

CONSTITUTION OF THE NORTH SHORE STEELHEAD ASSOCIATION

ARTICLE I: NAME, PURPOSE AND OBJECTIVES OF THE ASSOCIATION

SECTION 1 Name

- A. The organization shall be called "The North Shore Steelhead Association" hereafter referred to as the association or NSSA.

SECTION 2 Purpose

- A. NSSA's primary purpose is to promote the propagation of the migratory rainbow trout commonly referred to as steelhead and other cold-water migratory fish through a combined program of stream conservation, rehabilitation, and natural stocking and protection of the Lake Superior environment that supports these game fish.
- B. The aforesaid purpose shall be carried out by projects such as the following:
- (i) Stream access improvement and/or building step pockets or ladders into natural or man made barriers to allow fish to migrate upstream to spawning beds;
 - (ii) To investigate river and stream diversions of water in the District of Thunder Bay in the Province of Ontario which would ultimately ruin spawning beds and fishing on said streams and rivers;
 - (iii) To give basic instruction in the art of steelhead fishing to fishermen of all ages and, in effect, promote legal methods of catching coldwater fish; and
 - (iv) To assist the Ministry of Natural resources in the study, improvement, and management of the steelhead population of the Thunder Bay District of the Province of Ontario.

SECTION 3 Objectives

The objectives of NSSA as stated in the Letters Patent are as follows:

- A. To foster good relationships between fishermen and the Ontario Ministry of Natural Resources and other provincial and federal agencies involved in managing and protecting fish, wildlife, and the environment of the Lake Superior area;
- B. To work with the Ministry of Natural Resources in encouraging modernization of provincial hatchery facilities and the upgrading of other cold-water fish breeding and rearing facilities throughout the Province;
- C. To encourage and assist, wherever possible, the Ministry of Natural Resources in improving the general cold-water fish habitat and breeding areas on streams in Northwestern Ontario;
- D. To encourage the Ministry of Natural Resources to continue to seek new easements on Ontario trout streams and lakes and to take those steps necessary to assure non-commercial use of land along Lake Superior north shore properties now in commercial use;
- E. To encourage and assist the Ministry of Natural Resources in improving inland lake and stream trout fishing through stocking and lake rehabilitation programs;
- F. To assist the Ministry of Natural Resources in studying the life cycle of anadromous fish species; and
- G. To promote good relationships and sportsmanship among fishermen.

ARTICLE II: MEMBERSHIP

SECTION 1

- A. The requirement for ordinary membership in NSSA is the following:
Membership is open to all individuals who exhibit a fundamental belief in the purposes and objectives of NSSA as stated in Article I, SECTIONS 1 and 2.

SECTION 2

- A. All members in good standing, 18 years of age or older, shall have the right to nominate for, stand for office, move and second motions, vote for nominees for the board of NSSA, and vote on any matter at a general meeting.

SECTION 3

- A. A member in good standing is one who has paid the required annual dues.

SECTION 4

- A. Annual dues for the next year shall be set by the board and presented to the membership on or before November 1 of each year.

SECTION 5

- A. Annual dues shall cover the period January 1 to December 31 of any year.

SECTION 6

- A. A member may lose his good standing through the following means:
- (i) Failure to pay the required annual dues;
 - (ii) Knowingly breaching the Ontario Fish and Game Act;
 - (iii) Conducting himself in a manner unbecoming a sportsman;
 - (iv) Flagrantly disregarding NSSA's constitution.

SECTION 7

- A. The loss of good standing with regard to the aforesaid SECTION 6 (ii), (iii), and (iv) must be approved by three-quarters (3/4) of the cast votes of the members present at a general or special meeting of NSSA. No member shall be suspended or expelled without having the opportunity of being represented at such a meeting and of defending himself.

SECTION 8

- A. Honorary members may be elected by resolution of the general membership and shall be accorded all the rights and privileges of NSSA except the right to vote and hold office unless he is a paid-up member.

