

BYLAW No. 2

The Owners' and Residents' Association of Lake Bernard

SECTION 1: DEFINITIONS

The following terms, defined here, appear throughout the present Bylaws:

The Corporation means The Owners' and Residents' Association of Lake Bernard/L'Association des Propriétaires et Résidents du Lac Bernard.

The Act or the Law means the third part of the Companies Act LRQ, Chapter C38, last amendment, April 15, 1990.

The Letters patent established the Corporation and its overall objectives when they were issued by Province of Québec, effective July 6, 1979.

The Board means the Board of Directors of the Corporation.

The Bylaws mean the Bylaws of the Corporation, including this Bylaw.

Member has the meaning used in Section 4 of this Bylaw.

Member in good standing means a voting member or non-voting member who has not voluntarily withdrawn, or been suspended or expelled in accordance with section 4.1 of this Bylaw.

Family and Extended family: For purposes of these Bylaws, family is a couple, with or without children, married or cohabiting in a relationship of some permanence or a lone parent with at least one child in the same house. Extended family consists of one or more generations and includes parents and children, in-laws, grandparents, aunts, uncles, cousins, and nieces and nephews.

In-Camera Meeting means a private meeting of the board or a committee from which the public is excluded.

SECTION 2: THE CORPORATION

2.1 Incorporation

The Corporation was incorporated pursuant to the Act as a non-profit corporation registered July 6, 1979 in the province of Québec under the registration, C-1008.

2.2 Head Office

The Head Office of the Corporation is the location in the Outaouais region of Québec as designated by the Board.

SECTION 3: OBJECTIVES

In accordance with the objectives of the Letters Patent, the Corporation shall:

1. manage the Corporation in a transparent and respectful manner in both official languages wherever possible;
2. promote the preservation and enhancement of the environmental and ecological well being of the lake;
3. work with all levels of government to preserve and enhance the state of the lake and its biodiversity, ensure the maintenance of access roads and support the delivery of common services to residents and owners;
4. support the recreational interests for the members of the Corporation;
5. encourage the development of a respectful, involved and convivial community; and
6. ensure the Corporation is managed with fiscal responsibility, good governance and probity.

SECTION 4: MEMBERS

4.1 The Corporation has 2 categories of Members: Voting Members and Non-voting Members.

1. A Voting Member in a calendar year from January 1 to December 31 means an individual who:
 - (i) Owns property at Lake Bernard, Municipality of La Pêche or the Municipality of Low, Province of Québec, that is assessed as a defined property with an assessment roll number from the respective municipality in which the property is located and that is either a waterfront property or a property with deeded access to Lake Bernard;
 - (ii) Voting membership is restricted to one member per property as described in 4.1.1(i);
 - (iii) Has paid the annual membership fee for the year;
 - (iv) Has answered “yes” to the question “will you abide by the objectives of the Corporation in the year, to the extent that they apply to individual members?” when they paid their annual membership fee; (i).
 - (v) The Voting Member may designate a person of the age of majority as the Voting Member for that property at the time of membership application or renewal, or by notifying the Board in writing from the electronic address in the members registration or within 15 days prior to and up to the date of a Corporation meeting.
2. **Non-voting Member:** A person is eligible for a Non-voting Membership in the Corporation for one calendar year from January 1 to December 31 and has answered “yes” to the question “will you abide by the objectives of the Corporation in the year, to the extent that

they apply to individual members?" when they paid their annual membership fee and has the same rights as a Voting Members except for the right to vote.

4.2 Membership Fee

The amount of the Members' annual membership fees shall be determined by the Board on an annual basis and confirmed by a majority of the membership at the Annual General Meeting pursuant to section 5.5

4.3 Register/Listing

The Board shall ensure that an up-to-date list of the Corporation membership is kept.

4.4 Resignation

A Member can withdraw from the Corporation by not paying annual membership fees to the Corporation or by resigning, in writing, to the Board.

