

PINE RIVER WATERSHED INITIATIVE NETWORK

CONSTITUTION

Revised October 1, 2014

Section 1: Constitution

ARTICLE I. DEFINITIONS

- 1 “ARTICLES” shall mean major descriptive sections of the Pine River Watershed Initiative Network Constitution (e.g. ARTICLE III – Objects).
- 2 “BY-LAWS” shall mean standing rules governing the operation and membership of the Pine River Watershed Initiative Network.
- 3 “CONSTITUTION” shall mean the basic organization of the Pine River Watershed Initiative Network.
- 4 “DIRECTORS” shall mean those members covered by Article 4.
- 5 “CONTRIBUTING MEMBERS” shall mean those persons who are not Directors but voluntarily assist in the work of the Pine River Watershed Initiative Network
- 6 “RESOURCE MEMBERS” Shall mean those members who represent outside groups that provide expertise to the Pine River Watershed Initiative Network and are identified in Article 5.
- 7 “POLICY” shall mean a stand or position taken by the membership of the Pine River Watershed Initiative Network in accordance with its by-laws on matters whose resolution is beyond the internal legislative power of the Pine River Watershed Initiative Network.
- 8 “PROCEDURE” shall mean the accepted method within the Pine River Watershed Initiative Network.

ARTICLE 2 NAME

- 1 The name of the body shall be the Pine River Watershed Initiative Network.

ARTICLE 3

OBJECTS

Vision

“Clean water and a healthy ecosystem
within the Pine River Watershed”

Goals

1. To research, organize and participate in projects designed to improve and preserve the environment as it relates to the Pine River Watershed and the Township of Huron-Kinloss. (A 11/06/27)
2. To educate and increase the public’s understanding of the Pine River Watershed and its importance by offering courses, seminars, conferences and meetings and by collecting and disseminating information on that topic. (06/09)
3. To provide information to the public on existing or new programs and funding which can improve the Pine River Watershed. (A 11/06/27)
4. To assist other like minded environmental groups where possible to achieve “clean water and a healthy ecosystem”. (11/06/27)

Non Profit Status

The Organization shall be carried on without purpose of gain for its members, and any profits or other accretions to the organization shall be used solely to promote its objectives/purposes. (6/09)

ARTICLE 4

COMPOSITION

The composition of the Pine River Watershed Initiative Network shall consist of no more than 12 directors and shall include representatives of the following stakeholder groups:

Point Clark Beach Association	1 director
Lurgan Beach/Blairs Grove Association (9/09)	1 director
Pine River Boat Club	1 director
Bruce Beach Association	1 director
Agriculture	4 directors
At Large	4 directors

ARTICLE 5 RESOURCE REPRESENTATIVES

Resource Representatives attend meetings to advise and offer expertise but are non-voting members of the committee.

The following organizations send Resource Representatives to the meetings of the Pine River Watershed Initiative Network:

- Saugeen Valley Conservation Authority
- Lake Huron Centre for Coastal Conservation
- Bruce Grey Owen Sound Health Unit
- Bruce Resource Stewardship Network
- Huron-Kinloss Council Liaison (2/10)
- Bruce County Federation of Agriculture (4/10)

b) The Pine River Watershed Initiative Network may, as required, employ a Project Coordinator to assist in the implementation of projects. This person shall be a resource representative.

ARTICLE 6 EXECUTIVE

a) The Executive shall consist of

- (1) Chairperson
- (2) Past Chairperson (9/09)
- (3) Vice-Chairperson
- (4) Secretary
- (5) Treasurer
- (6) Council Liaison (non voting)
- (7) Project Coordinator (non voting)

b) The members of the Executive shall be elected or appointed in the manner prescribed by the By-laws.

- c) In the event that a member of Executive is involved in a conflict of interest the member shall identify the conflict and withdraw from the discussion and any vote on the issue.

ARTICLE 7 COMMITTEES

- a) There shall be the following Committees:
 - (1) Publicity and Education
 - (2) Agricultural Project Organizers
 - (3) Tree Planting
 - (4) Fundraising
 - (5) Coordination of Volunteers
 - (6) Project Coordinator Supervision
- b) The number and composition of members in a committee may vary and will be set at the November meeting. (A4/10)
- c) Committees of more than one shall appoint or elect their own chair at the first meeting in each fiscal year.
- d) The Pine River Watershed Initiative Network may establish additional ad hoc committees as a need is identified.

