



Owners and Residents Association of Lac Bernard

Special Meeting of Members
Wednesday, January 19, 2022 – 7:00 p.m.
Zoom – Duration: 1:20:30

Board Members present.

- Chris Ault, President • Kevin Radford, VP • Steve Kulba, VP • Don McLean, Treasurer
- Jeff Stubbins, Secretary / Members-at-Large: • Sandra Floyd • Paul Saunders • Sue Timmins

Special Meeting Requestors:

Claude Bertrand; John and Sue Bowden; Craig and BJ Brown; Chris Bruckert; Don Butler; Roslyn Butler; Brenda and Jim Chambers; Derek Christopher; Ian Christopher; Holly Coll-Black; Carl Dawson; Lorraine and Dave Dawson; Mike Dowling; Francine Filion; Andrew Floyd; Joe and Julie Furano; Nancy and Paul Gilbert; Paul and Melissa Hayes; Abby Heggveit and Wyatt Grant; Stephen and Kelly Hoogenraad; Susan Hopkinson; Alison Jones and Michael McLenaghan; Yvonne Lai; Linda Coll and Fred Lapner; Sarah and Michael Lapner; Alison and Bruce Lillico; Sandra Lillico; Sherri and Brian Lillico; Gaye Moffett; David and Penny Muir; Kathy and Peter Muir; Lisa Pohlman and David Tilson; Danielle and Lucien Robitaille; Melissa Saunders; Gavin Schnobb; Rick and Bobbi Soderstrom; Dunkin and Lynn Walker; Lesley Walker; Anne and Adam Williams

President Chris Ault: Thanks everybody.

- Rules of Engagement to make this a positive, meaningful experience for everybody.
- Asks people who have signed in with short forms or initials to identify themselves.
- Waits for them to do so
- Shout out to newest lake resident. Ellen Birnbaum just bought a cottage on the lake
- Rules of Engagement details

Indigenous Land Acknowledgement (Jeff Stubbins)

Chris Ault: Introduces the group who requested this special meeting.

Meeting request letter from Peter Muir, dated December 15, 2021.

Nancy Coll-Gilbert, Wyatt Grant and Andrew Floyd will speak for the group.

Nancy Coll-Gilbert

Good evening, everyone. My name is Nancy Gilbert and I have been a regular at Lac Bernard since the late 1950's when my parents bought land here. So, the lake has really been a constant in my life as I lived and worked in different parts of the world. I have been aware of the Association for many years but have only really focused on it for the last while.

I want to do a very brief introduction of the group who requested this meeting.

You know, when Peter, Wyatt and I started speaking to others about our concerns, we found other people who were thinking the same thing. So, we looked for a way to create an opportunity for dialogue. The purpose was not to create or deepen division, but to try to find a way forward that would allow respectful discussion, and give us a way to begin to heal because we kind of need it as an Association. This is only possible if we approach this meeting tonight in good faith and see it as an opportunity.

And yet, many people, myself included, are feeling uncomfortable about the meeting and that's a shame really. It's a shame because I think for the group of people who signed the request, and certainly for me personally, the intention was to encourage the Board to allow discussion about issues that are important to us. And from the correspondence that we have received, there are other areas of concern that have not yet been identified.

Issues need to be identified and addressed to allow the Association to move forward together and united. And we need a way to do that. I think, largely, we have failed in our efforts. I don't really think that we have been able to create a situation where we are aligned in our objectives. Nevertheless, we should make the best of this opportunity, and I sincerely hope that, if possible, you will express your opinions, as you are able, thoughtfully and with respect.

At least, let's do what we can to align our bylaws and actions around the AGM. And I encourage you to listen carefully and decide whether a Spring or a Fall AGM is best for the organization and its members.

As you will have noticed from the agenda, we are only dealing with two items on the agenda. Wyatt Grant will be speaking on Item 3 and Andrew Floyd on Item 5.

I want to thank the Board for putting in the time needed to organize this meeting. I know that it is not a small thing. And thanks to you all for taking the time to attend.

Chris Ault: Thanks Nancy Coll-Gilbert, and introduces Wyatt Grant

Wyatt Grant

As Nancy has identified, when this meeting was requested, it was to have a conversation about the topics that we had included. And I am sorry that we haven't had the chance to have that fireside chat at this meeting. Without that conversation, I am going to identify some of the more urgent issues that

have been identified most often on listserv, in conversation with fellow cottagers, and direct feedback from the Special General Meeting requestors.

