

CONSTITUTION OF THE ONTARIO WOODLOT ASSOCIATION

(Adopted March 1, 2001 – Amended March 21, 2015)

ARTICLE 1. NAME

1.1. The name of this organization shall be the Ontario Woodlot Association (abbreviated to OWA, which hereafter refers to the organization as a whole or to the central body as opposed to the regional Chapters, as applicable).

ARTICLE 2. OBJECTIVES

2.1. To promote the interests of members as they relate to ownership and wise management of privately owned forests in Ontario.

2.1.1 To encourage and support the activities of regional Chapters as an important means of achieving the goals of OWA. 2.1.2. To act as advocate of the interests of members and Chapters.

ARTICLE 3.

MEMBERSHIP

3.1. Membership in OWA shall be open to all woodlot owners and persons or organizations supporting the objectives of OWA.

3.2. Membership fees shall be paid annually and shall be due to OWA by September 15.

3.3. The Board of Directors shall establish the annual membership fee and the split between the OWA and its regional Chapters by June 30 for the following membership year. Any increase in the membership fee shall not exceed 15% of the previous year's fee without the approval of the general membership, such approval requiring majority vote with previous notice.

3.4. The Secretary-Treasurer shall mail a notice to all members whose membership fee has not been received within 30 days of due date. Any member failing to pay his or her membership dues within 90 days of due date shall cease to be a member in good standing and the Secretary-Treasurer shall remove that name from the roll of members.

ARTICLE 4. OFFICERS

4.1. The governing body of OWA shall be known as the Board of Directors, and shall consist of seven (7) Directors elected from the general membership at the Annual General Meeting, one Representative from each Chapter, the most recent past president and the Secretary-Treasurer. These officers shall perform the duties prescribed by this constitution and by the parliamentary authority adopted by OWA. No person shall hold more than one Provincial-level office at the same time.

4.2. Chapter Representatives to the OWA Board of Directors shall be appointed by the Chapter's Board of Directors and their names communicated by the Chapter Secretaries to the Secretary-Treasurer of OWA at least 48 hours prior to the time of the meeting at which the Chapter Representative is to serve.

4.3. The Board of Directors shall approve the minutes of General Meetings, have general supervision of OWA's affairs between General Meetings, make recommendations to the general membership, and perform other duties as are specified in the constitution. The Board of Directors shall be subject to the orders of the general membership, and none of its acts shall conflict with actions taken by the general membership.

4.4. No Provincial officer, other than an ex-officio officer, shall hold the same office for not more than six (6) consecutive years except under exceptional circumstances and when approved by OWA members.

4.5 The Board of Directors shall serve as directors and officers without remuneration and shall not receive, directly or indirectly, any profit from their position as directors or officers but may be reimbursed for reasonable expenses incurred by them in the performance of their duties.

ARTICLE 5. ELECTION OF OFFICERS

5.1. The term of the Directors and all other elected officers shall commence at the adjournment of the meeting at which the election or appointment takes place and end at the adjournment of the meeting that elects or appoints their successors. All officers shall be members in good standing.

5.2. Directors shall be elected by ballot by plurality of members present and in good standing each of whom shall vote for at least one nominee but not for more than the maximum number of Directors as specified in this constitution.

5.3. The President, Vice President and other members of the Executive Committee shall be elected by ballot by the Board of Directors from the elected Directors at the first board meeting after the Annual General Meeting.

5.4. A Chair and two Members of a Nominations Committee shall be elected by the Board of Directors from among themselves at the first board meeting after the Annual General Meeting. The Nominations Committee shall, at least two weeks prior to the Annual General Meeting, provide the Secretary-Treasurer with names of qualified and willing members sufficient in number to fill at least the minimum requirement of the OWA officers.

5.5. The Executive Director shall hold the position of Secretary-Treasurer ex-officio.

5.6. The most recent past president may sit on the board as an ex-officio.

ARTICLE 6. VACANCIES IN OFFICES

6.1. Vacancy in the office of President shall be filled by the Vice-President. Vacancy in the office of Vice-President or vacancies on the Executive Committee shall be filled by a member of the Board of Directors who shall be appointed by the Executive Committee. Reductions in the number of Directors below the minimum prescribed in this constitution shall be remedied by the Executive Committee by appointment of a Member in good standing.

ARTICLE 7. EXECUTIVE COMMITTEE

7.1. There shall be an Executive Committee of the Board of Directors consisting of the President, Vice-President, Secretary-Treasurer and three Directors.

7.2. The Executive Committee shall have general supervision of OWA's affairs between General and Board of Directors' meetings, make recommendations to the Board of Directors, and shall perform other duties as are specified in the constitution. The Executive Committee shall be subject to the orders of the Board of Directors, and none of its acts shall conflict with actions taken by the Board of Directors.

7.3. A member of the Executive Committee shall be expected to attend all General, Board of Directors' and Executive Committee meetings; therefore the absence of a member from two of these meeting consecutively would require a review of their standing on the committee by the Board.