4.5 Dismissal of a Member

4.5.1 The Board shall have the authority on motion passed at a meeting of the Board to initiate a process to suspend or expel any Member from the Corporation in the event the Board determines, after due consideration and review, that the Member failed to adhere to the objectives of the Corporation or has engaged in conduct detrimental to the Corporation and its objectives.

4.5.2 Grounds for suspension or expulsion include, but are not limited to:

1. a Member publicly, either verbally or in writing defaming, threatening, harassing or harming another Member, the Board or a Committee of the Corporation;
2. violating any provisions of the Bylaws, written policies or objectives of the Corporation;
3. carrying out any conduct that may be detrimental to the Corporation as determined by the Board; or
4. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the objectives of the Corporation.

4.5.3 The procedure for dismissal of a Member shall be as follows:

1. The President or a designated officer of the Corporation shall prepare and serve on the Member a Notice of Dismissal including reasons regarding the grounds for the dismissal.
2. The Notice of Dismissal shall be served on the Member who may be subject to dismissal by such electronic means as provided by the Member to the Corporation in accordance with the membership information as filed with the Corporation.
3. Within the fourteen (14) days of service on that Notice, the Member may present a full and complete defense to the Board either in person or in writing, in response to the allegations made relating to the Motion for Dismissal.

4. Within seven (7) days of receipt or the reply from the Member, the Board, in consultation with the Member, shall set a date within thirty (30) days for the Board to convene a meeting of the Board in accordance with these Bylaws, to determine the issue of the dismissal of the Member. A vote of the Board to dismiss a member requires the presence of no less than 7 Directors and 5 votes in favour of the motion for dismissal.

5. The Member shall be invited to attend the meeting.

6. The meeting shall be in camera and no information of any kind, including, but not limited to, Notices, supporting materials or submissions shall be disclosed to any third party without the written consent of the Board and the Member.

4.5.4 The Board shall have the authority on motion passed at a meeting of the Board to reinstate a previously dismissed member following a written request to the Board.

4.6 Voting

Individuals holding a valid Voting Membership more than 15 days prior to, and up to, the date of a Corporation meeting, are eligible to vote at a Corporation meeting.

4.6.1 In order to give effect to the transition of the Corporation to conform with these Bylaws, for the AGM 2022 only, eligible voting members shall be those 2021 and renewal members for 2022 memberships that were in effect on May 6, 2022.

4.7 Participation

All Members are encouraged to contribute to the fulfillment of the objectives of the Corporation, as outlined in Section 3, to participate in activities and programs organized by the Corporation and to benefit from the outcomes of such activities. Members are also encouraged to take the initiative and propose ways to achieve the objectives outlined in Section 3.

SECTION 5: GENERAL ASSEMBLY

5.1 Constitution

The Members of the Corporation constitute the General Assembly and meet twice a year virtually using such secure, electronic means as the Board shall determine from time to time and, if possible, in person or a combination thereof. The meetings will occur once in the Fall as an update information meeting no later than December 15, in any given year and once in the Spring as the Annual General Meeting no later than May 31, in any given year. Both meetings shall take place at the time decided by the Board. The President shall be the Chairperson for any meeting of members of the Corporation pursuant to section 7.2.1 of this Bylaw.

5.2 Notice of Meetings of the General Assembly

5.2.1 For all meetings of the General Assembly, Special or General, an email Notice, or such other electronic means as the Board shall determine from time to time, is provided to all Members in good standing at least 2 weeks prior to the meeting. The Notice shall indicate the

date, time, virtual platform and invitation, location if in person, the agenda of the meeting and any issue on which voting will be requested

5.2.2 Inconsequential irregularities in the Notice or in the giving thereof, as well as the accidental omission to give notice to any Members shall not invalidate any action taken by or at any such meeting.

5.3 Quorum

Quorum is constituted as at least 15% of the number of Voting Members in good standing at any meeting of Members.

