

CONSTITUTION
FRIENDS OF THE NAPANEE RIVER
(An unincorporated volunteer organization)

Version – 06 Feb 2019

ARTICLE 1: NAME

The name of the organization shall be “Friends of the Napanee River,” hereinafter referred to as “FNR”

ARTICLE 2: PURPOSE/OBJECTIVES

- 2.1 To learn about the Napanee River and its watershed,
- 2.2 To study the impact of human habitation, interventions, and uses of the river and lands within its watershed,
- 2.3 To share such information in order to promote better understanding by all users of the river and inhabitants of the watershed,
- 2.4 To work in partnership with persons and groups interested in protecting the health of this watershed, and
- 2.5 To undertake activities that protect and enhance the watershed.

ARTICLE 3: MEMBERSHIP

- 3.1 Membership shall be open to all persons or organizations supporting the objectives of FNR upon the payment of such annual fees as are established during the Annual General Meeting (AGM).
- 3.2 Each membership shall permit the right to vote at the AGM and any special members’ meetings, provided the membership is fully paid up at the time of the meeting.
- 3.3 The membership year will be the calendar year.

ARTICLE 4: MEETINGS

- 4.1 ANNUAL GENERAL MEETING (AGM). Notice of the day, hour and location of the AGM, for the purpose of receiving reports, electing Officers for the ensuing term, and the transaction of any other business as may be possible or necessary, shall be delivered by electronic means where possible or by email to all members no less than two weeks preceding said meeting.
- 4.2 QUORUM. Fifteen (15) voting members or half the total number of voting members plus one, whichever number is smaller, present in person shall constitute a quorum for the holding of an AGM.
- 4.3 CHAIR. During the period of nominations and elections of the Officers, the AGM shall be presided over by a Member elected for the purpose at the meeting, but at any other meeting of

members, the Chair, and if the Chair is absent, the Deputy Chair shall be the Chair. In the absence of both, then a member of the Steering Committee chosen by majority vote of those present at the meeting shall Chair.

4.4 SPECIAL MEMBERS' MEETINGS. Special members' meetings may be convened at any date, time and place within Ontario, provided notice is given as required in 4.1.

4.5 VOTING. Voting at AGMs and Special Members' Meetings will be conducted by a show of hands except if an election is required to determine the members of the Steering Committee. If such an election is required, then it shall be conducted by secret ballot. On all matters that require a vote, if there are equal numbers of yes votes and no votes, the motion fails. The Chair has a vote on all matters.

ARTICLE 5: STEERING COMMITTEE

5.1 OFFICERS. The affairs of FNR shall be managed by a Steering Committee of a minimum of five (5) members and a maximum of ten (10) members appointed, or if so required, elected from the general membership. The Steering Committee may exercise all such powers and do all such acts and things as prescribed in this Constitution. No current, elected municipal or provincial official may be a member of the Steering Committee.

5.2 TERM OF OFFICE. The "Term of Office" shall be two (2) years associated with being appointed or elected as a member of the Steering Committee.

5.2.1 TERM OF OFFICE. The term for one-half of the Steering Committee members will be for two (2) years, while the other half will be for one (1) year, thereby ensuring continuity across the membership.

5.3 ELECTION. The Nominating Committee will present its slate of nominees along with the nominees' brief views.

5.4 VACANCIES ON STEERING COMMITTEE. So long as there is a quorum of members then in office, vacancies shall, at the discretion of the Steering Committee, be filled by the Officers from among individual voting members of FNR. Otherwise, such vacancies may be filled at the next meeting of members, and any Officer so appointed or elected shall hold office for the unexpired term.

5.5 CONFLICT OF INTEREST. If any Officer has an interest, pecuniary or not, in any matter before the Steering Committee by which said Officer could be deemed to personally benefit, then said Officer shall declare the conflict, remove him or herself from the meeting while such matter is being considered, and not vote on the matter.

5.6 EXECUTION OF DOCUMENTS. Between AGMs, the general management and control of the affairs, funds and property of FNR shall be vested in the said appointed/elected Steering Committee, subject to the Constitution and decisions taken by the majority vote of the Members at the AGM or at any other Special Members' Meeting called by the Steering Committee on the same notice as for the AGM.

5.7 SIGNING AUTHORITY. Cheques, engagements and other instruments enacted or issued on behalf of FNR of the Napanee River shall be signed by the Treasurer and a second Officer as appointed by resolution of the Steering Committee.

5.8 QUORUM. A quorum for all meetings of the Steering Committee shall be a majority of the eligible voting Steering Committee members.

5.9 COMMITTEES. The Steering Committee may from time to time constitute such committees as it deems necessary and shall prescribe the duties and authority of any such committees. All such committees shall be chaired by a person appointed by the Steering Committee. The Chair of each committee shall be responsible for reporting to the Steering Committee on the work of that committee.

5.10 NOMINATING COMMITTEE. A Nominating Committee shall be established annually by the Steering Committee.

5.11 Operating Policies and Procedures will be recorded in a separate document that will be kept up to date and be available to members.

ARTICLE 6: OFFICERS OF FNR

6.1 APPOINTMENT AND TENURE. The Officers shall consist of a Chair, a Vice-Chair, a Secretary, and a Treasurer appointed or elected by the Steering Committee from among their number. The Steering Committee as appointed or elected at the AGM shall meet within thirty (30) days of the AGM for the purpose of establishing the positions outlined in sections 6.2, 6.3, 6.4, and 6.5 of this Constitution.

6.1.1 TERMS OF OFFICE. The term for Chair and Treasurer will be for two (2) years, while the Vice-Chair and Secretary will be for one (1) year, thereby ensuring continuity across the membership.

6.2 CHAIR. The Chair shall perform such duties as are assigned by the Steering Committee and shall be an ex-officio member of all committees.

6.3 VICE-CHAIR. The Vice-Chair shall perform the duties of the Chair in his or her absence, and have such other powers and duties as assigned by the Steering Committee.

6.4 SECRETARY. The Secretary shall act as secretary of all meetings of the Steering Committee and the AGM, and record minutes of said meetings. The Secretary shall have charge of the Minutes of FNR and any other documents that may be assigned from time to time by the Steering Committee.

6.5 TREASURER. The Treasurer shall have the care and custody of all funds and securities of FNR and shall deposit or arrange for the deposit of same in such Canadian Chartered Bank, Trust Company or Credit Union as the Steering Committee may direct. The Treasurer shall prepare periodic financial reports and for the AGM.

6.6 AUDITOR. The financials shall be audited before the AGM by a Member appointed by the Steering Committee.

ARTICLE 7: FISCAL YEAR

7.1 The fiscal year of FNR shall end on December 31st annually.

ARTICLE 8: AMENDMENTS TO THE CONSTITUTION

8.1 Amendments to the Constitution may be made by the Steering Committee at any time but then must be referred to the next AGM for approval. Members must be notified of any such proposed amendments at least two weeks before the meeting and any amendments must be passed by a two-thirds majority of members attending the AGM.

ARTICLE 9: RULES OF ORDER

9.1 Steering Committee meetings and the AGM will follow standard democratic procedures for conducting meetings. Robert's Rules of Order may be invoked by a simple majority when deemed necessary.