7.4. Notice of meetings of the Executive Committee shall be distributed to all members of the Board of Directors. Any member of the Board of Directors wishing to attend an Executive Committee meeting may do so as an observer.

7.5 No ex-officio member shall have voting rights on the Board.

ARTICLE 8. EXECUTIVE DIRECTOR

8.1. An Executive Director shall be appointed by an ad hoc Selection Committee, the members of which shall be the President, Vice-President and three other Members appointed by the Board of Directors, at least one of the three being a member of the Board of Directors.

8.2. The Executive Director shall conduct the day-to-day business, manage the OWA's central office and staff; provide members with a quarterly newsletter; liaise with Chapters and members, government ministries and agencies, non-governmental organizations, and the media; assist the Board of Directors with planning and budgeting; and execute other directives by the Board of Directors.

ARTICLE 9. PROVINCIAL MEETINGS

9.1. An Annual General Meeting shall be held within a 120 day period after the end of the fiscal year at a time and place determined by the Board of Directors. Special General Meetings shall be called by the President upon the written request of two or more Chapter Presidents who together shall represent at least 10% of the membership, or upon the written request of 25 or more Members. A Special Meeting shall discuss no item that was not on the notice of that meeting.

9.2. Notice of General Meetings, including the Annual General Meeting, shall be mailed to members at least four (4) weeks prior to the meeting.

9.3. There shall be a minimum of two Board of Directors' Meetings per year at the call of the President, on at least two (2) weeks' notice.

9.4. The Executive Committee shall meet at the call of the President, on at least two (2) weeks' notice. The notice shall describe the date, time and location of the meeting.

9.5. A quorum of a General Meeting shall be 30 Members, or if less than 30, those present can vote to continue the meeting by a 2/3 majority. A quorum of the Board of Directors Meeting shall be five (5) members. A quorum of the Executive Committee shall be three (3) voting members.

ARTICLE 10. AMENDMENTS

10.1. Constitutional changes shall only be made at a General Meeting called for this purpose, or at an Annual General Meeting. Four (4) weeks' notice of the proposed changes shall be made in writing to the membership, notice in the OWA newsletter not sufficing. Changes shall only be made by a two-thirds (2/3) majority.

ARTICLE 11. FISCAL ISSUES

11.1. The fiscal year of OWA shall begin on January 1st.

"The Annual General Meeting shall appoint an Audit Committee of two persons at least one of whom shall be a Director, **as recommended by the Board of Directors**, for the then current fiscal year."

11.2. The Annual General Meeting shall appoint an Audit Committee of two persons at least one of whom shall be a Director, as recommended by the Board of Directors, for the then current fiscal year and neither shall be the President, Vice-President or Secretary-Treasurer. The members of the Audit Committee shall be familiar with routine office procedures but need not be licensed public accountants. The Audit Committee shall review such procedures that relate to the safeguarding of OWA assets and compliance to the policies and directives of the Board of Directors and the Executive Committee. The Audit Committee may also examine OWA books and records and communicate with external parties as appropriate to testing the accuracy of financial and other reports to the Board of Directors or to outside parties.

11.3. Execution of financial instruments, including cheques, and other contracts shall require the signatures of any two of the President, Vice President and Secretary-Treasurer.

11.4 The Board of Directors shall establish annually the remuneration of all staff.

11.5 The Board of Directors shall submit a financial statement reviewed by a public accountant to the Annual General Meeting.

ARTICLE 12. CHAPTER/CENTRE RELATIONSHIPS

12.1. Chapters shall have written constitutions, and none of their acts shall conflict with the OWA constitution or express policy of the OWA Board of Directors.

12.2. Within 60 days of the Annual General Meeting, each Chapter Secretary shall forward to the OWA's Secretary-Treasurer the then current Chapter constitution and a financial statement of the Chapter for the prior year, signed by two (2) Directors and reviewed by two (2) Chapter members other than Directors.

12.3. Members shall be encouraged to attach to a Chapter of their choice; members choosing not to do so are considered attached directly to OWA.

12.4. The Secretary-Treasurer of OWA shall maintain the membership records of OWA and assist Chapters in maintaining Chapter membership records.

12.5. OWA and the Chapters shall encourage and provide all reasonable support to any group of six (6) or more persons, whether or not such persons are members of OWA, who wish to form a Chapter within OWA.

12.6. A Chapter may dissolve itself by a 2/3 majority at the Chapter Annual General Meeting or a General Meeting called specifically for the purpose, where members are mailed notice of such intention at least four (4) weeks prior to the meeting. Chapter funds and other property surplus at the time of Chapter dissolution are property of OWA.

12.7. A Chapter shall hold a minimum of two Board of Directors' Meetings per year at the call of the President, on at least two (2) weeks' notice.

ARTICLE 13. PARLIAMENTARY AUTHORITY

13.1. Meeting Procedure shall be in accordance to Robert's Rules of Order, Newly Revised, 9th Ed