



## INTERNAL GOVERNANCE BY-LAWS

Approved by a resolution of the board on the 17th of January 2009.

*This by-law incorporates both the administrative and operating by-laws which relate to the preceding general by-laws.*

### **Membership Categories**

There are two categories of membership (subject to change by the board of directors).

#### **Resident Member**

- Resident Members are individuals that have applied to join Renaissance Lac Brome and fulfilled the current membership requirements. All adult members at a given address can be considered as Resident Members (should their names be recorded on the membership form) and will be listed in the register of the Corporation. One membership form is completed per household and an amount of at least one current annual membership fee must be paid per address. One resident per household is identified on the membership form as the representative of the group being entitled to one (1) vote.

#### **Corporate Member**

- Corporations, associations and institutions can be members. A member in this category must be approved by the Board and must appoint a representative who will be accorded two (2) voting rights. These can be delegated to proxies authorized by the Corporate Member. Corporate Members must pay the annual membership fee approved each year for that category.

### **Voting at meetings of the membership**

Every member that has fulfilled the membership requirements for the current year can vote according to his category of membership.

At a meeting, the vote is usually carried out by a show of hands. However any member, who has the right to vote, can ask for a secret ballot. Such a request can be accepted or rejected by the chairman of the meeting. In the latter case the requestor has the option

of submitting the question to the assembly for a vote by a show of hands. A single majority would indicate the need for a secret ballot.

## **INTERNAL GOVERNANCE BY-LAWS- RENAISSANCE LAC BROME**

### **Election of Directors**

The Secretary will keep a register of the length of service of each director, and at the start of the annual nominating process provide the President of Elections with a list of directors whose term has ended.

At the appropriate time, the President of Elections will present a list of candidates for the open positions on the Board (this number having been determined previously by the Board). The list will have been drawn up by the Nominating Committee based on (1) the need to find individuals willing to run who possess certain attributes or skills (2) an attempt to balance certain geographical requirements for the candidates as previously discussed and approved by the Board. (??-remove) This will have been augmented by any nominations received from RLB members who have followed the specified procedure and submitted names of candidates by the published deadline.

Nominations made from the floor at the Annual General Meeting are only accepted if the candidate is present and agrees to run.

Should the number of candidates nominated equal the number of directorships open, the President of Elections will declare the all candidates elected by acclamation.

If more candidates than openings remain, the President of Elections will hold an election in which case the openings on the Board will be filled according to the candidates that received the most votes. The President of Elections will first select two (2) directors residing in Ville de Lac Brome, then one (1) from a municipality from the watershed. If none of the candidates can fulfill the above, the candidate elected will be the one with most votes. His mandate, however will only be valid for one (1) year and the position will be up for election the following year.

The board of director is taking the proper measures so that this process can be available in 2009.

## **INTERNAL GOVERNANCE BY-LAWS- RENAISSANCE LAC BROME**

### **Budget and approval process.**

At the beginning of the year, the directors will prepare an annual budget based on the Corporation's financial resources and its objectives for the year. This budget is then adopted by resolution of the Board which may revise it as necessary from time to time.

The budget is broken down by program/project each of which is defined and approved by the Board. Each program/project is delegated to a Director who is held responsible for its performance and must operate within its budget.

Directors are authorized to financially engage the corporation in accordance with the procedures outlined below. (Note: Commitment of funds from a director's budget without that director's approval should only occur under exceptional circumstances.)

#### Procedures for payment of budgetted expenses within budget

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All payments of invoices for a budgeted expense must be approved by the responsible director and the treasurer. Should the director not be available, then the treasurer may pay the invoice if funds are available and the expense is within budget.

#### Procedures for payment or commitment of expenses outside the budget

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Before a commitment or payment for unbudgetted items can be made, the following approval procedures apply. See note above regarding commitments made without responsible director's approval.

- Total expense of less than \$500:  
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- the director responsible for the project and the treasurer can authorize it; or if the director is not available, the treasurer can approve it .

- Total expense between \$500 and \$1000:  
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- the director for the project and the treasurer (as above) plus the approval of the president, vice-president or secretary.
- Total expense of more than \$1000:  
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- the approval of the board is required.

In addition to having the required approval , all payments by cheque must have the signatures of two (2) directors in accordance with the banking agreement.