



**Greater Otter Lake Resident's Association/
Association des Residents du Grand Otter Lake**

By-Laws

**GORA / ARGO
P.O. Box 490
Otter Lake, Québec
J0X 2P0**

MISSION STATEMENT

The Mission of the **Greater Ottawa Lake Resident Association (GORA)/ Association des Residents du Grand Otter Lake (ARGO)** is to influence, encourage and assist our community to conserve the integrity and diversity of nature and to ensure that any use of natural resources is equitable and ecologically sustainable.

1.0 GORA/ARGO OBJECTS

- a. To educate our members in all matters related to the wise use of our renewable and non-renewable natural resources for the benefit of mankind.
- b. To encourage our members to organize and participate in healthy outdoor recreational activities.
- c. To present the views of members to government agencies and authorities.
- d. To cooperate with municipal authorities in the drafting and implementation of by-laws governing land use and environmental protection.
- e. To assist regulatory agencies and authorities by monitoring and reporting infractions or abuse to the environment.

2.0 HEAD OFFICE

The head office of GORA/ARGO shall be in the municipality of Otter Lake in the Province of Quebec, at the address indicated on the documents registered annually with the Quebec Government Agency, Le Registraire des Entreprises systeme Cirdeq or at such address as the Board of Directors may, by resolution determine between the annual filings.

3.0 MEMBERSHIP

- 3.1 Voting Members** - Voting members shall include property owners, residents and other persons that have an interest in the quality of the environment and recreational opportunities of the Greater Otter Lake Region. Voting privileges only apply to a person who has paid his membership fee and is in good standing at the time of the meeting.
- 3.2 Non-Voting Members** - Non-voting members can include family of a voting member. Non-voting members will not participate in the discussions of a meeting unless expressly recognized and invited to participate by the President.

3.3 Honorary Member - Honorary membership may be bestowed upon a person who has demonstrated outstanding service to the organization over an extended period of time. All nominations for Honorary Membership must be approved by the voting members at an Annual General Meeting.

3.4 Membership Fee - The Annual Membership Fee will be established by a majority of voting members present at the Annual General Meeting.

4.0 OFFICERS AND DIRECTORS

4.1 The affairs of GORA/ARGO shall be governed by a Board of Directors consisting of not less than seven (7) and not more than ten (10) directors elected by the members at the Annual General Meeting, and the Immediate Past President. The Board of Directors shall endeavour to see that members are informed of the activities of GORA/ARGO as deemed appropriate by the Board.

The officer's positions will be those of: President, Vice-President, Secretary and Treasurer all of whom would have served as a GORA/ARGO Director or a Committee Chairperson for at least one year prior to their nomination for an officer position by a quorum of directors of the current board. Officers shall be elected to serve from the meeting in which they were elected until the next annual general meeting at which meeting they will be eligible for re-election.

Directors shall be elected to serve from the annual general meeting in which they are elected for a term of twenty four (24) months after which they are eligible for re-election provided that the President shall not serve as President in excess of two (2) consecutive terms. The immediate Past President of the Association is deemed to be elected for the term of office of their successor.

Subject to Articles 4.6 and 4.7 which follow, Directors hold office until the conclusion of the meeting at which their successors are elected.

4.2 Code of Ethics and Professional Conduct for GORA/ARGO Officers and Directors

Officers and Directors will fulfill their duties and obligations with independence, integrity and good faith, in the best interests of GORA/ARGO and its members. They will act with prudence, diligence, honesty and loyalty.

Officers and Directors must behave in a professional manner and must continuously practice the art of diplomacy with each other, GORA/ARGO members as well as with the general public

Officers and Directors must protect and promote the image and credibility of GORA/ARGO and its members.

4.3 Officers

4.3.1 President - The President will preside over all meetings of the Association except where this authority has been designated to another person by the President. He or she will act as required or authorized by law. He or she will exercise all the powers and authority vested in him or her under the Constitution and by-laws. The President may serve in that position for no more than two (2) consecutive terms of one year. The President will serve as an ex-officio member of all committees.