5.4 Vote

5.4.1 Only Voting Members in good standing present at the meeting, virtually and or in person, have the right to vote.

5.4.2 Each Voting Member has only one (1) vote. Voting by proxy is permitted in accordance with section 4.1.1.

5.4.3 In virtual and/or hybrid meetings, voting shall take place using such commercially available, secure electronic secret voting system as determined from time to time by the Board to confirm the eligibility of each Voting Member in good standing and record the vote.

5.4.3.1 An independent voting monitor who is neither a Board Member nor related to a Board Member shall be appointed by the Board from a panel of volunteers for every meeting where electronic voting takes place and that person shall make best efforts to determine that the electronic process used to record the votes is appropriate, that the votes remain secret and that only Voting Members in good standing vote. If no volunteers are available, the Board shall appoint an independent voting monitor who is neither a Board member nor related to a Board Member.

5.4.4 Where a secret ballot is not necessary and in-person meetings occur, individuals who have been ascertained to be Voting Members in good standing may vote by a show of hands.

5.4.5 Subject to the legislation in force and effect in the Province of Québec from time to time, all resolutions submitted for a vote at a meeting of members shall be decided by a simple majority of the votes cast by Voting Members in good standing present at the meeting.

5.4.6 The Act stipulates those certain decisions at a meeting of members require a two thirds majority of eligible voters, to be adopted. Examples include the following:

- change the objects and powers of the Corporation - Section 37 of the Act;
- change the name of the Corporation - Section 21 of the Act;
- change the location of the head office of the Corporation - Section 87 of the Act;
- change the number of directors of the Corporation - Section 87 of the Act;
- proposing a Bylaw to borrow money and give security - Section 77 of the Act.

5.4.7 In the event of a tie, the President as Chair of the meeting shall vote a second time to break the tie.

5.4.8 Once the President has declared that a resolution has been adopted or rejected, it is recorded in the minutes as such.

5.4.9 Where a vote has occurred and a resolution has been adopted or rejected and it is recorded in the minutes as such, the decision will stand until it is rescinded by another vote of the membership.

5.5 The Agenda and Powers of the General Assembly

The General Assembly holds the rights and powers by the Law to:

- Define the general orientations of the Corporation;
- Approve changes to the Bylaws;
- Accept Annual Activity Reports;
- Accept Annual Financial Statements and consult the books;
- Review and approve the budget prepared by the Board for the Annual General Meeting for the forthcoming fiscal year.
- Elect the Directors of the Corporation;
- Approve 2 volunteer Members who are neither Members of the Board nor related to Members of the Board who annually review the Corporation's financial matters and year end financial statements, one of whom also acts as an independent voting monitor for electronic voting.

5.6 Special General Meeting

5.6.1 A Special General Meeting (SGM) may be called by 10% of Voting Members for a precise subject that must be included in the Notice of the meeting. Such a request for an SGM is submitted to the Board in writing. The Board may elect to resolve the issues raised in the Notice before confirming to hold an SGM if the subject of the Notice is not resolved, the Board shall schedule a SGM within 21 days of the receipt of the Notice, failing which the Members themselves may schedule and hold the meeting.

5.6.2 An SGM may be called at any time by:

1. A majority vote of the Board, or
2. At least 10% of Voting Members.

5.6.3 A Members' request for an SGM must:

1. Identify the names of Members who are requesting the meeting;
2. State the reason(s) for the meeting; and
3. Provide a draft of all motions to be voted on.

SECTION 6: THE BOARD OF DIRECTORS

6.1 Composition

The business of the Corporation shall be administered by a Board of Directors. The Board is composed of nine (9) Directors elected from Members in good standing by the Voting Membership in good standing.

6.2 Elections of Board Members

6.2.1. The Members of the Board shall be elected at the Annual General Meeting.

6.2.2 The Board shall appoint and announce to the membership a Nominating Committee which shall be responsible for presenting a slate of candidates for election to the Board. All candidates must be Members in good standing.

