

**FRIENDS OF ELLICE AND GADS HILL SWAMPS
CONSTITUTION**

Revised June 20, 2007, Annual Meeting

TABLE OF CONTENTS

	PAGE
1. NAME AND STRUCTURE	2
2. MISSION STATEMENT	2
3. BYLAWS	2
A. MEMBERSHIP	2-3
B. STRUCTURE	3
C. QUORUM	3
D. BOARD MEETINGS	3
E. GENERAL MEMBERSHIP MEETINGS	4
F. ANNUAL AND SPECIAL GENERAL MEETINGS	4
G. NOTICE OF MEETINGS	4
H. VACANCY ON THE BOARD	4
I. REMOVAL FROM OFFICE	5
J. VOTING	5
K. PROXY	5
L. ELECTIONS	5
M. CONFLICT OF INTEREST	5-6
N. EXECUTION OF DOCUMENTS	6
O. FINANCES	6
P. RECORDS AND REVIEW	6
Q. RULES AND REGULATIONS	6
R. RESPONSIBILITIES OF RESOURCE AGENCIES	6-7
S. RESPONSIBILITIES OF OFFICE	7
CHAIR	7
VICE CHAIR	7
PAST CHAIR	7
FUNDRAISER/TREASURER	7
SECRETARY	8
RESOURCE AGENCIES	8
AMENDMENTS	8-9

FRIENDS OF ELLICE & GADS HILL SWAMPS
CONSTITUTION

ARTICLE 1 - NAME AND STRUCTURE

Section A - Name

This Association, herein referred to as "Friends of Ellice and Gads Hill Swamps" shall be known as "The Friend's Committee". "Board of Directors" shall be known as "The Board".

Section B - Area of Operation

The Friend's Committee operates within the confines of the Ellice Swamp and Gads Hill Swamp, Municipality of Perth East, Ontario

The Friend's Committee is not-for-profit organization.

ARTICLE 2 - MISSION STATEMENT

The Friend's Committee is a volunteer organization working in partnership with agencies and the community to protect the ecosystem health of Ellice Swamp and Gads Hill Swamp through the wise use and management of these long term resources.

BYLAWS

Section A - Membership

- A-1 Membership shall be open to any person who supports the Ellice Swamp & Gads Hill Swamp Conservation Management Strategy and the Constitution of the Friend's Committee.
- A-2 To be a member, membership dues must be paid in full annually.
- A-3 The annual membership shall terminate December 31 of each calender year, regardless of the date that the membership dues were paid for that year.
- A-4 Each member shall be entitled to one vote on each question that arises at any general meeting of the Friend's Committee.
- A-5
 - a) Dues payable for membership shall be set or amended by vote at the Annual General Meeting of the Friend's Committee.
 - b) Membership dues for Individuals-\$10.00, Corporate-\$25.00
- A-6 A membership in the Friend's Committee shall cease to exist upon the happening of any of the following happenings:
 - a) that member resigns in writing as a member of the Friend's Committee,

- b) that member dies,
 - c) that person's membership is terminated by a resolution passed by at least two thirds of the voters at that meeting
 - d) that person has not renewed membership before January 1 of the year following his last year of membership.
- A-7 Annual membership dues shall be refunded each year for each member who is serving on the Board .
- A-8 A balanced membership will be actively pursued. Examples of membership organizations and individuals that should be included: Stratford Field Naturalists, Local Outdoor Opportunity Partners, Ellice Swampers Snowmobile Club, local landowners, local farmers, local trappers, Meadowrun Fish and Game Club, Friends of Hullet, and interested individuals.
- A-9 All members are invited to be paid members of the Local Outdoor Opportunity Partners Inc. (LOOP). The membership dues to join LOOP shall be paid by the Upper Thames River Conservation Authority for those directors which request that this be done.

Section B - Structure

- B-1 The Affairs of the Friend's Committee shall be managed by the Board.
- B-2 This Board shall consist of the executive plus four additional members.
- B-3 The Board shall consist of the following: Chair, Vice-Chair, Secretary, Fundraiser/Treasurer, Past Chair (after one year)
- B-4 The Board shall receive no remuneration for acting as such
- B-5 Membership fees shall be held by the Upper Thames River Conservation Authority (UTRCA)

Section C - Quorum

- C-1 A Quorum for the transaction of business at any meeting shall consist of the Chair or his /her designate, plus at least fifty percent of all members of the Friend's Committee or the Board, depending on which is meeting.

Section D - Board Meetings

- D-1 Meetings of the Board may be called on an "as needed" basis by the Chair. However, following the annual meeting, the Board shall meet within one week of the AGM.
- D-2 Meetings are open to the public.
- D-3 The directors reserve the right to hold closed meetings for any of the following reasons:
- (to be set by Friend's Committee)
- D-4 Only members of the current Board have voting privileges at a meeting of the Board.