4.3.2 Vice-President - In addition to the responsibilities of a Director, he or she will, in the event of the death or resignation of the President, assume that office for the remainder of the term. The Vice-President will assume the Office of the President when the President is temporarily absent and may exercise all the powers and duties of the President.

4.3.3 Secretary - The Secretary shall perform or cause to be performed all secretarial functions for the Board. The Secretary shall keep or cause to be kept copies letters, by-laws, resolutions, regulations, minutes of meetings, a register of members, a register of directors and a register of officers. The Secretary shall give all notices required to be given to the members, officers and directors and others including any regulatory bodies.

In addition, the Secretary will provide notice of all meetings and receive all resolutions for the Annual General Meeting at least thirty (30) days in advance of that meeting.

4.3.4 Treasurer – The Treasurer shall keep or cause to be kept full and accurate accounts of all receipts and disbursements of the Association in proper books of account and shall deposit or cause to be deposited all monies or other valuable effects in the name and to the credit of GORA/ARGO in such banks, trust companies or other financial depositories from time to time as designated by the board. The Treasurer shall distribute or cause to be distributed the funds of the Association under the direction of the board, taking proper vouchers thereof, and shall render to the board whenever required an account of all his or her transactions as Treasurer and of the financial position of the Association

The Treasurer and three (3) officers shall be designated as signing authorities for all cheques with two (2) signatures required on every cheque.

The Treasurer will also be responsible for the preparation of any financial statements required to support any regulatory requirements as well as the presentation of the Board approved year end financial statements and budget for the current year at the Annual General Meeting.

4.4 Directors

4.4.1 Immediate Past President - The Immediate Past President shall be a voting member of the Board of Directors and exercise all the powers and authority vested in a Director.

4.4.2 Directors – A Director serves as a voting member of the Board of Directors, he or she will be expected to support the objectives of the Association and lead or participate on committees established by the Board and in the work of the Board of Directors.

4.5 Conflict of Interest

Every director is in a fiduciary relationship with GORA/ARGO and its members and is under obligation to act in the utmost good faith towards the GORA/ARGO and its membership in their dealings with it or on its behalf. No officers or directors shall place themselves in a position where there is a conflict of interest between their duties as an officer or director and their other interests.

4.5.1 Every officer or director who has a conflict of interest shall declare their interest fully at a meeting of the directors in the manner required by any applicable statute or law and shall refrain from discussion and voting in respect of the matter on which they have declared a conflict

4.5.2 Every declaration of interest and the nature thereof shall be recorded in the minutes of the meeting.

4.6 Removal of Officers and Directors

Any Officer or Director may, for repeated negligence or dereliction of duty in respect to their office, be removed from that office by a vote of secret ballot of two-thirds of the board present at a regular meeting.

4.7 Vacancies

In the event of a vacancy occurring on the Board of Directors, during his or her term of office, the Board of Directors is empowered to appoint a member in good standing to serve out the remainder of the term. Such appointee will enjoy all the rights and privileges of a Board of Directors member.

The Board of Directors may determine that a vacancy exists where a member is absent without cause for two (2) consecutive meeting.

4.8 Indemnification

4.8.1. Limitation of Liability - No officers or directors of GORA/ARGO shall be liable for the acts, receipts, neglects or defaults of any other officer or director or for any damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by the Association or for or on behalf of the Association of any security in or upon which any of the money of the Association shall be placed or invested or for any loss arising or damage arising from the bankruptcy, insolvency or tortuous act of any person firm or corporation with whom any monies, securities or effects shall be lodged or deposited or for any other loss or damage whatever which may happen in execution of the duties of his or her respective office or trust or in relation thereto unless the same shall happen by or through their own wrongful and wilful act, neglect or default.

4.8.2 Indemnity of Directors and Officers – subject to the provisions of any applicable statutes, GORA/ARGO shall indemnify a director or officer of GORA/ARGO, a former director or officer, and his heirs and legal representatives, against all costs, charges, and expenses, including any amount paid to settle an action or satisfy a judgement, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made party by reason of being or having been a director or officer of GORA/ARGO if:

- (a) the person acted honestly and in good faith with a view to the best interests of GORA/ARGO;
- (b) in the case of a criminal or administrative action or proceeding that is enforced by monetary penalty, the person had reasonable grounds for believing that their conduct was legal.

