

Minutes
ANNUAL GENERAL MEETING
GREATER SUDBURY WATERSHED ALLIANCE INC.
Monday, March 20, 2017, 7:00 to 9:00 PM
Vale Living with Lakes Centre, Ramsey Lake Rd.
Rm. LL102

1. **Chair, Margaret McLaughlin, Called to Order at 7:00 pm**

2. **Roll Call of Stewardships Present:**

Linda Heron (VRS)	Terry Fortin (Fairbank)
Sheri Johnson Purdon (VRS)	Richard Denton (St. Charles)
Alex Cieslewicz (Richard Lake)	Nicole Courville (St. Charles)
Craig Hamilton (Richard Lake)	Nicole Witke (St. Charles)
Rodney Chambers (McFarlane Lake)	Elaine Porter (Ramsey Lake)
Lori Adams (Long Lake)	Lesley Flowers (Simon Lake)
Scott Darling (Long Lake)	Norm Eady (Lake Wahnipitae)
Mary Faris (Long Lake)	John Lindsay (Minnow Lake)
Richard Witham (Long Lake)	David Young (McFarlane)
Claude Nadon (Lake Wahnipitae)	Margaret McLaughlin (Fairbank)

3. **Approval of Agenda**

Motion to adopt by Linda Heron,
Seconded by Lesley Flowers

Carried

4. **Approval of Minutes of Annual General Meeting of March 21, 2016**

Motion to adopt by Linda Heron
Seconded by Lesley Flowers

Carried

5. **Matters Arising from Minutes - None**

6. **Approval of Treasurer's Report – Addendum 1**

Presented by Dave Young
Membership fees and forms are due for the year 2017-2018
Motion to adopt by Richard Witham
Seconded by Terry Fortin

Carried

7. **Approval of Executive Report – Addendum 2**

Presented by Margaret McLaughlin
Motion to adopt by Lesley Flowers
Seconded by Richard Witham

Carried

8. **Approval of Constitution Amendments – Addendum 3**

Article 2 Board of Directors: 2.2 Qualification directors will be a minimum of 18 years of age and be members of good standing in GSWA. They must also be in good standing with local stewardship associations and have regular access to a computer, email and the internet.
Article 4 Meeting of Members: 4.4 General Meetings of the membership will be held a minimum of two times each year
Article 5 Membership: 5.2 one paid Stewardship group per water body (entitled to two votes per member in good standing)

Motion to Adopt by John Lindsay
Seconded by Nicole Witke **Carried**

9. Nominations & Election to Board of Director's & Executive

Motion to open by Richard Denton
Seconded by Richard Witham **Carried**

Board Member Nominations:

Richard Denton
Richard Witham
Nicole Witke
Nicole Courville
Susan Darling

Standing Board Members:

Lesley Flowers
Linda Heron
David Young
Alex Cieslewicz
John Lindsay
Elaine Porter
Lilly Noble
Margaret McLaughlin

Chair - Nominations:

Richard Denton
Acclaimed

Vice chair – Nominations:

Elaine Porter
Acclaimed

Treasurer – Nominations:

Dave Young
Acclaimed

Secretary – Nominations:

Susan Darling
Acclaimed

Motion to accept the new Board Members as acclaimed by Richard Witham
Seconded by Linda Heron - Voted to accept by all stewardships **Carried**

Motion to close Election of Board Members by John Lindsay
Seconded by Richard Witham **Carried**

10. Adjournment of AGM

Motion to adjourn by Linda Heron
Seconded by Richard Denton **Carried**

11. Special General Meeting followed.

ADDENDUM 1
Year-End Treasurer's Report for the Period March 21, 2016 to March 7, 2017

Presented at the March 20, 2017 Annual General Meeting By David Young, Treasurer, GSWA

