

Norfolk Woodlot Owners' Association

Constitution

Mission Statement: to promote wise use and stewardship of Norfolk's Woodlots.

I OBJECTIVES

1. To promote woodlot stewardship and to assist in the distribution of ideas and information on woodlot uses and values at meetings, field days and through newsletters.
2. To provide members with technical advice on all aspects of forest management from planting to harvesting including, but not limited to: timber and fuel wood production, creation and preservation of wildlife habitat, preservation of rare, threatened and endangered species, and the production of other products such as ginseng, maple syrup and shiitake mushrooms.
3. To assist members in the marketing of products from woodlots and plantations.
4. To support the best interests of the members with respect to legislation, taxation and regulations as they affect private forest property.
5. To encourage research and development projects as they relate to the objectives of the Association.
6. To collect and make available to members a wide variety of information regarding woodlot management, including a list of loggers, firewood contractors and forestry consultants..
7. To collect and distribute information on the planting and management of plantations, windbreaks and other conservation activities.

II MEMBERSHIP

1. Membership shall be open to all those interested in the objectives of the Association, as follows:
 - a) Full Membership: any individual or corporation owning a woodlot in the former County of Norfolk or surrounding area or living in this area but owning a woodlot elsewhere, and

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- b) Associate Non-voting Membership: any individual or corporation having an interest in, but not owning a woodlot. Such membership would be open to sawmill operators, firewood contractors and similarly interested people.
 - 2. Memberships 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 Full Member.
 - 3. The Norfolk WOA has a reciprocal agreement with the Haldimand and Area WOA regarding liability insurance. Members of the NWOA are covered under the same policy while partaking in NWOA or HAWOA sanctioned events.
 - 4. The Board of Directors has the authority to grant, review and otherwise determine any membership and define the current status of each member.
 - 5. Only Full Members in good standing shall be eligible to hold office, be entitled to nominate, or have the right to vote at any meeting of the Association. 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.
 - 6. It shall be the responsibility of the member to advise the Association of any change of address or status.
 - 7. Any member whose membership is lapsed or has been terminated in any manner shall forfeit all interest and property belonging to the Association and all rights and privileges extended by the Association.
 - 8. A membership list shall be maintained by a member of the Association designated by the Board of Directors.

III DUES

- 1. Annual Membership dues shall be proposed by the Board of Directors to the Annual General Meeting, or at a Special Meeting called for such purposes and must be approved by a two thirds majority of those members in attendance at such meeting.
- 2. New annual dues will not come into affect until the fiscal year following such approval.
- 3. Membership dues are payable by cheque to the "Norfolk Woodlot Owners' Association".

IV BOARD OF DIRECTORS

1. The governing body of this Association shall be known as the Board of Directors and shall include up to 8 members.
2. The Board of Directors shall be elected at the Annual General Meeting.
3. The Executive members of the Board shall consist of the President, Vice-president, Secretary, and Treasurer and shall be decided at the first board meeting following the annual meeting. The offices of Secretary and Treasurer may be combined.
4. No person may serve on the Board of Directors for more than two consecutive terms. However, a person may be re-elected to the Board following a one year absence from it.
5. The term of each Director shall be three years.
6. A quorum of the Board of Directors will be a majority of members, but one of either the President or Vice-president must be in attendance to chair the meeting. In case of a tie the chair has a second vote.

V. ELECTION OF THE BOARD OF DIRECTORS

1. No later than three months prior to each Annual General Meeting, the Board of Directors will request a Nominating Committee to prepare a slate of nominees for the consideration of the membership. This list of nominees shall be made known to Association members no later than 30 days prior to the Annual General Meeting, either at a meeting or by other means such as a direct mailing to members.
2. Nominations will be accepted from the floor at the Annual General Meeting.
3. All meetings of the Association will be run in accordance with Robert's Rules of Order.

