Association Lac Sir-John Corporate Bylaws

Version 2   Oct. 20, 2024

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Association Lac Sir-John

Corporate Bylaws

Version 2 Oct. 20, 2024

Originally enacted on 19 August 2023
These corporate bylaws provide for the conduct of the affairs of the Association Lac Sir-John (also referred to as the "Association" or “ALSJ”). These bylaws set forth the Association’s governance, structure, operations and regulations. They are also intended to serve as an operations manual for Directors, Executive officers, the Members and General Meetings.

The bylaws are structured as follows:

- Bylaws 1-5 identify the basic parameters of the Association,
- Bylaws 6-16 describe governance structure, responsibilities and procedures,
- Bylaws 17-18 concern land use and environmental regulations,
- Bylaws 19-25 are financial, and
- Bylaws 26-33 concern disputes and legal matters.

BE IT ENACTED as the Bylaws of the Corporation as follows:

Bylaw # 1 DEFINITIONS

Definitions applicable to this bylaw and all other bylaws of this Corporation, unless the context requires otherwise, include the following:

"**Act**" means the Quebec Companies Act Part III, 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 (Letters Patent) or any articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Corporation.

“**Activation of membership rights”** means that the property owner(s) and the ALSJ President have signed the Membership Agreement thus activating all the membership rights. Households in which the Membership Agreement has not been signed by the owner(s) do not benefit from the membership rights described in these bylaws. Residents of such households remain potential future members.

“ALSJ” means the Association Lac Sir-John.

“Association dues” means the annual contributions (often referred to as dues) required of homeowners to pay for joint community expenses.

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“Association Lac Sir-John”, or simply the **“Association”,** means the Association Lac Sir-John, a non-profit organization incorporated under Quebec law.

"Board" means the Board of Directors of ALSJ, and "Director" means a member of this board.

"**Bylaws**" means the clauses in this set of Corporate Bylaws, as well as any future Bylaw of this Corporation as amended, and which are, from time to time, in force and effect.

“Dwelling” means a livable house for the owner and his co-habitants, a residence with kitchen, bathroom, bedrooms, etc. It is used synonymously with “residence” in this document.

“General Meeting” means a meeting of the Members in Good Standing chaired by the President.

“Lac Sir-John Community” means the residential community consisting of residential properties located within the territory shown on the Annex A map.

“Lac Sir-John Private Nature Reserve” means the buffer green space shown on the map in Annex B. It is the forested greenbelt on the north, west, and south along the outer perimeter of the community’s territory where no surveyed residential lots are indicated, plus a few other undeveloped lots.

“Member” means any regular household resident (year-round, part-time or seasonal) of dues-paying, non-rental dwellings within the Association Lac Sir-John’s territorial limits (as shown on the Appendix A map) where the owner(s) has signed the Membership Agreement. All such individuals are automatically members of the Association. Membership rights are activated by the owner(s) signing the Membership Agreement. Throughout the remainder of this Bylaws document, all mention of “member(s)” refers to residents of properties where the Membership Agreement has been signed.

There are two special cases of “member”:

1. Residents who occupy a house belonging to a company of which one of them is an owner are considered members, once the Membership Agreement is signed, and one of them may be designated as the Voting Member by the resident who is an owner of the company.
2. Owners (and their families) of unbuilt lots who regularly frequent the lake, use the private roads, and have opted to pay partial dues may become members by signing the Membership Agreement, and such owners may be the Voting Members.

“Member in Good Standing” means a member from a residence where the owner(s) pays their Association dues on time, and where the household members abide by the corporate bylaws and by the *Guidelines for harmonious Lac Sir-John community living.* Thus, a Member in Good Standing means a member from a residence that has not had its membership rights suspended. Suspension of rights applies to all members of a household. To be a Member in Good Standing, the owner(s) of the property must first have activated the membership rights by signing the Membership Agreement.

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“Officer” means an Executive Officer who is tasked with a particular responsibility, a member of the ALSJ Executive.

"**Ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution.

“Potential member” means a resident of a dwelling within the ALSJ territory, as indicated on the map in Appendix A, whose owner has not yet signed the Membership Agreement.

“Property owner(s)” means the legal owner(s) of private property located within the ALSJ territory for which there is a municipal property tax evaluation.

"**Proposal**" means a proposal (motion) submitted by a member.

“Regular household resident” means any year-round, part-time, or seasonal resident of a dwelling paying Association dues located within the Association Lac Sir-John’s territorial limits (as shown on the Appendix A map) who is not a tenant or the representative of a company or other entity which owns the dwelling. However, the Association considers a resident who occupies a house belonging to a company of which they are an owner to be a regular household resident, and thus they and their co-habitants are entitled to become members.

"**Regulations**" means the regulations made under the Quebec Companies Act, as amended, restated or in effect from time to time.

“Resolution” means a proposal (motion) which has been adopted by the Directors, the Executive, or a General Meeting.

“Residence” is a livable house. See “dwelling” above.

REQ means the Québec Registraire des entreprises.

"Special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution. The symbol (***) after a clause in a bylaw means a two-thirds majority is needed to pass a special resolution to change this portion of a bylaw.

“Tenant” means an occupant of a dwelling within the Association Lac Sir-John’s territorial limits (as shown on the Appendix A map) who pays rent and does not own the dwelling or have any direct or indirect financial interest in the entity that owns the dwelling. A tenant (renter) cannot be a member of the Association Lac Sir-John; thus, a tenant has no political rights in the Association and has only whatever usage rights the owner of the dwelling possesses and has offered to the tenant.

“Voting member” refers to the one household member of the Association Lac Sir-John delegated by the property owner(s) to cast a vote for their residence.

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“ * ”** is a symbol indicating that to make a change in the preceding clause of the Corporate Bylaws, a Special Resolution must be passed by a 2/3rds majority of the votes cast by Voting Members who are present, either in person or by proxy, at a Special General Meeting called specifically to deal with the proposed change.

Bylaw # 2 INTERPRETATION

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

The English and French versions of these bylaws shall have equal validity and authority in terms of application and interpretation. In the case of a discrepancy between the French and English versions that cannot be properly resolved using the ordinary rules of interpretation, the French text shall prevail.

Bylaw # 3 CORPORATE SEAL

The Corporation will have a corporate seal in the form approved from time to time by the Board. Once a corporate seal has been approved by the board, the president or secretary of the Corporation shall be the custodian of the corporate seal.

Bylaw # 4 NAME AND LOCATION

4.1 Incorporation and Name.

This association is incorporated under section III of the Québec Companies Act as a Non-Profit Legal Person, under the name **“Association Lac Sir-John ”** also known as **ALSJ** and as the “**Association**”. This legal person is the association of property owners of the Lac Sir-John community. Its date of incorporation was 20 July 2023, when its Letters Patent were registered with the Registraire des enterprises de Quebec (REQ). The Association’s registration number (NEQ) is 1178936622.

4.2 Head office.

The Association Lac Sir-John’s head office’s address is 1150 Ch. Du Lac-Sir-John, Lachute, QC, Canada, J8H 4M5. The head office of the Corporation shall be established in the MRC Argenteuil, in the Province of Quebec, Canada.

4.3 The Association Lac Sir-John territory.

This territory is hereby delineated:

On the east: all the land between the west side of route 329 and the lake. Specifically, that land west of route 329 which lies between Entrance One on the south and Entrance Three on the north (including all properties accessed by Entrance Two – “rue de l’Entre-deux”).

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On the south, west and north: all property accessed exclusively by the Chemin du Lac Sir-John road encircling the lake, and its extensions, between Entrance One and Entrance Three on route 329.

This territory (shown on the Annex A map) includes all property accessed exclusively by the roads owned by SIJOLM Inc., plus a few lakefront properties west of route 329 which have their own access roads. Also included are all the SIJOLM Inc. roads, the seven community beaches, and the buffer green space which belongs to SIJOLM Inc. This green space is called the Lac Sir-John Private Nature Reserve (shown on the Annex B map).

4.4 Municipal Boundary and Watershed.

The Lachute/ Gore Township boundary runs through the Northeast part of Lac Sir-John. The Association operates therefore in both municipalities. Lac Sir-John is the last of seven lakes in the Williams Creek watershed that starts with Lake Barron. The lake water level is controlled by Lachute using their dams at the head and foot of Lake Sir-John.

Bylaw # 5   MISSION, DESCRIPTION, and VALUES

5.1 Mission statement.

The mission of ALSJ is to defend and promote the interests of Lac Sir-John property owners, particularly its private access, community engagement and environmental stewardship.

To that effect:

[1] The Association shall be attentive to the multiple concerns which arise amongst the property owners, defending their interests and representing them before governmental authorities, and sensibilizing the property owners to their rights, obligations, and responsibilities.

[2] The Association shall support the development of community spirit by enabling social and cultural activities and by sharing information on common issues and interests.

[3] The Association shall provide certain services and benefits not provided by the municipalities. Especially, it shall maintain the quality and year-round accessibility of its access roads and the quality of its community beaches.

[4] The Association shall protect, maintain, and enhance the quality of its natural environment, especially the quality of the water in its lake and the preservation in its natural state of the Lac Sir-John Private Nature Reserve.

[5] The Association shall prepare for and attempt to respond to natural disasters and emergencies, in conjunction with municipal first responders.

5.2 Description and values.

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The Lac Sir-John community is a bilingual, inter-generational, diverse community of full-time, seasonal, and part-time residents of many backgrounds using either or both of Canada's official languages.

The Association Lac Sir-John is a non-profit organization run by volunteers. Every member is expected to contribute in some way as a volunteer unless incapable of so doing. Any revenues of the Association shall be used to support the goals of the Mission Statement. Revenues are retained by the Association and dividends cannot by law be distributed to members.
The success of this community largely depends on the civility, engagement, and cooperation of its residents. Good neighborliness and the commitment to protect natural environment enhance both the enjoyment and the value of its properties. This private community embraces the quiet use and sustained stewardship of its pristine environment with its natural wildlife. The use of gasoline-powered watercraft, snowmobiles, floatplanes, and drones is not permitted on the lake, the beaches, the roads, or in the Lac Sir-John Private Nature Reserve that surrounds the community. Electric watercraft of all types are limited to a maximum speed of 6 Km per hour.

Bylaw # 6   MEMBERSHIP ELIGIBILITY AND MEMBERSHIP BENEFITS

6.1. Membership

[1] **Members:** All regular household residents (year-round, part-time, or seasonal) of Association dues-paying, non-rental properties included in the Lac Sir-John Community territory (as shown on the Appendix A map) are potential members. They are automatically eligible for membership in the Association. Note that all household memberships must be activated by the property owner(s) signing the Membership Agreement. If the Membership Agreement has not been signed by the owner, the household residents receive no membership rights. A Registry of Membership Agreements is kept by the Association. Unless stated otherwise, the term "member" in this document means a "Member in Good Standing", as defined in Bylaw #1.

All members of residences where the owner has signed the Membership Agreement have usage rights which permit exclusive use of the private roads which provide access to the residences, exclusive use of the seven community beaches, and exclusive use of the trails in the Lac Sir John Private Nature Reserve.

Members are invited to participate in all Association activities and to attend Association meetings with the right to vote, to nominate, and to hold Association positions. Any adult member may be elected to positions such as Director or Officer in the Association. Members of a single household may occupy multiple positions, with some limitations. Occasionally a member may hold multiple positions.

Normally, tenants have no membership rights. However, the Association Lac Sir-John considers the residents who occupy a house owned by a company of which one of them is an owner to be "regular household residents", and thus, when that owner signs the Membership Agreement, these household residents are members who qualify for all membership rights.

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After requesting advance approval by the Executive, owners of unbuilt lots who regularly frequent the lake and use the private roads, may opt to pay partial dues. Then, when they sign the Membership Agreement activating their membership, they become regular members and qualify for all membership rights. In this case, there shall be one voting member per unbuild lot for which dues are paid.

