

Constitution and Bylaws of the Friends of the Jock River

Preamble to the Constitution of the Friends of the Jock River

When the Friends of the Jock River was first established and the group started meeting on a regular basis, the group established a set of guidelines for the organization. These guidelines were titled "Terms of Reference - Friends of the Jock River". As the organization has now been established, and wishes to establish itself as a Acharity" under the laws of Canada, the need of a constitution has arisen. This constitution is based on the original Terms of Reference, as approved by the membership in September of 1997. All of the articles of the Terms of Reference are embedded in either the Constitution or the Bylaws.

Constitution of the Friends of the Jock River

Article I - Name

This organization shall bear the name of “**Friends of the Jock River**”, hereinafter referred to as the “Friends”.

Article II - Purpose

Section 1 - Mission Statement

The mission of the Friends of the Jock River is to improve the ecology of the Jock River watershed by building partnerships, leading the community in awareness and activities, and by challenging businesses, governments and the public to act responsibly in environmental issues.

Section 2 - Goals

The goals of the Friends are:

1. To involve landowners, users, communities, government, business and other interested parties in programs aimed at improving the health of the Jock River and its watershed, hereinafter referred to as the Jock River.
2. To improve wildlife habitat, recreation, water quality and quantity in the Jock River.

Section 3 - Monetary Gain for Members

1. The activities of the Friends shall be carried on without the purpose of monetary gain for its members and any profits or other accretions to the Friends shall be used in fulfilling its purpose and goals.
2. No member of the Friends, whether or not he or she is a director or an officer of the Friends, shall be entitled to receive from the Friends any remuneration or compensation except repayment of reasonable out-of-pocket expenses incurred by the member at the request of the Friends.

Article III - Membership

1. Any individual, organization, or corporation may be admitted a member of the Friends (hereinafter referred to as a Member). Geographic representation across the watershed will be encouraged.
2. Admittance shall be granted upon payment of the current member’s fee, as stated in the Bylaws.
3. The number of members shall not be limited.
4. The membership year shall be from February 1 to January 31. Membership applications dated from October 1 to January 31 shall be valid for the following membership year. (*amended Dec. 4, 2001*)
5. There shall be several categories of membership, with respective fees as stated in the Bylaws.
6. Membership fees may be levied in an amount approved annually by the Board of Directors.

Article IV - Government

1. There shall be an Annual Meeting of the Membership (hereinafter referred to as the Annual Meeting) to be held at a time specified in the Bylaws.
2. The purpose of the Annual Meeting shall be:
 1. To receive reports from the Board and the Officers of the Friends.
 2. To receive reports from the heads of the Committees of the Friends.
 3. Accept an audited report of the Treasurer.
 4. Give approval for the budget and the work plan for the current year.
 5. Hold elections.
 6. Raise awareness and funding.
 7. And conduct such other business as may be presented in keeping with the Bylaws.

Article V - Board of Directors

Section 1 - Composition and Responsibilities

1. The Board of Directors (hereinafter referred to as the Board) shall have a minimum of 4 members, with the maximum to be established by the Bylaws.
2. With the exception of the Past President, the Directors shall be elected at the Annual Meeting.
3. The Board shall consist of the President, the Past President (if applicable), the Vice-President, the Treasurer, the Secretary, and such other members as the Bylaws may designate.
4. The Board shall serve to give oversight of the functions of the Friends through internal organization and/or by appointing such officers or committees as are necessary to properly fulfil the purpose of the Friends.
5. The Board shall have the authority to fill all vacancies between Annual Meetings.
6. The Board shall meet as stated in the Bylaws.
7. All other officers and organizations, except the Nominating Committee are amenable to the Board.

Section 2 - Officers

1. The Officers of the Friends (hereinafter referred to as the Officers) shall consist of President, Vice-President, Treasurer, Secretary, and such other officers as may be designated by the Bylaws or the laws of Ontario.
2. The Officers shall be elected at the Annual Meeting.

