

Meeting of the Vermilion River Stewardship

April 19, 2011

8:30 pm

Beaver Lake Sports and Cultural Club

The meeting was called to order at 8:30 pm by Acting Chairperson: Mike Ross.

Minutes were recorded by Acting Secretary: Sheri Johnson Purdon

Present: Mike Ross; Orma Ross; Marc Samson; Patricia Samson; Margaret LaFramboise; John Reid; Sheri Purdon; and Linda Heron.

The Purpose of this meeting is as follows:

1. Adoption of a Constitution
2. Election of Officers
3. Application for legal status as a Not for Profit Organization

1. Adoption of the Constitution.

A copy of the proposed constitution as prepared by the committee was distributed to all those in attendance.

A number of amendments were made as follows:

Article 2

Ensure the watershed's interests are fully represented and protected;

Article 4

Stewardship as defined in the preamble and Article # 2 of this Constitution, and must not take any actions that might prevent the Officers of the Stewardship and its members from carrying out its lawful duties and responsibilities.

Article 5

Such request must be provided in writing and signed by at least 10 full members and presented to the Secretary Treasurer no later than 30 days prior to the next membership meeting

whereupon a vote will occur to determine approval or denial of such request. The Secretary Treasurer shall immediately notify the Chair and Vice Chairperson of the request and it shall be placed on the agenda of both meetings.

Article 7

There shall be an annual meeting of the stewardship called at the discretion of the executive and approval by the membership. A minimum of six regular meetings may be called at the discretion of the Executive Board and approved by the membership.

Article 9

A member wishing to make an amendment to this constitution shall present such proposed amendment in writing to the Secretary Treasurer of the Stewardship not more than 60 days or less than 30 days prior to the annual meeting.

It was moved by Orma Ross and seconded by John Reid to approve and accept the constitution with the above amendments.

Carried Unanimously

2. Election of Officers

Nominations were opened for the position of Chairperson.

Linda Gale Heron was nominated by Margaret Laframboise and seconded by John Reid

The Acting Chairperson asked three times if there were any further nominations. There being no further nominations he declared nominations closed.

He asked Linda Gale Heron if she accepted or declined the position of Chairperson.

Linda accepted the nomination with thanks to her nominators.

Linda Gale Heron was declared elected as Chairperson by Acclamation

The Chair was then turned over to Linda Heron.

Nominations were then opened for the position of Vice Chairperson.

Sheri Lynn Johnson Purdon was nominated by Mike Ross and seconded by Orma Ross.

The Chairperson asked three times if there were any further nominations for the position of Vice Chairperson. There being no further nominations she declared nominations closed.

The Chairperson asked Sheri Lynn Johnson Purdon if she accepted or declined the position of Vice Chairperson.

Sheri accepted the nomination with thanks to her nominators.

Sheri Lynn Johnson Purdon was declared elected as Vice Chairperson by Acclamation

Nominations were then opened for the position of Secretary Treasurer.

Ronald Basso was nominated by Mike Ross and seconded by Orma Ross.

The Chairperson asked three times if there were any further nominations for the position of Secretary Treasurer. There being no further nominations she declared nominations closed.

The Chairperson asked Ronald Basso if he accepted or declined the position of Secretary Treasurer.

Ronald Basso accepted the nomination with thanks to his nominators.

Ronald Basso was declared elected as Secretary Treasurer by Acclamation.

3. It was moved by John Reid and seconded by Orma Ross that the newly elected Officers apply for status as a Not for Profit Organization for The Vermilion River Stewardship while conducting its affairs in accordance with our newly adopted Constitution under existing legislation. And further that the costs incurred in realizing the above be paid.
Carried unanimously.

There being no further business, it was moved by Mike Ross and seconded by Orma Ross that the meeting be adjourned.

Carried unanimously.

Meeting was adjourned at 9:15 pm.

Sheri Lynn Johnson Purdon
Secretary

I certify that this is the original record
of the minutes of the meeting of the
Vermilion River Stewardship

Constitution

And

Bylaws

Of

the

“Vermilion River Stewardship”

Adopted:/...../ 20..... .