[2] **Voting members**: Each residence pays only one annual association dues payment, regardless of the number of residents in the household. Each household has only one vote on community affairs. When any specific vote is being taken at a meeting or online, only one household member may vote. This person will be referred to as the "voting member". Each residence's owner(s) shall designate one regular household member to be their "voting member". At any time, the household may change its designated "voting member" by sending a written, dated request, signed by an owner, to the President (via email or letter). The Designated Voting Members forms are kept in the Registry of Membership Agreements.

[3] **Membership Agreement:** To activate membership and acquire membership rights for the regular household members, the property owner(s) is required to sign a Membership Agreement in which they confirm their obligations to pay their annual Association dues on time, to abide by these Corporate Bylaws, and to adhere to the *Guidelines for harmonious Lac Sir-John community living*; also, their obligations when the property will eventually be sold or transferred.

[4] **Membership Termination**: Household membership terminates when the property is sold. The obligations of the Membership Agreement shall be explained clearly to any perspective purchaser in advance of a property sale by stating them in the property sales listing and upon transfer of the property title of ownership. A new Membership Agreement will then be created containing the signatures of the new owner(s) and the Association President.

6.2 Rights and Benefits of Membership

Membership rights include exclusive use of the private Lac Sir-John, use of its private community beaches, roads, trails, and buffer of green space (the Lac Sir-John Private Nature Reserve); also, the right to participate in the Association Lac Sir-John's activities, access to its website, the newsletter, and other community communications, voting rights, and the right attend and participate in Association meetings, to vote, to nominate, and to hold a position on the Association's Executive, Board of Directors, or other committee positions.

Members benefit by having an Association which protects, supports, and promotes the community and its environment including its lakeshore as well as the Lac Sir-John Private Nature Reserve.

Only Association members with legal access to the lake, and their invited guests, are permitted to place a boat or other watercraft with an authorized decal in Lac Sir-John or swim or fish in the lake. Lac Sir-John is a private lake with no public access.
Only Association members and their invited guests are permitted to enter the Lac Sir-John Private Nature Reserve and to use its trails.

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Membership is important because it helps you protect your property values and our valuable lake environment. It enables you to learn about issues that affect you, your property, the lake, and the community and to have input into addressing them.

Bylaw # 7 ANNUAL ASSOCIATION DUES

7.1 Association dues.

Each property owner(s) shall pay annual Association dues, regardless of whether or not the Membership Agreement has been signed. Owners of multiple residences shall pay separate dues for each residence. The annual amount is determined by the President and Treasurer who consider budgetary needs and the annual budget for the coming year. This budget must first be approved by the Directors and then by the members at the Annual General Meeting. The Treasurer shall notify members of the amount of the annual Association dues by November 1st, following the Annual General Meeting (AGM).

Association dues are required to pay for maintenance, repair, and improvements for roads, beaches and trails, environmental testing and remediation, property taxes, professional fees, insurance costs, office expenses, social activities, recovery from disasters and to ensure sufficient capital and operating financial reserves.

Association dues shall be payable in one or two installments, with the first one by December 15th and the second by March 1st.

7.2 Equal Sharing of road costs.

Maintenance, repair, and improvements of the private access roads on land adjacent to Lake Sir-John, and under administration of the Association is a prime responsibility of the Association. All Lac Sir-John properties accessed by these private roads shall share the costs of road repairs and maintenance equally. The Association shall make every effort to keep the roads accessible for residents, emergency services and deliveries throughout the year. Storms and the spring thaw do however occur and may result in temporary interruption of access.

7.3 Failure to pay Association Dues.

Failure to pay Association dues on time or adhere to corporate bylaws and the *Guideline for harmonious Lac Sir-John community living*, following a warning, can suspend membership rights and may result in serious consequences, including legal recourse. (See our "*Guidelines for harmonious Lac Sir-John community living"* for details). Timely annual dues payments entitle members, whose property owner has signed the Membership Agreement, and who are in good standing with respect to adherence to corporate bylaws and the *Guideline for harmonious Lac Sir-John community living,* to attend Association meetings, to nominate, and to vote at the Annual General Meeting (or any other voting occasion), to hold positions in the Association, and to enjoy the other usage rights and benefits of membership. Owners who find it financially difficult to pay the Association dues on time should contact the President or Treasurer and make special arrangements.

7.4 Types of Association dues.

There are three types of annual Association dues for which rates will be set annually:

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[1] **Full Dues**. Full Association dues for property owners who use the Association's private roads to access their property. The bulk of these Association dues is used to cover the cost of maintaining the Association's roads.

[2] **Highway Access Dues.** Partial Association dues are paid by property owners whose property has its own access off route 329. These partial dues are intended to cover all non-road related Association expenses.

[3] **Undeveloped Property Dues.** Owners of unbuilt lots who access their lot using private roads, who use beaches and trails, or who participate in community activities, may opt to pay modest Undeveloped Property Dues. Upon voluntarily signing a Membership Agreement, such property owners have Membership rights. Investors who do not access their properties or owners of private buffer lots are excluded from this provision.

7.5 No Conditions for Dues.

The responsibility to pay Association dues is not conditional upon whether the property has experienced damage due to changes in the lake level (which is under the City of Lachute's control) or damages to residents' property due to natural phenomena such as fallen trees, flooding, wind damage or forest fire. The Association is not responsible for such disasters and thus cannot be held liable for them. Should a property owner experience such damage, this does not release the owner from the obligation to pay Association dues annually.

7.6 Special Assessments.

The Association reserves the right to call for a special assessment in order to recover from an unanticipated emergency event, natural or man-made disaster or an unanticipated expenditure. Such a special assessment will normally be on a one-time, single year basis. Special assessments will not be used to meet normally budgeted requirements.

Bylaw # 8 STRUCTURE OF THE ASSOCIATION

[1] Members and the General Meeting of Members

[2] The Executive (elected)

President

Vice President

Recording Secretary

Treasurer

Membership Officer

Records Officer

Roads and Beaches Officer

Environment Officer

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Protection Officer

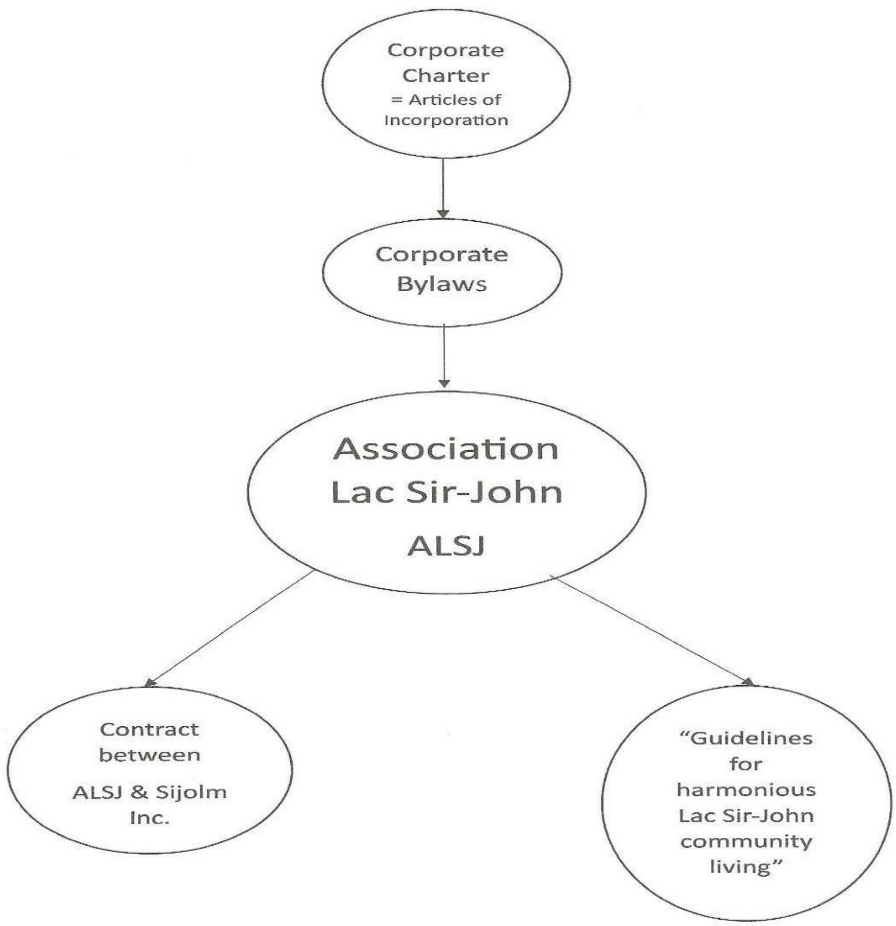
Social Events Officer

External relations Officer

Communications and Website Officer

[3] The Board of Directors (5 elected members)

This diagram shows the relationship between the Corporate Charter, the Corporate Bylaws, the structural parts of the ALSJ, the *"Guidelines for harmonious Lac Sir-John community living"*, and the Contract between ALSJ and Sijolm, Inc.



EXPLANATION: The Registraire des enterprises of Quebec (REQ) has granted certain powers to carry out certain activities to this non-profit corporation by issuing to the Association Lac Sir-John its Articles of Incorporation (also known as Letters Patent). Under the authority granted by the Articles of

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Incorporation, which have been adopted as the ALSJ Charter, the Association Lac Sir-John has developed and adopted its Bylaws. The structure and functioning of the Association are described in these Bylaws. Members, whose residence owners have signed the Membership Agreement, in return for being granted certain rights and benefits, are expected to follow the regulations in the Bylaws and adhere to the *"Guidelines to harmonious Lac Sir-John community living".* ALSJ cooperates with Sijolm Inc. through a signed contract.

Bylaw # 9 MEMBER RIGHTS AND RESPONSIBILITIES

9.1 Rights

1. Vote, based on one equal vote per member household.

2. Attend and participate in Association meetings.

3. Nominate or be elected to a position as an Officer or Director.

4. Access private roads, beaches and trails.

9.2 Responsibilities

1. Pay the annual Association dues and any special assessment on time.
2. Comply with Association Bylaws.
3. Conduct themselves in accordance with the *Guidelines for Harmonious Lac Sir-John Community Living.*
4. Commit that you or your estate shall disclose in any real estate listing and upon transfer of the property title that the new owner(s) will need to sign a new Membership Agreement to activate the above membership rights; thus, committing to the payment of annual Association dues, compliance with Association bylaws, and adherence to the *Guidelines for harmonious Lac Sir-John community living.*
5. Attend Association meetings and vote on community issues, unless unable to do so.
6. Volunteer for at least one role, committee, or community activity yearly, unless unable to do so.

Bylaw # 10 RESPONSIBILITIES OF THE GENERAL ASSEMBLY

The responsibilities of the General Meeting include the following:

1. Vote on policies and actions to be implemented by the Executive, when so requested.

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2. Deliberate and pass resolutions on matters placed on the Agenda by the President. Members may request the President or Recording Secretary to place items on the agenda.

3. Consider other matters raised at the meeting by members.

4. Share concerns and offer advice to the Executive and the Board of Directors.

5. Vote to ratify any changes to the corporation bylaws and to the "*Guidelines for harmonious Lac Sir-John community living".*

6. Identify to the Board of Directors any needed change in the corporation bylaws and identify to the Executive any needed changes to the "*Guidelines for harmonious Lac Sir-John community living"*.

7. Approve the annual budget. The budget approval by the General Meeting must follow prior budget endorsement by the Executive and the Board of Directors.

8. Conduct elections at the AGM voting for positions on the Executive Committee and on the Board of Directors.

Bylaw # 11 PROCEDURES FOR THE GENERAL MEETING

11.1 Meetings of the General Meeting

An Annual General Meeting (AGM) of members shall be held each year in September or October, usually on the weekend following Thanksgiving weekend, at such time and place as the Executive shall determine. Only members in good standing may attend, along with guests invited by the President. Members should notify the President of items they wish to place on the agenda at least two weeks before the AGM.