Section 3 - Duties

1. The duties of the President shall be:
 1. To preside, when present, at all meetings of the Board and the Membership.
 2. And such other duties as the Bylaws may designate.
2. The duties of the Vice-President shall be:
 1. To act in the absence or at the request of the President.
 2. And such other duties as the Bylaws may designate.

3. The duties of the Secretary shall be:
 1. To keep the minutes of the Meetings of the Board and the Meetings of the Membership.
 2. To ensure the safeguarding of the official records of the Friends.
 3. To conduct the official correspondence of the Friends as directed by the Board.
 4. And such other duties as the Bylaws may designate.
4. The duties of the Treasurer shall be:
 1. To ensure that all monies of the Friends are received and disbursed as directed by the Board.
 2. To ensure that proper financial records are maintained and safeguarded.
 3. To report the financial status as required.
 4. And such other duties as the Bylaws may designate.

Article VI - Organizations

1. Organization and committees shall be designed and established by the Board to fulfil the purpose of the Friends.
2. Organization and committees shall be governed by the Bylaws.

Article VII - Property and Records

Section 1 - Property

1. The Friends may acquire, own, dispose of, improve, encumber, and convey property, real and personal, for the purposes of the Friends, in conformity with the laws of Ontario, where the property is situated.
2. Real property may be sold, conveyed, exchanged, mortgaged, or encumbered only by order of the Membership through the Board.

Section 2 - Records

1. The official records of all officers of the Friends and all the committees and sub-committees are the property of the Friends.
2. All financial records shall be audited as required by the Board, or at the written request of at least 51 percent of the membership.
3. In the event of the death or resignation of an incumbent officer or upon the election or appointment of a successor, the current records of the office shall be returned to the Secretary of the Board.
4. All records, other than the current ones, shall be kept in a secure repository designated by the Board.

Article VIII - Nominating Committee

1. The Nominating Committee shall consist of the President, and a minimum of four (4) members with equal representation from the Board and from the Membership.
2. The maximum number of members shall be determined by the Bylaws.
3. The President shall be the Chair of this committee.

4. The members shall be elected by ballot by their respective bodies at least three (3) months prior to the Annual Meeting.
5. The Committee shall nominate one name for each office to be filled.
6. Other nominations, if any, shall be made in writing, signed by two members in good standing and filed with the Chair of the Nomination Committee, for presentation to the Membership.
7. The Committee shall present the Nomination slate to the Membership at least seven (7) days prior to the Annual Meeting, and as directed by the Bylaws.
8. Elections shall be by ballot except in cases where there is only one nomination presented and the ballot is waived by unanimous vote.

Article IX - Dissolution

1. Upon dissolution of the Friends and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to the Rideau Valley Conservation Authority.

Article X - Bylaws

1. Bylaws, provided that they are not in conflict with the provisions of the Constitution, may be adopted or amended by a majority vote of the Meeting of the Membership.

Article XI - Amendments

1. This constitution may be amended only by the Meeting of the Membership by a two-thirds majority of the votes cast.
2. Notice of amendments to the constitution shall be given to each member of record, not less than thirty (30) days prior to the meeting of the membership, at which the amendment shall be put to a vote of the membership.