GSWA ACCOUNT ACTIVITY March 21, 2016 to March 7, 2017

Date 2016	Description	Debit	Deposit	Balance
				11011.43
Mar 21	#43 Marc San Cartier- Educational event- developing Poster	85.00		10926.43
Mar & Apr	Members 1) Fairbank 2) Wahnapiatae 3) Vermillion 4) McFarlane 5) Minnow		100.00	11026.43
Apr 20	#44 Sudbury Star-Educational Event-advertisements	950.00		10076.43
Apr 22	#45 CTV Northern Ontario- Educational Event-advertise	1072.37		9004.06
Apr 25	#46 Poster printing- Educational Event (through Alex C.)	58.76		8945.30
May 9	#47 Science North-Educational Event-Venue & partial bill (\$24.12)	541.41		8403.89
May 30	#48 Science North-Educational Event-rest of bill for catering	97.84		8306.05
May 30	#49 reThink Green yearly membership	50.00		8256.05
May 25	#50 FOCA membership-Federation of Ont.Cotages Assoc.	150.00		8106.05
Jun & Aug	Members 6) Simon Lk. 7) Lk. Panache		40.00	8146.05
July 19	#51 Lori Adams (Long Lk.) Invasive Species Sign Posts	142.34		8003.71
Sep 19	#52 David Young (McFarlane Lk.) Invasive Species Sign Posts	163.24		7840.47
Oct 7	Members 8) Ramsey Lk.		20.00	7860.47
Sept 26	#53 Anishwabe Kweg Water Walk 2016	100.00		7760.47
Oct 21 & Oct 28	Members 9) Whitewater 10) Silver 11) McCrea 12) Long (2 yrs), 13) St. Charles (2 yrs), 14) Grant. (2 yrs); Whanipitae prepaid for 2017 to 2018		200.00	7960.47
Oct 28	#54 Gougeon Insurance Brokers (Directors & Officer's Policy)	864.00		7096.47
Nov 24	#55 Vermillion River Stewardship Invasive Species Sign Posts	248.97		6847.50
Nov & Dec	Members 15) Richard (2 years). 16) Junction (2 years) 17) Black L		100.00	6947.50
2017	No activity in 2017 before fiscal year-end (March 7, 2017)			

Summary of Yearly Revenues & Expenditures of GSWA

	MAR 2012 -MAR 2013	MAR 2013 -MAR 2014	MAR 2014 -MAR 2015	MAR 2015 -MAR 2016	MAR 2016 -MAR 7, 2017
Starting balance	0.0	7117.62	6016.11	11861.31	11011.43
REVENUES					
Membership Dues	340.00	300.00	360.00	300.00	460.00
Grants Received	1500.00	0	500.00	0	0
Donations	70.00	0	5.00	0	0
Interest	0.21	0.73	0.10	0	0
Fundraising Profit	7517.37	0	8871.14	0	0
Other	0	0	0	0	0
Total Revenues	9427.58	300.73	9736.24	300.00	460.00
EXPENDITURES					
Insurance	1053.00	864.00	864.00	864.00	864.00
Bank Charges	1.96	0	22.50	10.88	0
Incorporation	155.00	0	0	0	0
Public Outreach:					
Internet site	300.00	28.24	739.54	0	0
Brochures	500.00	0	300.00	0	0
Events	0	510.00	450.00	0	2805.30
Grants to others	300.00	0	1300.00	100.00	654.55
Associate Membership	0	0	175.00	175.00	200.00
Other	0	0	40.00	0	0
Total Expenditures	2309.96	1402.24	3891.04	1149.88	4523.93
Final Balance	7117.62	6016.11	11861.31	11011.43	6947.50

EXECUTIVE REPORT

GSWA AGM March 20, 2017

Events of GSWA from March 2016 - March 2017

1) Education Event

Greater Shorelines, Greater Living was held April 20, 2016 at Science North. More than 100 people in attendance to participate in 4 breakout sessions on different water issues. CGS had a presentation on "Love Your Lake", SDHU described private septic & water systems, a representative from the Invasive Species Centre in SSM warned us of new & present invasive species & Conservation Sudbury presented "Watersheds 101". There were lots of questions & good discussions.

2) New Invasive Species Signs & Media Event

June 23, 2016, the City's new "Stop Invasive Species" sign was unveiled at a media event at Ramsey Lake boat launch. Public was encouraged to clean their boats when moving from lake to lake to help prevent the spread of invasive species. There was a positive media presence at the event. The City had installed 8 of the new signs at their boat launches & signs were made available, free of charge, to individual GSWA Lake Stewardship groups for installation at private boat launches. 13 signs were installed by 7 different stewardship groups. There are still 8 signs available from the City.