A Special General Meeting may be called at any time:

1. By order of the President of the Executive; or,

2. By order of the Board of Directors; or,

3. By written request of not less than 20% of the potential voting members addressed to the President or the Secretary specifying the intended purpose of such meeting. Upon receipt of such request, the Secretary shall forthwith call a meeting.

The notice of a Special General Meeting shall specify the business to be transacted. Only business stated in the notice may be transacted at a Special General Meeting.

Additional General Assemblies may be called at other times during the year if needed.

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11.2 Notice of Association Meetings

Formal notice of Annual and Special General Meetings, specifying the time, location, and purpose of such meeting, shall be sent by the Board of Directors to all Association members at least fourteen days before the date of the meeting. If it is an Annual General Meeting, the list of candidates nominated for various elected positions shall be sent to all Association members at this time. A proxy form shall be included with the formal notice. At one week prior to the meeting, the President should send out the agenda, the minutes of the previous meeting, the President's Report, reports of Executive Officers and committees, the proposed budget and the annual financial statements (if ready). *(See Bylaw 12.3.1.2 and Bylaw 14.12 for coordination between President's and the Board of Directors responsibilities prior to an AGM.)*

11.3 Quorum, Voting Members, and Proxies

[A] **Quorum**: To constitute a quorum, fifteen (15%) percent of all potential voting members from residences (and qualifying unbuilt lots) in good standing, must be present, in person or by proxy, at the beginning of a Special or Annual General M. If a quorum is present at the opening of a meeting of members, members may proceed with the business of the meeting even if a quorum is not present throughout the meeting. If, 20 minutes after the scheduled hour for the meeting to commence, less that 15% of the potential voting members, including their proxies, are present, the meeting must be cancelled and rescheduled.

[B] **Voting Members:** There shall only be one vote per property. Each property owner's residence (or qualifying dues-paying lot) shall designate one regular household member to be its "Voting Member". All adult members of a household in good standing are welcome to attend Association meetings and participate.

[C] **Proxies:** If a voting member cannot attend the meeting, they may send a proxy. The proxy must be a member in good standing of the Association. At the beginning of the meeting, the proxy shall submit a written and dated statement to the President or the scrutineers, signed by the member, authorizing the proxy to speak and to vote in the member's place. Normally, a proxy may only represent one residence. There is an exception when the proxy form contains specific resolutions to be voted on at the meeting. If the member's voting instructions are specifically written on the proxy form, then their proxy is legally obliged to vote according to the member's instructions; therefore, a single proxy may cast votes for more than one residence.

A member may vote once on behalf of their own property, and again for any signed proxy form they have presented to the President or the scrutineers. A proxy is valid for only one General Meeting.

11.4 Voting

A "motion" (proposition) may be made by any Association member, and if seconded, will be voted on following debate.

Additionally, a "resolution" (a motion already approved by the Association's Board of Directors or Executive) may be presented to the membership for approval. Members shall be asked to vote to ratify any changes to the Bylaws which have been approved by the Board of Directors. At

AGMs, the Chairperson shall ask the membership to vote (with no debate) on nominated candidates for the various Association positions.

A simple majority of votes cast by Voting Members, present in person or by proxy, will decide acceptance or rejection of an Ordinary Resolution. In case of a tie, the President (the Chairperson) will cast the deciding vote.

There are certain important exceptions where a supermajority of 2/3rds is required to pass a Special Resolution. These exceptions are designated in the Bylaws by the symbol (***). Issues requiring approval of a Special Resolution require the calling of a Special General Meeting. At this Special General Meeting, the Special Resolution must be passed by a 2/3rd majority of the votes cast by the Voting Members who are present, either in person or by proxy.

Members may participate and vote at any General Meeting by any means allowing all the participants to communicate with each other, for example electronically, as is now permitted by the Quebec Companies Act.

If voting is done electronically, these same rules for adopting a resolution (usually a simple majority and in exceptional cases a 2/3rds supermajority) apply.

At all meetings, voting on any motion shall be by show of hands, unless the President or 3 voting members present in the room request a vote by individual polling (a ballot or voice vote).

Prior to commencing a meeting, the President may appoint between one and three persons to act as scrutineer(s).

Prior to the commencement of the meeting, the “voting member” of each residence shall sign in on a prepared list which includes the civic numbers of each residence. Only one resident from any residence may add their name and signature to this list, which will then be used by the scrutineer(s). (If the meeting is held electronically (e.g., by Zoom), the voting member shall so identify themself to the Keeper of the Waiting Room.) The scrutineer(s) will receive the proxy forms after the proxies have signed in.

The scrutineer(s), during the voting process, shall count the votes by show of hands, or by individual polling (voice vote or ballot) if this has been requested. The scrutineer(s) shall then announce the results of any vote.

11.5 Procedure at Association General Meetings

The meeting shall normally be chaired by the President.

Only Association members and guests invited by the President may attend general meetings.

Meeting time should be scheduled for a minimum of two hours.

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The procedure at the meeting shall follow either Bourinot's or Robert's Rules of Order or the

Code Morin, at the choice of the President.

Normally sufficient meeting time should be reserved to permit a free discussion of concerns and suggestions raised by members on a variety of topics which may not appear on the agenda.

11.6 Nominations

The Board of Directors shall act as the Nominations Committee in preparation for the upcoming AGM. *(See Bylaw #14.12 on Directors' responsibilities.)* The Board may decide to appoint

another member in good standing and considered neutral, who is neither a member of the Board of Directors nor an Executive Officer, as Chairperson to carry out the functions of the Nominations Committee.

At least five weeks prior to the AGM, the Nominations Committee shall send out a Call for Nominations addressed to the Association membership, soliciting nominations for the various Officer positions on the Executive, for any expiring or vacant positions on the Board of Directors, and for the Presidency, if the incumbent President will be completing their term. All nominators must be Association members in good standing. Nominations should be submitted in writing to the Chairperson of the Board of Directors within the 10 days following the Call for Nominations.

If insufficient nominations are forthcoming, the Nominating Committee must approach various members and ask if they would be available to fill any required position, seeking volunteers with the appropriate skills who are responsible and able to work well with a team.

Required written lists of nominators for each nominee are as follows:

For President of the Executive, 4 signing nominators

For other Officers of the Executive, 2 signing nominators

For a member of the Board of Directors, 4 signing nominators

Nominators must not be from the same household as the candidate.

A member may nominate a single candidate, whom they consider qualified, for each specific Executive position and two candidates for Directors (because 2 or 3 Directors need to be elected each year).

All members in good standing, including members of the Board of Directors and Executive Officers, may make nominations.

Nominees must be Association members in good standing. Nominees must confirm to the Board of Directors that they are willing to serve if elected.

If a nominee has personal financial interests and/or has commitments to another organization that could affect other members of the lake community, the mission, decisions, finances, land use of the Association, or the lake environment, that member shall disclose in writing these potential conflicts of interests to the Chairperson of the Board of Directors prior to the slate of candidates being sent to the membership. The Board of Directors shall decide whether the disclosed interests are of such a nature that this member should not be a candidate for the

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relevant position on the Executive or the Board. If the Board of Directors determines that this member may stand for election and if said member is elected, said member shall recuse themself when any issues are being considered which may have implications related to their personal financial interests or other commitments.

If more than one candidate for a position receives the required number of nomination signatures, each candidate should be offered the chance to draft a short supporting statement of less than 500 words introducing themselves and any views they may hold about community issues, as well as mentioning any relevant background or skills which would make them suitable to carry out the functions of the position. These short statements will be sent to the Association members when the final list of nominees is distributed by the Board of Directors to the membership.

Once a list of candidates is prepared, it shall be distributed to members at least two weeks before the AGM.

After the candidates list has been sent out, further nominations, each signed and supported by at least six members, may still be received by the Board of Directors up until 7 days prior the Annual General Meeting. Notice of any such later nominations shall be distributed to the members at least 5 days prior to the AGM (along with any short supporting statements by the original candidate and their new challenger).

Thus, the process for nominating Directors and Executive Officers is summarized as follows:

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[1] The Board of Directors shall send out a call for nominations to all members in good standing at least five weeks before the AGM. Voting members should notify their other household members of this call for nominations.

[2] Nominations received by the Board, or the Chairperson of its Nominations Committee, require 4 sponsors for Presidential and Directors nominations, 2 sponsors for all other Officers).

[3] The Board, or the Chairperson of the Nominations Committee, shall quickly verify with each nominee their willingness to serve if elected and shall recruit other candidates if none have been nominated for certain positions.

[4] The list of nominees shall be sent to the Association members at least two weeks before the AGM (together with the formal meeting announcement, the proxy form and any supporting statements).

[5] Following the distribution of the original candidates list, any additional later nomination, signed by at least 6 voting members, may be added up to 7 days prior to the AGM. The new nominee’s name and supporting statement shall be sent to Association members at least 5 days prior to the AGM. Any already-nominated candidate for the same position should immediately be informed and given the chance to also have the Nominations Committee send a supporting statement to members.

11.7 Election of Directors and Executive Officers

Elections for Executive Officers and members of the Board of Directors shall take place at the time of the AGM, as the last item on the agenda.

Should there be multiple candidates in an election for President, and if no candidate receives more than 50% of the vote, then a run-off election between the 2 candidates with the highest votes shall be held within 10 days. The incumbent President will remain in office until the runoff election results are released.

For all other positions, the candidate with the highest number of votes is elected. For example, in the election of Directors, if there are 3 or more candidates and 2 positions available, the candidates with the two highest votes are elected.

Persons elected to any position on the Executive or Board of Directors at the AGM will take office immediately.

If any Executive positions go unfilled after the AGM, or become vacant during the following year, the Executive's President, with the approval of 2/3 of the Executive Officers, may appoint an Association member to fill the vacant position temporarily until the next AGM. If any positions on the Board of Directors go unfilled after the AGM, the other members of the Board of Directors shall vote to appoint a qualified member to fill the vacant position temporarily until the next AGM.

An elected Executive Officer or Director may, at any time, tender their resignation in writing to both the President and the Chairperson of the Board of Directors, giving a minimum of two weeks notice. Temporary replacements until the elections at the next AGM shall be made either by the President (for Executive Officers other than the President) or the Board of Directors (for a Director or for the President).

Bylaw # 12 RESPONSIBILITIES OF THE EXECUTIVE COMMITTEE

12.1 Delegation of management.

The Board of Directors has delegated to the Executive
Committee the management of this not-for-profit corporation. (See bylaw 14.) (***)

The Executive Committee is the management committee responsible for executing the Association's mission. The Executive takes instructions from the General Meetings and advice from the Board of Directors.

12.2 Executive Committee responsibilities

1. Develop and maintain corporate policy, strategy, corporate bylaws, multi-year plans and other corporate operations. The executive may articulate policies and plans for use in the Association. Such policies and plans shall be approved by a majority of the Executive and recorded in meeting minutes.

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2. Recommend to the Board of Directors changes to the bylaws, as well as corporate policy and strategy.

3. Implement the policy decisions and actions voted on by members at all General Meetings.

4. Implement any contract or memorandum of agreement signed by the Association Lac Sir-John.

5. Monitor and attempt to manage the state of the natural environment.

6. Prepare for and attempt to respond to emergencies and disasters.

7. Ensure that the community's access roads and beaches are maintained in good shape.

8. Manage the updating and implementation of the "*Guidelines for harmonious Lac Sir-John community living".*

9. Prepare, implement, and report on the budget.

10. Maintain relationships with members, governments, other lake associations, and other relevant parties or organizations.

11. Manage the membership agreement, process, registry and household voting member designation.

12. Maintain required corporate records, including but not limited to the Corporate Minute Book which contains: the Corporate Charter (Articles of Incorporation), the Corporate Bylaws, the Registry of Membership Agreements (which also includes the Designated Voting Member forms), minutes containing resolutions passed by the Board of Directors and the Executive Committee, minutes of General Assembly meetings (including the agenda, the President's report and other reports presented, resolutions passed, and the budget), the Annual Updating Declarations, annual financial statements, the contract between ALSJ and SIJOLM Inc., the Registry of all past and present Directors with the dates of their terms of office, as well as other very important documents. Also, to be kept are names and contacts for all present Directors, Executive Officers, heads of task forces and committees, an up-to-date adult membership list, contracts, the Federal and Quebec tax forms, and the current emergency contact list.

