

**VERMILION RIVER STEWARDSHIP  
ANNUAL GENERAL MEETING**

Wednesday, 8 March 2017

Beaver Lake Sports & Cultural Club – 45 Club Road, Worthington, ON

---

**Chair:** Linda Heron  
**Vice Chair:** Sheri Johnson Purdon  
**Secretary/Treasurer:** Terry Little

**Attendees:** Linda Heron, Sheri Johnson Purdon, Marc Samson, Ron Basso, Byron Basso, Dale Kilbey, Neeltje Van-Roon, Terry Little, Ed Nauha, Rita Gattoni, David Gattoni, James Niemi, Margaret LaFramboise, Marte Holouka, John Reid

**1. Welcome: Sheri Johnson Purdon**

**2. Adoption of Agenda**

Moved by Ron Basso, seconded by Marc Samson.

**CARRIED**

**3. Adoption of 2016 AGM Minutes of Meeting**

Moved by Dale Kilbey, seconded by Ron Basso.

**CARRIED**

**4. Presentation of 2016 Annual Report, by Linda Heron**

Highlights were the completion of the Lower Vermilion Source Water Monitoring Project and the expiry of the FIT contracts for dams on the Vermilion. Lowlight was the number of samples that significantly exceeded guidelines (see report below).

Motion to adopt the Annual Report by Marte Holouka, seconded by Dale Kilbey. **CARRIED**

**5. Presentation of the Financial Statement, by Terry Little (Addendum1).**

Motion to adopt Financial Statement by Marc Samson seconded by Ron Basso. **CARRIED**

**6. Elections of Officers: Marc Samson**

**Chair**

Chair Nomination: Linda Heron

Nominated by: Ron Basso

Seconded by: James Niemi

Accepted by: Linda Heron

Nominations closed by: Marc Samson

Linda Heron Acclaimed

**Vice-Chair**

Vice-Chair Nomination: Sheri Johnson Purdon

Nominated by: Byron Basso  
Seconded by: John Reid  
Accepted by: Sheri Johnson Purdon  
Nominations closed by: Marc Samson  
Sheri Johnson Purdon Acclaimed

**Secretary/Treasurer**

Secretary/Treasurer Nominations: Terry Little  
Nominated by: Dale Kilbey  
Seconded by: Ron Basso  
Accepted by: Terry Little  
Nominations closed by: Marc Samson  
Terry Little Acclaimed

**Directors**

As well as the officers, the following individuals have let their names stand as directors:

Byron Basso  
Ron Basso  
Dale Kilbey  
Marte Holouka  
Marc Samson

Motion to accept by Terry Little, seconded by Sheri Johnson Purdon.

**CARRIED**

**7. Amendments to the VRS Constitution and ByLaws – Addendum 2**

Linda Heron proposed amendments to the Constitution and Bylaws. Changes were made to meeting quorum and membership dues.

Motion to adopt by Marte Holouka, seconded by Dale Kilbey

**CARRIED**

The amended Constitution and Bylaws were signed by Linda Heron, Chair and Terry Little, Secretary-Treasurer.

**8. Lower Vermilion Water Quality and Sediment Study**

Linda presented the results of the Lower Vermilion Water Quality and Sediment Study

- Almost all the water sampling sites along the Junction Creek Tributary downstream of waste water treatment plants consistently and significantly exceeded the Provincial Water Quality Objectives.
- The sediment core sample on Wabagishik Lake showed favorable improvement in Copper, Nickel, Arsenic and Lead contamination from 1951 to 2013, except Arsenic still exceeded SEL under the Provincial Sediment Quality Guidelines.
- The data has been peer reviewed, validated and published through Carrie Strangway's University of Ontario Institute of Technology (UOIT) Phytoplankton Thesis.
- Further analysis of the data is planned as well as presentations to Government, Industry and the Public in order to raise awareness and find solutions to reduce the level of pollutants in the Vermilion River Watershed.

**MOTION:** A motion was made by James Niemi, seconded by Dale Kilbey, to pay Carrie Strangway \$200 for her additional chart work. **CARRIED**

**9. Roads Committee**

John Reid will petition Council for widening and ditching of the access road.

