

**Friends of the Dumoine River/*Les amis de la rivière Dumoine***  
**By-Laws**

As approved by members at the Annual General Meeting, January 29, 2025

**Introduction**

The Dumoine watershed is situated in western Quebec on the ancestral, traditional and unceded territory of the Algonquin Anishinabeg Nation and has long been under the stewardship of the families who belong to the Wolf Lake First Nation. On February 21, 2020, Corporations Canada issued a Certificate of Incorporation under the *Canada Not-for-profit Corporations Act* to Friends of the Dumoine River/*Les amis de la rivière Dumoine*.

**Organization**

Article 1

1. The Corporation is known as the Friends of the Dumoine River/*Les amis de la rivière Dumoine*, and by the English acronym, FOD, and the French acronym, ARD.
2. The purpose of the Corporation is to champion conservation of the Dumoine watershed, promote non-mechanized recreation and strengthen knowledge of its natural environment and human history.
3. The head office of the Corporation shall be situated in the Province of Quebec at a location determined by its Board of Directors.
4. The fiscal year of the Corporation shall be November 1 to October 31 or other dates as the Board of Directors determines.
5. An Annual General Meeting of Members of the Corporation shall be held each year on a date to be fixed by the Board of Directors, and chaired by the President or a Director designated by the President.
6. A Special General Meeting of the Members of the Corporation shall be called by the Secretary at any time, if instructed by the Board of Directors. Special General Meetings shall be chaired by the President or their designate.

**Membership**

Article 2

1. The Corporation is governed by its Members. Membership is open to any person or any organization that is in agreement with the Corporation's purpose statement.
2. At each Annual General Meeting of the Corporation, Members elect the Board of Directors to manage the affairs of the Corporation, receive annual reports, approve the Corporation's budget for the coming year, and deliberate on other matters as specified in these By-laws or as deemed appropriate by the Board.

3. There shall be four categories of membership:
  - (a) Individual;
  - (b) Family;
  - (c) Organization; and
  - (d) Honorary.
4. Each Member in good standing shall be entitled to one vote on each matter the Board of Directors presents to the membership for a vote. Each family, organization and honorary Member shall be entitled to one vote.
5. Unless otherwise specifically provided in these By-laws, all questions proposed to Members shall be decided by a majority of the votes of those entitled to vote. The President shall vote only to break a tie.
6. A Member in good standing is one who is not in arrears in payment of any fees or other amounts owing to the Corporation for more than thirty days.
7. Meetings of Members shall be held in person, or via an electronic communication system allowing Members to participate and vote virtually, as determined by the Board of Directors. The notice calling a meeting shall be sent by electronic transmission to each Member at their last known email address at least seven (7) days before the day of the meeting and shall state the object or objects of the meeting.
8. Ten (10) voting Members in good standing attending the meeting shall constitute a quorum for the transaction of business at all meetings of the Members.
9. Membership shall continue until the Member resigns or is no longer in good standing.

### **Board of Directors**

#### Article 3

1. The affairs of the Corporation shall be managed by a Board of Directors of whom a simple majority of the Directors then in office shall constitute a quorum for the transaction of business.
2. Directors shall serve as such without remuneration and no director shall profit financially from occupying the position of a director. Directors shall be reimbursed for reasonable expenses incurred while carrying out their duties.
3. The Members of the Board of Directors shall include
  - (a) the President

- (b) the Secretary
  - (c) the Treasurer, and
  - (d) others as the Directors deem advisable for the management of the Corporation, all of whom shall be Members in good standing.
4. The Board of Directors shall be elected by the Members of the Corporation at the Annual General Meeting, based on a slate proposed by the Board of Directors, to hold office for a term of three years for a maximum of four terms. In exceptional circumstances, at the discretion of the Board of Directors and subject to approval by the Members present and entitled to vote at an Annual General Meeting, a Member of the Board may be extended for a period of time. Except for the position of President, two offices may be held by one person.
  5. When a Director resigns from the Board or ceases to be a Member in good standing, the Board may immediately appoint another Member to fill the vacancy so created.
  6. Meetings of the Board of Directors shall be called at any time by the Secretary.
    - (a) on receipt of instructions from the President, or
    - (b) if requested by any three Members of the Board of Directors.
  7. The Board of Directors may make provisions, not inconsistent with these By-laws or any resolution duly passed by the Members of the Corporation, with respect to:
    - (a) the banking arrangements of the Corporation;
    - (b) the duties and conduct of the employees of the Corporation;
    - (c) the appointment of Directors, Members and others to sub-committees and the determination of their duties;
    - (d) the assigning of volunteers and the determination of their duties, such as maintenance work on the Tote Road Trail and campsites in the Dumoine watershed;
    - (e) the procedures for purchase or lease of building materials, lands or buildings and to enter into relationships with other organizations;
    - (f) the borrowing of money on the credit of the Corporation; and
    - (g) all other matters pertaining to the management, policies, operation and business of the Corporation.
  8. Notwithstanding anything in this Article,
    - (a) a purchase or lease of any land on behalf of the Corporation,
    - (b) a sale or disposition of any land belonging to the Corporation and intended for the purpose of enhancing the continued operations of the Corporation,
    - (c) an extraordinary expenditure (i.e., unbudgeted) of more than \$20,000,

shall not be made unless and until approved by a majority of the Members present and entitled to vote at a Special Meeting of Members duly constituted to consider the matter.