All Executive Officers are expected to attend all General Meeting meetings and Executive Committee meetings, unless otherwise excused.

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12.3 Executive Officer Responsibilities

12.3.1 President (Acts as CEO)

1. Act as the official representative of the Association with authority to sign for the Association, and to maintain a relationship with municipalities and other lake associations.

2. Preside at the meetings of the members of the Association and of the Executive. Prepare the meeting and the agenda for each Association meeting or Executive meeting. Preparation for a General Meeting includes setting the date, booking the location at least 6 weeks in advance, and at one week prior to the meeting, sending out to all members the agenda, the President's Report, reports of other Officers and committees, the minutes of the previous year's AGM, the proposed budget for the next year, the annual financial report (if it is ready) etc. The President must notify the Chairperson of the Board of Directors as soon as the date and location are fixed; and should, at the same time, send a preliminary notice to the members of the meeting's date, time and place. *(See Bylaw 11.1.2 and Bylaw 14.12 for coordination with the Board of Directors on preparing for an AGM.)*

3. Perform actions which the President is required or authorized by law to perform; and exercise other powers and duties which may be assigned to them by this Charter of the Association or by decisions taken at meetings of the Association membership. Thus, the President will implement policy decisions and actions decided upon by a General Meeting of members. The President will fill temporary vacancies. The President will manage the training and supervision of all volunteers. The President may grant appropriate authorizations and special exceptions.

4. Cast the deciding vote in case of an equality of voting by the Executive or General Meeting.

5. Consult and seek advice from members of the Association and from members of the Board of Directors.

6. Receive and handle complaints, recommendations, and questions from members of the Association.

7. Organize special task forces and committees which report to the President or the Executive. Act as an ex-officio member of all Association task forces and committees.

8. Sign new members' Membership Agreement forms and personally greet new members and answer their questions.

9. Negotiate and sign contracts.

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10. Submit a bilingual annual written report to the Association members at least 10 working days preceding the Annual General Meeting. Reports from the other Officers and committees are also to be included with the President's annual report.

11. Inform Association members regularly to keep them abreast of important issues and developments by means of interim reports, communiques, or announcements by email and/or through the website.

12. Attend meetings of the Board of Directors when invited, as a non-voting participant.

13. Report to the Board of Directors at least twice a year, in May-June (with a plan for summer activities and a draft budget for the following year) and in October-November (with a review of the outcome of the AGM, the Executive's performance of the previous year, and the state of the financial reserves).

14. Keep records of:

    Renting of members' houses (including the name and coordinates of lessee, and the dates of the lease), promptly passing copies of these to the Records Officer.

    Special arrangements/exceptions made with various property owners, promptly passing copies of these to the Records Officer.

    Complaints, suggestions, questions, etc. from Association members.

15. Ensure that the Records Officer and the Membership Officer keep on file (and pass on to the future President and Records Officer) folders and digital records with the information listed under these Officers' respective responsibilities, as well as any special arrangements/exceptions the President has made with various property owners.

12.3.2 Vice President

1. Perform the duties of the President temporarily, in the case of absence or incapacity of the President, ensuring continuity.

2. Exercise any other powers and duties assigned by the President.

3. Supervise and provide coaching for the internal operations of the executive to encourage teamwork, ensure performance and reduce risk.

The Vice-President and the President shall not come from the same residence.

12.3.3 Recording Secretary

1. Keep the Minutes of the meetings of Association members, and of the Executive in an orderly fashion. All minutes should be stored by both the Records Officer and the President and passed on promptly to their successors.

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2. Ensure that all notices are duly given to Association members, when so directed by the President.

3. Distribute the minutes of Association's General Meeting and of Executive Committee meetings to the relevant persons, electronically, within one month following any General Meeting, and present the minutes at meetings.

4. Carry out correspondence for the Association not specifically tied to other Executive Officers or committee members responsibilities, at the request of the President.

12.3.4 Treasurer (Acts as Chief Financial Officer)

1. Exercise custody over all funds, securities, evidence of indebtedness and other valuable financial documents of the Association and deposit the same in the name of and to the credit of the Association, in such bank as may be designated by the Executive.

2. Collect the annual Association dues (also send members notification of the annual Association dues by November 1 each year) and pay the Association's bills, collecting and disbursing all funds.

3. Maintain accurate and up-to-date financial records. Present to the Executive Officers, for their examination at least once each quarter, a ledger of income received, and expenses paid. Make this ledger and the bank statements and all other financial documents available upon request to the President or members of the Board of Directors.

4. Prepare, or have prepared, and present to the Board of Directors and the President both a budget and the financial statements annually.

5. Ensure that the annual financial statements and the annual income tax forms are properly prepared and submitted on time; ensure that the annual *Déclaration de revenues et de renseignements des sociétés sans but lucratif* is properly prepared and submitted on time to Revenu Quebec, together with the financial statements and the payment of the annual registration fee; and that the *Annual Updating Declaration* is properly prepared and submitted on time to the Quebec Registraire des Entreprises on time. Present and be prepared to explain the financial statements at the AGM.

6. Keep all financial papers for 6 years for income tax purposes.

The Treasurer and the President shall not come from the same residence.

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12.3.5 Records Officer (Acts as Corporate Secretary and Archivist)

1. Keep all records of the Association, past and present. Also, previous SIJOLM Inc. records should be kept. Also, the older SIJOLM Co. Ltd. and Sir-John's Lake Club Inc. records should be kept. Records should be carefully filed and clearly identified. Preserve one paper copy and at least 2 digital copies of each document. Records which should be kept permanently include (but are not limited to):

   - The Articles of Incorporation (Letters Patent) and any supplemental letters patent. These shall constitute the Corporate Charter and shall be kept in the Association's Minute Book.
   - The latest version of the Association's Corporate Bylaws. The Records Officer should ensure that these current bylaws are posted on the Association Lac Sir-John.ca website. Also, a copy of previous bylaws which have been amended or eliminated, with the date of the change, shall always be kept.
   - The names of the current Directors, including their addresses, occupations, and the dates of the beginning and end of their terms of office. Also, similar data on all past Directors with their term dates is required to always be kept.
   - Agendas, minutes, and reports of various meetings (especially minutes including all resolutions adopted by General Meetings, the Executive, and the Board of Directors). These should be kept in the Association's Minute Book.
   - The agreement between ALSJ and Sijolm, Inc.
   - The annual budgets and financial statements.
   - The annual income tax statements.
   - The Register of Membership Agreements and associated Designated Voting Member forms.
   - The annual membership lists of voting members, both alphabetically by surname (of the one voting member per residence) and by Lac Sir-John civic number. Lists should indicate each voting member's preferred email address, mailing address, and phone number.

   (Retention of the above records is required by the Quebec Registraire des entreprises, Revenu Québec and the Canada Revenue Agency)

   For Association purposes the following documents should also be kept:

   - The latest version of the Quebec Companies Act (or at least the link to this Act's website),

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- The names of current and past Directors, Executive Officers, and heads of task forces and committees, accompanied by
- their email addresses.
- The Register of Membership Agreements (which also includes the Designated Voting Members forms).
- Annual budgets.
- The current and past lists, with contact information, especially email addresses, of all regular adult Association members, by residence address.
- The current emergency contact list.
- Newsletters, President's reports, and the President's correspondence with members; also, other reports which have been submitted to the President by Officers, Directors, and committees/task forces, etc.; also, correspondence with external parties.
- Copies of major Contracts signed by ALSJ.
- A list of any special arrangements/exceptions the President has made with various property owners.
- Other miscellaneous important documents

2. Make available or cause to be placed on the Association's website the relevant documents which all members are entitled to see. These documents are itemized in Bylaw 29.4 concerning access to information.

12.3.6 Membership Officer (Welcoming)

1. Maintain and keep an up-to-date record of all adult Association members with their name, address(es), and contact information: phones, email, preferred mailing address, preferred language of communication, emergency contact person(s) and their other coordinates. Also, regularly provide the President, the Treasurer, the Recording Secretary, the Records Officer, and the Webmaster with the most up-to-date copy of the list, promptly as changes occur.
2. Organize and oversee the functioning of a Welcome Committee and the preparation and distribution of welcome material to new residents at the lake.
3. Recruit new residents to sign the Membership Agreement and designate the "voting member" of their residence. Ensure that the President signs their Membership Agreement. Ensure that copies of the Membership Agreement and the Designated Voting Member form are given to both the owner and the Records Officer. Ensure that the new owner(s) Membership Agreement and associated Designated Voting Member form is duly placed in the Registry of Membership Agreements. Ensure that new members are told about and given access to the ALSJ website, the Corporate Bylaws, the *Guidelines for harmonious*

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Lac Sir-John Community Living, boat decals, and the history of the Lac Sir-John community.

12.3.7 Roads and beaches Officer (Infrastructure)

1. Ensure that the roads and beaches, and any other infrastructure are properly maintained, repaired, and, when possible, improved for the benefit of the Association's members. Whenever necessary, communicate directly with the Lachute or Gore authorities about situations related to the roads.

2. Organize work parties and contractors to maintain, repair, and improve the roads and beaches.

12.3.8 Environment Officer

1. Ensure that the quality and health of the lake, the beaches, and, also, the Lac Sir-John Private Nature Reserve (the buffer green space) are protected, maintained, and, when possible, improved for the benefit of the Association's members.

2. Maintain relations with the Vanier College Field Station.

3. Examine, advise, and grant approval in advance for all suggested modifications to the natural environment of our common space: roads, beaches, and buffer green space.

   Concerning specifically the Lac Sir-John Private Nature Reserve, the Environmental Officer (EO) of the Association Lac Sir-John, as well as the Environmental Director of SILJOLM Inc. (ED), shall be bound by the terms of the Natural Heritage Conservation Act (NHCA), Division IV, Nature Reserves, clauses 56-65.1, as well as the Stewardship Plan in the nature reserve recognition "Agreements" with the Minister of the Environment and the Fight Against Climate Change (MELCC).

   Therefore, if the Executive or the Directors of either ALSJ or SIJOLM Inc. ask the EO or ED for permission to alter anything in the Private Nature Reserve, the EO or ED shall check both the terms of the "Agreements" with the province and the terms of the "Act" (NHCA) and abide by these terms to be certain that the proposed alteration to the forest conforms. If it does not, then the proposal shall be brought before the province as per clause 63 of the Act for approval as an amendment to the "Agreements". Any amendment shall be approved by both the province and ALSJ before taking any action.

4. Organize the regular testing of the water quality and report the findings to the members annually.

5. Keep the members educated about the steps they need to take to ensure proper stewardship of the environment.

6. Organize work parties of Association volunteers to clean beaches, remove invasive species and maintain the trails.

12.3.9 Protection Officer

1. Ensure emergency contingency plans are in place, and when necessary, assemble a team to assist residents in case of disasters and emergencies such as an ice storm, windstorm, fire or flood.

2. Put in place measures to discourage, and deal with trespassers at the beaches, on the lake, on the trails, and on the roads.

3. Introduce measures to diminish risks such as of forest fires and of personal injury.

4. Ensure the emergency contact list is current and complete.

12.3.10 External Relations Officer

1. Maintain relations with local municipalities, other lake associations and with relevant NGO's such as Abrinord.

2. Influence other jurisdictions to shape policies in the Association's best interest.

3. Inform our members about relevant developments elsewhere.

12.3.11 Communications Officer

1. Build a sense of community through sharing appropriate and timely information with the members.

2. Ensure that a Community Newsletter is prepared and distributed at least once a year.

3. Manage the Association website and social media platforms, including promptly adding any new information sent by the president.