6.2.3 Only one member of a family, including extended family, may serve on the Board concurrently. Any other relationship to another Board member, which may constitute a conflict of interest, shall be disclosed at the time of nomination. Any number of family members, including extended family, may serve on any Committee established by the Board.

6.2.4 The Board shall invite all Members to submit nominations for candidatures to the Nominating Committee.

6.2.5 Nominations submitted to the Nominating Committee must be received by the Nominating Committee fourteen (14) days prior to the Annual General Meeting of members.

6.2.6 Candidates will be posted prior to the AGM.

6.2.7 In the case where there is the same, or fewer, number of candidates as vacancies for the Board, each candidate must receive more than 50% of the total number of the votes cast in order to be elected to the Board.

6.3 Terms of office

6.3.1 A Director shall take up their duties at the end of the meeting during which they were elected.

6.3.2 The term of office shall be for two (2) years except for the first year of operation of these Bylaws in which case four (4) Directors, as determined first among those currently serving and who seek re-election, shall have a mandate of one year.

6.3.3 A “year” for the purposes of this document, constitutes from one Annual General Meeting to the next.

6.3.4 At the end of their term of office, a Director fulfills their functions until a successor has been elected or appointed.

6.3.5 A Board Member cannot be elected for more than three (3) terms. A Board Member who has served three terms is not prohibited from working on a committee or serving in any volunteer capacity for the Corporation.

6.4 Responsibilities of the Board of Directors

The Board shall:

1. Administer the affairs of the Corporation;
2. Undertake all actions necessary to accomplish the objectives of the Corporation in accordance with the Act and the Bylaws of the Corporation;
3. Decide on policies and make decisions that forward the objectives of the Corporation;

4. Approve the budget for the Corporation to be submitted for approval by the Members attending the Annual General Meeting of members of the Corporation;
5. Authorize expenses and contractual arrangements in accordance with the Act and these Bylaws;
6. Take action on the resolutions it passes; and
7. Generally carry out its obligations set out in the By-Laws of the Corporation

6.5 Confidentiality Agreement

All Directors elected to the Board shall, sign and abide by a Confidentiality Agreement as set out in Appendix A.

6.6 Conflict of Interest

All Directors and anyone participating in a decision on behalf of the Corporation must comply with the Conflict of Interest policy as set out in Appendix B. In the case of the Board, conflicts of interest are to be recorded in the meeting minutes.

6.7 Code of Conduct

Each Member of the Board will exhibit ethical and professional conduct at meetings of the Board of Directors and at any other place that may reflect on the Corporation as a whole as set out in Appendix C.

6.8 Resignation

6.8.1. A Director may resign from their post by sending a written Notice to the Board of Directors. This may be in the form of an email and must be acknowledged promptly by the Board.

6.8.2 If a Board Member resigns, they shall cease to be a Director as soon as their resignation is effective and shall return any and all confidential information on the Corporation in their possession or under their control immediately. The Director shall continue to follow the Confidentiality Agreement as set out in Appendix A.

6.9 Vacancy on the Board

6.9.1 A vacancy on the Board will occur if a Director:

1. Dies or becomes too ill to carry out their functions;
2. Submits a written resignation;
3. Is dismissed in accordance with section 6.10 of the Bylaw; or
4. Misses three (3) consecutive meetings of the Board without valid reason.

6.9.2 If a Director's position becomes vacant during the course of the year, the remaining Directors may meet to appoint to the vacant position whomever they feel is fitting until the next Annual General Meeting. This appointed Member shall be selected on the basis of their community experience and their ability to adequately fulfill the required roles and responsibilities of a Board Member until the next AGM having regard to section 6.2.3 of this Bylaw. The Board continues to be able to act in the interim while it fills vacancies.