SECTION 9

- A. Any member in good standing and not indebted to NSSA may resign in writing at any time, and, upon receipt thereof, such resignation shall take effect immediately.

SECTION 10

- A. If, for any reason, a member ceases to be a member, no refund of dues will be made, and dues must be repaid if such member reapplies for membership.

ARTICLE III: THE BOARD

SECTION 1

- A. The affairs of NSSA shall be conducted by a board in accordance with the constitution of NSSA. The board shall consist of a president, vice-president, past president, secretary, treasurer, and a minimum of six (6) directors or a maximum of twelve (12) directors.

SECTION 2

- A. The board members shall be elected or appointed at the annual meeting subject to ARTICLE IV: ELECTIONS

SECTION 3

- A. the board shall hold office from its election or appointment at the annual meeting to the election or appointment of a new board at the next annual meeting.

SECTION 4

- A. The board must be voting members in good standing of NSSA and meet the requirements of ARTICLE IV: ELECTIONS.

SECTION 5

- A. The management of NSSA shall be vested in the board, which shall have the following powers at any time:
- (i) To call meetings upon proper notice;
 - (ii) To arbitrate in disputed NSSA matters;
 - (iii) To appoint committees or sub-committees;
 - (iv) To appoint chairman of committees;
 - (v) To carry on the general business of NSSA;
 - (vi) To deal with any question which may arise and is not provided for;
 - (vii) To fill board vacancies occurring between annual meetings;
 - (viii) To enact bylaws and rules not inconsistent or contrary to the constitution;
 - (ix) To govern the activities of NSSA, which may be altered rescinded, or added to as deemed necessary; and
 - (x) To appoint such agents and engage such employees as it shall deem necessary from time to time, and such persons shall have such authority and shall perform such duties shall be prescribed by the board at the time of such appointment.

SECTION 6

- A. The president or vice-president and one-half of members of the board present at a board meeting shall constitute a quorum.

SECTION 7

- A. NSSA's board shall meet at least six (6) times during the year subject to the call of the president.

SECTION 8

- A. A member of the board will vacate automatically his position for the following reasons:
- (i) if he shall resign his office by delivering a written resignation to the secretary of NSSA;
 - (ii) if he is certified to be incompetent;
 - (iii) if, at a meeting of the general membership, a resolution is passed by three quarters (3/4) of the members present at the meeting that he be removed from office, given such director has received due notice and has been heard at the meeting; and
 - (iv) if he dies.
- B. The board may fill by resolution any vacancy that occurs for any reason with a person qualified to be a member of the board under ARTICLE IV, SECTIONS 5 and 6.

SECTION 9

A. Board members, as such, shall not receive any stated remuneration for their services. A retiring board member shall remain in office until the dissolution or adjournment of the meeting at which his successor is elected or appointed, except as otherwise provided herein. However a board member is entitled to be reimbursed for out of pocket expenses on behalf of the NSSA, as authorized by the board.

SECTION 10

A. The board may exercise all such powers of NSSA as defined by the Companies Act or by this constitution or subsequent bylaws.

SECTION 11

A. The president, vice-president, and immediate past president shall form the executive committee of the board of directors for matters of routine operation not requiring a decision from the board. The secretary and the treasurer are entitled to be present at all meetings of the executive committee. Minutes of all meetings of the executive committee must be distributed to all directors and shall be available to the general membership upon request.

SECTION 12

A. The president shall preside at all meetings of NSSA and of the board of directors. He shall have power to appoint committees. He shall be a member, ex-officio, of all committees other than the nomination committee and shall perform all the duties incidental and customary to his position and office or which are required by law. The president or vice-president with the secretary or other officer appointed by the board of directors for the purpose shall sign all bylaws and other documents, such as the notice of change of directors form for the Corporation Information Act, requiring the signature of the officers of NSSA (see ARTICLE X, SECTION 1).

SECTION 13

A. The vice-president or immediate past president, in order, shall, in the absence of or inability of the president, perform all the duties of the president.