4. Safeguard the data and the website of the association, maintaining system security and protection of sensitive corporate and personal information.

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12.3.12 Social Events Officer

1. Build a sense of community and well-being through shared activities.

2. Initiate social activity planning.

3. Recruit and coordinate volunteers to take charge of social activities such as the Welcome Committee, the annual Corn Boil, the Sailing Club, the Dinner Club, the Christmas and Spring restaurant outings, the annual Regatta, the annual Lake Swim, the Entrance Gardeners, the Coffee Klatch, trail walks, and others.

12.3.13 Executive Members at Large and Guests

Chairpersons and members of any special task force or committee, may be invited by the President to participate in meetings of the Executive as Members at Large or Guests for the dual purposes of [1] keeping the Executive informed of the work and advice of the task force or committee, and [2] receiving feedback, information, and any decisions taken by the Executive.

For the same reasons, occasionally Directors may be invited as guests to attend Executive meetings, ex officio.

12.4 Administrative changes hereby authorized.

The President may alter, consolidate, expand, or reduce the Officers' list as needed, or rearrange the responsibilities of Officers, and appoint special task force Chairpersons to the Executive, (provided the President has delegated all necessary functions), without needing approval of the members or a formal bylaw change for such an administrative change. For some functions, some of the Officer positions mentioned above may, on occasion, be replaced by committees, or the Officer may lead a committee.

Bylaw # 13 PROCEDURES FOR THE EXECUTIVE COMMITTEE

13.1 Election of Officers of the Executive and filling vacancies

13.1.1 Elections.

The Officers shall be elected by the members annually at the Annual General Meeting and shall hold office until the next Annual General Meeting. Newly elected Officers take office immediately. They are eligible for re-election.

However, the mandate of the President shall be for three years. If the President is immediately re-elected for a second term, the mandate of the second term shall be two years. The President and Vice President must have already been resident at the lake for at least three years and both should have normally served in a position on the Executive or Board of Directors. The President, and other Officers, shall be eligible for immediate re-election to that office. However, the term limit for the office of President is two consecutive terms.

Any adult household member, from a property considered to be in good standing with the Association, is eligible to be elected as an Officer. On occasion, a person may hold more than one Officer position.

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A holder of an Executive Office may not simultaneously serve on the Board of Directors.

In the interest of diversity, the membership of the Executive should be diverse in mother tongue, in gender, in ethnicity, and in age.

13.1.2 Filling vacancies.

Whenever there shall be a vacancy in any Executive office, by resignation or otherwise, the President of the Executive, with the approval of 2/3 of the Executive Officers, shall have the power to fill such office temporarily until the next annual election and such replacement person shall have the duties, rights, and privileges as their predecessor.

13.2 Meetings of the Executive: frequency, notification, agenda

The Executive shall ordinarily hold meetings, at least five (5) times a year but may hold them more frequently if considered appropriate. Meetings are normally called by the President but may also be called by the Vice-President or any two Executive Officers.

Notices of Meetings of the Executive, specifying the date, time and place of the meeting, normally shall be sent to each Officer at least ten (10) days prior to the date of the meeting; however, in case of an emergency, a shorter notice time may be used.

The agenda and the minutes of the preceding meeting (if not already distributed) shall be sent at least two days in advance. All Officers may request items be added to the agenda.

13.3 Quorum for Executive meetings

The presence of 40% of filled positions on the Executive shall constitute a quorum for an Executive meeting, including at least the President or the Vice-President. A quorum must be present whenever a resolution is passed.

13.4 Procedure at meetings of the Executive.

The President shall determine the date, place, and manner of calling and of conducting the meetings of the Executive. The President shall preside as Chairperson at such meetings. In their absence, the Vice-President or another Officer shall take the chair. Each Officer, excluding the President, shall be entitled to one vote. (An Officer holding 2 or more offices shall only have one vote.) In the case of a tie, the President shall cast the deciding vote.

A “motion” may be made by any Executive Officer, and if seconded, will be voted on following debate. Provided a quorum is still maintained, a simple majority is needed to pass a motion.

Often, decisions of the Executive will simply be arrived at by consensus, without requiring a motion, vote, or formal resolution.

Minutes of the Executive’s meeting must be kept and promptly be distributed to all Officers. Minutes should record the names of those in attendance and those absent, with Officers, Members at large, and guests being identified separately. When major decisions are taken, minutes should include both the approved decision and any significant dissenting opinions.

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(Minutes should be stored by both the President and the Records Officer and passed on promptly to their successors.) Decisions taken at an Executive meeting which may affect ordinary members should be promptly communicated to the Association membership.

Bylaw # 14 RESPONSIBILITIES OF THE BOARD OF DIRECTORS

The Board of Directors consists of 5 elected Association members.

The Board of Directors delegates to the Association's Executive Committee the management of this not-for-profit corporation. (***)

The Board of Directors' members have a fiduciary responsibility to oversee the operation of the Association to ensure the continuity of purpose and long-term existence of the Association, ensuring that the Association's mission is being well-addressed and performing the role of stewardship of the organization's resources.

It is the Board's responsibility to act as an advisory and oversight council to the Executive and the General Meeting. The Board of Directors' responsibilities are to:

1. Ensure the continued existence of this corporation and its charter.

2. Approve any material change in the undertaking of the business of this not-for-profit corporation.

3. Approve the disposition or acquisition of any real property, and to approve any major capital expenditure above $15,000 by this Corporation, (or by SIJOLM Inc. for as long as a legal agreement between the ALSJ and SIJOLM Inc.) is in effect).

4. Advise on the annual budget being prepared by the Executive for approval by the Association membership. Then, endorse the Executive's proposed budget prior to it being presented to the membership for adoption at the AGM.

5. Endorse the annual financial statements prior to its presentation to the members at the AGM.

6. Consult with and Advise the Executive and the Association members on any changes being considered by the Association [1] to the Corporation's bylaws, or [2] any Contract between ALSJ and Sijolm, Inc.

7. Adopt any change to the bylaws prior to the proposed change being presented to the membership for its approval. Instruct the President of the Executive that the Directors' adopted change be placed on the agenda and brought before the next Annual General Meeting (or Special Meeting if deemed necessary or urgent) for approval by the membership.

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The complete process for changing (adding, amending, or removing) a bylaw is as follows:

[1] The Board of Directors may be requested to adopt a bylaw change by one of the Directors, by the President on behalf of the Executive, by a written request signed by at least 10% of the members (who are neither Directors or Executive Officers), by a motion proposed by a member at a General Meeting and adopted, or by a committee or task force tasked with reviewing and recommending bylaw changes.

[2] If the request for change did not originate from the Executive, the Board of Directors shall next ask the President for the written opinion of the Executive.

[3] The Board of Directors will then adopt or refuse the requested change, taking into consideration the opinion of the Executive, the likelihood of the change improving the functioning and long-term well-being of the Corporation, and its possible impact upon the Corporation's mission statement.

[4] If the change is adopted by the Board of Directors, the Board will instruct the President of the Executive to place the adopted change on the agenda of the next General Meeting, or to call a Special General Meeting when the change necessitates a Special Resolution with 2/3rds approval by the membership.

[5] The Board of Directors may not make, amend, or repeal any bylaw that regulates the activities or affairs of the Corporation without having the bylaw, amendment or repeal confirmed by the members by ordinary resolution, or by special resolution when specifically required, as so identified by the symbol (***). An Ordinary Resolution adding, changing, or repealing a bylaw is immediately effective temporarily when adopted by the Board of Directors, but ceases to be in effect if not confirmed by the members at the next General Meeting. A Special Resolution adding, changing, or repealing a bylaw is only effective upon the confirmation of the members at the Special General Meeting and in the form in which it was confirmed. (Quebec Companies Act,
Part III)

8. Ensure that the Executive is providing adequate training and supervision for volunteer positions.

9. Resolve temporarily any disputes about the structure and functioning of the organization, until the issue can be permanently resolved at the next General Meeting. If the Directors are unable to temporarily resolve the dispute, the procedures for Mediation and Arbitration set forth in bylaws # 28 and #29 may be followed.

10. Advise the Executive on the appointment of temporary replacements for a vacant position of any Officer, until the term of the newly vacant position has expired.

11. Remove an Officer or Director if an Officer or Director proves derelict, non-performing, or unethical in carrying out his responsibilities or is unable to carry them out for any reason. After giving two warnings (one verbal and the second one written), the Board of Directors shall have the power to remove this Officer or Director (by a majority vote of Directors) and to fill such office until the next annual election. In cases of very serious unethical behavior, the Officer or Director may be removed immediately without warning. The Board of Directors may also request background checks if necessary.

    Either the President, Vice-president or one of the Directors may become aware of a case of dereliction or non-performance of duty, or unethical practice, and may bring this case to the attention of the Board of Directors. Removal may also be triggered by a written request to the Board of Directors by 10% of voting members asking for removal of an Officer or Director who is derelict, non-performing or unethical, citing serious reasons.

12. Solicit from the Association's membership, in writing, by email, nominations for candidates for the various positions on the Executive and for any expiring positions on the Board of Directors, at least 5 weeks before the next AGM. If necessary, directly recruit the needed candidates. Prepare and distribute to the membership [1] a formal notice of the upcoming AGM, together with [2] a list of all the nominated candidates for all the available positions, and [3] a proxy form, at least two weeks before the next AGM. *(See Bylaw 11.2.1 for more detail.)* Thus, the Board of Directors shall function as a Nominations Committee or may appoint such a committee.

13. Ensure the forwarding to the Quebec Registraire des entreprises, if so required, a copy of any added, amended, or repealed corporation bylaw annually, especially any which requires amending the corporation's original Letters Patent (its constituting Act) within 12 months of its approval by members at a General Meeting. (Arrange this sending in coordination with Treasurer who is responsible for having the accountant file the corporation's Annual Update Declaration.)

14. All Directors are expected to attend all AGM's and Special General Meeting meetings, as well as all Board of Directors meetings, unless otherwise excused.

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In fulfilling its responsibilities, the Board of Directors shall be informed by any resolutions passed by the members at an AGM or a Special General Meeting or any polling taken of the members' opinions.

According to the Quebec Civil Code, each individual Board Director must act by themself (no substitute); within the limits of the powers conferred on them; in compliance with the Law, the constituting Act, and the Corporate Bylaws; and with prudence, diligence, honesty, and loyalty, in the interest of the legal person.

Bylaw # 15 PROCEDURES FOR THE BOARD OF DIRECTORS:

15.1 Membership on the Board of Directors

There normally shall be five Directors and at least three Director's positions must be filled at all times. Members of the Board of Directors shall be elected by the members at the Annual General Meeting. Each director shall hold office for terms of two years with staggered election dates. (Initially, two directors' terms will finish at the end of the first year, three directors' terms will finish at the end of the second year, then all future terms will be for two years. At the start of the new Association, those elected can choose amongst themselves who will serve the one and two-year terms.) Members shall be eligible for immediate re-election. Elections to replace any member of the Board of Directors whose term is finishing shall be held each year at the Annual General Meeting by members of the Association. In the interim, the Board may appoint a temporary replacement, and at the next AGM, an election shall be held to select a permanent replacement to serve out the remaining years of the vacated position. The term limit for a director is four (4) consecutive terms of two years each.
Any member of the Association, in good standing, who has resided (permanently, part-time, or seasonally) in the Lac Sir-John Community territory for at least three years is eligible for Board of Directors membership. It is desirable that the Board of Directors be composed of members with previous experience and useful expertise relevant to our lake community affairs, such as past presidents and past members of the Executive, also Association members with relevant professional or business experience.

It is recommended that each of the Directors should be able to fulfill at least one of the following roles of oversight responsibility, so that all 5 oversight functions are covered by the composition of the Board membership. Directors should be asking questions, offering advice as needed, and ensuring things go right for the long term:

1. Chairperson. Primary responsibility for interface with the President, continuing corporate existence, succession planning and Board leadership.