3) Official Plan Review

CGS is reviewing its OP & is asking for submissions from the public. Part 1, "water & the natural environment" submissions are being heard tonight at the City. GSWA along with VRS & CLS made a joint submission July 4, 2016. Some recommendations made: Watershed studies would not be just stormwater management studies. Main watersheds in Sudbury are not just the French & Spanish & thus more watersheds should be included in the OP. Phosphorus, septic & development issues were also addressed.

4) City Budget Input

The City asked for input to the annual budget & a letter was sent Oct. 21, 2016 by GSWA with several recommendations. More money should be put into sewage treatment facilities & into reduction of storm water bypasses into area lakes & rivers. Septic system inspection & rail safety were also mentioned.

5) Algae Skimmer - Simon Lake

At our Oct. 13, 2016 meeting, David Furino & Joel Dickinson of Simon Lake gave a presentation on a proposed "algae skimmer" to help restore the water in Simon Lake to a humanly acceptable odour & algae content after years of damage. A MIP was made "The GSWA endorses the SLCSG request for the City to remove algae from Mud, Simon & McCharles Lakes, & whatever method is chosen must result in minimal environmental impact, with special precautions in place to prevent the spread of EWM & contaminated sediment into the downstream waters."

6) WAP & Watershed Studies

In early 2016, the City received 2.3 million from the province for 9 sub-watershed studies. WAP with its panel of experts submitted TOR (along with other organizations such as GSWA) & asked to be a stakeholder in ongoing discussions as the studies moved along. Ramsey was the 1st sub watershed studied & the 1st

consultation session was held Dec. 8. It was very disappointing as little new info was presented, study tasks were listed completed but without explanation or details, there was no list of documents or data that are being used for inventory of existing conditions & it was difficult to identify gaps or provide new input without knowing more about progress to date. Timelines are very tight as all studies must be finished by late 2018. It appears the project has become very “political”.

7) Meeting with the Mayor

After 2 attempts a successful meeting with the Mayor was held Nov. 24, 2016. GSWA powerpoint presentation emphasized several points. Who is GSWA, what we do, what we have accomplished, our concerns (BGA), our collaboration with other agencies. We spoke of our concern with invasive species. City staff also attended & gave presentations on their different areas. There was a successful exchange of ideas & many good questions.

8) Milfoil (summary)

At our Oct. 13 meeting, Nicole Wittke & David Hodge of St. Charles Lake shared their research of what other lakes have employed for successful milfoil control using jute burlap. On Dec. 12, 2 visitors from Quebec presented their methods using jute burlap mats which spear headed a meeting between GSWA & CGS to help control EWM in 18 of our City Lakes. This meeting was held Jan. 10. A pilot project was discussed as well as using “Do-It-Yourself Dock Kits”. It was agreed approval was needed from MNRF & DFO & a meeting with them was discussed. Funding & an education event was also discussed. All this led to a meeting Feb. 6 at MNR offices to determine strategy moving forward to test the jute-burlap control method for EWM. 5 heavily infested lakes were chosen to apply for permits to start the process. In addition an education event is being organized for April 11 at Lockerby Legion to inform GSWA members & the public. More will be discussed about this subject later in the meeting.

Greater Sudbury Watershed Alliance (GSWA)

Constitution
and
By-Laws

2012-05-28

Updated: March 20, 2017

Greater Sudbury Watershed Alliance Constitution

Article 1: Name and Organization

- 1.1 This organization shall be known as the Greater Sudbury Watershed Alliance (GSWA).
- 1.2 The GSWA shall be incorporated within Ontario as a not-for-profit organization.
- 1.3 The GSWA shall be a not-for-profit organization and shall maintain itself as non-partisan and non-sectarian.
- 1.4 The GSWA is made up of organizations that have current paid-up memberships.
- 1.5 The GSWA head office will always be located in The City of Greater Sudbury, Ontario.

Article 2: Vision

- 2.1 “Healthy, dynamic and sustainable watersheds within the City of Greater Sudbury”

Article 3: Mission

- 3.1 “To protect, promote and advocate for sustainable improvements in water quality and healthy watersheds”

Article 4: Values

- 4.1 “Working collaboratively in truth, sensibility and wisdom”

Article 5: Objects

Through education, advocacy, and action, we will improve lake, river, creek and wetland water quality.