ARTICLE 8 MEETINGS

- a) The Pine River Watershed Initiative Network shall meet a minimum of nine (9) times per year and at the call of the Chair when there is urgent business.
- b) Regularly scheduled meetings shall be held on the first Wednesday of the month unless otherwise arranged by the Chair.
- c) Quorum for meetings shall be established as 50 % of the voting members eligible to attend.
- d) In the event that an urgent decision of the Board on an action motion is necessary before the next scheduled Board Meeting, an electronic vote may be taken by the authority of the Chair or designate.
 - i) The information and vote may take place by an email to each

Board member’s recognized email address. In the event that a member does not have an email address the Chair will ensure all information and a method of response are provided to the member(s) unavailable by email.

ii) The communication will include the reason a vote is necessary on the motion before the next scheduled Board meeting.

iii) The communication will provide whatever information that is available supporting or opposing the motion.

iv) A clear motion with a mover and seconder will appear in the communication. The motion and the result of the vote will be appended to the minutes of the next scheduled Board minutes.

v) Board members replying by email will use reply all for their reply.

vi) A majority of the Board not just a majority of those voting is necessary to approve an action motion.

vii) The deadline for replying to the motion will be included in the communication but in any event will not be less than 72 hours unless a majority of the Board have responded either in favour or opposed to the motion. (13 10 01)

ARTICLE 9 TERM OF OFFICE

a) The term of office for all the elected executive shall be one year running from November 1 to October 31 of the following year. Officers may be re-elected. (A 4/10)

b) The term of office of all Directors shall be two years from November 1 of an even numbered year. Directors may serve more than one term. (A 4/10)

ARTICLE 10 RULES OF ORDER

a) Roberts Rules of Order shall be the accepted Authority of the Pine River Watershed Initiative.

b) Meetings shall be moved “In Camera” when there is discussion of matters of a personal nature. Matters discussed “In Camera” are privileged to the members present and may not be discussed outside of the “In Camera” session.

ARTICLE 11**AMENDMENTS TO THE CONSTITUTION**

Amendments to the Constitution may be made at meetings of the Pine River Watershed Initiative Network by a:

- a) 2/3 vote if 30 days' notice of proposed amendments to the Secretary
- b) 3/4 vote if 10 days' notice of proposed amendments to the Secretary
- c) 90% vote if less than 10 days' notice to the Secretary

SECTION 2 – BY-LAWS

BY - LAW 1 FISCAL YEAR

- 1 The Fiscal Year shall be November 1 to October 31 of the following year.

BY - LAW 2 DUTIES OF MEMBERS

- 1 It shall be the duty of every member to
 - a) Facilitate the work of the Pine River Watershed Initiative Network in a positive manner.
 - b) attend meetings of the Board. (A 4/10)

BY - LAW 3 DUTIES OF THE PRWIN

- 1 It shall be the duty of the Pine River Watershed Initiative Network to:
 - a) Support the vision and goals of the Pine River Watershed Initiative Network.
 - b)

BY - LAW 4 DUTIES OF EXECUTIVE MEMBERS

- 1) Chairperson – It shall be the duty of the chairperson to
 - a) Chair meetings of the Pine River Watershed Initiative.
 - b) Be a signing authority
 - c) Establish an agenda and distribute it prior to regularly scheduled meetings

- 2) Vice-Chairperson – It shall be the duty of the Vice-Chairperson to
 - a) Act in the absence of the Chairperson.
 - b) perform duties assigned by the chair in order to fulfill the objects of the organization (A4/10)

- 3) Secretary- It shall be the duty of the Secretary to
 - a) Take and maintain the minutes of official meetings

b) Provide a copy of the minutes to members

4) Treasurer – It shall be the duty of the Treasurer to:

- a) Be a signing authority
- b) Pay properly authorized bills
- c) Maintain the accounts
- d) Report to each meeting on the finances

5) Council Liaison – It shall be the duty of the Council Liaison to

a) provide regular communication between the Township Council and administration of Huron-Kinloss and the Pine River Watershed Initiative Network. (A 4/10)

BY - LAW 5 COMMITTEES

1) Duties of committees

- a) Publicity and Education
- b) Agricultural Project Organizers
- c) Tree Planting
- d) Fundraising
- e) Coordination of Volunteers
- f) Project Coordinator Supervision

2) In addition to the above committees a Director(s) may be assigned as required to other duties.