We are a membership corporation. And that's important to know. It's got unique status under the Quebec Corporations Act, and as an Association of members, it means the Association is in place to provide a service to its members. Specifically, we've got things like our Board of Directors reports to the members, usually via an election, and has obligations to maintain the viability of the Association, it's financial viability predominantly.

The bylaw protects the membership. Ours became operational on January 9, 1980. It says really good things about the original crafters of the bylaw. It's been stable for 42 years. That bylaw describes how the operations of the corporation ought to be done, things like how we elect directors, how those Directors elect officers, how we run meetings, both Board meetings and annual special meetings.

I am of the opinion that we only go to the bylaws when there is something causing problems for the membership. Be aware that some organizations refresh bylaws annually, and others, like us, have a trigger that starts that. I believe that all members are in agreement that there are some articles of the bylaw that need to be adjusted urgently. Others to reflect our current social standards and technology use can be phased in.

This is an opportunity for me to recognize that a Bylaw Committee has been established, and currently has four members. It is important to remember that it doesn't report to the Board or to any group of members. Rather it is working for the members. They have announced that they will broadly engage the membership in their work, and to date they have done that through information letters, establishment of a Gmail account to receive member's suggestions. I am of the personal opinion that they will be providing a set of guiding principles that will frame decisions for adjusting the bylaws, and a roadmap of how they see their work moving forward.

Just a reminder that other organizations tend to make a small number of adjustments to the bylaws every year as a way of evolving the governance of their organizations. Wholesale adjustments have, at least in the other organizations that I am aware of, been problematic to obtain majority approval.

The first "hot topic, the big issue is Article 8 – Removal of Membership. As it is written, the Board decides by a simple majority and it's done. That's it. Why is this a problem? So, what's come up multiple times in discussions is there should be a member notice. How does the member know they are going to be subject to an Article 8? And what is the evidence that is being used to support the termination of their membership? There is no provision for member defence. There is no way to challenge the evidence, or explain the evidence, at least in the bylaw. Plus, there is no timeline for them to mount their defence. There has been a lot of discussion about whether a simple majority for such an important event is enough. And finally, does the membership need some input to confirm the termination?

So that was the first one that came out as a hot topic.

The second hot topic was inappropriate Board member behaviour. We have seen posts on listserv that include references to behaviour that isn't appropriate by members to other Board members.

When our bylaws were created, I don't think that the creators envisioned that this was going to be a problem; an issue. And, because of that, there is no provision in the bylaw to deal with this, prescribe how to remedy it, explain what happens if the behaviour continues. At best, there is a notional option that you appeal to the President to fix it. So, I am straying from identifying to posing possible solutions just because they have come up and I think they are worthwhile presenting to people at this forum. One is, would mandatory training for Board members help define what is acceptable for Board etiquette? And the other one that has come up multiple times is, a Code of Conduct. Plus, an admonition – adopt one rather than build one ourselves.

There are a number, and I am going to go these more quickly with less detail, of medium urgency changes to the bylaw....and these are not in any order.

There has been recognition that the Quebec legislation for our corporation is quite old. There are newer legislation frameworks both in Ontario and the federal government that offer current best practices. There is an opportunity for the bylaw to be adjusted to reflect those new practices while we wait for the Quebec legislation to catch up.

I had questions recently, what does a meeting look like? An annual or a special meeting. Is it a Q & A session? A presentation? A Webinar?

Another one was, why do the Board meetings have to be secret? The suggestion was, for transparency, at least publish the minutes, except in camera, of course., with identification of what the recorded vote is.

A high one that has come up in our discussions is to reduce the Board size. Five is the current executive. Seven to nine makes sense. Committee chairs participate but are non-voting.

This one came up, and got more impetus recently, and that is how do you vote. Is it open voting, as the bylaw currently describes? Is it private? Does it happen in the meetings? Or outside of the meetings? And if it is a private vote outside of the meeting, who should be the scrutineers? Just on the assumption, and we have seen this posted on listserv back in May, that Board members who were up for election would be scrutinizing the results. So, it just makes sense to have the equivalent of PWC with their bag of results when the Oscars are being announced.

There was a recognition under newer legislation how members get to call a Special Meeting is better than what our current practices are. Currently there is no process at all for a member to submit a proposal that the Board must include in the agenda of a members' meeting. In the situations where conflict of interest is coming into play, the current bylaw doesn't make it easy to address who can organize that meeting, and who can ?????? at that meeting if there is that conflict of interest.

And the other one that came up of immediate urgency was fixed asset sales. Just the observation that there should be member confirmation on them.

