DRAFT April 19 2026

By-Laws

Friends of the Gatineau River
Les Amis de la rivière
Gatineau

The December 8, 2020 Constitution of Friends of the Gatineau River / Les Amis de la rivière Gatineau are replaced with the following:

1. GENERAL PROVISIONS

1.1 NAME

The organization shall be called Friends of the Gatineau River (FOG) and les Amis de la rivière Gatineau in French (ARG)

1.2 PREAMBLE

For centuries before the arrival of European settlers, the Anishinàbeg First Nations inhabited this territory. For the Anishinàbeg people, also called the Algonquin, the river they call the Tenàgàdino Zibi, was a source of life. Their communities prospered on its shores and they traveled along it to their summer gatherings on the shores of the Ottawa River. FOG recognizes that the Algonquin people still have unresolved claims on this river and its watershed. Friends of the Gatineau River works on the protection and conservation of the river while respecting the claims of the Algonquin people and the stewardship of Algonquin ancestors for what we now call the Gatineau River.

1.3 MISSION AND VALUES

1.3.1 FOG is an independent, not-for-profit, volunteer-based charitable organization working together with residents as well as the business community and governmental partners to protect and improve the Gatineau River for future generations. FOG's mission is to inspire the community to work together to protect and improve the Gatineau River for future generations by monitoring, advocating, educating and celebrating.

1.3.2 FOG promotes civic values of democracy, participation, solidarity, healthy outdoor

lifestyles, respect for citizens, the water and the land, and the diversity of the community. FOG also operates with integrity, respect for the environment and recognition of Indigenous history on the land while promoting a positive culture of volunteerism.

1.4 HEADQUARTERS

FOG's head office is located in the MRC des Collines-de-l'Outaouais, at the location and mailing address designated by the Board by an Ordinary Resolution. Notices to the Company may be delivered to the Company's head office by ordinary mail, or email.

2. MEMBERS

2.1 MEMBER ELIGIBILITY, RIGHTS AND PRIVILEGES

2.1.1 Membership is open to individuals who share the objectives of FOG, have paid any applicable membership fee, and whose membership has been accepted by the Board.

2.1.2 Members have the right and privilege to:

a) elect Directors at the Annual General Meeting;
b) be informed of the affairs of FOG; and
c) receive notice of, attend and vote at the Annual General Meeting or any Special Meeting of members.

2.1.3 An individual's membership terminates on the resignation or death of the Member or the expiration of the membership period, unless terminated earlier by the Board pursuant to section 5.4 (discipline).

2.2 GENERAL MEETINGS OF MEMBERS

2.2.1 The Annual General Meeting shall be held at a time, place and date chosen by the Board and on notice at least 30 days prior to the meeting.

2.2.2 The notice of the Annual General Meeting, which may be delivered electronically, shall set out:

a) the meeting agenda;
b) the financial statements for the fiscal year;
c) changes to the By-laws (if any);
d) the Board positions to be filled at the AGM; and
e) any other documents considered by the Board to be of interest to members.

2.2.3 Members at an Annual General Meeting are responsible for:

a) receiving and voting on motions to approve reports and motions submitted;
b) approving the annual financial statements;
c) electing directors to fill vacant seats on the FOG Board;
d) approving amendments to the bylaws; and
e) appointing auditors if required.

2.2.4 A Special General Meeting may be called, further to a written request by:

a) at least 3 members of the Board, or
b) 10 percent of the members of FOG on notice to the Secretary.

2.2.5 A Special General Meeting shall take place on a date and at a time and place chosen by the Board.

2.2.6 Prior notice of a Special General Meeting shall be provided and shall include a copy of the request for the Special General Meeting and any other such documentation considered by the Board to be relevant. Only the issues that were included in the request and that appear in the meeting notice may be considered and voted upon at the Special General Meeting.

2.2.7 General Meetings may, at the discretion of the Board
a) be held in person or virtually or a combination of the two; and
b) be open to the public (only Members may vote) or may be held with only Members present.

2.2.8 Decisions of Members at a General Meeting are made by consensus. However, unless otherwise indicated in these By- laws, if a consensus is not possible, decisions can be made by an ordinary resolution of Members supported by at least 50% of the Members in attendance at the General Meeting.

2.2.9 Quorum at a General Meeting shall be 10% of FOG's members.

3. BOARD OF DIRECTORS

3.1 COMPOSITION

The Board consists of a minimum of six and a maximum of ten members of FOG elected at a General Meeting of Members in accordance with the procedures for in section 3.5.

3.2 POWERS AND RESPONSIBILITIES

3.2.1 The Board is responsible for the operational, financial and administrative management of FOG. The Board carries out the decisions made during the Annual General Meeting and any Special General meetings and establishes the strategic direction of FOG (including the development and approval of FOG's budgets). Related Board responsibilities include approving membership applications; forming ad hoc committees or working groups; engaging external resources and expertise; working with the community and other groups with complementary mandates; and communicating with the public, media and governments on matters related to FOG's mandate.

3.2.2 The Board is also responsible for oversight of FOG's charitable status of FOG and fundraising compliance obligations.

3.3 LENGTH OF MANDATE, RESIGNATION AND VACANCY

3.3.1 Directors of FOG are elected for a period of two years and their status as directors shall cease at the end of the Annual General Meeting two years after their election. Directors can be re-elected for an indeterminate number of terms.