6.10 Dismissal of a Director

6.10.1 The Board or the Membership may initiate a process to suspend or expel any Board Member from the Board for any one or more of the following grounds:

1. publicly, either verbally or in writing defaming, threatening, harassing or harming another Member, the Board or a Committee of the Corporation;
2. violating any provisions of the Bylaws, written policies or objectives of the Corporation;
3. carrying out any conduct that may be detrimental to the Corporation as determined by the Board; or
4. violating the Confidentiality Agreement, signed by all Board Members; violating the Code of Conduct policy as set out in the Bylaws; and/or failing to disclose a Conflict of Interest.

6.10.2 Members of the Corporation may vote, at a Special General Meeting, to dismiss a Director of the Corporation through a simple majority of the Voting Members in good standing present at the meeting.

6.10.3 The procedure for dismissal of Director will be as follows:

1. A Notice of Dismissal shall be served on the Director who may be subject to dismissal and shall provide reasons.
2. Within the fourteen (14) days of service of the Notice of Dismissal, the Director who is subject to dismissal may make a written submission to the Board in reply to the allegations made relating to the Motion for Dismissal and the reply material shall be provided to the Membership by such electronic means as the Board may determine from time to time, no less than five days (5) before the scheduled Special General Meeting. In the event that the Board and the Director cannot resolve the subject of the Notice of Dismissal, The Board shall convene forthwith a Special General Meeting of the Assembly to vote on the issue in accordance with the provisions governing meetings of the General Assembly.

6.11 Board Meetings

6.11.1 Members of the Board shall meet a minimum of four (4) times per year but will hold as many meetings as required to see to the proper functioning of the Corporation.

6.11.2 The Board may invite other persons or organizations to attend the meetings from time to time.

6.12 Notice

6.12.1 Board meetings shall be convened by the Secretary or by a majority of Board Members.

6.12.2 Notice for meetings (with date, time and location) of the Board must be given in writing at least 2 days prior to the meeting date. Written Notice may be delivered in person, forwarded by mail, or delivered by such electronic means as the Board may determine from time to time.

6.12.3 If all Members of the Board are present and wish to convene a meeting on a particular subject, they may proceed with the meeting if all Members sign a Waiver of Notice.

6.12.4 In emergencies, Notice of a meeting may be given verbally, or delivered by such electronic means as the Board may determine from time to time, upon twenty-four (24) hours in advance.

6.12.5 Meetings may be held in person or virtually by such electronic means as the Board may determine from time to time.

6.13 Quorum

The quorum for Board meetings shall be six (6) Directors.

6.14 Agenda

The agenda is limited to the subjects mentioned in the meeting Notice unless a majority of the Directors resolve to modify it.

6.15 Vote

6.15.1 Decisions are made by simple majority.

6.15.2 In the event of a tie vote the matter shall be moved to the next Board meeting. If it is not possible to defer the decision to the next meeting of the Board, the matter will be recorded as tie vote, no decision taken.

6.15.3 If a vote is taken, each Board Member has the right to one (1) vote.

6.16 Minutes

6.16.1 The Secretary of the Corporation shall take minutes of all meetings of the Board. The Minutes shall include the following:

1. The date, location and attendees to the meeting, together with regrets of those who could not attend;
2. An acknowledgement of quorum for the meeting;
3. Any motion, duly seconded, approval of the minutes of the last meeting of the Board;
4. Report on any motion raised at the meeting of the Board including the following:
 - a. the precise wording of the motion under consideration;
 - b. acknowledgment that the motion was duly seconded; and
 - c. a report of decisions taken.
5. Any action items to be addressed in subsequent meetings of the Board; and
6. Such other information as the majority of the directors may deem appropriate upon review of the minutes of the meeting of the Board.

6.16.2 The Secretary shall publish the records of decisions of the Board within seven days of approval to such electronic medium as the Board of Directors may determine from time to time.

6.17 Compensation

Directors will not be paid for their services. However, the Board may, at any time, resolve to reimburse the Directors for the expenses incurred in the exercise of their functions.

6.18 Indemnity

The Corporation will indemnify its Officers, Directors or employees, past or present, for all costs or expenses of whatever nature, arising from a civil, criminal or administrative lawsuit of which they are party as a result of their involvement with the organization, except if these persons have committed a grave error, gross negligence or fraudulent act and shall maintain comprehensive liability insurance to that effect.