So, this is the part of the presentation where I tell you, and this is a personal observation, that bylaw changes are big decisions for the Association. The changes really need to be well thought through and, most importantly, they need general agreement. And, by that, I mean much more than a simple

majority. Otherwise, the changes will be diversive. I hope that the Bylaw Review Committee will have the opportunity to conduct open meetings where they allow real verbal conversations between people. Potentially have chat rooms where a focus group can discuss, review, make recommendations, adjustments to proposals, or draft new proposals. Then have a general meeting where things can be discussed, alternate views be brought up, before bringing the proposals to the members for a vote.

And with that, I would like to thank the Board for allowing me to do this presentation.

Chris Ault: Thanks Wyatt. Introduces Gerry Yemensky from the Bylaw Review Committee

Gerry Yemensky presents notes regarding the Bylaw Committee Mandate

The Committee is independent of the Board and unaligned. It is composed of four long-time residents of the Lac Bernard community, Janet Bax, Gerry Yemensky, Wendy Carr, and Jane Barton.

The intention is to develop fair and reasonable bylaws to manage the Association in a transparent and respectful manner, to promote the preservation and enhancement of the environmental and ecological wellbeing of the lake and to encourage, wherever possible, the development of a respectful, involved and convivial community.

The mandate of the Committee shall be:

- to review the existing bylaws of the Association,
- to review bylaws of similar non-profit organizations and recreational associations;
- to review with counsel of the Association the legal limitations, requirements and/or options available in the development by laws;
- to prepare a draft report with recommended amendments to the bylaws of the Association and to present that report to both the Board of the Association and the general membership with the view of soliciting input, challenges, questions or concerns from both the Board and the general membership in a consultation format to be determined and,
- to present a final report to both the Board and the general membership with sufficient time for review, further comment and debate with a vote for implementation at the Annual General Meeting to be called in the spring of 2022.

It is the initial view of the Committee that the entirety of the bylaws require review including, but not limited to:

- Determination of the criteria for membership;
- Number and term of directors;
- Determination of directors' authority;
- Conflict of interest rules for directors;
- Specific requirements for the timing of and notice requirements for the AGM;
- Review of the efficacy and protocol for Special General meetings and/or information meetings;

- Specific requirements to ensure adequate and accurate fiscal and financial reporting in a timely matter for consideration at the AGM;
- The determination of the nature of participation in Annual General Meetings or Special Meetings; specifically, the use of technology and to develop a strategy to deal with changing technology over time;
- Review of the requirement, timing, scope and publication for Minutes of Association Board and AGM/Special meetings.
- Definition of and protocol for disciplinary matters within the Association.
- Any other issues raised by the Membership.

All inputs, ideas and comments from the Lake Association membership and the Board should be submitted to the Committee by using the following email lbbylaws@gmail.com. A record of all submissions will be saved and reviewed and each will be considered in the preparation of the recommended amendments to the bylaws.

To date, the Committee has received several submissions on issues raised by the membership.

All submissions by the membership, including comments by other members on those submissions, will be saved in a data folder that will be made accessible to all of the membership for comment and consideration through the Association website. It is the intention of the Committee to set up this folder within the next few weeks, assuming the Committee mandate is not altered as a result of the Special Meeting.

Upon completion of the draft report, we shall invite the general membership to comment. This does not preclude anyone from making a submission at any time. However, we shall invite early submitters to revise their submissions upon review of the initial report, should they deem that appropriate.

It is the intention of the Committee to provide collective comment to all submissions in the final report to the Board and Lake Association Membership. The Committee does not intend to answer or reply to individual submissions.

Gerry Yemensky explains the bylaw review process further:

So, basically the format is going to be, we're going to have a folder. All of the submissions we receive will be put in that folder. You may comment at any time. At some point, we are going to review that, and we are going to do some suggested bylaws. Then everybody will have the opportunity to comment. It may be that, at some point in time, we determine that it is viable and worthwhile to have ongoing communication in a format such as this, or we may determine, depending on what kind of feedback we get from the membership, that we will do this in a writing context.

The idea here is 100% complete transparency. If you put in a recommendation, it will be published, and you will have the opportunity to comment on anybody else's. When we do our initial report with our draft suggestions to the bylaw amendments, you will have the opportunity to make comments, suggest amendments to those amendments, in order that a full and complete dialogue is complete.

Depending on how disparate the opinions are, about what the bylaws shall be, will determine and suggest an appropriate methodology in order to reconcile that. The idea, and I agree with Wyatt completely, is that often you do not look to bylaws until there is an issue. And for the last several years, there has been no doubt that we have, by convention, altered, as opposed to formally amended the bylaws, and so now we need to have a formal process in order to bring us up into the 21st century.