2. External relations. Oversight of relations with municipalities, MRC Argenteuil, other lake associations, SIJOLM Inc. (regarding implementation of the contract between SIJOLM Inc. and ALSJ), etc.

3. Membership. Oversight of inclusiveness and engagement, talent spotting, welcoming, and outreach.

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4. Regulatory. Oversight of the currency and relevance of the "*Guidelines*", corporate bylaws, and policies.

5. Finance and Audit. Oversight of budget formulation and implementation, also the annual financial statements, to include financial audit as appropriate.

In the interest of diversity, the Board of Directors membership should be diverse in mother tongue, ethnicity, and gender.

A member of the Board of Directors may not simultaneously serve as an Officer on the Executive Committee.

The Board of Directors shall select its own Chairperson annually, at a meeting immediately following the AGM. The Chairperson shall appoint a vice-chairperson to act in their absence.

15.2 Meetings of the Board and quorum

At the first meeting of a newly elected Board, which should be held immediately following the AGM, the Directors shall select a Chairperson. Then, the Board may proceed with any other business.

The Board of Directors shall meet, whenever appropriate (at least four (4) times a year), to deliberate, make decisions and carry out its responsibilities as cited above. Meetings may be held in person or virtually (e.g., by Zoom or by telephone). The Chairperson (or any two Directors) may call a meeting. Two members shall constitute a quorum. This quorum must be present throughout the meeting's duration in order to pass resolutions. The President of the Executive may be invited to attend these meetings as a non-voting participant.

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question, except for "Special Resolutions" requiring a 2/3rds majority (66%). In case of an equality of votes, the Chairperson of the meeting, in addition to an original vote, shall cast a second vote.

A "motion" may be made by any Director, and if seconded, will be voted on following debate. A simple majority of Directors present is needed to pass a motion or a formal resolution.

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of the Board of Directors, is as valid as if it had been passed at a meeting. A copy of every such resolution shall be kept with the minutes of the proceedings of the Board of Directors (in the Board of Directors' Minute Book which records resolutions passed at meetings).

Minutes should be prepared within one month of any meeting, distributed to the Directors, and stored by both the Chairperson of the Board of Directors and the Records Officer. These minutes must be passed on promptly to their successors. Minutes should record the names of those in attendance and those absent. When major decisions are taken, minutes should include both the approved decision and any significant dissenting opinions.

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15.3 Requests for funding.

Should the Board of Directors need funds to carry out any of its activities, it should submit a request to the President who will determine if there is sufficient need and sufficient money allocated in the budget to cover the Board of Directors' request for funding.

15.4 Task forces and ad hoc committees.

The Board may from time to time, advise the President to appoint and organize any corporate advisory task force or ad hoc committee that it deems necessary or appropriate for such advisory purposes, and shall endow these task forces or committees with such powers as the Board shall see fit, subject to the Quebec Companies Act, Part III, and these Corporate Bylaws. Examples of this might be a periodic ad hoc "*Guidelines*" revision committee, an ad hoc financial review committee, a gardening committee, a welcoming committee, a roads committee, an environment committee, a social committee, a beach and invasive species work party committee, or a task force on water level stability. Any such task forces and committees could report to either or both the Board of Directors and the Executive Committee.

Any such task force or committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any task force or committee member may be removed by resolution of the Board of Directors.

Bylaw # 16 PRECEDENCE AND APPLICATION OF BYLAWS

16.1 Government laws and bylaws

All bylaws and regulations of Lachute, Gore, or Argenteuil, as well as laws and regulations of Quebec and Canada, apply to the Lac Sir-John community, including especially those related to environmental protection of the lake, lakeshore, and forest. Lachute, Gore and Argenteuil make their bylaws, rules, and regulations available on their web sites. However, the Association may set forth more detailed or additional requirements on certain topics in its Corporate Bylaws and in its *"Guidelines for harmonious Lac Sir-John community living".*

16.1.1 Provincial acts and regulations, especially environmental acts and regulations

All Province of Quebec laws and regulations, especially those relating to the environmental protection of lakes, wetlands, and forests, and the management and care of the lakeshore, form part of these Bylaws.

16.1.2 Municipal bylaws and regulations.

For the purposes of these Bylaws, the word "Municipality" shall mean the appropriate authorities of the Ville de Lachute or the Township of Gore, as well as the MRC Argenteuil. All bylaws of these municipalities related to the following items are included, and form part of the Association Lac Sir-John bylaws:

(1) Environmental protection of lakes,
(2) Management and care of the lake shore,
(3) Zoning of land,

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(4) Construction of dwellings, utility buildings, water wells, and septic systems,
(5) Landscaping, (6) Cutting of trees.

Should any government bylaw, including those of the property owner's municipality, be more stringent than these Association bylaws, the government law or bylaw will take precedence.

16.2 Association Lac Sir-John bylaws apply to all types of property owners.

The Bylaws of Association Lac Sir-John apply to all property owners within the Association Lac SirJohn community territorial limits regardless of whether an owner is in good standing or delinquent in Association dues payments, has signed the Membership Agreement or not, is owner of a built or an unbuilt lot, or is a natural or a legal person (company).

Bylaw # 17 REGULATIONS REGARDING USE OF LAND AND DWELLINGS

17.1 Definition of dwelling.

The definition of a dwelling for the purposes of Association Lac Sir-John Bylaws is any building provided with all the facilities for a family to live in year-round, or at least through the summer months. Cottages that are not provided with facilities for heating in winter but have all other usual living facilities are included in this definition. Only one single family dwelling and its utility buildings approved by the municipality shall be built on each lot within the land near to Lac Sir-John, and under the administration of Association Lac Sir-John.

17.2 Use of the dwelling.

Use of any dwelling for a short-term rental of less than 31 days, or for commercial purpose such as: retail sales, manufacturing of products, breeding of animals, a restaurant, a social club, a bar, hotel, motel, bed-and-breakfast, or brothel is prohibited. These restrictions shall not, however, be construed in such a manner as to prohibit an owner or lessee from:

(1) Keeping a professional library in his/her dwelling.

(2) Keeping business or professional records or accounts in his/her dwelling.

(3) Handling personal business or professional telephone calls or correspondence from his/her dwelling.

(4) Operating a computer or other office equipment in his/her dwelling.

(5) Employing a secretary, or an accountant in the dwelling and having occasional business visitors.

Such uses are expressly incident to principal occupant use and not in violation of these bylaws. Notwithstanding the foregoing, no owner shall suffer or permit the regular or consistent entry of customers or clients.

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17.3 Lease requirements.

An agreement and a lease agreement will be regarded as the same thing for the purposes of these bylaws, and hereinafter shall be referred to as a lease. Leases are permitted provided the owner leasing his/her dwelling complies with these bylaws and with the following rules. The failure to comply with rules shall result in a fine of five hundred ($500.00) dollars for each violation. This fine shall constitute a special assessment against that property.

(1) Short term (but at least 31-day) commercial rentals (Airbnb style) are discouraged in this lake community because a frequent change of tenants is likely to disturb the neighbors, to increase the risk of invasive species being introduced from outside, to result in neglect of lake guidelines by tenants unfamiliar with these guidelines, and to put at physical risk short-term tenants unfamiliar with this lake and forest environment.

Each lease covering any dwelling must be in writing and for a minimum term of 31 days. The owner must provide the President, in writing (email or letter) with the dates of the lease, and the contact information of the lessee(s) in case of emergency, within ten business days after the lease is signed, but before the tenant moves in.

(2) Each owner must provide his/her lessee with a copy of this Bylaw related to rental and the document "*Guidelines for Harmonious Lac Sir-John Community Living".*

(3) Violation of the 31-day minimum term of lease shall result in a fine being levied upon the owner of the dwelling in an amount of $500.00 if any tenant stays short of the 31-day minimum term of lease. The above fine shall not apply if the owner does not lease the dwelling again until 31 days have elapsed from the effective beginning date of the first lease, the date which is shown on the original written notification of the first lease (with the lessee's contact information) provided by the owner to the President.

(4) A lessee may not sub-let the dwelling or allow another party to replace him/her in occupying the dwelling for part of the time of the lease.

(5) Each lease must contain a clause stating that the lessee acknowledges receipt of a copy of the document "*Guidelines for Harmonious Lac Sir-John Community Living"*, agrees to be bound by it, and is subject to all the obligations under the Bylaws of the Association Lac Sir-John, in the same way as the owner is. If the lease does not contain this clause, the lessee, nevertheless, becomes bound by it from the moment that they sign the lease.

(6) In making any rental agreement lease, the owner is not relieved of any obligations under these Bylaws or the "*Guidelines for Harmonious Lac Sir-John Community Living"*.

(7) Renters are not allowed to operate any type of boat or recreational vessel on the lake, other than those provided to them by the owner, due to the risk of introducing invasive or dangerous species.

17.4 Owner's presence.

The owner or lessee of a dwelling shall be always present if a group is using the dwelling for any event, function, or party.

17.5 Lending, rather than leasing.

Nothing in these Bylaws shall prevent an owner from lending the use of his/her dwelling to a friend or relative for a short period. In order to be able to contact the temporary occupant(s) in case of emergency, the owner should ensure (by a brief email) that the President is aware of this arrangement.

17.6 Ownership limited to a maximum of two dwellings.

To maintain our community's tradition of owner-occupied (non-rental) family residences, no individual (including any company they may own or any entity that they have a direct or indirect interest in) shall own more than two dwellings within the Association Lac Sir-John's territorial limits (as shown on the Appendix A map). An exception to this regulation is granted to any lake resident (and his heirs) who, as of July 1, 2023, already owned more than two such dwellings. This exception applies only to the present owner (and his heirs), and only for the particular dwellings currently owned by said owner on July 1, 2023.)

17.7 Tents and campers.

The setting up of a tent, trailer, camper, or any temporary structure whatsoever on the beaches or on any land owned by Sijolm Inc., or on private vacant land or is forbidden unless approved in advance and in writing by the President. The setting up of a tent, trailer or camper on private land having a principal dwelling thereon is permitted for short periods, provided such tent, trailer, or camper is in good repair, is hidden from public view as much as possible, is not grossly intrusive in its surroundings, and does not offend a neighbour. None of the foregoing shall prevent extensions to principal dwellings, or erection of utility buildings to principal dwellings, provided these extensions and utility buildings are approved under the building code of the relevant municipality.

BYLAW # 18 REGULATIONS REGARDING ENVIRONMENTAL PROTECTION, SAFETY AND CONTROL OF COMMON ELEMENTS

18.1 Promoting the common good and shoreline protection.

The balances in sharing Lac Sir-John and its surroundings are described as follows. Each property owner has the right to use and enjoy their property. Nevertheless, the right to use one's property as one pleases must yield, at least in degree, to sustaining the environment and not irritating one's neighbours. The benefits of living at Lac Sir-John demand no less.

In this spirit of cooperation, for mutual benefit, therefore, provincial and municipal environmental regulations and these Bylaws require that:

1. The shoreline of Lac Sir-John shall be kept in its natural state to a
    a. minimum distance of 10 meters (35 ft.) from the Spring high-water line.

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   b. This sensitive 'littoral' zone extends from the Spring high-water line to a point in the lake where the aquatic vegetation disappears. Use a 5-year average to determine the Spring high-water line.

2. The cutting of trees or bushes in this zone must be approved in advance by the Municipality, except for a pathway of 5 meters (17 ft.) maximum width giving access to the water.
3. No clearing, filling, wall building, or dredging is permitted between the lake and the high waterline. It is forbidden to pour concrete or cement in this shoreline protection zone. It is prohibited to add sand or any other material to the waterfront or to alter it.
4. Building any dock that would impede the free circulation of water is not permitted.
5. No invasive or dangerous species or microorganisms should be introduced to lake property, to the lake or to the forest.
6. No use of phosphate fertilizers, toxic pesticides, or any other toxic chemical near the lake. No washing with soap or shampoo is permitted in the lake.