Section E - General Membership Meetings

- E-1 General meeting of the Friend's Committee shall be held on such a scheduled day and place as established by the Board.
- E-2 General meetings are open to all members and to visitors who are guests of members who are attending that meeting.
- E-3 Meetings shall be conducted using Roberts's Rule of Order.

Section F - Annual and Special General Meetings

- F-1 A special general meeting of the membership may be called at any time by motion carried by a majority vote of the Board. The motion may set the time and place of such a meeting.
- F-2 The Annual General Meeting of the members shall be held at a time and location within the Municipality of Perth East or elsewhere within Perth County, as determined by the Board.
- F-3 The Annual General Meeting shall be held in May/June of each year.
- F-4 A report of the year's activities will be presented by the Board at each annual meeting. The meeting will also deal with any other business of the Friend's Committee that may be brought forward. The election of the Board will be held at the end of the meeting.
- F-5 Any special committee may be set up at any general meeting. This shall include the committee's mandate and structure which must be approved at that meeting.

Section G - Notice of Meetings

- G-1 Notice of meetings of the Board shall be made to Board members as directed by the Board.
- G-2 Notice of general meetings will be published in suitable Perth County publications.

Section H - Vacancy on the Board

- H-1 A member of the Board who wishes to resign from his/her position must do so by written notice to the Friend's Committee. This resignation will take effect upon motion of acceptance by the Board.
- H-2 If any vacancy occurs, the chair shall, in consultation with the Board, at the earliest possible date, appoint/request a representative to fill the vacancy and hold office until the next AGM.

Section I - Removal from Office

- I-1 Should a member of the Board fail to fulfill his/her duties or be guilty of misconduct, ie, Conduct contrary to the Ellice Swamp & Gads Hill Swamp Conservation Management Strategy or the Constitution of the Friend's Committee, or miss three consecutive meetings, he/she may be removed from office by a majority vote of the Board.

Section J - Voting

- J-1 Each member of the Friend's Committee attending a general meeting shall be entitled to vote on each question put before the meeting.
- J-2 Each member of the Board who attends a Board meeting shall be entitled to one vote on each question put before the Board.
- J-3 THE VOTE OF THE CHAIR SHALL be counted with those voters in attendance.
- J-4 Questions put before any meeting shall be decided by majority vote.
- J-5 Each member who does not vote on a question shall be deemed to be in the affirmative when the final count is being tallied.
- J-6 The vote of any member who has declared a conflict of interest shall not be counted in the number of eligible voters.
- J-7 Generally, a question will be decided by a show of hands. However, if any member requests a secret ballot, the question shall be voted on by secret ballot.
- J-8 Voting in elections shall be by secret ballot at all times.
- J-9 A tie vote is considered lost.

Section K - Proxy

- K-1 There shall be no proxy votes at any meetings.

Section L - Elections and Terms of Office

- L-1 An election shall be held at each annual meeting to elect at least nine members to the board.
- L-2 The executive positions shall be decided by the board at the next board meeting.
- L-3 A member may be elected to the Board for no more than three consecutive terms.
- L-4 During the AGM, the Chair for the election of the Board of Directors shall be a representative of the UTRCA.

Section M - Conflict of Interest

- M-1 A member who may in any way benefit financially by a possible outcome of a vote on a question shall declare a "conflict of interest". That member shall leave

the room until all discussion and the vote has been taken on any question regarding the matter of the conflict.

Section N - Execution of Documents

- N-1 Documents requiring execution by the Friend's Committee shall be signed by any two of the Executive officers and all Documents so signed are binding upon the Friend's Committee without any further authorization or formality. The Board may from time to time appoint any officer or officers or any person or persons on behalf of the Friend's Committee, either to sign documents generally or to sign specific documents. Documents and correspondence arising in the day to day operation of the Friends Committee may be signed by the Chair.

Section O - Finances

- O-1 General membership funds will be held in trust by an incorporated organization, TBD when the need arises.
- O-2 Any special project funds, applications, or proposals will be administered by the Local Outdoor Opportunities Partners Inc.
- O-3 All activities relating to funds will be made through resolution of the Friend's Committee Board.

Section P - Records and Review

- P-1 The Directors shall see that all necessary reports of the Friend's Committee required by the bylaws of the Friend's Committee are regularly and properly kept and presented at the next general meeting.

Section Q - Rules and Regulations

- Q-1 The Board may as it sees fit, prescribe such rules and regulations that are consistent with the "Mission Statement", the Ellice and Gads Hill Swamps Conservation Management Strategy" and that conform to this "Constitution".