We are committed, as I said to open, complete, and respectful dialogue. Thank you.

Chris Ault: Thanks Gerry Yemensky, and relates a question posed in the Q & A Box.

Q. "Is the bylaw committee now ready to receive submissions?"

A. (Gerry Yemensky) Yes, the answer is most certainly yes, and actually we have received several very comprehensive submissions on some of the hot topics that Wyatt has mentioned, as well as some topics that are not part of the considered hot topics. Yes, by all means, fire them off. Hopefully in the next couple of weeks, we will have this format available for your review of these submissions and your comments as part of the website.

Chris Ault: Thanks Gerry Yemensky. Introduces Andrew Floyd

Andrew Floyd:

Since the summer of 2007, at the annual Regatta, I have won the Novelty Tandem canoe race 12 times. So, backing out the last two Covid years, that is 12 wins in 13 attempts. Now though I can picture many community members through those decade-plus races, 4 in particular that stand out. The first pair, though I came second to Gray Rodier and Jamie Hempel, so called childhood friends of some meant that I could haunt the person in the off-season. The second pair have been in every one of those races with me. The first is a community member called the Red Rocket, owned by Craig Brown, who owned it for more than the 20 years that I have been on the lake. And the second community member is Sandra Floyd. Now you may know her as the Treasurer and now member-at-large of the current Board. I know her as a fantastic front-seat person in any Novelty Tandem race....and to date, pretty good at co-piloting the rest of our lives in marriage, especially these past two years after coming off of being freeloaders, but now owners on the lake.

My personal journey has gone from someone with an opinion, but largely indifferent to the directions of the Board and the lake Association, to a point where I find myself today adding my name to a letter where I am asking for a community discussion, and addressing you the community. And this journey has been a combination of being alarmed by the division on the lake, and listening to Sandra's experience of working inside the Board. When it gets to a point for Sandra to feel her only option was to resign as Treasurer that did motivate me to get more involved to find out why and how this could be. But I just want to make this crystal clear – my opinions tonight are my own. They do not represent Sandra's thoughts, or the thoughts of other Board members she sits with, and also, it turns out, don't truly represent the concerns sparked by Wyatt, Peter and Nancy to call for a Special Meeting. But now with my introduction done, I will go to my next slide, I suppose.

If I was you, I'd say Andrew, why are you speaking? Why not Nancy, Peter or Wyatt on this subject? And it is a short, simple answer. I believe that this meeting, this Motion #5 about when to hold the AGM this year, provides us the best option to move our lake the first step back towards being a community. The back story is a little bit longer, and others would argue that details in every email are important, I'll let you in on the worst kept secret. At this point, to move forward, they're not. The short story is that a group of people had concerns. They felt that there was a barrier to have a conversation. They weren't being listened to where it pertains to the lake. They concluded that their concerns were shared by enough other members that they organized their thoughts and concerns to call a Special Members meeting to have that discussion. This meeting. The Board listened. We are at that meeting today but they took the first step to consult with the lawyers to understand the issues they needed to talk about, and to ask themselves should we talk about this. It turns out that every one of the "should we talk about" questions turned out to be a "no", and thus here we are with a Board frustrated to have a meeting with so few items that they feel it's frivolous, and certain community members frustrated that this is not the discussion that they envisioned at the start.

And thus, this is what I think that this meeting, this community discussion, can be the first step on the way forward.

The question that we have before us is – does the bylaw, as written today, help or hurt the divisions in the lake today? It's important before we get into that to discuss what we are not answering. We are not answering tonight – is this the right time to have an AGM for the future? Was it the right time in the past? Whose fault was it that was actually moved and that it wasn't moved in the bylaws. What effect did it have on those who came before us? Or even what effect will it have on those who will come after us? What changes should be made to this bylaw, and to the other bylaws, as Gerry just beautifully laid out, is going to be made by a separate committee with the time to look through what is right for us in the long term. But what we are answering tonight by answering "yes", this is the right time for the AGM, first is **not** a vote against the current Board. It's a vote towards reconciling and short-circuiting the time that we have to start that reconciliation. We will re-elect the Board. We don't have to do that in May. Let's get it over with. Voting "yes" tonight is a show of support for the current Board. They can all run again. It's also our best chance of closing this rift.

If we vote "no", what then? Well in May, we'll be having the same discussion. We will have wasted the time when we are being forced to sit inside. Four more months of the same on the listserv? Four more months of our community divided? It needs to be four months of next steps and community healing. From both sides of the table, acknowledging today's bylaws is the best start to mend is the right choice.