3.3.2 A Director may resign by providing written notice of resignation to the Secretary, who

is responsible for advising other members of the Board of Directors of the resignation.

3.3.3 If a Director's position becomes vacant in the course of a fiscal year, the Board may fill the vacancy by appointing a new Director from amongst the members of FOG, pending approval at the next General Meeting of Members.

3.4 PROCEDURES RESPECTING BOARD MEETINGS AND DECISIONS

3.4.1 A quorum for each Board meeting is 50 per cent plus one of the members of the Board.

3.4.2 Notice of a meeting of the Board shall be given by email at least seven days before the date set for the meeting unless the Board agrees to a shorter notice period.

3.4.3 Board meetings may be held in person, or virtually, or a combination of the two.

3.4.4 The Board strives to make decisions by consensus. If consensus is not possible, then decisions are put to a vote and adopted by an ordinary resolution of the Directors in attendance at the meeting.

3.4.5 Voting is by show of hands unless a secret ballot is requested. In case of a tie vote, the chair of the meeting shall cast the deciding vote.

3.4.6 A declaration by the chair of the meeting that a resolution has been carried and an entry to that effect in the minutes is sufficient proof of the vote whether or not the number of votes in favor or against the resolution is recorded in the minutes.

3.4.7 Resolutions may be passed between Board meetings by electronic means, with a written notice to all Directors, following the same procedures described above.

3.5 BOARD ELECTION PROCEDURES

3.5.1 Members elect the Directors during the Annual General Meeting. Members may also elect a Director at a Special General Meeting if necessary to replace a Director who has resigned or whose position has been suspended by the Board.

3.5.2 Director nominees will be asked if they accept the nomination and the Members will elect the Directors by Ordinary Resolution.

3 OFFICERS

4.1 The Officers of FOG (President, Secretary and Treasurer) shall be elected by the Board at the first Board meeting following the Annual General Meeting for a term of two years. If no one is prepared to stand for election, the position shall remain vacant until the end of the term.

4.2 The President oversees the overall operation, administration and development of FOG, is a signing officer and acts as a spokesperson for FOG. The President may delegate such responsibilities to another Board member. The President is an ex-officio member of all committees.

4.3 The Secretary prepares the minutes of meetings and keeps in safe keeping such documents as may be assigned to his or her care.. The Secretary is responsible in a general way for all

correspondence, including that related to the calling of meetings. The Secretary shall also be responsible for maintaining the list of members as well as ensuring that all registers, reports, certificates and other documents are stored and classified in an electronic shared folder.

4.4 The Treasurer is responsible for the overall finances of FOG. The Treasurer shall deposit funds of FOG in a financial institution selected by the Board of Directors. At the request of the Board of Directors, the Treasurer shall report on the finances of FOG and submit to the Annual General Meeting an annual financial statement for FOG.

4.5 An officer may resign by giving written notice of resignation to the members of the Board of Directors. If a position of officer becomes vacant during a term, a meeting of the Board of Directors shall be called to elect a replacement.

4 INTERNAL MANAGEMENT

ASSETS AND MONIES

5.1.1 FOG shall not spend any money or dispose of any assets for purposes unrelated to its objectives. The Board may, by resolution, establish the procedures relating to the spending of money or the disposition of assets.

5.2.2 FOG may accept or reject donations of one kind or another, whether in cash or kind, for the purposes of achieving its objectives. The Board may, by ordinary resolution, establish procedures relating to the acceptance or rejection of donations.

5.2 *FISCAL YEAR*

The financial year end of FOG shall be December 31 in each year, unless changed by the Board.

5.3 INDEMNIFICATION

FOG shall reimburse Directors and Officers for all expenses incurred due to legal proceedings brought against them as a result of their involvement with FOG. However, expenses resulting from their serious or intentional fault are not covered.

5.4 DISCIPLINE

5.4.1 The Board may, by resolution, suspend or remove a Director or Officer who is negligent or fails to perform their duties in a manner that respects FOG's mission, these By-Laws or FOG policies, or in a manner that compromises FOG's best interests, mandate, integrity, reputation or decisions made by the Board

5.4.2 The Board may, by resolution, suspend or remove a Member who acts in a manner contrary to the mission of FOG, these By-Laws, or acts in a manner that undermines FOG's best interests, integrity or reputation.

5.4.3 Before taking disciplinary action under s. 5.4.1 or s. 5.4.2:

a) The President or other designate of the Board shall provide 10 days notice to the individual concerned of the suspension or removal, and the reasons for same;
b) The individual concern may make written submissions to the President or other designate;

c) The Board will consider the submissions if any and notify the individual of the final and binding decision of FOG within 10 days of the date specified above in paragraph.

5.5 AMENDMENTS TO THE BY-LAWS

These By-Laws may be amended from time to time by the Board. Such amendments shall remain in force until the next Annual General Meeting or Special General Meeting. At an Annual General Meeting or Special General Meeting, Members may by resolution supported by at least 50% of the members present confirm, reject or modify any amendments to the By-Laws made by the Board.

5.6 DISSOLUTION

Upon the dissolution of FOG and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to qualified donees described in subsection 149.1(1) of the *Income Tax Act.*