SECTION 14

A. The secretary shall keep a complete record of all members with their addresses and all matters of which a record shall be ordered by NSSA. He shall notify each new member of his acceptance as a member. He shall notify the members and the board of directors of NSSA in writing of all meetings of the board and of the general membership, giving the day, time, and place thereof, and, when required by this constitution and subsequent bylaws, the matters to be considered thereat. He shall be custodian of the records of NSSA and the corporate seal, which he shall deliver, only when authorized by a resolution of the board to do so, to such person or persons as may be named in the resolution. He shall perform all other duties customary to his office.

SECTION 15

A. The treasurer shall collect and receive all monies due to or belonging to NSSA and send out all notices determining dues where such notice is required. He shall deposit all monies in such banks as shall be designated by the board of NSSA in the name of NSSA, and he shall report to the general membership and to the board at every meeting the condition of the finances of NSSA, when requested to do so. He shall prepare a financial statement of NSSA in accordance with sound accounting principles. This statement shall be completed by December 31st of each year for presentation at the succeeding annual meeting together with the report of the auditor. He shall perform such duties as may be directed by the general membership or by the board.

SECTION 16

A. The offices of secretary and treasurer may be held by one person.

SECTION 17

A. The fiscal year of NSSA shall end on December 31st in each year.

SECTION 18

A. The board shall have the power to authorize expenditures on behalf of NSSA from time to time and may delegate, by resolution, to a director or directors of NSSA the right to employ and pay salaries to employees. The board shall have the power to make expenditures for the purpose of furthering the objects of the NSSA.

SECTION 19

A. The board shall take such steps as it may deem requisite to enable NSSA to receive donations and benefits for the purpose of furthering the objects of NSSA.

SECTION 20

A. Any member of the board who misses three (3) meetings without sufficient cause shall be dropped from the board. In the event of a vacancy in any office, the vacancy shall be filled as prescribed in ARTICLE III, SECTION 8. B.

ARTICLE IV: ELECTIONS AND NOMINATION COMMITTEE

SECTION 1

A. Elections for the board shall take place at the annual meeting of NSSA.

SECTION 2

- A. The president, vice-president, secretary, and treasurer shall be elected or appointed for a term of one year or until the election or appointment and qualification of their successors.
- B. Each director will normally hold office for a term of two (2) years. Since 1976, one-half (1/2) of the directors will be elected or appointed for a term of one (1) year; one-half (1/2) for a term of two (2) years to provide for continuity of direction of the affairs of NSSA.
- C. The past president will be the immediate past president upon election or appointment of a new president, and this position may be vacant when a president is elected or appointed for more than one term.

SECTION 3

A. Nomination for office at the annual meeting shall be made by the nomination committee and/or by the membership of NSSA from the floor at the time of the election and/or by a member indicating he wishes to stand for election. Voting shall be done by secret ballot.

SECTION 4

- A. The nomination committee shall consist of not more than four (4) members.
- B. The president shall be ex-officio member of all committees, except the nomination committee. The president shall appoint all committees, except the nomination committee, which shall be appointed by the membership at a general meeting.
- C. Members of the nomination committee are not barred from becoming nominees for office.

SECTION 5

A. To be nominated for the position of president, an individual must be a voting member in good standing for at least one year prior to the annual meeting at which he seeks election.

SECTION 6

A. To be nominated for the other board positions, except past president, an individual must be a voting member in good standing for at least ninety (90) days prior to the annual meeting at which he seeks election.

SECTION 7

A. The right to nominate and elect board members shall be restricted to the voting members of NSSA.

SECTION 8

A. At the time elections are to be conducted, the president will pass the chair to the chairman of the nomination committee who will preside as chairman of the annual meeting until the elections are concluded.

SECTION 9

A. The nomination committee chairman will appoint at least two members at the meeting to count the ballots and inform him of the results of the balloting for each position, provided that that member is not standing for election on that ballot. In that case, another member will be appointed by the chairman.