- 5.1 Speak as one unified voice.
- 5.2 Strive to consider and support the goals and challenges of the membership.
- 5.3 Influence best practices for planning and development of a healthy and sustainable watershed that meets the needs of the community, such as but not limited to:
 - a. Watershed capacity and shoreline development;
 - b. Waste Water Treatment Facilities;
 - c. Septic System maintenance and inspection;
 - d. Mining emissions and effluent;
 - e. Storm water management; and
 - f. Forestry practices.
- 5.4 Build community and individual stewardship.
- 5.5 Build collaborative partnerships with local businesses, organizations, associations and municipal and provincial governments.
- 5.6 Promote through educational forums, public events and media.

Article 6: Code of Operation

- 6.1 The GSWA will demonstrate ethics and values that are consistent with professional conduct.
- 6.2 The GSWA will be constructive, transparent and respectful.

- 6.3 The GSWA will communicate in a clear, accurate, truthful, direct, considerate and compassionate manner.
- 6.4 Individuals may not speak on behalf of the GSWA without permission granted by the Chair.
- 6.5 Members may not distribute internal GSWA documents unless authorized by the Chair.

Article 7: Changes in Constitution

- 7.1 Any proposed alterations or additions to this Constitution shall be made as prescribed in the By-Laws of the GSWA.

By-Laws

Article 1: Interpretation

In these by-laws, unless the context requires otherwise, the following interpretations are made:

- a. GSWA means Greater Sudbury Watershed Alliance,
- b. Words importing the singular include the plural and vice versa, and
- c. Words such as “he”, “her”, “chairman” etc. used herein are to be regarded without significance to gender.

Article 2: Board of Directors

- 2.1 **Numbers:** The GSWA will have a Board of Directors consisting of up to 13 people who may exercise all powers and do all acts and things as may be exercised except as may be otherwise prohibited by the by-laws, resolution or statute.
- 2.2 **Qualification:** Directors will be a minimum of eighteen (18) years of age and be members in good standing in GSWA. They must also be members in good standing of a local Stewardship Association and have regular access to a computer, email and the internet.
- 2.3 **Elections and Term of Office:**
 - a. The applicants for incorporation shall be the first Directors of the GSWA until their successors are elected or appointed.
 - b. Directors are elected by the members in the Annual General Meeting on a show of hands unless a poll is demanded, and if a poll is demanded, such election will be by ballot.
 - c. In the event of a vacancy on the Board of Directors, such vacancy may, provided there is quorum, be filled by the Directors from among the members if they so choose, otherwise such vacancy may be filled at the next general meeting of members; and any Directors appointed or elected to fill any such vacancy shall hold office for the unexpired term of the Director who caused the vacancy.
 - d. A person ceases to be Director if she or he becomes bankrupt, is found by a court to be mentally incompetent, resigns in writing or ceases to be member in good standing.
 - e. The membership may, by resolution passed by at least two thirds (2/3) of the votes cast at a general meeting duly called in this regard, remove any Director before the expiration of his or her term and may, by majority of the votes cast at such meeting, elect any members in his or her stead for the remainder of the term.

- f. The initial term of office for members of the Board of Directors shall be for a term of three years. Subsequent to the initial term of three years all terms of office will be for a term of two years.
- 2.4. **Remuneration:** The Directors will serve as such without remuneration and no Director will receive any profits from his or her position. A Director may be paid reasonable expenses incurred by him or her in the performance of his or her duties.
- 2.5. **Meetings of Directors:**
- a. The meetings of the Board may be held at an agreed upon location to be determined by the Chair, and may be convened by the Chair or two Directors at any time.
 - b. Each Director must be given reasonable prior notice of meeting of regular and special Board of Directors meetings; provided that meeting of the Directors may be held at any time without formal notice if all the Directors are present or have given their assent in writing for the meeting to being held in their absence.
 - c. A quorum at any meeting shall be the majority of the total Directors.
 - d. Questions arising at any meeting shall be decided by a simple majority of votes.
- 2.6 **Advisors:** The Directors may from time to time appoint members to be Advisors to assist in conducting the affairs of the GSWA. The advisors will generally serve for a limited time, will be permitted to attend all Directors meetings but will have no power to vote.