**10. Social and Snacks**

<b>Vermilion River Stewardship</b>					
<b>Income - Expenses - Budget</b>					
	<b>Dec 31</b>	<b>2016</b>	<b>Dec 31</b>	<b>2017</b>	<b>Total</b>
	<b>2016</b>	<b>Budget</b>	<b>2017</b>	<b>Budget</b>	<b>Project</b>
<b>Revenue</b>					
Contributions	0.00	0.00	125.00	0.00	
Membership Dues	500.00	800.00	0.00	800.00	
Grants - Other	248.97	0.00	0.00	0.00	
Fundraising	0.00	0.00	0.00	0.00	
Interest	0.00	0.00	0.00	0.00	
Other	0.00	0.00	0.00	0.00	
<b>Sub-Total</b>	<b>748.97</b>	<b>800.00</b>	<b>125.00</b>	<b>800.00</b>	
<b>Project Income</b>					
2012 - December					30300
2013 - June	0.00	0.00	0.00	0.00	24300
2013 - December	0.00	0.00	0.00	0.00	24300
2014 - June	0.00	0.00	0.00	0.00	24300
<b>KGHM International - Donation</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>15000</b>
<b>Total Grant Proceeds</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>118200</b>
<b>Total Revenue</b>	<b>748.97</b>	<b>800.00</b>	<b>125.00</b>	<b>800.00</b>	
<b>Operating Expenses</b>					
Office	30.00	100.00	5.00	100.00	
Website	192.90	160.00	0.00	200.00	
Honorarium	0.00	0.00	0.00	0.00	
Membership Fees	220.00	120.00	100.00	120.00	
Meeting Expenses	0.00	250.00	0.00	250.00	
Miscellaneous	248.97	500.00	0.00	500.00	
<b>Total Operating</b>	<b>691.87</b>	<b>1,130.00</b>	<b>105.00</b>	<b>1,170.00</b>	
<b>Project expenses</b>					
Labs - Sampling	11,121.00	16,000.00	0.00	0.00	58106
Conservation Sudbury - Technicians	9,226.00	5,691.00	0.00	0.00	39226
Travel Expenses	9,214.00	5,670.00	0.00	0.00	10829
Operating Expenses	1,998.00	2,350.00	0.00	0.00	5368
Equipment	0.00	2,000.00	0.00	0.00	4519
<b>Total Project Expenses</b>	<b>31,559.00</b>	<b>31,711.00</b>	<b>0.00</b>	<b>0.00</b>	<b>118048</b>
<b>Total Expenses</b>	<b>32,250.87</b>		<b>105.00</b>		
Current period Surplus/Deficit	(31,501.90)		20.00		
Previous period Surplus/Deficit	33,668.16		2,166.26		
<b>Actual Project Deficit/Surplus</b>	<b>\$152.24</b>		<b>\$152.24</b>		
<b>Actual VRS Deficit/Surplus</b>	<b>\$2,014.02</b>		<b>\$2,034.02</b>		
<b>Surplus/Deficit</b>	<b>2,166.26</b>		<b>2,186.26</b>		

# **VERMILION RIVER STEWARDSHIP**

## **CONSTITUTION**

**&**

## **BY-LAWS**

# **VERMILION RIVER STEWARDSHIP (VRS)**

## **CONSTITUTION**

### **ARTICLE 1: NAME AND ORGANIZATION**

- 1.1 This organization shall be known as the Vermilion River Stewardship (or the “VRS”).
- 1.2 The VRS shall be incorporated within Ontario as a not-for-profit organization.
- 1.3 The VRS shall maintain itself as non-partisan and non-sectarian.
- 1.4 The VRS is made up of persons with current paid-up memberships, or memberships in kind.
- 1.5 The VRS address for mailings and the storage and keeping of all documents shall be located at 379 Ronka Road, Worthington, Ontario, P0M 3H0. The address will be changed as determined by the VRS Executive.