BY - LAW 6 FINANCE

- 1 There will be no honorariums paid.
- 2 Any expenditure in excess of \$2,000. Requires at least two quotes with the exception of Saugeen Valley Conservation Authority. (09/08/19) In addition, the Board by motion can identify annually, trusted suppliers who may provide services

above the \$2000 limit, by arrangement of the Project Coordinator. (13/04/10)

3 Reserve Fund

- a) The purpose of the fund is to enable the Pine River Watershed Initiative to pay invoices that receive funding only after the invoices have been submitted as paid
- b) The amount in the reserve fund will be reported to each meeting of the Board including the amount of reimbursement projected.
- c) The amount of the reserve fund will be set by the Board, on the recommendation of the Finance subcommittee. (13/04/10)

BY - LAW 7

7.1) APPOINTMENT OF MEMBERS

- 1) Board Members representing a named stakeholder group shall be appointed at the discretion of the named stakeholder group and are expected to serve a term. (A4/10)
- 2) Agricultural Directors shall be appointed by a resolution of the serving Agricultural Directors
- 3) Directors identified as "AT LARGE" shall be appointed by a resolution of the full Board
- 4) If an Agriculture or an At Large Director resigns during their term the Board may replace the Director to fill the term according to the process in Bylaw 7.1.2 and Bylaw 7.1.3 (A4/10)

7.2 Protection of Directors, Officers and Others

7.2.1 Every Director and Officer of the Corporation in exercising his/her powers and discharging his/her duties shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer of the Corporation shall comply with the Act, the regulations, articles, and bylaws.

7.2.2 Limitation of Liability – Provided that the standard of care required of him/her has been satisfied, no Director or Officer shall be liable for the acts, receipts, neglects, or defaults of any other Director or Officer or employee, or for joining in any receipt or other act of conformity, or for any loss, damage or expense happening to the corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his/her part, or for any other loss, damage or misfortune which shall happen in the execution of the duties of his/her office or in relation thereto, unless the same are occasioned by his/her own willful neglect or default.

7.2.3 Indemnity of Directors and Officers – Subject to the Corporations Act, the Corporation shall indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation or a person who acts or acted at the Corporation's request as a Director or Officer of a body corporate of which the Corporation is or was a shareholder or creditor, and his/her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him/her in respect of any civil, criminal or administrative action or proceeding to which he/she is made a party by reason of being or having been a Director or Officer of such corporation or body corporate if,

(a) he/she acted honestly and in good faith with a view to the best interests of the Corporation; and

(b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he/she had reasonable grounds for believing that his/her conduct was lawful.

The Corporation shall indemnify such person in all such matters, actions, proceedings and circumstances as may be permitted by the OAVT Act or the law.

7.2.4 Insurance – Subject to the Corporations Act, the Corporation may purchase and maintain such insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to the immediately preceding article as the Board may from time to time determine (09/08/05)

By-law 8 Political Endorsement

No political party or candidate for political office will be endorsed by the Pine River Watershed Initiative Network. (A 11/06/27)

By-Law 9 AMENDMENTS TO THE BY-LAWS

- 1 Amendments to the By-laws may be made by a:
 - a) majority of the vote of Members qualified to vote, present and voting,
 - b) provided that notice of the proposed amendment shall have been given in writing to the Secretary at least 30 days prior to the meeting;
 - c) two-thirds vote of the vote of Members qualified to vote, present and voting, provided that notice of the proposed amendment shall have been given in writing to the Secretary at least 10 days prior to the meeting; or
 - d) nine-tenths of weighted vote if less than 10 days' notice.