4.9 Non-Remuneration of Officers and Directors - No remuneration will be paid to Officers and Directors of the organization except for out-of-pocket expenses, approved in advance, by the President and/or the Treasurer.

5.0 DIRECTORS' MEETINGS

- 5.1 Quorum** – A quorum for the transaction of business at any meetings of the Board of Directors will be five (5) directors.
- 5.2 Number of Meetings** – In addition to the AGM the Board shall hold at least four (4) meetings in each calendar year, the tentative dates for which will be established at the first Board meeting after the AGM.
- 5.3 Board Meetings** – Meetings of the Board shall not be open to the members of GORA/ARGO unless the Board by resolution decides that any Board meeting or part thereof shall be open. Unless the Board by resolution determines otherwise, no one other than a director shall have the right to participate in discussion at any Board meeting. No one other than a director shall vote on any question proposed for consideration at any board meeting.
- 5.4 Meeting Notice to Officers and Directors** - Notice for board meetings shall be delivered to each director by telephone or e-mail or by notice at the previous meeting of the Board.
- 5.5** No error or omission in giving notice for a meeting of the Board shall invalidate the meeting or invalidate or make void any proceedings taken or had at the meeting and any director may, at any time, waive notice of the meeting and may ratify and approve of any or all proceedings taken or had at the meeting.
- 5.6 Voting** – So long as a quorum is present and, unless otherwise required by this by-law, motions arising at any meeting of the Board shall be decided by the majority of directors present and voting. There shall be no proxy voting. In case of an equality of votes, the Chairman in addition to his or her original vote, has a casting vote. At all meetings of the Board, every motion shall be decided by a show of hands, unless a poll on the motion is required by the Chairman or requested by any director. Polls shall be conducted by secret ballot. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.
- 5.6 Minutes** – The minutes of each board meeting shall be submitted to the board members within twenty (20) days of the meeting for their approval at the next board meeting.

6.0 MEMBERS' MEETINGS

- 6.1 Annual General Meeting** - The Annual General Meeting will be held each year at a time and place set out by the Board of Directors for the purpose of:
- (a) hearing and receiving the reports and statements required by any applicable statutes to be read at and laid before the Association at an annual meeting;
 - (b) electing officers and directors;
 - (c) transacting any other business properly brought before the meeting
 - (d) approval of any changes to the by-law or regulations
- 6.2 Special General Meetings** – The board may at any time call a meeting of members for the transaction of any business, the general nature of which must be specified in the notice calling the meeting. The President shall call a meeting whenever requested to do so by resolution of the Board or whenever requested in writing to do so by 10 members in good standing. Such meetings shall be held within thirty (30) days of such requisition.
- 6.3 Agenda** – Only business on the agenda or related thereto shall be transacted at any meeting of the association unless a notice of the motion therefore shall have been delivered to the Secretary at least twenty (20) days prior to such a general meeting.
- 6.4 Notice of Meetings** – Notice of the time, place and date of meetings of members and the general nature of the business to be transacted shall be given at least fifteen (15) days before the date of the meeting to each member by sending the notice by prepaid mail or otherwise delivering to the last address of the member as shown in the Associations record.
- 6.4.1** No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether or annual, of the members of the Association shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of such meeting and may ratify, approve and confirm any or all proceedings taken or thereat.
- 6.5 Quorum** - A quorum at the Annual General Meeting shall consist of the members present.
- 6.6 Voting** - Only members in good standing are permitted to vote at the Annual General Meeting. A member who has not paid their dues on or before the date of the AGM shall be deemed to be in default, and therefore shall not have the right to vote at the AGM. With the exception of a motion to alter or add to the by-laws, all matters will be decided on the basis of a majority of one vote or more of those present. The President will only cast a vote in the event of a tie. Motions to amend or add to the by-laws require a two-thirds (2/3) majority of those present, to

pass. One or more Scrutineers may be appointed by a resolution or by the meeting chairperson with the consent of the meeting.