SECTION 7: OFFICERS

7.1. Elections

At the first Directors' meeting following the Annual General Meeting of members, the Directors shall elect amongst themselves the officers of the Corporation, namely the President, Vice-President, Secretary and Treasurer.

7.2. Officer Responsibilities

7.2.1 The President is the Chief Executive Officer of the Corporation. The President presides at all meetings of the Board and of the membership.

7.2.2 The Vice President, in the event of the absence of the President, shall act in his or her stead and exercise all the powers or functions of the President's office.

7.2.3 The Secretary attends all meetings of the membership and of the Board of Directors, and takes minutes of the proceedings. The Secretary shall have custody of all minute books, documents, registers and the seal of the Corporation, as applicable and ensure that they are maintained as required by the Act. The Secretary may perform other duties as may from time to time be directed by the Board.

7.2.4 The Treasurer shall have custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation. All disbursements/cheques must be signed by the Treasurer and one other Director. The Treasurer, or any person designated by the Treasurer, deposits the funds of the Corporation in banking institutions chosen by the Board. The Treasurer shall perform such other duties as may from time to time be directed by the Board.

SECTION 8: FINANCIAL PROVISIONS

8.1 Fiscal Year End

The Corporation's fiscal year ends on December 31 of each year.

8.2 Financial Records

8.2.1 Before each spring and fall meeting of members, the Treasurer shall present to the Board updated detailed financial records. These records shall be published to the Association membership no less than two weeks before the meetings of the General Assembly.

8.2.2 The final record of credits and spending will be completed within 45 days following the fiscal year end and shared with the two volunteer Members of the Corporation appointed to review the financial records of the Corporation each year in accordance with sections 5.5 and 8.3 of this Bylaw.

8.2.3 The financial records as approved or amended at the Annual General Meeting shall be recorded in the Minutes of the Annual General Meeting.

8.3 Review of the Financial Matters of the Corporation

8.3.1 At the AGM, two volunteer Members of the Corporation with accounting experience shall be appointed to review the financial matters of the Corporation each year. Volunteers will be neither Board Members nor related to any serving Board Member.

8.3.2 The annual review of financial matters related to the preceding year will occur in the time between the end of the fiscal year and the Annual General Meeting.

8.3.3 The annual review of financial matters will review the financial records of the Corporation and the processes used to create those records.

8.3.4 The annual review will be submitted to the Board for review at least 4 weeks before the Annual General Meeting and published to the Association membership no less than two weeks before the Annual General Meeting.

8.3.5 The Financial review shall be included in the Minutes of the Annual General Meeting.

8.4 Management of Assets

8.4.1 The Board shall initiate Committees of the Board to prepare for approval of the Board plans and budgets for the forthcoming year in sufficient time to enable their inclusion in a proposed annual budget to the membership.

8.4.2 The Treasurer shall prepare a draft annual budget each year for approval by the Board. The Board shall propose the draft budget to the membership at the Annual General Meeting. The Board shall make the proposed budget available no less than two weeks before the Annual General Meeting to allow for review by the membership.

8.4.3 Any unexpected proposed discretionary spending in excess of that approved in the budget at the Annual General Assembly or over \$1500 must have approval of at least six (6) Board Members.

8.4.4 Disposal of assets owned by the Corporation or acquisition of assets by the Corporation valued greater than \$5000.00 must be approved at a Special General Meeting or Annual General Meeting by a majority of Voting Members.

SECTION 9: SIGNATORIES, APPROVAL, BILL OF EXCHANGE, BANKING AFFAIRS AND DECLARATIONS

9.1 Signatories

Signatories of the Corporation may include up to three (3) Directors one of whom is the Treasurer.

9.2 Approval

Contracts and other documents requiring the Corporation's signature must first be approved by the Board, and then signed by the Treasurer and one other Director.