Bylaws of the Friends of the Jock River

Article I - Membership

1. There shall be four categories of membership.
 1. Volunteer - This is a membership for any individual who agrees to provide 20 hours of volunteer labour on a per year basis. The membership fee for this category is set at \$10.00 per year.
 2. Supporter - This is a membership for any individual who is not obligated to provide volunteer labour. The membership fee for this category is set at \$15.00 per year.
 3. Family - This is a membership for all individuals of one family unit. The members of the family are not obligated to provide volunteer labour. The membership fee for this category is set at \$25.00 per year. All family members listed on the membership application form, shall be recorded on the membership list.
 4. Corporate - This is a membership for one corporate unit. The membership fee for this category is set at \$50.00 per year. One or more officers of the corporate unit must be listed on the membership list. Appropriate recognition of this type of member shall be ensured on the material and literature of the Friends.
 5. Sustaining Corporate - This is a membership for one corporate unit who wishes to support the Friends in a sustaining manner. The membership fee for this category is set at \$200.00 per year. One or more officers of the corporate unit must be listed on the membership list. Appropriate recognition of this type of member shall be ensured on the material and literature of the Friends.
2. The Board may change the membership fees by resolution. This change can occur at most, once per year.
3. Persons may apply for membership, by completing a membership form, and mailing to, or delivering in person to, the Head Office, or the address specified on the membership form. Membership forms shall be available freely from the Head Office, and from the Board, and from the members of the Membership Committee.
4. The Board shall have the right to terminate the membership of an individual, prior to the membership year completing. Termination of membership must be done via a motion passed by two thirds of the members of the Board.
5. The Board shall have the right to refuse membership to an individual. Refusal of membership must be done via a motion passed by two thirds of the members of the Board.
6. The Board may add more membership categories or delete membership categories as it desires.
7. The membership fees shall be used to further the purpose, aims and goals of the Friends.
8. Tax receipts will be issued, provided that the Friends is registered as a charity in the country of Canada.

9. Tax receipts will be issued for all donations.
10. Tax receipts will be issued for all membership fees.

Article II - Meetings of the Membership

1. The Meetings of the Membership are divided into two types: The Annual Meeting of the Membership (hereinafter known as the Annual Meeting) and the General Meetings of the Membership (hereinafter known as General Meeting).
2. There shall be four Meetings of the Membership per year, or such number as the Board shall deem necessary.
3. The President or his/her appointee shall act as Chair for all meetings of the membership.
4. At the Annual Meeting, the members shall elect a Board of Directors from among the membership to be responsible for the affairs of the Friends between Annual Meetings.
5. This Board shall be amenable to the Membership.
6. Meetings of the Membership shall be called by the Board of Directors by proper notice to the Membership.
7. All members who have reached the age of 16 years are entitled to vote except in matters where the laws of Ontario determine the age at which the members are enfranchised.
8. The Annual Meeting shall be in the same municipality where the Head Office is located, or at such other place in Ontario as the Board of Directors may determine.
9. The Annual Meeting shall be held prior to the end of February.
10. Notice of any meetings of the membership, including time and place, shall be given not less than ten days before the day on which such meeting is to be held. Such notice shall include the agenda for the meeting, the minutes of the previous meeting (provided the last meeting was more than thirty (30) days ago), and any reports that shall be received by the membership at that meeting. For regular scheduled meetings, one notice given for a group of meetings shall be sufficient.
11. Any written report for consideration at a Membership Meeting shall be made available to the member prior to such meeting, upon written request from the member to the Secretary.
12. Notice of any meetings of the membership shall be given to each member of record at the close of business on the day on which the notice is given.
13. Notices shall be sent to each member on an individual, family or corporate basis. The notice shall be sent to the last address recorded in the books of the Friends.
14. Notice of any General Meeting of the Membership, other than the Annual Meeting, or the regularity scheduled meetings, shall state the general nature of the business that is to be transacted at such a meeting.
15. Any meeting of the membership may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting which the adjournment took place. No notice shall be required of any such adjournment. Such motion of adjournment may be made notwithstanding that no quorum is present.
16. Ten percent or five members, including two Directors, whichever is less, present in person, shall constitute a quorum for the transaction of business at any meeting of the members.

17. At all meetings of the membership, decisions shall be made by consensus whenever possible. Full motions, seconders and voting shall be required to approve the work plan, the budget, all financial matters, and any other such business transactions as the Chair of the Meeting may designate.
18. Any votes shall be decided by a majority of the votes cast on the question. In the case of an equality of votes, the Chair of the meeting shall be entitled to a second or casting vote.
19. Non-members shall be allowed to attend the membership meetings, including the Annual Meeting.
20. Non-members shall not be allowed to vote, but shall be allowed to express themselves, at the discretion of the Chair.
21. Minutes of the each Membership meeting shall be recorded and distributed to each Director within thirty (30) days of the date of the meeting.
22. The business proceedings at the Membership Meetings shall be governed by the Constitution and the Bylaws where applicable. In other cases, the current issue of Robert's Rules of Order shall apply.

