

**CONSTITUTION OF THE HURONIA WOODLAND OWNERS ASSOCIATION (HWOA)
CHAPTER of the ONTARIO WOODLOT ASSOCIATION (OWA)**

Article 1. Definitions

1.1 For the purposes of this constitution the Ontario Woodlot Association shall be herein referred to as the "OWA".

1.2 For the purposes of this constitution the Huronia Woodland Owners Association (HWOA), a Chapter of the Ontario Woodlot Association (OWA) shall be herein referred to as the "Chapter".

1.3 For the purposes of this constitution a "Chapter member" is an OWA member in good standing who has chosen to join the Chapter.

Article 2. Membership

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

2.2 Membership fees are established by the OWA and shall be paid annually to the OWA by September 15.

2.3 Any Chapter member failing to pay his or her membership dues within 90 days of the due date shall cease to be a member in good standing.

2.4 While we encourage full membership in the OWA, spouses and partners of members are invited to participate in Chapter activities as non-members.

Article 3. Objectives

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

Article 4. Officers

4.1 The governing body of the Chapter shall be known as the Board of Directors, and shall consist of four (4) to ten (10) Directors elected by the general membership at the Annual General Meeting. These officers shall perform the duties prescribed in this constitution and by the parliamentary authority adopted by the OWA. No Chapter member shall hold more than one Chapter office at a time.

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

4.3 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.

4.4 The immediate Past President shall hold an ex-officio position on the Board of Directors.

Article 5. Elections of Officers

5.1 Nominations for Directors shall be accepted from the floor of the Annual General Meeting and the Directors shall be elected by those Chapter members present. All officers shall be Chapter members in good standing.

5.2 The Board of Directors shall elect a President, Vice-President and Secretary-Treasurer from the elected Directors at the first Board of Directors meeting after the Annual General Meeting.

5.3 The term of each Director shall be three (3) years with one-third (1/3) of the Directors elected on an annual basis. A Director's term 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 Chapter members in good standing.

Article 6. Vacancies in Offices

6.1 A vacancy in the office of President shall be filled by the Vice-President. Vacancy in the office of Vice-President or Secretary-Treasurer shall be filled by a member of the Board of Directors. Reductions in the number of Directors below the minimum prescribed in this constitution shall be remedied by the Board of Directors by the appointment of a Chapter member in good standing.

Article 7. Chapter Meetings

7.1 An Annual General Meeting shall be held within 90 days after the end of the fiscal year at a time and place determined by the Board of Directors. A notice of the Annual General Meeting shall be mailed to Chapter members at least four (4) weeks prior to the meeting.

7.1.1 The word "mail" or "mailed" refers to any written correspondence distributed to members. E-mail is also considered an acceptable form of correspondence.

7.2 At the Annual General Meeting a report shall be given by the President on the previous year's activities and by the Secretary-Treasurer on the financial position of the Chapter.

7.3 There shall be a minimum of two Board of Director's meetings per year at the call of the President, on at least two (2) weeks notice.

7.4 A quorum of the Board of Directors shall be 50% plus one members, and either the President or Vice-President must be in attendance to chair the meeting.

7.5 A quorum for the Annual General Meeting shall be the quorum of the Board of Directors plus all other Chapter members present.

Article 8. Fiscal Issues

8.1 The fiscal year of the Chapter shall begin on January 1st.

8.2 Execution of financial instruments, including cheques, and other contracts will require signatures of any two of the Chapter officers – President, Vice-President, Secretary or Treasurer.

Article 9. Amendments

9.1 Constitutional changes may be made only at an Annual General Meeting or at a General Meeting called for this purpose and only if the Chapter membership has been given four weeks written notice of such proposed changes. Changes shall only be made by a two-thirds (2/3) majority of those present at such a meeting.

Article 10. Authority

10.1 Meeting procedures shall be in accordance with Robert's Rules of Order.