9.3 Bills of Exchange

Cheques, bill of exchange or other Corporation's banking actions must be signed by the Treasurer and one other Director.

9.4 Banking Affairs

The Treasurer must see that the Corporation's capital is deposited to the Corporation's credit in one or several banks or financial institutions in Canada selected and approved by the Board.

9.5 Declarations

The President or other Directors authorized by the Board are authorized:

1. to appear in court and to respond for the Corporation to all writs, ordinances and interrogations issued by a court;
2. to respond, in the name of the Corporation, to all proceedings to which the Corporation is Party.

SECTION 10: ADDITIONAL PROVISIONS

10.1 Committees and Advisory Bodies

10.1.1 The Board may appoint committees and other advisory bodies to study various matters and/or perform particular functions. The Board can determine the composition of such committees or delegate this responsibility to the appointed committee chair.

10.1.2 The Board is under no obligation to act upon recommendations of a committee appointed pursuant to section 10.1.1.

10.1.3 Any Member of the Corporation may request access to any committee report with the exception of confidential personnel documents.

10.2 Amendments to the Bylaws

10.2.1 Amendments to the Bylaws must be submitted to a meeting of Voting Members who are members in good standing, for approval, taking into consideration the application of sections 5.4.5 and 5.4.6 of this Bylaw in the particular circumstances.

10.2.2 Notice of this meeting must include the proposed amendments.

10.2.3 Subject to the legislation in force and effect in the Province of Québec from time to time, amendments must be approved by the majority of the Members present at the meeting.

10.3 Dissolution

10.3.1 Board Members must adopt any resolution recommending the Corporation be dissolved. This resolution must have support from at least 75% of Board Members. A meeting of Voting Members who are members in good standing, in accordance with procedures outlined in the Bylaws, must be called. A resolution to dissolve the organization requires that at least 2/3 of Voting Members in good standing present at the meeting are in favor of dissolution. Once the decision is taken, the Board shall initiate such processes as are necessary to give effect to the resolution.

10.3.2 In the event of liquidation or the distribution of assets of the Corporation, and after the payment of all of its debts and liabilities, the Corporation's remaining assets will be distributed among Voting Members or to one or more charities registered under the *Income Tax Act* (Canada) as determined by a simple majority vote at a Special General Meeting of Voting Members in good standing held to vote on this matter and on the matter of the dissolution of the Corporation.

SECTION 11: EFFECTIVE DATE OF THIS BYLAW

This Bylaw shall become effective on the day that it is approved by the Members of the Corporation at a meeting of Members of the Corporation held on that day, and it shall replace Bylaw No. 1 of the Corporation on that day.

CERTIFIED to be Bylaw No. 2 of the Corporation, as approved by the members in good standing of the Corporation by resolution passed on the ____ day of _____, 2022.

Dated as of the ____ day of _____, 2022.

(Name of a director/officer of the Corporation)

Signature of the director/officer of the Corporation

Appendix A: CONFIDENTIALITY AGREEMENT

I hereby acknowledge that as a Board or Committee Member of the Owners' and Residents' Association of Lake Bernard, I shall have access to confidential information concerning the Corporation, including but not limited to Board discussions and initiatives; legal, financial, donors, investments, and other proprietary information about the Corporation.

I agree that I will not at any time, during my tenure on the Board or a Committee in the years following that tenure, disclose any such confidential information, nor transfer the confidential information described in Paragraph 1 of this Appendix to any third party including family members and relatives, nor use any such confidential information for my own purpose or for any purpose other than in connection with my role as a Board or Committee Member of the Corporation, unless such disclosure shall have been approved in writing in advance by the Board.

I understand that for the purpose of this agreement "confidential information" shall not include information I can establish was (i) in my possession as of this date, or (ii) was generally available to the public at the time of my disclosure.

Board or Committee members acknowledge that any violation of this policy may cause harm to the Corporation and frustrate Board deliberations.