### **ARTICLE 2: VISION**

- 2.1 "Healthy Rivers – Healthy Communities"

### **ARTICLE 3: MISSION**

- 3.1 The VRS 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.

### **ARTICLE 4: VALUES**

- 4.1 Truth, Sensibility and Wisdom in all Matters Pertaining to our Rivers and their Ecosystems.

### **ARTICLE 5: OBJECTS**

- 5.1 The establishment and operation of the Vermilion River Stewardship for the purpose of:
  - a) Supporting a healthy, natural and sustainable river system;
  - b) Encouraging and promoting cooperative stewardship;
  - c) Ensuring the Watershed’s interests are fully represented and protected;
  - d) Promoting the preservation and protection of the water quality, ecosystem, and natural habitat of the Vermilion River; and
  - e) Educating, promoting and advocating for responsible and sustainable activities in the entire Vermilion Watershed.
- 5.2 The corporation shall be carried on without the purpose of gain for its members, and any profits or other accretions to the corporation shall be used in promoting its objects.

## **ARTICLE 6: CODE OF OPERATION**

- 6.1** The VRS will demonstrate ethics and values that are consistent with professional conduct.
- 6.2** The VRS will be inclusive, constructive, transparent, and respectful.
- 6.3** The VRS will communicate in a clear, accurate, truthful, direct, considerate and compassionate manner.
- 6.4** Individuals may not speak on behalf of the VRS without permission granted by the Chair.
- 6.5** Members may not distribute internal VRS documents unless authorized by the Chair.

## **ARTICLE 7: CHANGES IN CONSTITUTION**

- 7.1** Any proposed alterations or additions to this Constitution shall be made as prescribed in the By-Laws of the VRS.

## By-Laws

### **ARTICLE 1: INTERPRETATION**

In these bylaws, unless the context requires otherwise, the following interpretations are made:

- a) VRS means Vermilion River Stewardship.
- b) Words importing the singular include the plural and vice versa.
- c) Words such as “he”, “her”, “chair” etc. used herein are to be regarded without significance to gender.

### **ARTICLE 2: BOARD OF DIRECTORS**

**2.1 NUMBERS:** The VRS will have a Board of Directors consisting of a maximum of eleven (11) persons who may exercise all powers and do all acts and things as may be exercised except as may be otherwise prohibited by the by-laws, resolution or statute.

**2.2 QUALIFICATION:** Directors will be eighteen (18) years of age or more and be members in good standing.

**2.3 ELECTION AND TERM OF OFFICE:**

- a) The current Directors of the VRS remain in place until their successors are elected.
- b) A person holding an office within the VRS, must be a member in good standing.
- c) Directors are elected by the members in a general meeting on a show of hands.
- d) In the event of a vacancy on the Board of Directors, such vacancy may, provided there is quorum, be filled by the Directors from among the members if they so choose, otherwise such vacancy may be filled at the next general meeting of members; and any Directors appointed or elected to fill any such vacancy shall hold office for the unexpired term of the Director who caused the vacancy.
- e) The person ceases to be a Director if she or he is found by a court to be mentally incompetent, resigns in writing, or ceases to be a member in good standing.
- f) The membership may, by resolution passed by at least two thirds (2/3) of the votes cast at a general meeting duly called in this regard, remove any Director before the expiration of his or her term and may, by majority of the votes cast at such meeting, elect any members in his or her stead for the remainder of the term.
- g) The elected officers shall hold office for a minimum of 36 months from the effective date of such election.

**2.4 REMUNERATION:** The Directors will serve as such without remuneration and no Director will receive any profits from his or her position. A Director may be paid reasonable expenses incurred by him or her in the performance of his or her duties.

**2.5 MEETINGS OF DIRECTORS:**

- a) The meetings of the Board may be held at an agreed upon location or using appropriate electronic communications technology, to be determined by the Chair, and may be convened by the Chair or two Directors at any time.



- b) Each Director must be given reasonable prior notice of meeting of regular and special Board of Directors meetings; provided that meeting of the Directors may be held at any time without formal notice if all the Directors are present or have given their assent in writing to the meeting being held in their absence.
- c) A quorum at any meeting shall be at least 50% (half) plus one of total Directors.
- d) Questions arising at any meeting shall be decided by a majority of votes.
- e) A resolution agreed to by email and approved of by all Directors is as valid as if it had been passed at a meeting of the Directors.