18.2 Cutting trees.

Cutting any tree with a diameter greater than 10 centimeters/4 inches on your property requires a permit from the municipality.

18.3 Invasive and Noxious Plants.

Invasive and noxious (such as Poison Ivy or Poison Oak) plants on an owner's property shall be reported to an Executive Officer immediately once detected. When not suppressed, such plants can proliferate rapidly across boundaries, degrading the environment and in the case of noxious plants, causing harm to residents, guests, and pets. Property owners are responsible for eradication of such plants on their property. Expertise, education and resources from our own lake and other lake associations are available to assist when necessary, and volunteer work parties can be organized. Should the property owner be unwilling to address the problem, or be unsuccessful in controlling the infestation, the President or Environmental Officer have the authority to access the property and apply control techniques. Natural methods will normally be used, with chemicals used only as a last resort. In the event that professional intervention is required, the property owner will be billed for the associated costs.

18.4 Community beaches: Use, Protection, Maintenance.

Beaches can be used for such purposes as walking, swimming, picnicking, holding a beach party, launching a boat, installing a raft, or facilitating delivery of large or heavy items to one's property by raft or boat when necessary. Repair of any damage to a beach is at the user's expense.

Swimming from a beach, as well as any other beach activity, is done at your own risk. There is no lifeguard.

For any unusual use that might disturb residents, or to book a beach for a group function involving more than 8 people, contact the President of ALSJ in advance for permission.

Report any unauthorized outside users to the ALSJ President immediately. Politely explain that the beaches are private and ask the outside users to leave.

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Please, leave the beach as you found it: neat and tidy, removing all litter. Leave only footprints on beaches and trails.

Parking on the beaches is prohibited.

18.5 Garbage.

Each municipality has its own regulations and collection schedules which are available at your city hall. Garbage should be placed in animal-proof containers. The area around garbage, recycling, and composting bins should be kept neat and tidy.

18.6 Signs and Advertisements.

No sign, advertisement, notice or other graphics or lettering shall be exhibited, displayed, inscribed, painted, or affixed in, or upon any part of Association Lac Sir-John or Sijolm Inc. property, except signs approved by the Executive.

18.7 Recreational vehicles.

Skidoos, dirt bikes, snowmobiles, and all-terrain vehicles, are deemed recreational vehicles and their use is generally prohibited within the Association Lac Sir-John territorial limits. Motorcycles will be considered on a case-by-case basis by the President, using the following *Guidelines*:

(1) Must be in good condition and have a valid license and registration.
(2) Must be used for personal/family transportation purposes only.
(3) Must have an acceptable noise level (no louder than a passenger automobile) so as not to disturb other residents.

18.8 Mechanically propelled watercraft.

A sea-doo, jet boat, or similar recreational watercraft, as well as recreational use of a motorboat propelled by an internal combustion engine, is not permitted on Lac Sir-John. Motorboats will be permitted only for purposes of life saving, safety, water testing, and research when approved by the President. Electric motors are limited to 1 kilowatt power output. The maximum speed permitted for any watercraft on Lac Sir-John is 6 Km per hour.

The President can order, through the police, seizure of motorboats, or the engines of motorboats that violate either the engine horsepower or speed restriction on Lac Sir-John.

All watercraft shall clearly display the Lac Sir-John decal.

it is strictly prohibited to put any object that has been in another body of water into Lac Sir-John unless it has been thoroughly and properly washed, dried, and is free from contamination. It is almost impossible to limit the propagation of invasive plants once they are established. This requirement applies to, but is not limited to, boats, canoes and kayaks, motors, plastic floats, fishing gear, paddles, toys, clothing, etc. Please inspect your boats periodically for suspicious plants.

18.9 Drones and aircraft.

Drones are not permitted as they invade privacy and disturb wildlife. Property owners and their guests shall not land aircraft in this small lake (except in emergency situations).

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18.10 Right-of-way for swimmers first, then non-mechanically propelled watercraft.

Every user of a watercraft on Lac Sir-John shall exercise the utmost care in avoiding all other users of the lake and shall give right-of-way to all other users of the lake. Swimmers take priority, then non-mechanically propelled watercraft, and finally mechanically propelled watercraft. Users of mechanically powered watercraft, who are involved in an accident with other users of the lake, risk personal liability and losing the privilege of using their watercraft on the lake.

18.11 Limitations on noise creation.

Construction. road maintenance and repair operations, the use of mowers, chain saws, and any other noisy machines are restricted to the hours of 8:00 am to 5:00 Monday to Friday, 9:00 am to 5:00 pm on Saturdays, and 1:00 pm to 5:00 pm on Sundays and statuary holidays. Expressly excluded from this restriction are snow clearing operations. No music or party noise extending beyond one's property line after 10:00 pm is permitted.

18.12 Light pollution.

Lights can disturb other residents and wildlife. As much as possible, keep your lighting from extending beyond your property line.

18.13 Fire prevention.

Any outdoor fire, other than a very small one contained in an enclosed fire hearth which meets government regulations, requires a municipal permit. The Association may prohibit all outdoor fires, including enclosed ones, during periods of extreme fire risk. (See our "*Guidelines for harmonious Lac Sir-John community living"* for details)

Regular chimney cleaning is necessary to protect your house, and to protect your lake neighbors from a chimney fire.

18.14 Smoking and vaping.

Smoking and vaping are not permitted in the common areas (roads, beaches, and the Lac Sir-John Private Nature Reserve).

18.15 Fireworks.

Fireworks are greatly discouraged due to their adverse effects on lake water purity, fire risk, wildfowl, and neighbours. Firework displays require a municipal permit. The Association may ban fireworks in its territory during periods of extreme fire risk.

18.16 Firearms.

The discharge of firearms anywhere within Association Lac Sir-John community territory, including on private land owned by lake property owners, is prohibited.

18.17 Septic Tanks.

Law requires that septic systems require regular inspection and maintenance and must be emptied every 2 years (4 years for seasonal or part-time users). The Association reserves the right to have a technical inspection of a property owner's septic system.

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Bylaw # 19 REMUNERATION

Members of the Board of Directors, Executive Officers, any task force or committee members, and any other positions in the Association shall serve without remuneration, subject to reimbursement for expenses justifiably incurred and approved while carrying out Association business which has been approved by the Executive. Only contract work approved by the President will be remunerated.

Bylaw # 20 BORROWING POWERS AND OTHER FINANCIAL POWERS

20.1 Money related.

As an incorporated not-for-profit legal person, the Association Lac Sir-John can enter into contracts and memorandums of agreement or understanding; can buy, sell, transfer, and donate land; can make payments and borrow, loan, transfer, invest in, donate, or receive money or financial assets; and, can have bank accounts, lines of credit, etc. in its own name. Therefore:

For any transaction exceeding $1,500, the President, following approval by the Executive (and approval by the Board of Directors if the amount exceeds $15,000), may from time to time:

i. borrow money on the credit of the corporation.

ii. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation; and

iii. mortgage, hypothecate, pledge, or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

Nothing herein limits or restricts the borrowing of money by the corporation on bills of exchange or promissory notes made, drawn, accepted, or endorsed by or on behalf of the corporation.

20.2 Land related.

Following an approval by both the majority of Executive Officers and the Board of Directors, the President of the Association may from time to time buy, mortgage, sell, trade, donate, or otherwise transfer any land which is not part of the private access roads, or the private beaches.

Any resulting revenues shall be used to support the goals of the Mission Statement. None may be distributed to the members.
The Association shall not sell, trade, donate, or otherwise transfer ownership of the private roads and beaches. (***). (Recall that the symbol (***) means that to modify this Bylaw, a Special Resolution must be passed by a 2/3rd majority of the votes cast by the Voting Members who are present at a Special General Meeting, either in person or by proxy.)

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The Association, following approval of the members, by a 2/3rd majority, plus approval of the majority of Executive Officers, and plus, approval of the Board of Directors, may sell, donate or designate additional green space land for permanent environmental conservation. (***)

Exceptionally, the President, with the approval of the Board of Directors, may make minor adjustments in boundaries to handle issues arising from minor variances and discrepancies.

Bylaw # 21 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 Canada as the President may designate, appoint, or authorize.

Bylaw # 22 SIGNING AUTHORITY

The authority to sign cheques, contracts, deeds, transfers, assignments, obligations, and other instruments in writing requiring execution by the Corporation is given to the Treasurer, the President of the Executive and any other Officer or Director designated, in writing, by the President and confirmed by the Board of Directors. In addition, the President 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 signed or executed.

Any cheque issued shall require a minimum of two signatures by Officers specifically designated by the President.

Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing Officer may certify a copy of any instrument, resolution, bylaw, or other document of the Corporation to be a true copy thereof.

Bylaw # 23 RESERVE FUND

The Executive, in preparing the annual budget, should see to it that a sufficient sum be allocated each year to a Reserve Fund for special projects or unforeseen emergencies. Withdrawing funds from the Reserve Fund requires approval of the majority of the Executive, and approval by the Board of Directors, if the amount to be spent exceeds $15,000.
The reserve fund should be divided into two sections: a capital reserve and an operating reserve.

The Association should seek and maintain a line of credit, not exceeding $15,000, at a Canadian financial institution to readily access emergency funds.

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Bylaw # 24   ANNUAL FINANCIAL STATEMENT

An independent Quebec Chartered Professional Accountant shall be appointed by the President each year by July 31 at the latest. The accountant will meet with the Treasurer and President of the Executive, and shall be available to the Board of Directors, and to any financial oversight appointee(s), who will be reviewing the financial statements and determining that they are prepared in accordance with standard accounting principles.

The finalized financial statements, once approved by the Board of Directors, shall be presented to the members at the next AGM, or if not ready, by email and on the website as soon as it is approved by the Board of Directors.

Bylaw # 25   FINANCIAL YEAR END

The financial year's end of this Association shall be August 31 in each year.

Bylaw # 26   AMENDMENTS TO THESE CORPORATE BYLAWS

Any suggested amendment to a bylaw must be submitted in writing to the Board for consideration.   If proposed to the Board by members, the suggested change must contain the supporting signatures of at least 10 of eligible voters (restricted to one vote per residence).

Amendments to this bylaw or to any bylaw governing the Association which has been adopted by the Board of Directors, after consultation with the Executive, shall then be presented by the President to the Association membership for the required approval by the members at the next General Meeting.

A copy of any amendment newly adopted by the Board shall be sent by the President to the members at least ten (10) days prior to the date of the General Meeting which will be considering the proposed amendment. Any proposed amendment qualifying as an Ordinary Resolution must be approved by a simple majority of the members.

Changes to certain bylaw clauses identified with the symbol (***) shall require a Special Resolution of the members. For such Special Resolutions, a Special General Meeting is required, and its approval requires a two-thirds majority of the Voting Members present and voting.

An Ordinary Resolution goes into effect immediately after its adoption by the Board of Directors but is cancelled if the next AGM fails to approve it. A Special Resolution (***) adopted by the Board does not go into effect until it is approved by Voting Members at a Special General Meeting.

(See bylaw 14.1.5, "Responsibilities of the Board of Directors", for further detail on amending, adding, or removing a bylaw.)

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Bylaw # 27   INVALIDITY OF PROVISIONS OF A BYLAW

The invalidity or unenforceability of any clause of these Bylaws shall not affect the validity or enforceability of the remaining provisions.

Bylaw # 28   DISPUTE RESOLUTION PROCESS; MEDIATION AND ARBITRATION

Disputes or controversies among members, Directors, Officers, committee members, or other volunteers of the Corporation which cannot be resolved internally are, as much as possible, to be resolved in accordance with mediation and/or arbitration processes. Here are the steps to be followed:

If a dispute or controversy among members, Directors, Officers, committee members or other volunteers of the Corporation arising out of or related to the Articles of Incorporation or the Corporate Bylaws, or out of any aspect of the operations of the Corporation occurs, first, an attempt should be made by the parties to solve the matter privately.