In May, I'd like to be opening up my cottage, preparing for our summer, instead of opening up old wounds. And by August, my wish is sitting in the Red Rocket with Sandra in front of me, and my competitors behind me, in the Novelty Tandem canoe race. Let's move forward and make this happen today.

Any Questions?

Chris Ault: No, I don't see any questions. The only question that we did have was answered a moment ago. And I do love seeing the Red Rocket on the lake.

The entire matters that were brought to the Board were shared and we are going to go through them and discuss each one.

Kevin (Radford) tells me that there is one question that came in:

Q. Can you please tell me if all presenters tonight are actually members of the Association?

A. (Chris Ault) No, I cannot confirm that all presenters are members of the Association. Andrew Floyd is not a member of the Association. His wife Sandra is, but Andrew Floyd is not a member of the Association.

(Andrew Floyd) My apologies. I will be sure to rectify that next year with my wife. It's a valid point, I guess."

Chris Ault: Next question:

Q. Is Andrew's suggestion that the next AGM be in the Fall of 2022? And not May 2022?

R. (Andrew Floyd) My suggestion is that we hold the AGM inside of January to help us heal. Giving us the time to start healing the rift. I have no suggestions outside of what I might bring to the separate (Bylaw) Committee. But for this meeting, it's only one suggestion – let's have that vote now and let's get this vote going."

Chris Ault: OK. Let's walk through the items that were brought to the Board on December 15, 2021.

We are going to go through all the items which were brought to the Board with regards to this Special Meeting. The first item had to do with the meeting chair. I'm chairing the meeting, and I have some help from other Board members here and so far, we have been handling the questions and the tech side, and the material, and the microphones, efficiently. I believe that item has been addressed.

The second item was the request to release the verbal transcript of Board meetings since May 2021. After a review from our lawyer, this objective is beyond the purview of the members to decide. Moreover, such documents no longer exist. Therefore, we will not be including this for discussion in the meeting.

Item #3, which Wyatt spoke to very well, was for us to strike an ad hoc committee to revamp and update the corporation's bylaws. Please recall that we received these demands for this Special Meeting on December 15th, however, on December 8th, at the Fall members meeting, I already brought up this topic. We did speak about the bylaws, that they are out of date. That items that need to be addressed are AGM date, a Board of Director's Code of Conduct, financial audits, etc. etc. And at that point, we mentioned that we were forming a bylaw committee. We had actually done this and it is of our opinion that we are meeting your demand on this point and it needs no further discussion.

Item #4 that was presented to us was in regards to the disposition of the Clubhouse property, and the Association's relationship with the new non-profit organization being created by Rick and Gaye et al.

The objective is, again, beyond the purview of the members. This is an internal management decision of the Board of Directors. Therefore, it won't be discussed here at the meeting.

The item that Andrew Floyd just spoke to, Item #5, was presented to us as Affirmation of the Fall General Meeting (AGM) and election of the Board of Directors OR Change Bylaw #1, Article #10 to reflect that the AGM is in the Spring. If you reflect back to the December 8th members' meeting, at multiple points throughout that, we brought this to your attention. That the fiscal calendar and the AGM as noted in the bylaws were out of sync. We brought it to your attention that it was the previous Board that requested that the AGM date be shifted to the Spring, and the fiscal calendar be shifted to match the calendar year to allow for the Treasurers to more easily amass all of the receipts and put together a proper financial report. That motion was raised and carried by the members. I mentioned that point on December 8th multiple times.

So, we are meeting your demand on this point. The bylaws are just an administrative aspect that, perhaps, was neglected when it was moved and carried by the previous Board and all the members to accept that the AGM is in the Spring. We have had AGMs in the Spring for numerous years. Three, maybe four, but we most recently had it in 2021, 2020, 2019, and 2018 with no dissent from any of the members. The remaining item, which I highlighted multiple times during the December 8th meeting, was that we need to update the bylaws to reflect the accepted practice. In this regard, we are meeting the demand on this point and this matter is resolved.

Kevin Radford: There were a number of questions that came into the Questions & Answers Box while you (Chris) were speaking.

Q. Can you clarify how voting works? Is it one vote per dwelling, or multiple for family?

A. (Jeff Stubbins) Right now, it is one vote per active member. Not one vote per property. I am hoping that the Bylaw Committee will be addressing this issue because I notice in the Chat Box that there have been some questions about how multiple family memberships penalize those who have just one or two members owning a single property. I believe that will be something that the Bylaw Committee will wrestle with, and will need time to wrestle with that. It's a big deal, but right now, it's one vote per active member, whose dues have been paid, whose dues are in the bank.