**2.6 ADVISORS:** The Directors may from time to time appoint members to be Advisors to assist in conducting the affairs of the VRS. The advisors will generally serve for a limited time, will be entitled to attend all Directors Meetings, but will have no power to vote.

### **ARTICLE 3: OFFICERS**

**3.1** The Board of Directors shall annually appoint a Chair, Vice-Chair, and Secretary Treasurer. All officers must be paid-up VRS members.

**3.2 CHAIR:**

- a) The Chair may act as spokesperson and liaison with media, government and other organizations. The Chair may appoint one or more spokespersons at his or her discretion.
- b) The Chair shall sign such contracts, documents or instruments in writing as require his or her signature. The Chair shall be the Chief Administrative Officer of the VRS and shall be responsible to the Board of Directors for the coordination of all affairs of the organization. In all matters affecting the VRS, the Chair shall be deemed to be an agent of the organization acting under the authority and at the express intention and express direction of the Board of Directors, or any committee thereof, as the case may be.
- c) In addition to any other authority of duties conferred by direction of the Board of Directors, the Chair shall exercise general and active supervision over:
  - i. The selection, employment, supervision and discharge of all employees, subject to ratification of same by the Board of Directors.
  - ii. The preparation and submission of such reports and statements as the Board of Directors may from time to time direct be prepared and submitted to the Board, to any Director or officer of the VRS, or to any meeting of its members.
  - iii. The preparation of the annual budget for the VRS showing expected revenues and expenditures; and
  - iv. The execution of such contract, documents or instruments in writing and shall have such other powers and duties as may be assigned by the Board of Directors.

**3.3 VICE-CHAIR:** The Vice-Chair shall be vested with all the powers and shall perform all duties of the Chair. The Vice-Chair shall sign such contracts, documents or instruments in writing as require his, her or their signature(s) and shall have such other powers and

duties as may from time to time be assigned to him, her or them by the Board of Directors.

- 3.4 SECRETARY TREASURER:** The Secretary Treasurer shall record the minutes at all meetings of Directors and members, and shall have charge of the minute books, funds, documents and registers of the VRS. The Secretary Treasurer shall sign such contracts, documents or instruments in writing as require his or her signature and shall have such other powers and duties as may from time to time be assigned to him or her by the Board of Directors or as are incident to his or her office. The Secretary Treasurer shall have a sound understanding of the VRS Constitution and Bylaws and shall refer to them where appropriate. The Secretary Treasurer may be required to give such bond for the faithful performance of his or her duties as the Board of Directors in their uncontrolled discretion may require, but no Director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the VRS to receive any indemnity thereby provided.
- 3.5 COMMITTEES:** The Board of Directors of the VRS shall from time to time appoint Committees or Subcommittees to carry out duties as specified by the Directors.
- a) Committees and Subcommittees can be temporary or permanent.
  - b) The purpose of a committee must be in accordance with the Constitution.
  - c) Each Committee shall have at least a Chair and if possible a Co-Chair.
  - d) Each Chair shall direct the activities of that Committee and shall submit these activities to the Directors for approval.

#### **ARTICLE 4: MEETINGS OF MEMBERS**

- 4.1** The VRS will hold at least one Annual General Meeting (AGM) in each calendar year.
- 4.2** Frequency, timing and location of AGMs shall be determined by the Board of Directors. All Members are entitled and encouraged to attend these meetings.
- 4.3** Location and timing of the AGM, shall be determined by the Directors. The Agenda for the AGM shall contain:
- A review of the activities of the VRS of the previous year
  - A projection of the activities of the VRS for the coming year
  - Financial results of the previous year and a budget for the coming year
  - An update on the VRS, including active Directors and committee chairs
  - Election of Officers when required.
- 4.4 PUBLIC MEETINGS:** The VRS will hold Public Meetings as required and at locations determined by the Board of Directors. The purpose of these meetings shall be to advance the Mission, Goals and Objectives of the VRS.
- 4.5 NOTICE:** The VRS shall communicate to its members using modern methods of mass communications at the discretion of the Board of Directors. Any information sent by email shall have the same effect as having been mailed by Canada Post.
- 4.6 VOTING:** Every question submitted to any meeting of the members shall be decided by a majority of votes given on a show of hands unless otherwise specifically provided by statute or by these by-laws. In case of an equality of votes, the Chair of the meeting