Article III - Board of Directors

1. The number of Directors shall not be less than four and shall not be greater than fifteen.
2. Each Director shall be a member of the Friends.
3. Notwithstanding vacancies, the remaining Directors may exercise all the powers of the Board so long as a quorum of the Board remains in office.
4. At each Annual Meeting, Directors shall be elected to hold office until the next Annual Meeting and until their successors shall have been duly elected and the Directors then in office shall retire.
5. Retiring Directors shall be eligible for re-election if qualified.
6. The maximum term for a Director shall be three full consecutive years.
7. The members may, by resolution passed by at least two-thirds of the votes, cast at a General Meeting, of which notice specifying the intention to pass such a resolution has been given, remove any Director, including any Officer, before the expiration of the current term of office and may, by a majority of votes cast at that meeting, elect a qualified person as a replacement for the remainder of the current term.
8. Fifty-one (51) percent of the Directors shall form a quorum for the transaction of business.
9. Vacancies in the Board may be filled for the remainder of its term of office from among the qualified Members, either by members at a General Meeting, or by the remaining Directors if such Directors constitute a quorum.
10. Meetings of the Board shall be held from time to time at such a place as permitted by law and at such a time and on such a day as the President, or Vice-President, or any two Directors may determine. Meetings may be held via telephone conference calls. In this event, the Secretary shall be responsible for the arrangement of the conference call.
11. The Secretary shall call the meetings when directed or authorized by the President, or Vice-President, or any two Directors.
12. Notice of every meeting so called shall be given to each Director not less than twenty-four hours (excluding week-end days and statutory holidays) before the time that the meeting is to be held, save that no notice of a meeting shall be necessary if all the Directors are present or those absent have waived notice of or otherwise signified their consent to hold such a meeting.
13. All notices of Board meetings shall include the time and place, and the agenda for the meeting.
14. The Board may appoint a day or days in a month or months for regular meetings at a place

- and time to be named. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed, and no other further notice shall be required for any such regular meeting.
15. Minutes of the each Board meeting shall be recorded and distributed to each Director within twenty (20) days of the date of the meeting.
 16. Each newly elected Board may, without notice, hold its first meeting for the purpose of organization and the election and appointment of any vacancies of office, immediately following the Meeting of the Membership at which the Board was elected, provided a quorum of Directors is present.
 17. The Board may invite Resource Advisors (individuals with specific technical and program knowledge) to attend any Board Meeting, to address the Board on any issue.
 18. At all meetings of the Board, every question shall be decided by the majority of votes cast on a question, and in the case of an equality of votes, the Chair of the Meeting shall be entitled to a second or casting vote.
 19. No Director or Officer of the Friends shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer, or for joining in any receipts or other act of conformity, or for any loss or expense happening to the Friends through the insufficiency or deficiency of title to any property acquired by order of the Board, for or on behalf of the Friends or for the insufficiency or the deficiency of any security in or upon which any of the monies of the Friends shall be invested, or any loss or damage arising from the bankruptcy, insolvency or effects of the Friends shall be deposited, or for any loss occasioned by any error of judgement or oversight on the part of a Director, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of office or in relation thereto unless the same shall happen through his/her own dishonesty.
 20. The Directors may administer the affairs of the Friends in all things made or caused to be made for the Friends, in its name, and kind of contract which the Friends may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Friends is by its Constitution or otherwise authorized to exercise and do.
 21. Any member may submit a written concern to the Board. The Board shall keep the member informed of the progress of the submission and shall respond with a written statement of their actions.