SECTION 10

A. The aforesaid chairman will call for nominations from the floor at least three (3) times before declaring nominations closed or until a motion to close nominations is heard from the floor and duly passed by the general membership.

SECTION 11

- A. A simple majority of ballots cast is sufficient for election, or, where more than one position (directors) is available, the persons receiving the most votes, in order from the highest to the lowest, for the available positions shall be elected.
- B. In the event of a tie, ballots will be recast.

SECTION 12

A. After the election for each position is completed, the chairman shall direct that the ballots be immediately destroyed.

SECTION 13

A. After the election of all directors for the board is complete, the chair will be passed to the new president.

ARTICLE V: MEETINGS; ANNUAL, SPECIAL, GENERAL AND BOARD

SECTION 1

A. The annual meeting of members shall take place prior to February 1 of each year on a day, time, and place chosen by the board and accessible to the general membership.

SECTION 2

- A. the annual meeting shall be held for the following purposes:
- (i) to receive the report of the board on the operations of NSSA in the preceding year;
 - (ii) to review the financial statements, receive the report of the auditor, and discuss financial matters;
 - (iii) to appoint an auditor for the new fiscal year (see ARTICLE IX, SECTION 1);

- (iv) to elect the directors for the following year to replace the retiring directors;
- (v) to receive and vote upon any proposed amendment to the constitution and/or bylaws; and
- (vi) to review other subjects of importance of NSSA which may be brought up at the meeting.

SECTION 3

- A. Other special general meetings of NSSA may be called as follows:
 - (i) by the president on ten (10) days written notice to all members designating the day, time, and place and stating the purpose thereof. Only business specified in the notice of meeting may come before the meeting; or
 - (ii) upon receipt of requests in writing from not less than five (5) members, it shall be the duty of the secretary to call and duly give ten (10) days written notice of a special general meeting of NSSA stating the purpose thereof. Only business specified in the notice of meeting may come before the meeting.

SECTION 4

- A. The board of directors shall hold at least three (3) general meetings in order to acquaint the general membership with the business of NSSA conducted on their behalf by the board. The board of directors shall ratify, direct, and endorse business, projects, and expenditures on behalf of the general membership. The board may inform the general membership of club activities through a notice or a general meeting called for that purpose.
- B. The board of directors shall choose days, times, and places for the general meetings which are accessible to the general membership.
- C. Seven (7) days written notice of each general meeting shall be given to each member.

SECTION 5

- A. Meetings of the board must be called by the president at least six (6) times a year, according to ARTICLE III, SECTION 7, or may be called by the president as required, or be called, upon written request to the secretary, by any three (3) board members.
- B. Five (5) days written notice of any such meeting shall be given to each board member provided that no formal notice shall be necessary if all directors are present at the meeting or waive notice thereof in writing.
- C. Copies of all minutes of all meetings of the board shall be mailed forthwith to any director not present at the meeting.
- D. The president or vice-president and one-half of the other board members will be required to constitute a quorum at a board meeting for the transaction of business, provided that no action shall be taken with respect to any resolution if, within five (5) days from the date of mailing of such resolution to board members not present at the meeting, the written disapproval of such resolution is received by the secretary from board members not present at the meeting who comprise a majority of the whole board.

SECTION 6

- A. The board of directors shall receive minutes of all meetings, including committee meetings of NSSA.
- B. The general membership shall receive minutes of the annual meeting and all general meetings.

SECTION 7

- A. A quorum for all general or special general meetings of NSSA shall be constituted by the president or vice-president and one-half of the other directors of the board.