Kevin Radford: There are a few more questions.

Q. A question for Andrew Floyd – If we have the AGM in January, we will not be able to review the Bylaw Committee's recommendations at the same time as they will not be complete. How do you reconcile the timing?

A. (Andrew Floyd) I think we all agreed with Gerry's presentation that the Bylaw Committee is rightfully set up to be independent, and so reviewing the Bylaw Committee's findings between now and May is not necessarily going to help us move forward. I think that they are independent topics and should be treated independently. The Bylaw Committee's findings may actually change when the AGM is, regardless of what we decide tonight. It's a more thoughtful, drawn out look into them. I don't represent why we started this, so Wyatt, please go ahead.

(Wyatt Grant) I just wanted to make it clear that this request was made in December. It was impractical, inconvenient as hell, to have it completed within the 8 days that our current bylaws set. So, what we are really looking at here is that we are now in January but this is as if it happened in December. And the bylaw says that the Annual General Meeting is in the last few months of the year, and so, hopefully, that answers the question. It's not an issue of a new AGM. It's the one as described in the bylaw happening before the end of the year.

Q. What is the Board recommending vis a vis the timing of the next AGM, and how does the recommended timing fit with the past 4 or 5 AGM's?

A. (Chris Ault) We have actually already sent out the call for the Spring AGM on May 12, 2022 at 7:00 p.m. Same format. Probably the same week that we had in 2021 and 2020. The timing is exactly the same as the last few years, and was broadly accepted by all membership. We have sent out the placeholder "Mark This Date", and we will be sending out multiple reminders and, due to Covid restrictions, the format will be very similar to the precedent that was set in May 2021 in regard to meeting format, presentation style and election style being an online election for voting or any other matters that need to be brought up.

Q. Does the bylaw reflect voting issues?

A. (Kevin Radford) There was a request to have voting in this meeting, however due to Covid and Omicron, we have been forced to have virtual meetings and it has allowed a far greater number of members to join in and weigh in. The Board also received numerous accounts of people who were out of town who wanted to participate in the voting process who simply could not attend the meeting. So, the question is, does the bylaw reflect voting issues? I believe that this is something that Gerry Yemensky mentioned in his review. It is something that he would address, and the Board would encourage members, if they have suggestions on voting, and how to run it in the future, and to keep it as democratic as possible, and to represent the majority of the members, then the best approach would be to do it electronically versus doing it in-meeting but, again, the bylaw, as it stands now, reflects in-meeting. Gerry, did you wish to add to that?

(Gerry Yemensky) Well, I am certainly not going to give you an opinion as to what we think is the resolution to this as we have not had the opportunity to hear the concerns of the membership. But most certainly, when the bylaws were done, it was inconceivable that we would be having the kind of meeting that we are having right now. So, times have changed and we are going to have to address that in terms of what is a fair balance after having heard everyone's opinions on it.

Watching the Chat Line go by, and I can tell you right now that if you want to talk about what is the hot button issue, it's membership. It's been going on for over 15 minutes as to what constitutes a member, and there are some very interesting and thoughtful comments in there. I would most highly suggest that you put that information in an email and send it to us. We will include it as part of the submissions and it will be available for everyone to review. At some point, as I have said, we are going to come up with a recommendation with plenty of time for comments on this recommendation so that we can have a vote that emphasizes the issue.

Q. What is considered an active member?

A. (Jeff Stubbins) In our bylaws, Article #4, "Active Members", an individual may become an active member upon request, and upon acceptance by the Board of Directors, by conforming to any other conditions provided by a resolution of the Board of Directors. So, we consider an active member as someone who has paid dues for the particular calendar year. And by being somebody who has the goodwill of the lake in mind.

Kevin Radford: We have a number of other questions....

Q. Are there any systems put in place to prevent individuals from obtaining more than one membership?

A. (Chris Ault) There is no mechanism that prevents it for the current system, which is Excel-based. We are moving to a system that is in a trial phase. It's a software-based system whereby members are able to log in by themselves through a website and manage their own profiles, use their own passwords to the system, and manage their own payments. It will not allow for duplicate memberships. When it comes to voting, and I think that is the core of your question, the voting platform, as I know that you are aware, will not allow for more than one vote per member.

Q. Wyatt mentioned financials during his speech. Just curious, how often do we do financial audits, and when was our last one?