Article IV - Officers

1. At the first meeting of the Board after each election of Officers and Directors, the Board shall ensure that the office of President, Vice-President, Treasurer and Secretary are filled. In default of such election, the then incumbents, if members of the Board, shall hold office until their successors are elected. A vacancy occurring from time to time in such office may be filled by the Board from among its members.
2. The Board may remove any Officer of the Friends by a two-thirds vote of the Board.
3. The President, or his/her delegate, shall set the Board Meeting agenda and the Membership Meeting agenda.
4. The President shall, when present, preside at all meetings of the Membership and of the Board.
5. The President shall be charged with the general supervision of the affairs of the Friends.
6. The President shall be the representative of the Friends to the public, the media. The President, or his/her delegate, shall approve and sign any press releases and notices of such kind.

7. All employees of the Friends shall report directly or indirectly to the President or his/her delegate.
8. During the absence or the inability of the President, duties of the President may be performed and the powers of the President, may be exercised by the Vice-President.
9. The Vice President shall ensure that a work plan and budget for each committee, other than the Nominating Committee, are prepared for approval in December, prior to the Annual Meeting.
10. The Vice-President shall also perform such duties and exercise such powers as may from time to time be delegated by the President or prescribed by the Board.
11. The Secretary shall give, or cause to be given, all notices required to be given to Members, Directors and members of committees.
12. The Secretary, or his/her delegate, shall attend all meetings of the Directors and of the Membership and shall enter or cause to be entered in books kept for that purpose, minutes of all proceeding at such meetings.
13. The Secretary, or his/her delegate, shall be responsible for booking meeting space for Board Meetings and for Membership meetings.
14. The Secretary shall be responsible for carrying out the management of the affairs of the Friends subject to the authority of the Board and under the direction of the President and such other duties as may from time to time be prescribed by the Board.
15. The Treasurer shall ensure that full and accurate books of account in which shall be recorded all receipts and disbursements of the Friends shall be kept under the direction of the Board.
16. The Treasurer shall control the deposit of money, the safe-keeping of securities, and the disbursement of the funds of the Friends.
17. The Treasurer shall render to the Board at the Board meetings, or whenever required, an account of all transactions and of the financial positions of the Friends.
18. The Treasurer shall be responsible for preparing an overall Annual Budget for presentation and acceptance by the Membership at the Annual Meeting.
19. The Treasurer shall perform such other duties as may from time to time be prescribed by the Board.
20. The Past-President shall be automatically on the Board as a Director to ensure historical continuity.

Article V - Organization

1. The following four committees shall be established as standing committees empowered to do work on behalf of the Friends.
 1. Projects and Actions - This committee shall be responsible for activities such as tree planting, water sampling, garbage pick-up and cleanup, recreation, and any other such activities and projects as the Board may designate or assign.
 2. Fund-raising - This committee shall be responsible for Fund-raising in general, including such items as proposal writing, liaison with corporate entities and service clubs, and any other such activities and projects as the Board may designate or assign.
 3. Membership Roster and Management - This committee shall be responsible for recruiting members, managing the member lists, and any other such activities and projects as the Board may designate or assign.

4. Publicity and Public Relations - This committee shall be responsible for the public relations activities of the Friends in general, including such activities as communication plans, landowner liaison, and any other such activities and projects as the Board may designate or assign.
2. The Board may from time to time establish other committees for express purposes.
3. The Board shall ensure that each established committee has a Chair. The election or appointment of Committee Chairs may be done as part of the Annual Meeting, or it may be done during the first few meetings of the Board. Each established committee shall have a Chair within 30 days of the Annual Meeting.
4. The Board may, by resolution passed by at least two-thirds of the votes, cast at a Board Meeting, of which notice specifying the intention to pass such a resolution has been given, remove any Chair of a Committee, before the expiration of the current term of office and may, by a majority of votes cast at that meeting, elect a qualified person as a replacement for the remainder of the current term.
5. A report from each of the Committees shall be delivered by the Committee Chair or his/her designate, to all Meetings of the Membership. Furthermore the Board from time to time may also request a report from a Committee, to be delivered by the Chair or designate, to the Board.
6. The Chairs of Committees may also be elected as Directors.
7. Committees may be further divided into sub-committees to better handle the activities and projects assigned to the committee.
8. If a sub-committee is created, it must have a Chair who is amenable to the Chair of the Committee which is its parent.
9. Committee and Sub-Committee Chairs shall be responsible for booking and arranging for their respective committee meetings.
10. Each Committee, through the Vice-President, shall have a work plan and budget tabled at the December Board Meeting. The Board-approved Work Plans and Budget shall be amalgamated and presented for approval to the Membership at the Annual Meeting.