VI. REPLACEMENT OF MEMBERS ON THE BOARD OF DIRECTORS

Vacancies occurring on the Board of Directors prior to the Annual General Meeting may be filled by the Board themselves. The completion of a vacated term of office by a person chosen by the Board shall not count in the tenure requirements noted under Clause IV, 4.

VII. NOMINATING COMMITTEE

A Nominating Committee will be selected from among the general membership present at each Annual General Meeting. This committee will select a Chairman who will act at the direction of the Board of Directors and prepare a list of nominees in a timely manner for consideration of the membership at the next Annual General Meeting. No member of the Nominating Committee is eligible for nomination to the Board of Directors and members wishing to be considered for nomination should not accept membership on the Nominating Committee.

VIII. DUTIES OF THE EXECUTIVE MEMBERS ON THE BOARD OF DIRECTORS

1. The President shall preside at all meetings and carry out other duties incident to the office.
2. The Vice-president shall act in the absence of the President.
3. The Secretary shall be responsible for ensuring Minutes of all Board and Annual meetings are properly kept, conduct any correspondence necessary, and develop and maintain a filing system for all correspondence and other materials incident to the operation of the Association with the exception of the financial records which shall be the responsibility of the Treasurer.
4. The Treasurer will be responsible for the handling of all financial activities and money by the Association and will be accountable to the Board of Directors for the keeping of accurate records capable of external audit. In doing so, the Treasurer will develop and maintain an accurate accounting system. The Treasurer will regularly provide current financial information to the Board at all its meetings and communicate with regulatory authorities regarding taxes, audits and the like as necessary. The Treasurer will assist a new replacement incumbent by giving advice and support as requested and necessary.

5. The treasurer will maintain an account in the name of the Association in a bank or Trust Company.
6. All cheques and other financial instruments will require the signatures of two of the following four Officers: President, Vice-president, Secretary, Treasurer.

IX SUB-COMMITTEES AND TASK FORCES

1. In order to facilitate the Association's objectives, the Board of Directors may establish Ad Hoc Committees or Task Forces with specific mandates and defined lengths of existence.
2. All such Committees will be chaired by a designated Board member who will report to the Board about Committee activities.
3. Committee membership may be drawn from the membership at large.

X. MEETINGS

1. The Board of Directors will meet no fewer than twice annually.
2. There will be at least one membership meeting annually.
3. The Annual General Meeting will be held within three months after the fiscal year end and its location will be determined by the Board of Directors.
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 to the Association and by the Treasurer, on the financial position of the Association, including a full written outline of cash flow and current financial resources. Other reports may also be made by the Chairs of any other committees.
5. The agenda of the Annual General Meeting will provide an opportunity for members to state opinions and to ask questions.

6. A quorum for the Annual General Meeting shall be a quorum of the Board of Directors plus 50% of all other members present.
7. All business meetings of the Association will be held within the defined area for membership. Other meetings of a special nature such as field trips and visits to certain facilities for training programs, of necessity, may be held elsewhere.

XI FISCAL YEAR

The fiscal year of the Association is the calendar year.

XII CHANGES TO THIS CONSTITUTION

1. Changes to this Constitution may be made only at an Annual General Meeting or at a Special Meeting called for such purpose and only if the membership has been given 40 days written notice of such recommended change.
2. Changes require a two-thirds majority of those present at such a meeting.
3. Any member may recommend changes to the Board of Directors. This must be done in writing and include the reasons for such recommendation. The Board will determine whether it will recommend such changes to the Annual General Meeting and, if not, it will report to the member the reasons for not doing so.

Revision History

Revision #	Description	Date
00	Constitution Adopted by NWOA.	October 27, 1997
01	Section II - New Item # 3 added. Liability insurance NWOA and HAWOA	January 14, 1999
02	Section IV, item #5 modified to change Director's term from two years to three years. Information on inaugural Director's term removed. Section V, item #1 removed – again referenced Director's inaugural term.	February 4, 2002