



Bassin-Versant Lac Heney Watershed

A not-for-profit Corporation without share capital organized and existing under Part III of the Companies Law of the Province of Quebec Canada (L.P.Q. chap. C-38 a. 218) as Corporation Number 1145251485 dated 16 November 1995

BY-LAW NUMBER ONE ORGANIZATION

Article 1 - Name & Location

1. The Corporation shall be called *Association pour la protection du Lac Heney (Association for the Protection of Lac Heney)*, referred to as the “Association”.
2. The Association encompasses the region described as the “*Lac Heney watershed*” which includes Lac Heney, Lac à la Barbue, Lac Désormeaux, Lac Noir, Lac Vert, Lac du Chat Sauvage and Lac Long.
3. The location of the head office of the Association shall be within the municipality of Lac Ste Marie in the province of Quebec.

Article 2 – Membership

1. Owners of property with frontage on or private legal access to the lakes within the *Lac Heney watershed*, their spouses, partners or children, are entitled to membership in the Association.
2. Any other person may apply to become an Associate Member by paying the membership fee.
3. Voting at any Annual or Special Meeting of the Association will be restricted to one representative per property for which membership has been paid. Associate members may speak but may not vote at Annual or Special Meetings.
4. Members entitled to vote at the Annual Meeting must have paid their annual dues prior to or at that meeting.

Article 3 – Goals & Objectives

1. To organize and represent the members of the Association to further the protection and conservation of the *Lac Heney watershed*.
2. To promote efforts to reduce pollution and improve the quality of the *Lac Heney watershed*.
3. To work with the MRC de la Vallée-de-la-Gatineau, the municipalities of Lac Ste Marie and Gracefield and the Ministry of the Environment of the Province of Quebec in the development and application of policies, laws and regulations that protect the quality of the *Lac Heney watershed* and surrounding environment.

4. To educate and foster an environmentally responsible attitude and lifestyle in people who live on or use the *Lac Heney watershed*.
5. To promote safe and friendly recreation activities on the *Lac Heney watershed*.
6. To inform members and the public of the efforts of the Association to preserve the water quality and the surrounding environment of the *Lac Heney watershed*.
7. To solicit and receive gifts, bequests or similar contributions.
8. To collaborate with other Associations with similar objectives.
9. To conduct any other activity that is in the interest of the Association.

Article 4 - The Board of Directors

1. The affairs of the Association shall be managed by a Board composed of not fewer than 10 or more than 20 directors, elected by the Voting Members of the Association. In addition the immediate Past President shall be an ex-officio member with voting rights. Directors must be Members in good standing of the Association.
2. The Board structure is intended to reflect and represent the Voting Membership of the Association from all lakes in the watershed. The Board may designate representatives, or establish committees for the lakes, or otherwise ensure the representation of all Members, in a form the Board deems reasonable.
3. A quorum for the Board shall be 50% of Directors. Motions in the meetings of the Board shall be determined by simple majority of votes cast. In the event of a tie, the President's vote shall be used to break the tie.
4. The role of the Board is to set policy, determine priorities, approve annual budgets, establish and administer a program that addresses the interests and priorities of the Association's Members, and generally to monitor its activities, subject only to the By-Laws and decisions passed by Voting Members at the Annual Meeting.
5. The Board has the authority to appoint committees, of which one member must be a Director, with terms of reference approved by the Board.
6. The Board shall approve the annual Membership and Associate Membership fees.

Article 5 - Elections and Terms of Office

1. Candidates for Directors and the President shall be proposed by a nominating committee comprised of the immediate past president (if serving) and at least two other members of the Association, one of whom must be a member of the Board. Nominees for President must have been a Director of the Association. Additional nominations for Directors or President may be made from the floor at the AGM.
2. The term of office for Directors and the President shall normally be two (2) years. Directors

and the President may stand for re-election at the end of their terms.

3. All Directors and the President shall be elected by a simple majority of votes cast by a show of hands at the Annual Meeting, unless a secret ballot is requested by five (5) members.
4. If a directorship is not filled at the Annual Meeting or becomes vacant during the year, the Board may make an interim appointment to fill such vacancy until the next Annual Meeting.