Article 3: Officers

- 3.1 The Executive will consist of the Chair, Vice-Chair, Secretary, and Treasurer, who would be elected from the Board of Directors.
- 3.2 Chair:
- a. The Chair may act as spokesperson and liaison with media, government and other organizations. The Chair may appoint one or more spokespersons at his or her discretion.
 - b. The Chair shall sign such contracts, documents or instruments in writing as require his or her signature. The Chair shall be the Chief Administrative Officer of the GSWA and shall be responsible to the Board of Directors for the coordination of all affairs of the organization. In all matters affecting the GSWA, the Chair shall be deemed to be an agent of the organization acting under the authority and at the express direction of the Board of Directors, or any committee thereof, as the case may be.
 - c. In addition to any other authority of duties conferred by direction of the Board of Directors, the Chair shall exercise general and active supervision over:
 - i. The selection, employment, supervision and discharge of all employees, subject to ratification of same by the Board of Directors.
 - ii. The preparation and submission of such reports and statements as the Board of Directors may from time to time direct to be prepared and submitted to the Board, to any Director or officer of the GSWA or to any meeting of the members of GSWA.
 - iii. The preparation of the annual budget for the GSWA showing expected revenues and expenditures; and
 - iv. The execution of such contract, documents or instruments in writing and shall have such other powers and duties as may be assigned by the Board of Directors.
- 3.3 Vice-Chair:
The Vice-Chair shall be vested with all the powers and shall perform all duties of the Chair in the Chairs absence or by delegation. The Vice-Chair shall sign such contracts, documents or

instruments in writing as require his, her or their signature(s) and shall have such other powers and duties as may from time to time be assigned to him, her or them by the Board of Directors.

3.4 Secretary:

The Secretary shall act as recording Secretary at all meetings of Directors and members and shall have charge of the minute books or electronic storage of such, documents and registers of the GSWA. The Secretary shall sign such contracts, documents or instruments in writing as require his or her signature and shall have such other powers and duties as may from time to time be assigned to him or her by the Board of Directors or as are incident to his or her office. The Secretary shall have a sound understanding of the GSWA Constitution and By-Laws and shall refer to them where appropriate.

3.5 Treasurer:

Subject to the provisions of any resolution of the Board of Directors, the Treasurer shall have the care and custody of all the funds and securities of the GSWA and shall deposit the same in the name of the GSWA in such bank or banks or with such depository or depositories as the Board of Directors may direct. The Treasurer shall sign such contracts, documents or instruments in writing as require his or her signature and shall have such other powers and duties as may from time to time be assigned to him or her by the Board of Directors or as are incident to his or her office. The Treasurer may require to give such bond for the faithful performance of his or her duties as the Board of Directors in their uncontrolled discretion may require, but no Director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of failure of the GSWA to receive any indemnity thereby provided.

3.6 Past Chair:

Shall serve as an advisor to the Chair and Executive Committee should the past Chair's term as a Director expire they may continue to serve as a voting member of the Executive Committee and Board of Directors, subject to approval of the Board of Directors.

3.7 Losses:

The GSWA will pay the cost to defend its Directors and Members and indemnifies the Directors and Members from any and all losses resulting from their activities on behalf of the GSWA.

3.8 Committees:

The Board of Directors of GSWA shall from time to time appoint Committees or Sub-committees to carry out duties as specified by the Directors.

- a. Committees and Sub-committees can be temporary or permanent.
- b. The purpose of a committee must be in accordance with the Constitution.
- c. Each Committee shall have at least a Chair and if possible a Co-Chair.
- d. Each Chair shall direct the activities of that Committee and shall submit these activities to the Directors for approval.
- e. A reporting procedure will be established suitable to the task.
- f. Each committee Chair will communicate on a regular basis with the Board of Directors or Chair of GSWA.

Article 4: Meetings of Members

4.1 The GSWA will hold one Annual General Meeting (AGM) in March of each calendar year, at a place and at a specific date and time as determined by the Board of Directors.