I agree that upon completion of my participation as a Board or Committee Member of the Corporation I will return to the Corporation all confidential information or documentation on the Corporation in my possession or under my control other than my personal notes.

Board or Committee Name

Board or Committee Member Signature

Date

Board President Signature

Date

Appendix B: Conflict of Interest Policy

This policy contains guidelines that apply to members of the Board and Committees of the Corporation. Members of the Board and Committees owe a duty of loyalty and accountability to the Corporation. They represent the membership and, therefore, shall suspend their personal self-interests while conducting Corporation business.

Directors shall make every effort to avoid a conflict of interest and a perceived conflict of interest between their position as a Directors and their employment and personal and professional lives.

A Conflict of Interest exists:

- where a Director's private affairs or financial interests are in conflict with their duties and responsibilities or result in a perception that a conflict exists;
- where a Director's actions compromise or undermine the trust which the Members and public place in the Board and could impair or perceive to impair the Director's ability to act in the Corporation's interest.

It is important to note that an "appearance of conflict of interest" is just as serious as an actual conflict of interest. The appearance of conflict of interest occurs when a reasonably well-informed person might conclude that a Director is making a decision on behalf of the Corporation that promotes or could reasonably be expected to promote his/her personal interests or those of a close friend, family member, business associate, corporation or partnership in which a Director holds a significant interest, or a person to whom a Director owes an obligation and could influence a decision and impair the Director's ability.

It is not necessary that influence take place.

Procedures to be followed by a Director, or member of a Committee of the Corporation, referred to below as "the individual" when real or perceived conflict of interest arises:

1. A Director must immediately disclose a conflict of interest as soon as the conflict is apparent.
2. The Director must absent him/herself from all discussions and votes pertaining to the matters in which they are in a conflict by leaving the room.
3. The conflict and absence shall be noted in the minutes of the meeting.
4. The Director shall also refrain from lobbying any member, Director, committee member on his or her behalf.
5. If in doubt about whether a Director is or may be in a conflict of interest, the President/Chair will make the determination.
6. If a Director does not become aware of the conflict until after the transaction has been concluded, they must still make the disclosure immediately.
7. Unless otherwise directed, the Board must immediately take steps to resolve the conflict of interest or remove the suspicion that a conflict exists.
8. A re-vote on the matter may be required.

These guidelines also apply to committee and task force members.

Appendix C: Code of Conduct for Directors of the Corporation

Each member of the Board will exhibit ethical and professional conduct at meetings of the Board of Directors and at any other place that may reflect on the Board as a whole.

All Board meetings are intended to be safe spaces. Each Director is expected to:

- Be respectful
- Listen actively
- Be collaborative
- Respect diversity
- Respect the privacy of participants
- Be aware of language diversity
- Handle disagreement constructively
- Act fairly, honestly, and in good faith with other Directors.

Directors shall:

1. Treat all members of the Corporation fairly and equitably.
2. Develop an understanding of the Bylaws and policies of the Corporation, the needs of the members it serves, and the Board's governance approach.
3. Recognize that the Board works as a whole.
4. Abstain from divulging any information discussed in an In-Camera meeting without the consent of each Director.
5. Refrain from engaging in behaviours that undermine Board processes or the relationship among Directors, or between the Board.
6. Publicly support all Board decisions.
7. Recognize that only the President or their designate shall be the spokesperson for the Board.
8. Ensure appropriate decorum in group and individual behaviour where that will reflect on the Board.
9. Exercise discipline to prepare for, attend, and participate at meetings and try their best to work effectively and efficiently and to work hard as a Director.
10. Remain informed regarding relevant local business and other issues, actively gathering information in fulfillment of the Director's role.
11. Act in the utmost good faith in the interests of the Corporation and the communities it serves, without regard to personal interests or those of advocacy or special-interest groups.
12. Remain non-judgmental of the persons to whom administrative decisions are delegated except as may be reviewed against objective standards by the Board as part of the Board process.
13. Comply with the Policy on Conflict of Interest.