, canoeing, canoe-camping, sailboarding, sailing, cycling, etc.
- g) Work with regional organizations having similar objectives.
- h) Keep annual dues as low as possible to the APLG can be financially accessible to the greatest number of members possible.

1.5. Social activities

The APLG has not been created to undertake social activities. If any such activities are undertaken, they must be self-financing. In order for the costs of an activity to be covered by the APLG, a properly structured and supported plan must be submitted to the Board of Directors for its prior approval.

2. MEMBERS

2.1. Member category

There is only one category of member—persons who have paid their dues for the current year.

2.2. Membership

- Only the owner or his/her designated spouse of a private lot a portion of which is situated within 200 metres of the shoreline of Lac Gagnon or the navigable portion of the Petite-Nation river up to the Tanascon dam may be a member of the APLG.
- In the case of joint ownership, each co-owner or his/her designated spouse may be a member of the APLG.
- If there is more than one owner, co-owner or spouse for a property, only one of them may vote at the APLG's meetings.

2.3. Number of votes

An individual may only represent one owner, regardless of the number of properties and will only be entitled to one vote at APLG meetings.

2.4. Membership cards

The Board of Directors may issue membership cards if it deems this appropriate.

2.5. Annual dues

The annual dues will be determined by the Board of Directors.

3. GENERAL MEETING

3.1. Annual General Meeting

The Annual General Meeting will be held on Canada Day weekend at a time and place to be determined by the Board of Directors.

3.2. Special general meeting

A request to hold a special meeting may be submitted in writing to the President by a majority of the members of the Board of Directors or a member in good standing

together with a petition signed by at least 25 members in good standing for the current and previous year. In either case, the reason for the request must be stated.

The President must then call a special general meeting to be held in the Duhamel territory between the May 24th holiday weekend and Labour Day weekend. The notice of meeting, specifying the reason for calling the special meeting and who requested it, must be sent to the members at least 15 days before the meeting date.

3.3. Quorum

The quorum for a meeting will automatically be the number of members in attendance, provided the meeting was called in accordance with the APLG's bylaws.

3.4. Vote

Voting will be by a show of hands; however, a member may request a secret ballot with the support of four (4) other members and for one vote at a time. If a vote is too close to call or is contested, the President may require that voting cards be distributed to the members in good standing.

Any change to the general bylaws requires a two thirds (2/3) majority.

3.5. Agenda (Annual General Meeting)

The agenda for the Annual General Meeting will include:

- a) A presentation of reports and minutes of the previous year's annual general meeting.
- b) The financial statements and a budget for the coming year.
- c) Any proposed changes to the general bylaws.
- d) The election or re-election of the Board of Directors members.
- e) Any other topic of interest proposed by the Board of Directors or members.

4. BOARD OF DIRECTORS

4.1. Number of directors

The Board of Directors will have four to twelve members who are elected each year at the Annual General Meeting of members.

4.2. Eligibility and conditions

Any member in good standing is entitled to vote and may be elected to the Board of Directors provided they are able to participate in the discussions in French. Members of the Board of Directors are not compensated.

4.3. Term of office

The mandate of the members of the Board of Directors will be for one year, but they may be re-elected at the end of this term.

4.4. Vacancy

There will be a vacancy on the Board of Directors in the following situations:

- a) The death of a member;
- b) The resignation in writing of a member;
- c) The absence of a member at two consecutive Board of Directors meetings if the President and the Secretary were not given advance notice;
- d) A decision, during the member's term, by at least two thirds (2/3) of the members of the Board of Directors, to question the presence of a member on the Board of Directors. A request for such a vote must be submitted in writing to the President by any other Board member no later than during the previous Board of Directors meeting or at the President's discretion. The vote will be secret. It is not necessary to provide a reason, the guiding principle being that, as volunteers, the members of the Board of Directors must be able to work together.

Any change to the general bylaws requires a two thirds (2/3) majority.

4.5. Election to the Board of Directors

- a) During the last meeting of the Board of Directors prior to the Annual General Meeting, the President will draw up a list of proposed members of the Board of Directors for the coming year, by consensus, from among the outgoing members and other individuals.

At the request of a Board of Directors member, the complete procedure to elect the Board members will be carried out.

The Secretary will draw up a list of the suggested names, starting with the outgoing members, followed by any other proposed members. The Secretary distributes a copy of the list of suggested names to all members in attendance. Each member marks an X next to the name he or she supports. The Secretary collects these copies and draws up a new list, starting with the names that received the greatest number of votes. The top 12 names will be retained as members of the Board of Directors. However, if there is any uncertainty about the acceptance of any of the suggested names, the outgoing President will obtain such acceptance, by telephone, if possible. If any name is rejected, the next name on the list would be elected. If the last names on the list have an equal number of votes, there will be a new vote for these names only. However, a person will only be elected if he or she has a minimum of three quarters (3/4) of the votes of the Board members in attendance. To ensure harmony

among the Board members, the President can offer to send the list ahead of time to members who cannot attend this meeting and/or to contact them by telephone at the time of the vote.

The outgoing President asks if all outgoing members of the current Board agree with the election process and results, if so, the new Board of Directors is accepted and will be proposed at the Annual General Meeting.

