

# **By-Laws of the Federation of Lakes of Val-des-Monts**

## **Article I – Mission**

To conserve and promote the environmental quality of the lakes and water ways of the Municipality of Val-des-Monts.

## **Article II – Membership**

1. The members of the Federation shall be lake associations which are partially or completely within the Municipality of Val-des-Monts, Quebec. The dues for membership shall be fixed by the Federation at the Annual Meeting.
2. Each member association shall be represented by the President of the association or a designate who has the authority to speak for the association (“official representative”).
3. In the event of a vote, each member association shall have one vote to be cast by the official representative of the association.
4. Additional representatives of lake associations may attend and participate at meetings of the Federation, but shall not vote.
5. The Mayor of Val-des-Monts and up to two members of Council shall be ex-officio members of the Federation with full participation in the activities of the Federation, but without a vote.

## **Article III – Language**

1. The Federation shall conduct its affairs in French and English.
2. Insofar as practicable, documents of the Federation shall be published in both English and French.

## **Article IV – Meetings**

1. There shall be an Annual Meeting of the Federation within ninety (90) days following the end of each fiscal year at such time and place as the Executive Committee may determine for the purpose of electing Officers, receiving reports and transacting any business presented to the meeting.

2. Meetings of the Federation may be held on the call of the Executive Committee.
3. Notice of annual or other meetings of the Federation shall be given at least one (1) week in advance of the meeting by regular mail and/or email to the Official Representative of each member association.

#### **Article V – Officers**

1. The Officers of the Federation shall be:
  - i. President;
  - ii. Vice-President;
  - iii. Treasurer; and,
  - iv. Secretary.
2. Officers shall be elected at the annual meeting for a two-year term.
3. Any vacancy in these offices may be filled for the duration of the term by a vote of the members.
4. The President of the Federation shall call and preside at meetings of the members and the Executive Committee.
5. The Vice-President shall assist the President in all matters whenever called upon and preside over meetings in the President's absence.
6. The Treasurer shall have custody of the funds of the Federation, shall receive membership dues and make disbursements as directed and make a financial report to the members at the annual meeting. The Treasurer shall prepare the annual budget and make such corporate filings as are necessary. The Treasurer shall chair the Finance/Membership Committee.
7. The Secretary shall keep Minutes of all meetings, have custody of all records of the Federation, except financial and provide for all communications among the members and to outside parties. The Secretary shall chair the Communications Committee.

### **Article VI – Committees**

1. The Federation shall have Standing Committees including:
  - i. Finance/Membership
  - ii. Communication
  - iii. Public Affairs
  - iv. Environment
2. The Federation may create additional Standing Committees as required.
3. A Standing Committee shall be chaired by an Official Representative of a member of the Federation.
4. The Federation may create ad hoc committees from time to time as required.
5. As many individuals as may be determined from time to time, who are interested in promoting the mission of the Federation may be members of committees, whether or not they are the official representative of an association.

### **Article VII – Executive Committee**

1. The Federation shall have an Executive Committee composed of the Officers, the Past-President, the Chairs of standing committees and up to three (3) members at large.
2. The Executive Committee shall have responsibility for the day-to-day administration of the Federation.

### **Article VIII – Quorum and Voting**

1. Each association, which is a member of the Federation shall have one (1) vote.
2. The quorum of a regular or special meeting of the membership of the Federation shall consist of one half of the members of the association.
3. Quorum for a regular or special meeting of the Executive Committee of the Federation shall consist of three (3) members.

4. Questions arising at any meeting of the members, the Executive Committee or other committees shall be decided by a majority of vote. In the case of an equality of votes, the Chair shall have an additional vote to decide the question. All votes at any such meetings shall be taken by show of hands, unless a majority of the members present demand that a vote be taken by written ballot.

## **Article IX – General Provisions**

1. **Affiliations**

The Federation may subscribe to, participate with, become a member of, affiliate with and/or coordinate its work with any other federation, corporation, association or organization, whether incorporated or not.

2. **Fiscal Year**

The fiscal year of the Federation shall end on the 31<sup>st</sup> day of December of each year or such other date as shall be determined by the Federation.

3. **Contracts**

The Officers of the Federation may make or cause to be made for the Federation any kind of contract which may lawfully be entered into, and may exercise all such other powers and perform all such other acts and things as the Federation is authorized to do. The Officers of the Federation who enter into such contracts, shall be fully indemnified by the Federation from any and all claims of any kind whatsoever arising out of the performance or alleged non-performance of a contract.

4. **Conflict of Interest**

Any member or official representative who has a direct or indirect interest in a proposed contract or transaction with the Federation shall declare such interest at a meeting of the Federation for the Executive Committee at which the question of entering into the contract or transaction is taken under consideration, or if that person is not present at such meeting, than at the first meeting of the Federation or the Executive Committee held thereafter. The representative shall not vote on any question relating to the proposed contract or transaction in which the representative has an interest.

Where a representative becomes interested in a contract or transaction after it has been made, the representative shall declare such interest at the first Federation or Executive Committee meeting held after the representative becomes interested.

5. Banking

A bank account shall be maintained in a chartered bank or Caisse Populaire in the name of the association to be used for current receipts and expenditures. A record of all deposits and withdrawals shall be kept. The Federation may authorize from time to time a resolution of the Executive Committee, such members as the Executive Committee may appoint to transact its banking and to sign and execute on behalf of the Federation, all documents, securities, agreements, promises and pledges as may be required.

6. Reserve Fund

The Federation may establish such reserve funds as the Executive Committee may determine from time to time.

7. Execution of Documents

Contracts, documents and any instruments in writing, including cheques requiring the signature of the Federation shall be signed by such members as have been authorized to conduct banking on behalf of the Federation, and all such contracts, documents and instruments so signed shall be binding upon the Federation.

8. Indemnification

Every member of the Federation including a member of the Executive Committee and his or her heirs, executors and administrators, shall be indemnified and saved harmless out of the funds of the Federation from and against: All costs, charges and expenses which such member sustains and incurs as a result of any action, suit or proceeding for damages or otherwise, which is brought, commenced or prosecuted, for or in respect of any act, deed, matter or thing made, done or permitted by the member in the execution or intended execution in good faith of the duties of the member on behalf of the Federation, except such costs, charges or expenses as may be occasioned by the member's neglect or default.

9. Amendments

This By-Law may be amended or repealed in all or in part by a majority vote taken at any regular or special meeting of the Federation provided that notice of the proposed amendment, together with the time and place of the meeting at which the amendment is to be considered is given as specified in Article IV.