

CITIZENS ENVIRONMENT ALLIANCE
(formerly Clean Water Alliance Environment Group)
275 Oak Avenue, Windsor, Ontario N9A 5E5

**CONSTITUTION FOR CITIZENS ENVIRONMENT ALLIANCE
OF SOUTHWESTERN ONTARIO**

1.0 NAME OF ORGANIZATION

1.1 The name of the Organization is Citizens Environment Alliance.

2.0 HEAD OFFICE

2.1 The Head Office of the Organization shall be in the City of Windsor or in the County of Essex, in the Province of Ontario, and at such place therein as the Officers and Directors may from time to time determine.

3.0 INTERPRETATION

3.1 In this document and all other documents of the Organization hereafter passed, unless the context otherwise requires, words importing the singular shall be deemed to include the plural, and the masculine shall be deemed to include the feminine, wherever necessary.

3.2 In these bylaws, "Organization" shall mean the Citizens Environment Alliance of Southwestern Ontario; and, "Board of Directors" or "Board" shall mean the Executive Board of the Organization.

4.0 OBJECTIVES OF THE ORGANIZATION

4.1 To educate the public about environmental problems and solutions as they relate to the Great Lakes Ecosystem, and in particular, to the Windsor-Essex County region and the Detroit-St. Clair Rivers Corridor.

4.2 To gather and disseminate information of an environmental nature to the general public, citizens groups, labour and business groups, environmental organizations, schools and other resource agencies or groups.

4.3 To assist the Ontario Ministry of the Environment, the Ontario Ministry of Natural Resources, Environment Canada, Health Canada, regional municipalities, local school boards, and international governmental-organizations in the delivery of on-going environmental programmes, and to supplement these programmes where feasible.

4.4 To assist non-governmental organizations, with objectives and policies not dissimilar to the Organization's, in the delivery of on-going environmental programmes, and to supplement these programmes where feasible.

4.5 To raise funds by way of donations, grants, bequests and other similar methods for the purpose of advancing and achieving the aforementioned objectives.

5.0 ADMINISTRATION

5.1 All activities of the CITIZENS ENVIRONMENT ALLIANCE shall be carried on without gain

towards members and, all monies received shall be used to further advance the objectives of the Organization.

5.2 The business of the Organization shall be administered by a duly elected Board of Directors, hereinafter referred to as the Board.

5.3 Three (3) Signing Officers for the Organization shall be appointed annually. The Signing Officers shall include: the President, the Vice-President and one (1) alternate. The Alternate Signing Officer shall be designated by the Board. At least two signatures shall be required on all official documents, cheques and financial statements of the Organization. Upon approval of a majority of the Board, a second alternate may be appointed.

5.4 A quorum shall be formed by the presence of a majority of the members of the Board who shall meet a minimum of one day a month - 8 months per calendar year in order to conduct the affairs of the Organization.

5.5 A special meeting of the Board may be called by the President, or by the majority of the Board by written notice addressed to the President and the Secretary.

6.0 MEMBERSHIP

6.1 Membership in the Citizens Environment Alliance is open to all individuals who share the objectives of the Organization. All policies, activities and procedures of the Citizens Environment Alliance shall be consistent with the purpose and intent of the Ontario Human Rights Code.

6.2 Membership dues shall be reviewed and determined by the Board on an annual basis.

6.3 All members in good standing (i.e.-those who hold a paid membership thirty (30) days prior to the Annual General Meeting), shall be eligible to seek a position on the Board of Directors, and may cast a vote at the Annual General Meeting.

7.0 THE BOARD OF DIRECTORS

7.1 There shall be seven (7) members of the Board of Directors for the Citizens Environment Alliance.

7.2 The members of the Board shall be elected by a majority vote of the members present at the Annual General Meeting (AGM). The vote for members of the Board shall be by secret ballot.

7.3 The Board may appoint additional Board members and agents it deems necessary, to fulfill the objectives and obligations of the Organization.

7.4 The Board shall include three Officers: President, Vice President, and Secretary.

7.5 The majority of the Board shall consist of Canadian Citizens.

7.6 The Board shall determine policy and supervise the management of the affairs of the Organization, and may exercise all powers of the Organization in their meetings.

7.7 All members of the Board and all Officers of the Organization assume no personal liability for acting as such, or for the acts of other individuals in the Organization.

7.8 Each board of Director shall be a member in good standing. If a Board member's membership lapses prior to the next election, the Board member must renew upon notice of it lapsing. If a Board member does not renew his/her membership, that Board member shall be deemed ineligible to hold office or stand for election unless the membership is renewed in accordance with this policy.

7.9 In order to ensure effective functioning of the Board of Directors, a Board member who misses more than two (2) consecutive meetings without just cause, as determined by the Board, may be removed from office by a vote of the majority of the Board.

7.10 The Board may, by 75% vote, for just cause, remove a member of the Board before the expiration of their term of office. This notice of removal must be provided in writing to the Board member. The Board member may lodge an appeal, in writing, to the Board of Directors within thirty (30) days of the date of the notice of removal. If an appeal is received, the Board shall consider the merit of the appeal at the next regularly scheduled meeting, where the decision of the Board shall be final.