If there are any problems that have not been anticipated in these bylaws, the Board of Directors will reach a decision by a simple majority.

- b) The outgoing Board of Directors may determine the division of duties among the new Board members, but they may change this division by consensus, if possible, or by a majority decision.
- c) The outgoing Board of Directors presents a slate of candidates at the Annual General Meeting, which it recommends for the coming year. The members in attendance at the Annual General Meeting accept or reject the slate by a simple majority.
- d) If the slate is rejected, there will be an election for four to twelve directors in accordance with the Morin Code.

4.6. Duties of the Directors

The Board of Directors is elected to administer all of the Association's affairs.

- a) It sets up an internal structure and divides tasks among the members.
- b) It takes all of the necessary measures to achieve the goals and objectives of the APLG in accordance with legislation and its charter, adopts the necessary resolutions to achieve these objectives and proposes any changes to the bylaws it deems necessary at the Annual General Meeting.
- c) The outgoing members of the Board of Directors will remit all of the documentation they have in their possession relating to the APLG and inform and assist the new members about matters that concern them.

4.7. Meetings of the Board of Directors

- a) The Secretary sends the notices of meetings and the President, with the other members' approval, sets the date for the next meetings, preferably at the end of the previous meeting.
- b) The notice of meeting will be confirmed at least one week in advance, either by phone or email.

- c) If all of the members of the Board of Directors are present or agree, they may declare that there is an official meeting and a notice of meeting is not required. However, they must all sign a resolution to that effect to avoid any doubts about the validity of that meeting.
- d) Number of meetings: the Board of Directors will meet at least four times per year.
- e) The discussions at the meetings will be in French.

4.8. Quorum

The quorum is the number of members present, provided there are at least three and that the meeting was duly called.

4.9. Vote

Voting by proxy is not permitted, except if the procedure in paragraph 4.4(d) is applied.

A resolution is adopted if it is accepted by a simple majority. In the event of a tied vote, the President has the deciding vote, or the President may decide to put the matter to a vote at the next meeting.

5. COMMITTEES

5.1. Board of Director committees

The Board may set up committees, with the members it determines, to undertake certain projects and pay authorized costs in advance. The Board of Directors is not required to act on the committee's recommendations but must allow all Association members to read the report produced.

6. FINANCES

6.1. Signing authorities

- a) All cheques, promissory notes, bills of exchange and other financial instruments, contracts or agreements which involve an obligation or an advantage must be signed by two of the three authorized signers of the bank account. Any cheque payable to the Association must be deposited in the Association's account.
- b) The Treasurer will maintain accounting records to ensure that the APLG's accounts are properly maintained and understandable, in accordance with generally accepted accounting principles.

6.2. Banking transactions

The Board of Directors will determine which bank(s), caisse(s) or trust(s) are to be used by the Secretary, Treasurer or designated representative to deposit funds.

6.3. Financial year

The financial year will be from January 1st to December 31st each year.

6.4. Financing

The Association will be financed by:

- a) Member dues and contributions.
- b) Donations and subsidies from other sources, provided they are compatible with the Association's duties and bylaws.
- c) The sale of cards, buttons or other services.
- d) The rental of equipment belonging or loaned to the Association, provided it has the owner's written authorization, in the latter case.
- e) The provision of various services.
- f) The following expenses will be refunded to the Board of Director members and any other person mandated by the Board of Directors:
 - Postage fees and long-distance calls;
 - Transportation by train or bus or the cost of gas when travelling by car. (Costs associated with attending the Board of Directors meetings or the Annual General Meeting will not be refunded).
 - Any other reasonable expenses directly incurred to carry out activities and other business for the Association. A receipt must be provided for expenses over \$25 and the Board of Directors' prior authorization must be provided for expenses in excess of \$100.

A Board of Directors member may not be compensated for work performed for the Association unless:

- There is a unanimous agreement by all other Board members, by a secret vote;
- The Board of Directors agrees by a simple majority, in a secret vote, for a project that is directly supported by another organization.

7. ANNUAL GENERAL MEETING PROCEDURES

7.1. General procedures

The procedure will be as informal as possible to keep the discussions going. No special interests may be involved. The Board members are volunteers acting in good faith. Any member in attendance may require that a formal procedure be adopted for any specific point, in which case the terms of the Morin Code will apply. If there is any ambiguity in this Code, the President will have the deciding vote.

7.2. Annual General Meeting process

The following will not be tolerated by any individual or group:

- a) Crude, insulting language or swearing.
- b) Accusations without proof.
- c) Systematic obstruction of the process, even unintentionally.

The President will determine if there are any infractions of this bylaw. The President may impose closure regarding a topic and for any member if, in the President's opinion, the person's behaviour is extreme. On a motion from the President or a member, any member or individual may be removed from the meeting by a simple majority vote.

On a motion by at least five (5) members, the members in attendance may be asked to vote for or against a decision by the President regarding bylaw 7.2.

7.3. Language

The discussion will be in French, however, questions may be asked and answered in English.

Where possible the APLG will endeavour to provide information to members in French or English, at the member's choice. Documents from third parties (municipality, government bodies, etc.) will be remitted to members in their original language.