9. At every Annual General Meeting of the Members, the Board of Directors shall submit, with respect to the fiscal year immediately preceding,
  - (a) a report of the President;
  - (b) a report of the Treasurer on the receipts and disbursement of the Corporation and such further statements of the financial position of the Corporation as the Members by resolution may require; and
  - (c) a proposed slate of Board Members and their offices for the next fiscal year.
10. At every Annual General Meeting of the Members, the Treasurer shall submit a budget for the next fiscal year that has been reviewed and recommended by the Board of Directors for approval by the Members present and entitled to vote.

## **Officers**

### Article 4

1. The President shall:
  - (a) preside at all meetings of the Members and of the Board of Directors and, in a case of a tie, the President shall have a deciding vote;
  - (b) sign, in conjunction with the Treasurer or one other Board Member, all contracts and other documents which have been approved by the Board of Directors or authorized by the By-laws;
  - (c) direct the management of the Corporation and its employee(s), and generally perform all other duties pertaining to the office as determined by the By-laws and by the Board of Directors.
2. In the absence of the President, the Treasurer shall have all the authority and may perform all the duties of the office of the President unless otherwise determined by the Board of Directors.
3. The Secretary shall:
  - (a) keep a record of proceedings of the meetings of Members and of the Board of Directors and notify the Members of the Corporation of all meetings in the manner provided by the By-laws;
  - (b) keep a register of Members showing the name, the date of admission, the residence and e-mail addresses of each Member;
  - (c) file annual declarations and any other required documents with the *Registraire des entreprises du Québec* and the *Canada Not-for-profit Corporations Act*; and,

(d) perform all other duties pertaining to the office as determined by the By-laws and by the Board of Directors.

4. The Treasurer shall:

- (a) receive all monies payable to the Corporation, including donations, and deposit them in a chartered bank or credit union designated by the Board of Directors;
- (b) disburse under the direction and authority of the Board of Directors all amounts necessary for the proper carrying on of the affairs of the Corporation;
- (c) keep proper books of accounts and vouchers for all payments;
- (d) prepare annually for submission to the Members at the Annual General Meeting a statement of the receipts and disbursements and assets and liabilities of the Corporation for the fiscal year immediately preceding, a budget for the next year and such further information as the Board of Directors may direct;
- (e) pay all required remittances and taxes and file all required financial returns with the governments of Canada, Quebec and municipalities; and
- (f) prepare from time to time such statements of the financial position of the Corporation as the Board of Directors may require and perform all other duties pertaining to the office as determined by the By-laws and by the Board of Directors.

### **Volunteers**

Article 5

- 1. A volunteer is a person who provides unpaid work under the direction of a supervisor assigned by the Board of Directors. The work will be specific tasks related to plans developed by the Board of Directors.
- 2. A volunteer must sign a disclaimer or release absolving the Corporation and all Members of the Board of Directors from any responsibility regarding injury sustained during their work.

### **Indemnity of Officers and Other Members of the Board of Directors**

Article 6

- 1. The Corporation shall save harmless and indemnify each and every Officer and other Members of the Board of Directors, and each of their heirs and legal representatives, against all loss, damages, costs, charges and expenses incurred or sustained by any of them in respect of any civil, criminal or administrative action, suit or proceeding to which any of them is made a party by reason of being or having been a Member of the Board of Directors or an Officer of the Corporation, unless occasioned by any such person's own wilful neglect or default.

2. The Corporation will purchase and maintain liability and indemnity insurance for the benefit of the Members of the Board of Directors and Officers.
3. The Corporation may advance money to an Officer or other Member of the Board of Directors for the costs, charges and expenses related to activities approved by the Board of Directors.

### **Conflict of Interest**

#### Article 7

1. Any Officer or Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall disclose the conflict to the President, who will in turn advise the Board of Directors. Where the interested Member is the President, the disclosure shall be made to the Treasurer, who will in turn advise the Board of Directors.
2. Any Officer or Director with a personal interest in a contract or transaction will recuse themselves from parts of meetings where the matter is discussed and/or voted on.

### **Fees**

#### Article 8

Members of the Corporation, excluding Honorary Members, shall pay an annual fee determined by the Board of Directors and approved at an Annual General Meeting by a majority of Members present and entitled to vote.

### **Application of Assets on Discontinuance**

#### Article 9

1. All of the assets of the Corporation are owned by the Corporation and not by individual Members and no such assets shall ever be allocated to any Member or distributed proportionally among Members.
2. In the event the Corporation voluntarily discontinues its operations as may be determined by the approval of a majority of the Members present and entitled to vote at a meeting duly constituted to consider the matter, the Corporation will first satisfy in full all debts and obligations of the Corporation and will then donate all of the remaining assets of the Corporation to a Canadian organization with similar objects, as determined by the Board of Directors.

## **Amendments**

### Article 10

The Board of Directors may draft amendments or alternations to these By-laws at any time and present them at any Special Meeting or Annual General Meeting of the Members for approval by a majority of Members present and entitled to vote, provided that the Board of Directors has given Members notice of the intended amendments or alterations, either at a previous meeting or by email seven (7) days in advance of the meeting, and communicated that the intended amendments or alterations are to be acted upon at the meeting.

## **General**

### Article 11

Insofar as the foregoing By-laws do not provide for any matter necessary for the proper management of the Corporation and its affairs, the *Canada Not-for-profit Corporations Act*, where applicable, shall govern the Corporation.