7.11 Upon approval of a majority of the Board, a Board member may be granted a temporary leave of absence.

7.12 Notwithstanding other sections, if a General Meeting election fails to provide a balanced representation of gender, as determined by the Board, a maximum of two (2) additional Board members may be elected to address this imbalance.

7.13 Any vacancy occurring on the Board may be filled by an appointment of the remaining members of the Board. The member so appointed shall serve until the next Annual General Meeting at which time the position shall be filled by election.

7.14 Officers and Directors of the Organization shall not be remunerated for their work for the Organization as Directors or Officers, but they may be reimbursed for authorized expenses incurred for the Organization provided such work and expenses are approved by the Board.

7.15 All communications and contact with the media, on behalf of the Organization, shall be the responsibility of the board. Such communication shall be consistent with the objectives of the Organization as outlined in article 4.0. The board shall delegate this responsibility to specified members or staff of the Organization at its discretion. Use of the Organization's name in making representations on the Organization's behalf, requires the prior approval of the board.

8.0 DUTIES AND RESPONSIBILITIES OF OFFICERS & BOARD MEMBERS

8.1 PRESIDENT

8.1.1 The President shall be charged with the general management and supervision of the affairs and operations of the Organization.

8.1.2 The President shall chair meetings of the board of directors and any general membership meetings convened during her term.

8.2 VICE PRESIDENT

8.2.1 The Vice-President shall assist the President, as required, to achieve the overall objectives of the Organization, and, shall guide members of the Board in fulfilling their individual program policy objectives.

8.2.2 The Vice-President shall, with prior approval of the majority of the Board, assume the duties and powers of the President, in the absence or disability of the President. The Vice-President shall assist the President in the performance of duties when called upon to do so by the President of the Board of Directors

8.2.3 The Vice President shall control the collection of all monies payable to the Organization.

8.2.4 The Vice President shall be responsible for the preparation of budgets and financial statements for grant applications, for monthly financial reports and annual statements.

8.3 SECRETARY

8.3.1 The Secretary shall provide notice of all Board meetings to all interested parties at least one (1) week prior to the date of such meetings.

8.3.2 The Secretary shall be responsible to ensure that a record of the minutes of proceedings are maintained for all Board meetings as well as General Meetings.

8.3.3 The Secretary shall maintain custody of all Official documents.

8.3.4 In the absence of the Secretary, the duties of the Secretary shall be performed by one of the Board members as designated by the President.

9.0 COMMITTEE STRUCTURE

9.1 The President, subject to the approval of the majority of the Board, may appoint Committees to facilitate the operations of the Organization.

9.2 The President and the Vice-President shall serve as ex-officio members of all such Committees.

9.3 A member of the Board shall be designated to Chair such Committees, and shall report to the Board with Minutes of any Committee meetings held, or, a Board designate shall be appointed to Chair one of these Committees, providing that the Chair is a member of the Organization. In this case, reports shall be made to the Board of any developments, to ensure accountability.

10.0 GENERAL AND ANNUAL MEETINGS OF THE ORGANIZATION

10.1 Notice of General Meetings of the Organization shall, in all cases, be given by the Secretary, at least twenty-one (21) days prior to the date of such meetings, stating the time, place and, object thereof.

10.2 The Annual General Meeting shall be held in the City of Windsor or the County of Essex, in the Province of Ontario, within ninety (90) days of the first of the year, at a date and place to be fixed by the Board.

10.3 At a General Membership Meeting of the Organization, a quorum shall constitute 15% of the total possible voting membership for the transaction of business.

10.4 The business to be transacted at the Annual General Meeting (AGM) shall be scheduled to follow, more or less, the following format: a) Approval of the Minutes of the previous AGM and of General Meetings held since the previous AGM; b) Business arising out of the Minutes of the

previous AGM, or out of any General Meetings held since the previous AGM; c) Reports of the Organization Officers; d) Appointment of Auditors; e) Nominations and introductions of candidates for election to the Board of Directors; f) Elections; and g) New Business.

11.0 FINANCIAL YEAR

11.1 Unless otherwise ordered by the Board, the fiscal year of the Organization shall terminate on the 31st of December in each year.

12.0 BYLAWS

12.1 The Board shall develop appropriate operating bylaws to conform to the Constitution. Such bylaws shall be recommended by the Board, and shall be approved at the Annual General Meeting. The bylaws shall be published and appended to the Constitution.

13.0 AMENDMENT OF THE CONSTITUTION

13.1 An amendment of the Constitution may be proposed by any member of the Organization, and shall be seconded by at least two (2) other members. Notice of the proposed amendment shall be given with the notice of a General Meeting twenty-one (21) days in advance of such meeting. To be adopted, an amendment must receive support from two thirds of the members present at a General Meeting.

14.0 DATE OF EFFECT

14.1 This document shall take effect on the day it is signed by the officers of the Organization.

President

Date

Vice President

Date

Secretary

Date