Section R - Responsibilities of Resource Agencies

- R-1 The Upper Thames River Conservation Authority, Grand River Conservation Authority, Duck Unlimited Canada, Ontario Ministry of Natural Resources, Perth Stewardship Network, Ontario Federation of Anglers and Hunters, Municipality of Perth East, County of Perth, Federation of Ontario Field Naturalists, Ontario Federation of Agriculture, Christian Farmers of Ontario, National Farmers' Union, Local Outdoor Opportunity Partners, and the Ontario Provincial Police will all be considered Resource Agencies to the Friends Committee.

R-2 The resource agencies will be asked to review and respond to all of the Friend's Committee recommendations that are relevant to their particular resource agency.

Section S - Responsibilities of Office

All Members of the Board shall

- respect the diversity of the Friend's Committee,
- be familiar with the nature and the extent of the Friend's Committee Constitution and Bylaws,
- have a right to vote on each question that is called,
- respect the confidentiality of matters brought before the Board.

Specifically:

1. The **Chair** shall
 - a. preside at all meetings of the Friend's Committee.
 - b. represent the Friend's Committee in the community.
 - c. carry out assignments and instructions given to the board of the Friend's Committee.
 - d. be responsible for the general management and supervision of the affairs and operations of the Friend's Committee.
 - e. be an ex-officio member of all committees, (except the nominating committee) in a non-voting capacity.
 - f. have the right to vote on all elections and on all questions.
2. The **Vice-Chair** shall:
 - a. Exercise the duties of the Chair in the latter's absence or inability
 - b. Perform such other duties as may from time to time be determined by the Board.
3. The **Past Chair** shall:
 - a. Aid the Chair and Vice-Chair.
 - b. Give freely of his/her experience and knowledge to ensure continuity within the Friend's Committee.
 - c. Whenever possible, chair the nominating committee.
 - d. At the Annual meeting, present the nomination committee report and conduct the elections according to Robert's Rules of Order and then turn the meeting over to the newly elected Chair.
4. The **Fundraiser/Treasurer** shall
 - a. Be a member of the Local Outdoor Opportunities Partners executive.
 - b. With approval of the Friend's Committee, pursue partnerships for funding proposals through the Local Outdoor Opportunities Partners executive.
 - c. Record, report, and act in a timely attending to financial matters of the Friends
 - d. Prepare regular financial updates for the Friends BoD as required

5. The **Secretary** shall:
 - a. Record all facts and minutes of all proceedings
 - b. Issue all notices to other Board members and general members after consultation with the Chair.
 - c. Be the custodian of all books, papers, correspondence and other documents belonging to the Friend's Committee.
 - d. Conduct the correspondence of the Friend's Committee.
 - e. Forward copies of the minutes and agendas to Board members.
 - f. Not release such documents except when authorized by a resolution from the Board to do so and to such person or persons as may be named in the resolution.

6. The **Resource Agencies** shall:
 - a. The Upper Thames River Conservation Authority will provide a staff member for all meetings of the Friend's Committee to act as a resource and ensure that all recommendations are delivered to appropriate staff and Board of Directors.
 - b. The Grand River Conservation Authority will provide a staff member on an as needed basis to act as a resource and ensure that all recommendations are delivered to appropriate staff and Board of Directors.
 - c. Ducks Unlimited Canada will provide a staff member to meetings of the Friend's Committee on an as needed basis to act as a resource and ensure that all recommendations are delivered to appropriate staff.
 - d. The Ontario Ministry of Natural Resources and Perth Stewardship Network will provide a staff member to meetings of the Friend's Committee on an as needed basis to act as a resource and ensure that all recommendations are delivered to appropriate staff.
 - e. The Upper Thames River Conservation Authority will ensure that all recommendations are reviewed by the appropriate resource agency.
 - f. The Upper Thames River Conservation Authority will collect the Friend's Committee membership dues.

Section S - Amendments

1. This Constitution may be amended at the Annual meeting of the Friend's Committee. Such motions pertaining to amendment or cancellation of the Constitution to become effective must receive the assent of not less than two thirds of the members present. Notice of motion of amendments to the Constitution shall be given at least one month prior to the annual meeting.

2. In these bylaws and all in all bylaws of the Friend's Committee hereafter passed, unless the context otherwise requires, words importing the singular number or the

masculine gender shall include the plural number or the female gender as the case may be and vice versa.

PASSED BY THE FRIENDS OF ELLICE AND GADS HILL SWAMPS at the Annual Meeting at Meadowrun Game Club.

On the 13th day of June 2007

CHAIR

SECRETARY