By-Law 10 PROCEDURES AND POLICY STATEMENTS

- 2 Policy and Procedure shall be established at Meetings by a:
 - a) two-thirds vote of the Members qualified to vote, present and voting, provided that notice of the proposed policy shall have been given in writing to the Secretary at least 30 days prior to the meeting;
 - b) three-quarters of the weighted vote of the Members qualified to vote, present and voting, provided that notice of the proposed policy shall have been given in writing to the Secretary at least 10 days prior to the meeting
 - c) nine-tenths of the vote if less than 10 days' notice.
- 3 Policy and Procedure statements shall have both the date of passage and the effective date attached.
- 4 Policy and Procedure statements must be re-affirmed within three years of passage or they shall lapse.

Section 3: Procedures

PROCEDURE 1 Gifts of Sympathy –

- 1) Gifts and expressions of sympathy given on behalf of the PRWIN shall be sent on appropriate occasions, only to members who are currently serving in some capacity as representatives.
(March 2008)

PROCEDURE 2 Process for Choosing a Project Coordinator

1) A motion is approved by the Board to authorize the hiring of a project coordinator.

2) A committee of 3 or 5 will be established to conduct a search and interview applicants. The committee will include the chair and if available the project coordinator supervisor.

3) An advertisement will be placed in the Kincardine papers.

4) The committee will be authorized to negotiate a contract for services for a project coordinator, subject to Board approval.

5) When the committee has identified a candidate they wish to recommend and are satisfied with the contact terms they shall report their recommendations to the Board for approval.

PROCEDURE 3 Job Description for a Project Coordinator

- Managing, budgeting, and coordinating numerous environmental mitigation/adaptation projects (e.g., water crossings, Nitrex Reactors, water sampling, alternative water sources, exclusion fencing, shelterbelts, tree planting, etc.) in Bruce County, Ontario;
- Developing and implementing field work plans, conducting field site assessments/inspections, collecting water samples, analyzing technical documents (i.e., laboratory reports), preparing work progress reports for government agencies, documenting field observations, acquiring permits, and supervising and coordinating construction activities (i.e., excavations) in or adjacent to waterways;
- Evaluating environmental impacts of project proposals, identifying mitigation strategies associated with environmental impacts, and ensuring mitigation strategies are adhered to during construction/excavation activities;

- Administration responsibilities – filing reports/documents, extensive computer use, record keeping, honest and timely submission of time sheets and expenses, addressing client and public enquiries to environmental issues (i.e., telephone and email), detailed project budgeting, and liaising and interfacing with government officials, contractors, clients, and other stakeholders concerning project activities;
- Advising and conferring with committee members, stakeholders, and government agencies (e.g., Environment Canada [EC], Conservation Authorities) concerning restoration practises, project planning, and environmental issues;
- Fostering and maintaining an educational, promotional, and operational environmental management initiative that involves promoting the benefits of environmental stewardship and sustainability (i.e., Best Management Practises);
- Preparing technical reports (e.g., EC, PRWIN monthly meetings) and grant proposals to private organizations and government agencies (e.g., Ontario Power Generation, Bruce Nuclear Power Plant, EC);
- Delivering a number of communication activities – educational seminars (e.g., Environment Day – Point Clarke), on-site consultations/site assessments with landowners, and media interviews (e.g., EC, regional newspapers);
- Establishing, nurturing, and maintaining partnerships with volunteer-community groups, regulatory agencies (i.e., Ministry of the Environment), government entities (i.e., EC), and community members (i.e., landowners, councillors). (A 4/10)

PROCEDURE 4 Bill payments

The following steps will be followed in the payment of expenses incurred by the Pine River Watershed Initiative Network.

- 1) Bills will be received by the Coordinator for payment.
- 2) The Coordinator will identify the category for payment and will record the expense in the PRWIN computer record along with any other information required
- 3) The coordinator will provide a record of payments to be made to the Financial committee and subsequently to the Board.
- 4) The coordinator will print out a cheque for each bill and bring it to the Board meeting.
- 5) The Board shall consider a motion to approve the bills submitted.

- 6) The signing authorities following the meeting will sign the cheques for the approved accounts.
- 7) In the case of a bill requiring immediate payment the Coordinator may print up the cheque and contact the signing authorities for their approval. Such payment will be referred to the Board at the next meeting. (9/10)