4.2 All members are entitled and encouraged to attend these meetings.

4.3 The Agenda of the AGM shall contain:

- a. A review of the activities of the GSWA of the previous year.
 - b. A projection of the activities of the GSWA for the coming year.
 - c. Financial results of the previous year and a budget for the coming year.
 - d. An update on the GSWA including active Directors and Committee chairs.
 - e. Election of Officers.
- 4.4 General Meetings of the membership will be held a minimum of two times each year.
- 4.5 Other General Meetings and Meetings of the Board of Directors may be called at the discretion of the Chair or any two members of the Board of Directors.
- 4.6 Public Meetings: The GSWA will hold public meetings as required and at locations determined by the Board of Directors. The purpose of these meetings shall be to advance the Mission, Goals and Objectives of the GSWA.
- 4.7 Notice; The GSWA shall communicate to its members using modern methods of mass communications.
- 4.8 Voting: Every question submitted to any meeting of the members shall be decided by a simple majority of votes by two voting delegates from each member Stewardship group, given on a show of hands unless otherwise specifically provided by statute or by these by-laws. In case of an equality of votes, the Chair of the meeting shall, both on a show of hands and on a poll have a second or casting vote. Each voting delegate shall be entitled to one vote if present at a meeting or by proxy.
- 4.9 Quorum: a quorum for the transaction of business at any meeting of members shall consist of a majority of all GSWA member stewardship groups.

Article 5: Membership

- 5.1 A nominal membership fee is required of each member stewardship group.
- 5.2 Membership in GSWA is open to watershed Stewardship groups and organizations within the City of Greater Sudbury that have paid the annual fee, as determined from time to time by the Board of Directors, and agreed to uphold the GSWA Constitution. GSWA membership is restricted to one paid Stewardship group per water body (entitled to two votes per member in good standing).
- 5.3 Nobody shall act for the GSWA, represent the GSWA or make statements or publications using the name of the GSWA with having obtained prior approval from the Chair.
- 5.4 By way of a Directors' resolution and a vote of two-thirds majority, membership may be terminated where it can be shown that a member has:
- a. Missed two consecutive meetings without explanation or demonstrated neglect of or a lack of interest in GSWA matters;
 - b. Is disruptive or an impediment to GSWA proceedings;
 - c. Undermines, interferes or has a conflict of interest with GSWA objectives; or
 - d. Is philosophically at odds with the GSWA's stated Vision and Mission.
- 5.5 Any member of the membership Stewardship groups or organizations, in good standing, can be nominated for a seat on the GSWA Board of Directors.
- 5.6 The membership year for GSWA shall be fixed from time to time by resolution.
- 5.7 GSWA shall respect the privacy of all its members and shall not release the names and addresses of its members to any person or organization unless they have specific permission to do so, or as required by law.
- 5.8 Any member may resign at any time by written notice to the Board of Directors.

Article 6: Financial

- 6.1 The Board of Directors may by resolution set the financial year-end of the GSWA and may from time to time by resolution change the financial year end of the GSWA.
- 6.2 The GSWA will be carried on without the purpose of gain for its members and any profits or other accretions to the GSWA will be used in promoting its objects.
- 6.3 Upon dissolution of the GSWA and after paying all debts and liabilities, its remaining property shall be distributed or disposed of to a charitable organization which carries on its work solely in the promotion of environmental issues anywhere in Canada.

Article 7: Amendments to By-Laws

- 7.1 Amendments to the Constitution and By-Laws may be made by a vote at any AGM of the GSWA, provided that notice of the proposed amendment has been submitted in writing or electronically to the Board of Directors at least 30 days before such meeting. The Board of Directors shall include such notice of amendment in the notice calling the meeting.
- 7.2 A vote signifying a two-thirds majority of all votes cast shall be necessary for the adoption of any amendment.
- 7.3 Upon approval of the revisions to the Constitution and By-Laws, each Director shall sign in the appropriate space on the revised document and initial each page of the document.
- 7.4 Should any article contained herein be found to be in conflict with any existing provincial or federal legislation governing the existence and operation of a not-for-profit organization, then that applicable section of this Constitution shall be amended to conform to such laws without affecting the remaining parts.

This Constitution and By-Laws are hereby approved by the Board of Directors and the General Membership of the Greater Sudbury Watershed Alliance. This approval is evidenced by the respective signatures of the Chair and Secretary on this:
the 28th day of May, 2012, and amended on this 25th day of May, 2015, and amended again on this 20th day of March 2017 by vote of its member voting delegates.

Richard Denton, Chair

Susan Darling, Secretary