shall, both on a show of hands and on a poll, have a second or casting vote. Each member shall be entitled to one vote if present at a meeting in person or by proxy.

- 4.7 QUORUM:** A quorum for the transaction of business at any meeting of Members shall consist of a majority of VRS Directors. Voting can be done at a meeting or using appropriate modern communications technology. A record of such voting must be kept by the Secretary.

## **ARTICLE 5: MEMBERSHIP**

- 5.1** The VRS Board of Directors will strive to ensure that membership remains as broad as possible.
- 5.2** A nominal membership fee of \$25.00 will be suggested but not required if service in kind is offered.
- 5.3** Membership in the VRS is open to any person or organization that has paid the annual fee or service in kind as determined from time to time by the Board of Directors and agrees to uphold the VRS Constitution.
- 5.4** Nobody shall act for the VRS, represent the VRS, or make statements or publications using the name of the VRS without having obtained prior approval from the Chair.
- 5.5** By way of a Directors resolution, and a vote of 2/3rds majority, membership may be terminated where it can be shown that a member has:
- Demonstrated neglect of or lack of interest in VRS matters;
  - Is disruptive, or an impediment to VRS proceedings;
  - Undermines, or interferes with VRS objectives; or
  - Is philosophically at odds with the VRS's stated Vision and Mission.
- 5.6** Any person may be designated by a majority of the Board of Directors to be an Honorary (limited time) or Life Time Member (unlimited time). Members designated as such will not pay any membership fees.
- 5.7** Any member in good standing can have their name put up for a seat on the VRS Board of Directors.
- 5.8** The intention of VRS membership is to represent a wide range of interested stakeholders, and to create a voice to achieve our Vision, Mission, Goals and Objectives.
- 5.9** The membership year for the VRS shall be fixed from time to time by resolution.
- 5.10** VRS shall respect the privacy of all its members and shall not release the names and addresses of its members to any person or organization unless they have specific permission to do so, or as required by law.
- 5.11** Any member may resign at any time by written notice to the Board of Directors.

## **ARTICLE 6: FINANCIAL**

- 6.1** The Board of Directors may by resolution fix the financial year-end of the VRS and may from time to time by resolution change the financial year-end of the VRS.
- 6.2** The VRS will be carried on without the purpose of gain for its members and any profits or other accretions to this organization will be used in promoting its objects.

- 6.3** Upon the dissolution of the organization and after paying all debts and liabilities, its remaining property shall be distributed or disposed of to a charitable organization which carries on its work solely in the promotion of environmental issues anywhere in Canada.

**ARTICLE 7: AMENDMENTS TO BY-LAWS**

- 7.1** Amendments to the Constitution and By-Laws may be made by vote at any Annual General Meeting of the VRS, provided that notice of the proposed amendment has been submitted in writing or electronically to the Board of Directors at least 15 days before such meeting. The Board of Directors shall include such notice of amendment in the notice calling meeting.
- 7.2** A vote of two-thirds (2/3) of all votes cast shall be necessary for the adoption of any amendment.
- 7.3** Upon approval of the revisions to the Constitution of By-Laws, each Director shall sign in the appropriate space on the revised document and initial each page of the document.
- 7.4** 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 to such laws without affecting the remaining parts.

This Constitution and By-Laws are hereby approved by the Board of Directors of the Vermilion River Stewardship. This approval is evidenced by the respective signatures of the Chair and Secretary Treasurer on this 8<sup>th</sup> day of March 2017, by vote of its members.



Linda Gale Heron, Chair



Terry Little, Secretary Treasurer