A. (Chris Ault) That's a really good question. I don't know Wyatt if you have the answer to that, and if you'd like to take a stab at it. I have been on the Board for a long time and I have not experienced going down the financial audit path for the entire time that I have been on the Board since 2012. I do know that the bylaws require us to do financial audits, which is why this Board is going down that path, and looking at vendors, and costs and performing a financial audit.

(Wyatt Grant) Luckily, I was able to talk to some of those people who actually formulated the bylaw. They reminded me that that requirement for an audit was there because it was required by the Quebec Corporations Act at the time. The other thing that I have had a discussion on is - does that have to be, by law, an actual audit by an auditing firm? Because that is no longer in the Corporations Act, the response that I think has come back is as long as someone has looked over the financial statements, they have been audited. You'll have debate on this. It's not defined within the bylaw as to what an audit is. And, for example, a CPA doing a review of them would in fact be auditing the books and records. Because we publish the financials at each of the Annual General Meetings which, by the way you don't have to according to the bylaws, I would think that they qualify as having been audited, if not formally, informally over the past number of years.

Q. Could the bylaw committee please capture and retain tonight's Chat exchange?

A. (Kevin Radford) This meeting is being recorded, and the Chat function, if it is helpful to you, we would be happy to provide that to the Bylaw Committee if that helps.

(Gerry Yemensky) I would really appreciate that. I have been watching the comments so I am hoping that we will be able to capture that, and I was planning to make that request.

Q. How are decisions made each year as to how to allocate funds to different programs?

A. (Chris Ault) I don't know, Lisa, if you were able to attend the December 8 membership meeting. One of the first things that we instilled as the new Board in May was the notion of a Charter of Priorities for this Board, in which we all agreed that there were three very important programs, very important initiatives, and identifying the three initiatives would help us prioritize activities which should, or perhaps, should not, have our attention, our resources, our spend. The three items that we agreed as a Board were the three highest priority items that would direct all of our behaviour and all of our decisions for allocating funds to various different programs. In no particular order:

- Lake Health
- Asset Viability
- Financial Transparency

A document was created and I shared this document with all of you if you check your Inboxes. It outlines the priorities for the Board in this calendar year. Under that overarching priority program, we would decide how to allocate time and funds to a different program.

Q. Is the vote that we made in May at risk of losing its integrity? In addition, the vote the year before that, the bylaw wasn't changed according to the wishes of the membership.

A. (Chris Ault) I do not believe that the vote in May was at risk of losing its integrity. I believe that the process was followed in 2017 whereby a change in the fiscal calendar reporting period and the date of the AGM was made in good faith. A motion was raised. A motion was carried...and we had a number of years with an AGM moved from the Fall to the Spring. And there has been no dissent from the members at all in that regard. Membership has voted to accept that the AGM is in the Spring. That the bylaws were not updated is just an administrative oversight. That's my belief. I do not believe that there was any malintent, and we will make sure that the bylaws are updated to reflect that.

Q. The Chair has stated the Spring AGM has been followed for the past three to four years in error as the bylaws still reflect that it should be in the Fall since the Spring AGM hasn't been enacted by the membership into the bylaws. My question is then that the call for the Spring AGM can't occur if it doesn't reflect the current bylaw.

A. (Kevin Radford) I think that Chris just answered that. The Bylaw Committee has been struck. That the timing will be addressed. The past four years has been allowed under the previous Board.

Comment: (Blair Patacairk) The response on the audit – as the Board has fiduciary duty, I would suggest that the bylaw reflect regular audits.

Q. We support the work of the Bylaw Committee. Wouldn't the timing of the AGM timing in relation to the fiscal year-end be part of that process? Is the AGM timing as in Article 10 so confirmed following the membership's approval of the bylaw amendment? Until the amended bylaws are approved by the membership should the usual practice of May meetings continue?

A. (Kevin Radford) That's what the Board thinks. We had a previous discussion before this Special Meeting with Nancy (Coll-Gilbert), Peter (Muir) and Wyatt (Grant), and you saw agenda item 5.2, it's still up on the screen, where it says "or" change the bylaw and set the May 12th meeting, and that's what we have planned.

Q. A vote is scheduled for January 2022. Would a clear resolution or proposal be advanced tonight on what to vote on?

A. (Chris Ault) I believe that a place holder for a vote on January 22 was sent out as a heads-up in case there were motions that needed to be voted on after tonight. However, I believe that we have shown that we are in compliance with all of the demands that have come from the 39 who have called this meeting, and there's no need for a vote on Saturday.