Preamble

WHEREAS the Vermilion River and its watershed is a body of water that provides water to communities, industries, and individuals for their personal use in the form of drinking water and enjoyment; and as a habitat to many wildlife creatures both endangered and otherwise.

THEREFORE BE IT RESOLVED that a non political, not for profit organization be formed.

And further that this organization to be known as the “Vermilion River Stewardship” will act as a voice for the Vermilion River and its Watershed, and will work to build partnerships and strategic alliances with all other interested parties, communities, stewardships, organizations and industry to ensure clean and healthy water quality; and a balanced and sustainable ecosystem and natural habitat.

CONSTITUTION

Article 1 - Name

This Organization shall be known as the “Vermilion River Stewardship”. Any reference herein to VRS or the Stewardship shall mean the “Vermilion River Stewardship”.

Article 2 – Purpose & Goals

Community Supporting a Healthy, Natural and Sustainable River System

Acting on behalf of the Vermilion River for a healthy, balanced and sustainable ecosystem and natural habitat, this Stewardship will actively work to:

1. Encourage and promote cooperative stewardship;
2. Ensure its interests are fully represented and protected;
3. Preserve and protect its water quality, ecosystem, and natural habitat; and
4. Educate, promote and advocate for responsible and sustainable activities in the entire Vermilion Watershed.

Article 3 – Address

The address for mailings and the storage and keeping of all documents of the Stewardship shall be located at 379 Ronka Rd., Worthington, Ontario, P0M 3H0. The address may be changed as determined by the executive of the Stewardship.

ARTICLE 4 - Membership

Membership in the Vermilion River Stewardship shall be available to interested parties residing within the boundaries of the Vermilion River watershed.

To become a member, applicants must complete an application for membership and remit the dues as defined below to the Secretary of the Stewardship.

A member must refrain from any action or activities that conflicts with the purpose or obligations of the Stewardship as defined in the preamble and Article # 2 of this Constitution, or whose actions might prevent the Officers of the Stewardship and its members from carrying out its lawful duties and responsibilities.

Any person whose purpose it is to undermine or in any way damage this Stewardship shall be denied membership and any membership held shall be revoked.

Annual membership dues shall be \$20.00 for an individual, or \$25.00 for a family.

Article 5 – Officers

The executive board shall be comprised of at least three Officers with a provision made herein allowing for a total of five if recommended by the executive board at its meeting and approved by the membership. The membership may at any time request that the Executive Board appoint two additional officers to act as Executive Board Members until the next regular election. Such request must be provided in writing and signed by at least 10 full members and presented to the Secretary no later than 30 days prior to the next membership meeting whereupon a vote will occur to determine approval or denial of such request. The Secretary shall immediately notify the President and Treasurer of the request and it shall be placed on the agenda of both meetings.

Chair

The Chair shall be the recognized head and spoke person of the Stewardship and shall preside as chairperson at all meetings of the Stewardship. It shall be the duty and responsibility of the Chair to call such special meetings as may be determined by the executive board from time to time.

The Chair shall not be entitled to vote on any matter pertaining to the business of the Stewardship, but shall cast the deciding vote on such matters in cases of there being equal numbers of votes both for and against a motion. (tie-vote)

The Chair together with the Secretary Treasurer shall sign all official documents of the Vermilion River Stewardship, and a signing officer at such banking institution where the VRS holds its banking accounts.

The Chair shall be the chairman ex-officio of all committees of the Stewardship.

If the Chair is unable to attend a meeting or function of the Stewardship, then the remaining members shall appoint one from amongst themselves to conduct the duties of the President required at such meeting or function.

Vice Chair

The Vice Chair shall preside at meetings of the Stewardship where the Chair is absent. The Vice Chair may also be called upon to represent the Chair at functions if required as requested by the Chair.

Treasurer

The Secretary Treasurer shall keep an accurate record of all financial transactions of the Stewardship and shall issue receipts for all monies received by it.

The Treasurer shall be a signing officer along with the Chair, on all official documents pertaining to banking requirements.