Article 6 - The Officers

1. The Officers of the Association shall comprise a President, a Vice-President, a Secretary and a Treasurer.
2. The Board shall appoint the Vice-President, Secretary, and Treasurer, from the Directors.
3. The President, subject to the authority of the Board, shall have the responsibility for the supervision and conduct of the affairs of the Association. The President shall preside at all meetings of the Association and of the Board.
4. The Vice-President shall perform the duties of the President when the President is unable to do so, and carry out such other duties as may be assigned from time to time by the President or the Board.
5. The Secretary shall keep the minutes of the meetings of the Board and the Annual General Meeting.
6. The Treasurer shall supervise the financial affairs of the Association and shall keep or cause to be kept all financial records required by the Board.

Article 7 - Fiscal Year

The fiscal year for the Association shall be the calendar year. Fees are due before the Annual General Meeting.

Article 8 - Meetings

1. There shall be an Annual Meeting of the Association normally held each summer (but not later than August 31). The main business of the Annual Meeting shall be a review of the activities of the Association during the previous year, its plans for the future, the presentation of reports from the Board Committees, the presentation of the budget and the financial reports and the election of the President and Directors. Voting shall be by a show of hands unless five (5) members present request a secret ballot.
2. The Board may call Special General Meetings of the membership from time to time. The Board must call a Special General Meeting if requested in writing by at least 10% of Voting Members of the Association for any purpose connected with the affairs of the Association.
3. At least thirty (30) days notice of the Annual and Special General Meetings must be given to Members. A quorum for the Annual and Special General Meetings shall be 10% of the Voting Members for the current year.

4. The Board shall meet at least quarterly.

Article 9– Indemnification

All Directors and Officers of the Association and their heirs, executors, administrators and their estates respectively, shall at all times be indemnified and saved harmless out of the funds of the Association from and against all costs, charges and expenses whatsoever which, in good faith, a Director or Officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for, or in respect of, any act, deed, matter or things whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office.

Article 10 – Insurance

The Association shall purchase and maintain such insurance for the benefit of the Directors and Officers, as the Board may determine from time to time.

Article 11– Financial

1. The Treasurer shall be responsible for all funds collected on behalf of the Association.
2. All cheques or banking transactions require two signatures from among the following: President, Vice-President, Secretary and Treasurer.
3. Expenditures may only be for purposes approved by the Board.
4. The Board shall appoint an Audit Committee of three (3) Directors for the annual review of its financial records.
5. The Board may not authorize the Association to incur a financial deficit, after taking into account all reserves, nor to borrow funds.

Article 12 – Ratification & Amending Procedure

1. This By-Law shall come into effect when it is approved at an Annual or Special General Meeting by two thirds majority of the votes cast.
2. Proposed amendments to this By-Law must be submitted in writing to the Members at least 30 days before the meeting of Members at which they are to be considered. Their adoption will require a two-thirds majority of the votes cast at the meeting.

Appendix A: Revision Control and History

Revision number	Author	Date	Comments
1-2	Roger Larson, VP Chantal Proulx, Director	March 14, 2017 March 28, 2017	Updated overall bylaw language to reflect watershed mandate vs only Lac Heney (Articles 1.2 and 4.2). Additional clean-up Articles 2.2, 5.1, 6.2, 12.1, & letterhead/footer. French version finalized with Chantal Proulx, March 28, 2017.
1-1	Denis Levesque, Treasurer	July 11, 2016	Reflected unanimous approval at July 10, 2016 AGM to amend the bylaw to include Lac Heney watershed property owners as association members as follows; Article 2.1 (moved to Article 1.2 in Rev. #1-2): <i>Lac Heney watershed, which includes Lac Heney, Lac à la Barbue, Lac Désormeaux, Lac Noir, Lac Vert and Lac Long.</i>
1-0		August 12, 2007	Dated the 12 day of August, at Lac-Ste-Marie.