

Bruce Grey Woodlands Association  
Constitution  
as amended, 2 March 2019

**Vision**

Promoting healthy forests and ecosystems in Bruce and Grey Counties through education, recreation and sustainable management practices.

**1. Objectives**

1.1 Promote sustainable forest management by increasing awareness of the forest's inherent social, economic and environmental values.

1.2 Provide networking and sharing opportunities regarding forests and ecosystems.

1.3 Promote enjoyment of woodlands and natural areas through education and recreational activities.

1.4 Serve as a voice for the membership with respect to legislation, taxation and regulations as they affect forest property and associated business interests.

1.5 Encourage non-typical forest management practices such as farm windbreaks, orchards, permaculture, and riparian restoration.

**2. Membership**

2.1 Membership shall be open to persons or organizations who support the objectives of the association. The Board of Directors has the authority to determine the eligibility of any membership.

2.2 Membership shall be taken out in the name of an individual, family, organization, corporation or business. However, there shall be only one vote per paid-up membership. Student membership dues, under the age of 25, will be discounted 50%.

2.3 Members in good standing shall be eligible to hold office, be entitled to nominate, and have the right to vote at any general meeting of the association.

2.4 Any member failing to pay the required annual membership dues on or before the identified due date shall cease to be a member in good standing and the Board of Directors may strike the name of such member from the membership list.

2.5 It shall be the responsibility of the member to advise the association of any changes to contact information.

2.6 Any member whose membership has lapsed or has been terminated in any manner shall forfeit all rights and privileges extended by the association.

2.7 A membership list shall be maintained by a director of the association designated by the Board of Directors.

2.8 Only a member in good standing may with prior approval of the Board of Directors, through a motion, represent the Association and its members at events, meetings or any other functions deemed appropriate by the Board of Directors.

### **3. Dues**

3.1 Annual Membership dues shall be established by the Board of Directors. Any increase in the dues shall not exceed \$10.00 per year.

3.2 Membership dues are payable by cheque, cash or PayPal to the “Bruce Grey Woodlands Association “ or “BGWA”

### **4. Board of Directors**

4.1 The governing body of this association shall be known as the Board of Directors and shall include up to 15 members, with a minimum of 3 from each County.

4.2 The Board of Directors shall be elected at the Annual General Meeting.

4.3 The Executive members of the Board shall consist of the President, Vice-President, Past President, Secretary, and Treasurer and shall be elected to a one year term at the first board meeting following the annual meeting. The offices of Secretary and Treasurer may be combined.

4.4 No person shall hold any executive office on the Board of Directors for more than three consecutive terms except, if it is deemed by the Board of Directors, by election, to be in the best interest of the association.

4.5 A quorum shall consist of two-thirds of the members of the Board of Directors. Either the President or Vice-President must be in attendance to chair a meeting.

4.6 Any motion will be carried by a simple majority vote. The chair will only vote in the event of a tie.

4.7 Any vacancy occurring on the Board may be filled by another member appointed by the Board. The member selected shall hold office for the balance of the vacating Director's term.

### **5. Election of Board of Directors**

5.1 The membership shall be canvassed for nominees by direct mailing or email no later than 30 days prior to the Annual General Meeting at which time the secretary will present the list for confirmation of qualification.

5.2 Additional nominations will be accepted at the Annual General Meeting. These nominations must be a member in good standing and nominated by a member in good standing and accepted by the nominee, in person or with a written acceptance provided at the meeting.

### **6. Duties of the Board of Directors**

6.1 The President shall preside at all meetings and carry out other duties incident to the office.

6.2 The Vice -president shall act in the absence of the President.

6.3 The Secretary shall record the minutes of all meetings, conduct any correspondence requested by the Board and properly file all records and communications pertaining to the operation of the association. All meeting minutes and pertinent documents shall be passed along to the next board of directors, as well as stored on the website for future reference.

6.4 The Treasurer shall be responsible for all financial affairs of the association including depositing money received, payment of accounts, and maintaining accurate records. The Treasurer will at each meeting update the Board on the financial information. The Treasurer will maintain an account in the name of the association in a chartered bank or trust company. All cheques and other financial instruments shall be signed by the Treasurer.

6.5 A yearly financial statement will be tabled by the Treasurer for review at the Annual General Meeting which has been reviewed by 2 additional directors.

6.6 The Executive will be responsible for reviewing the Constitution annually and suggesting revisions as required.

## **7. Sub-Committees**

7.1 The Board of Directors may establish Sub-Committees with specific mandates and defined lengths of existence.

7.2 All such Committees will be chaired by a designated Board member who will report to the Board about Committee activities.

## **8. Meetings**

8.1 All meetings and the Annual General Meeting will be run in accordance with Robert's Rules of Order.

8.2 The Board of Directors shall meet no less than four times annually. Members are welcome and invited to attend Board of Director meetings.

8.3 There shall be at least one Annual General Meeting for the membership. The date and location are to be determined by the Board of Directors. Notice of date of meeting to be sent to members at least 30 days in advance including agenda and a call for nominations of proposed Board members.

8.4 At the Annual General Meeting reports will be given by the President on the previous year's activities and any issues which are of concern by the Board, and by the Treasurer on the financial position of the Association including a full written outline of cash flow and current financial resources. A membership year shall be considered to be from the start of one Annual General Meeting to the start of the next Annual General Meeting.

8.5 The agenda of the Annual General Meeting should provide an opportunity for members to state opinions and ask questions.

8.6 A quorum for the Annual General Meeting shall be a quorum of the existing Board of Directors i.e., those completing or continuing their terms, but not those newly elected, plus all other members present.

8.7 A Special Meeting of the membership may be called at any time by the Board of Directors for a specific matter. A notice of such a meeting including the purpose of the meeting must be mailed to members at least 15 days prior to the meeting date, 30 days if a change to the Constitution is proposed.

## **9. Fiscal Year**

9.1. The fiscal year of the association is the calendar year.

## **10. Changes to the Constitution**

10.1. Changes to this Constitution may be made only at an Annual General Meeting or at a Special Meeting.

10.2 Changes require two-thirds majority of the members in attendance.

10.3 Any member may recommend changes to the Constitution to the Board of Directors. Recommendations must be made in writing at least 30 days before the Annual General Meeting or a Special Meeting. Recommendations for changes will be brought to the Annual General Meeting or a Special Meeting for consideration by the membership. Modifications can be made from the floor by members in good standing and be voted on as part of a qualifying recommendation by the membership present.

10.4 Once amendments have been presented and approved at an Annual General Meeting or Special Meeting, the changes will be made to the constitution and copies will be provided to the directors, posted to the website within 60 days, and available by request to any member.

## **11. Voting**

11.1 Voting will comply with Robert's Rules of Order.

11.2 The Board of Directors shall be permitted to vote by email, with the same quorum requirement as provided in section 4.5, such votes to be confirmed/recorded at the next Directors' Meeting.

11.3 General votes by the membership shall be allowed by mail or email or via the BGWA web site so long as it is reasonably ensured that any one membership has only a single vote and that:

11.3.1 All members in good standing will be notified of the vote question by email or regular mail no less than 21 days prior to the vote deadline date.

11.4 Members in good standing who are unable to attend the Annual General Meeting may Vote by Proxy, assigning their vote to any existing Director or member they wish to entrust with voting in their best interests. A proxy form will be included with the meeting notice.