(Wyatt Grant) I may not have fully bought into that, Chris. Nancy, do you want to jump in here?

(Nancy Coll-Gilbert) I was looking at the Chat and didn't hear the question.

(Wyatt Grant) Chris' comment was that there was no need for a vote on Saturday because they've met all the requirements of the requestors for the special meeting. And the Motion 5.1 was not, I'm putting words in your mouth, 5.1 is no longer relevant.

(Nancy Coll-Gilbert) How so?

(Chris Ault) Let me clarify. The slide that is still up on the screen is requesting that we either affirm that the AGM is in the Fall and have an election, or change the bylaws. A week before we received this demand for this meeting, we already announced that the bylaws were out of date, the membership had voted a few years ago that the AGM should be in the Spring, and that the fiscal calendar would be matched to the calendar year and we are already in process of changing these. Given that you are asking us to have an election OR change the bylaw, we are already well down the path of changing the bylaw as we have established well tonight with Gerry's thoughtful content.

(Nancy Coll-Gilbert) I think, Chris, that we were all pretty clear that the suggestion wasn't going to be changed sometime in the future, that the bylaw be changed now. What we were asking was either we comply with the current bylaw, which would hold an election in the last quarter of the year, and because of the delay with Christmas that would be now, or we vote to change the bylaw to a Spring AGM. And what we should be considering tonight would be what's best for the Association. My understanding that the vote that was held before was not to change the AGM, it was only to change the fiscal year, which is different from an AGM and an election. So, I would be very disappointed if we don't have a vote on Saturday. And I think that it would be worth taking a few minutes to think about what's best for the Association – a Fall AGM or a Spring AGM.

(Chris Ault) I believe that it was the previous Board, and several people who were signatories for the Special Meeting, were the ones who requested that the fiscal calendar and the AGM be moved. There have been a number of years when the AGM has been in the Spring with no dissent from the membership, right up to an including this past year. That is right up until December 15th, the week after we presented that the bylaws were a little bit out of date, didn't reflect oversight, and we are addressing them.

Kevin Radford: We have some more questions....

Q. May I ask why we are not able to view all the questions that Kevin is reading from. With transparency in mind, it would be good for this function to work so that all participants in this webinar are able to view them.

A. (Kevin Radford) After we held the Fall meeting, where we were using the Chat function where everyone could see. When we spoke with Peter, Nancy and Wyatt, they were looking for an opportunity that allowed for more of an open meeting; allow for people to speak so we are trying a new methodology where the questions are being submitted in order to try to address those comments, and that's why we are using the Q & A function at this time. It's been impossible for me virtually, I won't speak for other members of the Board, to manage everything going on in the Chat. This was our attempt during Covid to try to make the meeting more open and to have more dialogue, and provide an opportunity for folks to ask questions directly to the Board. During our last meeting, on December 8th, there were over 350 comments or questions. We tried to group those together the best we could. We did our best to answer all of them.

Q. An important issue is flagged and not responded to. Membership and vote discussions might be distracting from the unfair treatment of, by, and among other people on the Board. How does the Board recommend moving forward to salvage our lake community and dynamic regardless of where this vote lands?

A. (Sue Timmins) I know that for me personally that I have not been subject to any bullying on the Board. As far as Andrew (Floyd) mentioning that Sandra was fearful of being yelled at, and singled out, she sent us an email with regards to that....and I am sorry to hear that, Sandra. Moving forward, we can all aim to work forward together by not bullying each other, definitely, we didn't.

Q. The Board advanced the opinion that membership resolutions are non-binding on Board actions. Does that not mean that we should do one of those two things more immediately? In addition, what implication does that have for the September member removal? If membership resolutions are non-binding, then Clubhouse expenditures were undertaken as legitimate Board actions.

A. (Jeff Stubbins) I can address this question with information that I received in conversation with our corporate lawyer, who has been very helpful to us. It is his guidance that some agenda items are not within the purview of the membership. What that actually means is that we, as a Board, can take information from the discussion that we are having on these various topics today but it cannot force the Board to act in any one particular way. The Board will keep its mind laser-focused on its fiduciary duty to the Association. It will try its very, very best to keep all members happy, although I know that is an impossible task. The majority of the Board has a specific opinion, and I know that 100% of the executive has a specific opinion, about proposed items on this agenda. The discussion here can certainly help guide us, but we as a Board have to stay true to our mission.

Chris Ault: Thank you for your time. Your patience. Your effort for putting together your material today...and your attention during this meeting. Thank you very much everybody.

Adjournment: 8:26 p.m.