If the parties are unable to resolve the matter in private meetings, next they should seek resolution with the help of the Board of Directors.

If the dispute or controversy is still not resolved, with the help of the Board of Directors, 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 an alternative to one of the parties instituting a lawsuit or legal action, this dispute or controversy shall be settled by a process of dispute resolution as follows:

1 As an alternative to instituting a lawsuit or legal action, the dispute or controversy should first be submitted to a mediator, appointed by the Board of Directors. The parties agree that all proceedings relating to mediation shall be kept confidential and there shall be no disclosure of any kind.

2 If the parties cannot reach an agreement with one mediator, a panel of mediators may be convened. whereby the one party appoints one mediator, the other party (or if applicable the Board of Directors) appoints one mediator, and the two mediators jointly appoint a third mediator. The three mediators will then meet with the parties in question to mediate a resolution between the parties.

3 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 arbitrations in force in the province of Quebec, where

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the registered office of the Corporation is situated, or as otherwise agreed upon by the parties to the dispute. 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.

4 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.

Bylaw # 29 ETHICS, CONFLICTS OF INTEREST, AND ACCESS TO INFORMATION

29.1 Ethical conduct.

All Officers of the Executive and Directors on the Board of Directors must conduct themselves according to high ethical principles in executing their responsibilities on behalf of the Association, always treating their fellow Association members with respect. Especially, they must avoid such things as exploitive practices, bullying, threatening, harassing, denigrating, or intentionally ignoring or dismissing serious concerns of their colleagues or other Association members. They must fulfill their designated responsibilities promptly, carefully, and courteously. They must act within the limits of the powers conferred on them; in compliance with the law, and the corporate bylaws; and must act with prudence, diligence, honesty, and loyalty, in the interest of the Association Lac Sir-John and its members.

29.2 Confidentiality.

All Directors, Executive Officers, and other volunteers must protect the confidentiality of the personal information of Association members and Association Lac Sir-John financial information; thus, they must not disclose personal information without the permission of the person concerned or financial information not released by the Executive.

29.3 Conflict of interest.

If a member has personal financial interests and/or has commitments to another organization that could affect other members of the lake community, the mission, decisions, finances, or land use of the Association, or the lake environment, that member shall disclose these interests to the Chairperson of the Board of Directors (who is responsible for nominations) prior to the slate of nominated candidates being submitted to the membership who will be voting at the next AGM. The Board of Directors may then decide whether the disclosed interests are of such a nature that this member should not be a candidate for any specific position on the Executive or the Board. If the Board of Directors determines that this member may stand for election and if said member is elected, said member shall recuse themself when any issues are being considered which may have implications related to his personal financial interests or other commitments.

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29.4 Access to information.

All members in good standing should have prompt access to certain corporate information via the corporation's website. These documents include:

- The agenda and the reports of the Executive Committee submitted to members just before General Meetings, as well as the minutes of the General Meetings.
- The latest annual financial statements and the budget.
- The list of Directors, Executive Officers, and task force/committee Chairpersons with their emails.
- The agendas for meetings of the Executive, followed by any decisions taken by resolutions adopted at such meetings.
- Any special announcements, messages or reports sent out to members by the President between General Meetings.
- Recent and older newsletters of the ALSJ and SIJOLM Inc.
- The history of the Lac Sir-John community.
- An up-to-date copy of ALSJ Corporate Bylaws shall always be available on the Association Lac Sir-John website.
- An up-to-date copy of the *Guidelines for harmonious Lac Sir-John living* shall always be available on the website.
- Copies of the texts of the Membership Agreements and the Designated Voting Member form shall always be available on the website.

For other types of corporate records, the President will determine who is authorized to view the information.

Bylaw # 30 LIABILITY OF DIRECTORS AND OFFICERS AND INSURANCE COVERAGE

30.1 No liability of Directors or Officers for certain matters

To the extent permitted by the bylaws, no Director or Officer of the Corporation, past or present, shall be liable for any of these matters occurring while in they are/were in office: [1] the acts, receipts, neglects or defaults of any other Director or Officer or employee; or

[2] joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or on behalf of the Corporation; or

[3] the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested; or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm, or body corporate with whom or which any moneys, securities or other assets belonging to the Corporation shall be lodged or deposited; or

[4] any loss, conversion, misapplication, or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation; or

[5] any other loss, damage, or misfortune whatever that may happen in the execution of the duties of his/ her respective office or trust or in relation thereto;

unless the same matter shall have happened by or through his/ her failure to act honestly and in good faith with a view to the best interests of the Corporation or through failure to exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

30.2 Officers' Insurance Coverage

The Association shall maintain suitable Directors and Officers' insurance, as well as liability insurance.

Bylaw # 31 IMDEMNIFICATION OF DIRECTORS AND OFFICERS FOR COSTS AND DAMAGES

The Directors and Officers of the Corporation, their heirs, executors and administrators, estates and effects shall be indemnified and saved harmless out of the funds of the Corporation against:

(1) all costs, charges, and expenses whatsoever that such Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced, or prosecuted against them, for or in respect of any act, deed, matter, or thing whatsoever, made, done, or permitted by them, in or about the execution of the duties of his office except such costs, charges, or expenses as are occasioned by his own wilful neglect, or by irresponsible or unethical behavior; and,

(2) all other costs, charges, and expenses that he sustains, or incurs, in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by his own wilful neglect, or by irresponsible or unethical behavior; and,

(3) all damages inflicted upon them, their family, or his property. In this case, the perpetrator of the damage shall reimburse them.

Bylaw # 32 SWORN DECLARATIONS, AFFIDAVITS

The Chairperson of the Board of Directors, the President, Vice-President, Treasurer, Secretaries, Accountant or other Officers or persons nominated for this purpose by the Chairperson of the Board or the President or Vice-President are, and any one of them is, authorized and empowered to appear and make answer for on behalf and in the name of the corporation to all writs, orders, and interrogatories upon articulated facts issued out of any court and to declare for, on behalf of and in the name of the Association Lac Sir-John corporation and answer to writs of attachment by way of garnishment in which the corporation is garnishee.

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Said Officers and persons are or any one of them is authorized and empowered to make all affidavits and sworn declarations in connection therewith or in connection with any and all judicial proceedings to which this corporation is a party and to make demands of abandonment or petitions for winding-up or bankruptcy orders upon any debtor of the corporation and to attend and vote at a meeting of creditors of the corporation's debtors and grant proxies in connection therewithin.

Any two of said Officers are authorized to appoint by general or special power or powers of attorney any person or persons, including any person or persons other than those Officers and persons hereinbefore mentioned, as attorney or attorneys of the corporation to do any of the foregoing things.

Bylaw # 33 DISSOLUTION OF THE CORPORATION

If this corporation is in the process of dissolution, the members shall meet at a Special General Meeting to decide what to do with the land and with the net financial assets, if any, which will remain.

With regard to the land, they may decide to donate, sell, or otherwise transfer it. SIJOLM Inc. shall be granted the right of first refusal.

With regard to the net financial assets, they may decide to donate or otherwise transfer all or part and/or to keep part, or all of the net financial assets for themselves, equally divided amongst residences which are not in arrears of their Association dues payments. A two-thirds vote in favour of a resolution deciding upon the disposition of the net financial assets is required.

If no resolution is passed, the net financial assets shall be divided equally amongst all the residences which have signed the Membership Agreement and which are not in arrears of their Association dues payments.

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ANNEX A Map of community territory

Regular household members of any residence within this territory are automatically potential members of the Association Lac Sir-John.

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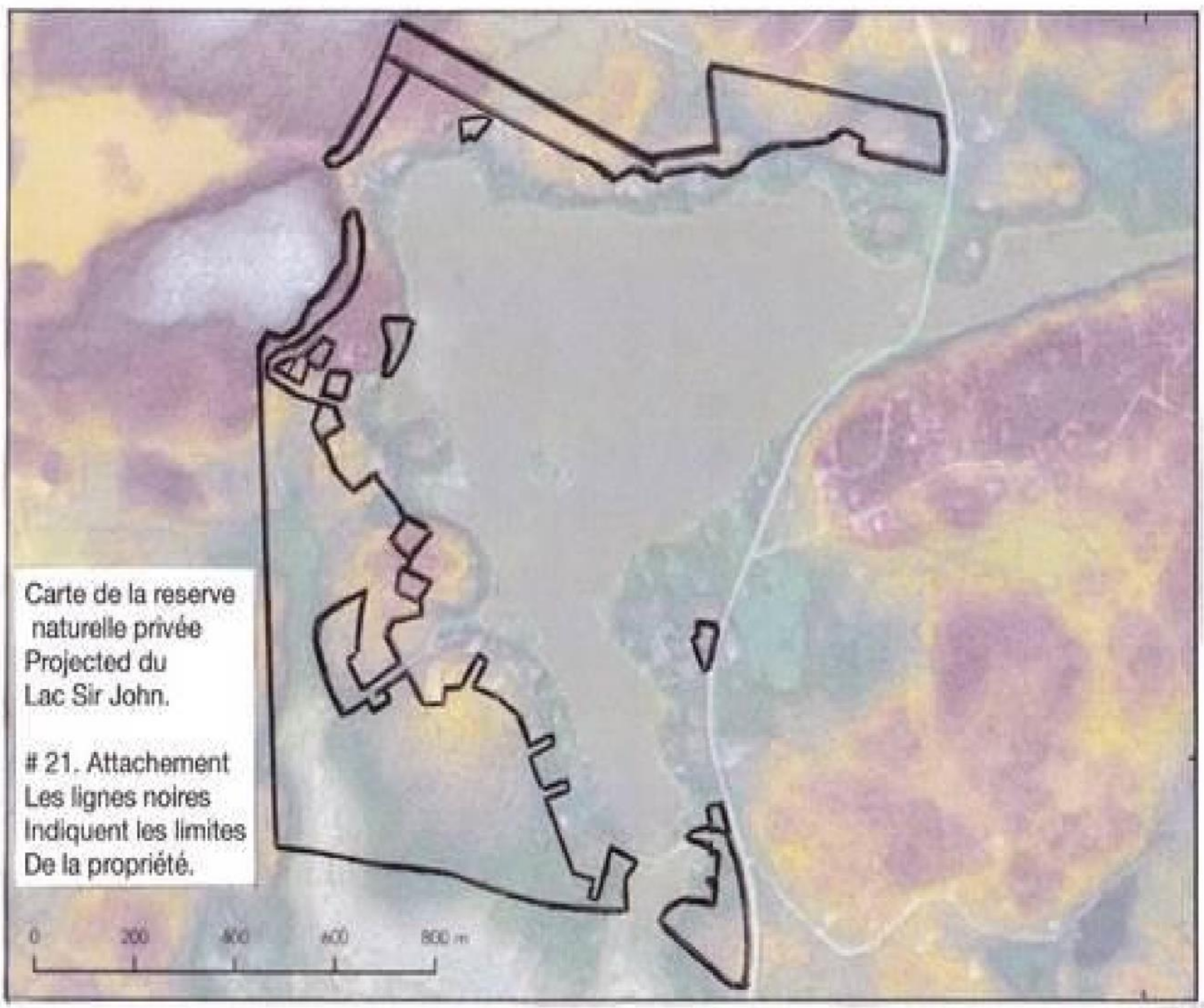
ANNEX B Lac Sir-John Private Nature Reserve

Map showing designated Lac Sir-John Private Nature Reserve boundaries.



Certified that the above Bylaws are duly enacted.

on 26 August 2023 (date), at LACHUTE, QC

Witness the corporate seal of the Corporation and the signatures of the Chairperson of the Board of Directors, the President, and the Secretary of the Corporation.

(Corporate Seal)

TERRENCE J BREW

(Chairperson of the ALSJ Board of Directors)

DOUGLAS DEMPSTER

(President of ALSJ)

LOUISE CHAMBERS

(Secretary of ALSJ)

ASSOCIATION LAC SIR-JOHN