ARTICLE VI: COMMITTEES

SECTION 1

- A. The standing committees of NSSA are as follows:
 - (i) Membership;
 - (ii) Publicity;
 - (iii) Policy/Position;
 - (iv) Fundraising;
 - (v) Projects;
 - (vi) Research and study;
 - (vii) Constitution.
- B. The duties of the committees shall be as delegated by the board.
- C. The chairman of a committee need not be a director of the board; however, the chairman must be a voting general member in good standing.
- D. The membership of a committee need not be composed exclusively of voting general members in good standing. It may employ the expertise of non-members in the community in order to accomplish its mandate.
- E. All committees of NSSA, constituted by the board, which require capital in order to complete their mandate must have financial parameters set for them by the board of directors.
- F. Committee chairmen are responsible to take, prepare and distribute minutes of all committee meetings as required. Committee minutes are distributed to committee members and the board of directors.
- G. Committee chairmen cannot enter into any financial or legal agreements requiring the signatures of the officers of the board or exceed the parameters of their mandate, financial or otherwise, without the prior approval of the board of directors.
- H. Committee chairman may make public statements regarding the work of the committee only if so authorized by the board and or president.

SECTION 2

- A. Any other committees or sub-committees shall be appointed as required by the president in consultation with the board.

ARTICLE VII: CORPORATE SEAL

SECTION 1

- A. The corporate seal of NSSA shall be in such form as shall be prescribed by the Corporation's Act and, if required, shall have the words "North Shore Steelhead Association" endorsed thereon.

ARTICLE VIII: AMENDMENTS

SECTION 1

- A. Notice of any proposed amendment to this constitution must be filed, in writing, with the secretary, signed by at least two (2) members in good standing, at least sixty (60) days prior to the annual meeting or a special general meeting of NSSA.
- B. Copies of the aforesaid proposed amendments shall be sent by the secretary by mail to each member at least thirty (30) days before such meeting.

SECTION 2

- A. Any proposed amendment under ARTICLE VIII, SECTION 1, will be discussed at the annual meeting or a special general meeting and may be amended thereat.

SECTION 3

- A. The approval of two-thirds (2/3) of the votes cast by members present at the annual meeting or a special general meeting shall be necessary for the adoption of any proposed amendment under ARTICLE VIII, SECTION 1.

SECTION 4

- A. The repeal or amendment of bylaws not embodied in the Letters Patent shall not be enforced or acted upon until the approval of the Secretary of State has been obtained.

ARTICLE IX: AUDITOR

SECTION 1

- A. NSSA shall, at each annual meeting of the general membership, appoint an auditor. He shall examine all the books, accounts, and other financial documents and submit a report to the next annual meeting. No board member of NSSA may act as auditor although a firm in which a board member is an employee may do so. The remuneration of the auditor shall be fixed by the board (see ARTICLE V, SECTION 2).

ARTICLE X: SIGNATURE AND CERTIFICATION OF DOCUMENTS

SECTION 1

- A. Contracts, documents, or any instruments in writing requiring the signature of NSSA shall be signed by the president or vice-president with the secretary or other officer appointed by the board of directors for the purpose (see ARTICLE III, SECTION 12). All contracts, documents, and instruments in writing so signed shall be binding upon NSSA without any further authorization or formality. The board shall have power from time to time by bylaw to appoint an officer or officers on behalf of NSSA either to sign contracts, documents, and instruments in writing. The seal of NSSA, when required, may be affixed to contracts, documents, and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board.

SECTION 2

- A. In this constitution and subsequent bylaws, the singular shall include the plural and the plural shall include the singular; the masculine shall include the feminine.

ARTICLE XI: RULES OF ORDER

SECTION 1

- A. Except as otherwise provided by this constitution and subsequent bylaws or the Corporation's Act, NSSA shall conduct business by Robert's Rule of Order.

ARTICLE XII: PUBLIC STATEMENTS

SECTION 1

- A. Only the president is authorized by the general membership to represent NSSA publicly, to make public statements or announcements, to give media interviews, or to present NSSA to agencies, groups, and all levels of government. Nobody else may represent NSSA publicly without the prior approval of the president and/or board of directors.

NOTE: Original constitution passed in 1975 upon incorporation.
First amendment January 30, 1986
Last amendment January 20, 1994
2001 Change to Article III, Section 18