Article VI - Property and Records

1. The head office of the Friends will be located at Village of Richmond, in the Township of Goulbourn, in the Province of Ontario. The street address and the mailing address of the head office shall be established by the Board on an annual basis.
2. An auditor shall be appointed at the Annual Meeting. It shall be the duty of the appointed auditor to report to the next Annual Meeting. The Board shall recommend to the Membership the names of the auditor.
3. A member wishing to obtain official information may make such request in writing to the Secretary. The Board may decline to provide such information if deemed appropriate.

Article VII - Banking Arrangements

1. The banking business of the Friends, or any part thereof, shall be transacted with such chartered bank of Canada, trust company or other firm or corporation carrying on a banking business as the Board may designate, appoint or authorize from time to time by resolution.
2. All such banking business, or part thereof, shall be transacted on behalf of the Friends by any Officer and the Treasurer, and/or other persons as the Board may designate, direct or authorize from time to time by resolution and to the extent therein provided, including, but without restricting the generality of the foregoing, the operation of the accounts of the Friends, the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing, and transferring of any cheques, promissory notes, drafts, acceptance, bills of exchange, and orders relating to any property of the Friends; the execution of any agreement relating to any such banking business and defining the rights and the powers of the parties thereto; and the authorizing of any officer of such banker to do any act or thing on the behalf of the Friends to facilitate such banking business.
3. Deeds, transfers, assignments, contracts and obligations on behalf of the Friends may be signed by the President, or the Vice-President acting with the Secretary or the Treasurer.
4. Notwithstanding any provisions to the contrary contained in the Bylaws, the Board may at any time and from time to time, direct the manner in which and the person or persons by whom any particular deed, transfer, contract or obligation or any class of deed, transfer, contracts, or obligations of the Friends may or shall be signed.
5. The securities of the Friends shall be deposited for safe-keeping with one or more bankers, trust companies, or other financial institutions to be selected by the Board, by resolution.
6. Any and all securities so deposited may be withdrawn from time to time, only upon the written order of the Friends, signed by such Officers, agents of the Friends and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances.
7. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

Article VIII - Financial

1. Until otherwise ordered by the Board, the financial year of the Friends shall end on the 31st day of December, in each year.

Article IX - Notices

1. Any notice, communication or other document to be given by the Friends to a Member, Director or Officer shall be sufficiently given if delivered personally to the person to whom it is to be given or if it delivered to his/her last address as recorded in the books of the Friends by other appropriate means as directed by the Board.
2. The Secretary may change the address on the books of the Friends of any member in accordance with any information believed to be reliable.

3. A notice, communication or document so delivered shall be deemed to have been given when it is delivered at the address aforesaid or by other appropriate means as directed by the Board.
4. In computing the date when notice must be given by law or under any provision of the Constitution or the Bylaws requiring a specified number of days notice of any meeting or other event, the date of giving the notice and the date of the meeting or other event shall be excluded.

Article X - Interpretation

1. In these Bylaws, words importing the singular number only shall include the plural and vice versa.
2. Words importing persons shall include companies, corporations, partnerships and any number of aggregate of persons.
3. Words such as "he" and "his" shall not be specific to gender, but shall be equally applied to male and female.

Article XI - Amendments

1. Notice of amendments to the Bylaws shall be given to each member of record, not less than thirty (30) days prior to the meeting of the membership, at which the amendment shall be put to a vote of the membership.