The Secretary Treasurer shall prepare quarterly financial statements showing all receipts and disbursements which shall then be presented to the Executive Board and membership for approval at their next meetings.

An annual audited financial statement shall be prepared by a Chartered Accountant. Such statement shall be presented to the annual meetings of the Executive Board and to the Membership for approval.

Secretary

The Secretary shall record the minutes of all meetings of the Executive and the Membership. It shall be the responsibility of the Secretary to see to it that all such minutes be kept in a safe location.

Where required by law or otherwise, the Secretary along with the Chair shall sign such documents as to conduct the business of the Stewardship in a proper and legal fashion.

The Secretary shall present the minutes of meetings to subsequent Executive Board and Membership meetings for discussion, amendment if any, and for final approval.

Upon final approval of the minutes, the same shall be signed by the Secretary attesting to the fact that such minutes are the true original minutes as approved, and dated.

Executive Board Members

Should the Executive Board comprising of the Chair, Vice Chair, Treasurer, and Secretary determine that the growth of the Vermilion River Stewardship requires additional Executive Board Members to share in the responsibilities of the Stewardship, then the Executive Board at its regular or special called meeting shall recommend to the membership that the Executive Board be increased to five full members, and that an election take place in the interim to elect 2 additional members. Their titles shall be "Executive Board Member".

The Executive Board Members so elected, shall have equal rights to voice and vote at all meetings of the VRS.

Article 6 - Election of Officers

The first election of Officers under this constitution shall take place at the same meeting adopting this constitution. Officers so elected shall take office immediately upon their election.

Election of officers shall take place at a special meeting held every 36 months in the month of April. Voting shall take place by secret ballot and counted in the presence of the membership at such meeting.

The term of office for elected Officers shall commence on the first day of the month following their election.

Notice of the election meeting shall be forwarded to all eligible members not less than 30 and not more than 60 days prior to such meeting. The notice shall contain all matters of agenda to be dealt with including the positions available for election.

To run for office or hold any position within the Vermilion River Stewardship, a person must be a member in continued good standing within the Stewardship for a minimum of 12 months prior to such election or appointment. This rule shall not apply to candidates seeking office and election at the first meeting of the Vermilion River Stewardship conducted under this constitution.

The officers elected above shall hold office for a minimum of 36 months from the effective date of such election.

Article 7 – Meetings

There shall be an annual meeting held in the month of April of each year. Regular meetings may be called at the discretion of the Executive Board and approved by the membership. Conduct of the meetings shall be in accordance with generally accepted Roberts Rules of Order, or as established by the executive and approved by the membership.

Article 8 – Funding & Use

The Vermilion River Stewardship is to be funded through membership dues, donations, grants, social events, raffles, draws, or through funding that is available or may become available in the future for which the Stewardship is eligible , to enable the Stewardship to achieve its goals as set out herein.

The funding will be used for studies, promotion, office, salaries if any of employees, travelling & lodging, audit and legal costs, affiliations, and miscellaneous general expenses.

The Vermilion River Stewardship will not donate any monies to political, government or private agencies.

The Vermilion River Stewardship will not engage in any form of industrial or commercial enterprise for which its purpose would be to compete with others and make a profit there from.

Article 9 - Constitutional Amendments

This constitution may be amended from time to time by vote of the membership at its annual meetings. A member wishing to make an amendment to this constitution shall present such proposed amendment in writing to the Secretary of the Stewardship not more than 60 days or less than 30 days prior to the annual meeting. No proposed amendment shall have for its purpose the destruction of this Stewardship, nor shall such proposed amendment hinder or prevent in any way the Stewardship or its Officers from carrying out its/their responsibilities, purpose or rights as defined herein.

Article 10 - General

Should any article contained herein be found to be in conflict with any existing Provincial or Federal legislation governing the existence and operation of a Not For Profit Organization, then that applicable section of this Constitution shall be amended to conform with such laws without affecting the remaining parts.

This Constitution and by-laws of the Vermilion River Stewardship is hereby enacted on this

_____ day of _____, 2011, by vote of its members.

Linda Heron (Chair)

(Secretary)