6.7 Show of Hands – At all meetings of members, every question shall be decided by a show of hands unless a poll is ordered by the Chair or, requested upon a motion by any member to be immediately decided by a show of hands without debate. Upon a show of hands, every voting member present in person shall have one vote and there shall be no proxy voting. Only those hands holding voting paddles or other objects as specified by the Boards of Directors to indicate membership in good standing will be counted. Whenever a by show of hands has been taken, unless a poll is requested, a declaration by the chairperson that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the association is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

6.8 Polls – Polls shall be conducted by secret ballot.

6.9 Chairperson – in the absence of the President, Vice-President and the Past-President, the voting members present at any meeting shall chose another director as chairperson and, if no director is present or if all the directors present decline to act as chairperson, the voting members present shall chose one of their number to act as chairperson. At a meeting of members the President or other chairperson of the meeting may appoint any voting member to chair the meeting for the purpose of the election of officers and/or directors.

6.10 Adjournments – Any meeting of the Association may be adjourned at any time, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. Unless the chairperson otherwise directs, no notice is required of any adjourned meeting.

7.0 COMMITTEES

7.1 General – There shall be a Nominating Committee and other such committees as the Board may from time to time by by-law or resolution establish, having such powers and duties as the Board may determine. As a minimum, after the establishment of any committee, the Committee Chairman nominated by the Board shall report back at the next Board meeting identifying:

- (a) the committee terms of reference;
- (b) proposed committee membership;
- (c) any Board financial commitments required;
- (d) any legal issues or commitments requiring Board approval;

Except as otherwise provided for in this By-law:

- (a) the chairperson of each committee shall be appointed by the board:
- (b) members of a committee may, but need not be, directors or members:
- (c) members of a committee shall be appointed by the chairperson of the committee and approved by the board:
- (d) the President is automatically a member of all Committees:
- (e) each committee shall keep records and minutes of all meetings, shall report to the board at regular intervals and at any time upon request and shall be responsible to the board;

7.1.1 Committees of the various directors or officers shall report to the board through director or officer as designated by the Board. These committees shall be for the director's or officer's portfolio and any approvals required from the Board shall be reported by the officer or director.

7.1.2 On an annual basis the Committee will prepare a report for the Board and upon board approval, for the GORA/ARGO membership outlining:

- (a) it's accomplishments over the past year;
- (b) any obstacles to progress;
- (c) plans for the next year;
- (d) any proposed changes to it's terms of reference or membership structure;
- (d) budget for the new year.

8.0 ELECTIONS – The President may appoint a Nomination Committee who will assume the responsibility of notifying the membership of the slate of officers proposed and recommended by the board for the forth coming year and as to the vacancies that will require nominations for the Board of Directors either prior to or at the AGM. This notification of candidates nominated to date for the board including their suggested positions shall be delivered to the membership with the notice of the annual general meeting.

8.1.1 The nomination of any candidates, who must also be a member in good standing at the time of the AGM, shall be made by a member in good standing and must

be seconded by at least one other member in good standing and agreed to in writing by the candidate.

8.1.2 Nominations may also be made at the AGM under the same rules as 8.1.1

8.1.3 In the event that the number of nominations exceeds the number of vacancies an election will be held at the AGM. The election process will be as determined by the Board of Directors and voting will be as determined in 6.7, and 6.8

9.0 EXECUTION OF DOCUMENTS

9.1 Contracts, documents, or any other instruments in writing requiring the signature of GORA/ARGO, other than banking documents, shall be signed by any two (2) officers, one of whom must be the President or the Secretary, and when so signed shall be binding upon the organization without further authorization or formality.

10.0 FINANCIAL YEAR

The financial year of GORA/ARGO shall end on December 31.

11.0 RULES OF PROCEDURE

Webster's New World – Roberts Rules of Order, Simplified and Applied, Second Edition, should be used as guidelines at all meetings of the members, the board and any other committees established by the board.

12.0 BY-LAWS AND AMENDMENTS

12.1 This by-law may be amended by a resolution of the officers and directors confirmed by two thirds (2/3) majority vote of the voting members present at the Annual General Meeting to pass.

12.2 Notice of any proposed amendment to or repeal of this by-law must be received by the Secretary not less than thirty (30) days prior to the Annual General Meeting.