

NOTICE OF ANNUAL GENERAL MEETING

Thursday, June 4, 2020, 2:30 pm

Meeting to be Held “Virtually” Using Electronic Devices

Due to the Covid-19 pandemic, the Ontario Government has authorized non-government agencies to reschedule meetings where their by-laws stipulate that an annual general meeting falls within the provincial emergency period.

Meetings may be held electronically as a public safety measure to suppress the spread of Covid-19.

NOTICE is hereby given that the Annual General Meeting of the Friends of the Tay Watershed will be held as a virtual meeting on Thursday, June 4, 2020, commencing 2:30 pm. You may attend the meeting electronically using your computer, tablet or smart phone and Zoom software which will allow participants to communicate with each other and to vote online. Unfortunately, given the circumstances, there will be no guest speaker; however, a webinar will be arranged later on the topic Trees and Climate Change.

The meeting will focus on administrative matters including presentation of the budget, a summary of recent highlights, the appointment of officers, minor amendments to the by-laws of our organization and the revised schedule of events for 2020. We will also take the opportunity to present our annual environmental awards. We are looking to fill vacancies on the Board (i.e. Vice-chair, chair of membership, webmaster). Please call Glenn if you are interested in joining our team.

To participate, you will need to download and install Zoom software (free). Everyone who has an email address registered with Friends of the Tay Watershed will receive an invitation by email with a link that they may click on to 'join the meeting'. Note that Zoom allows you to join the meeting using a video and/or audio link. Participants may also join by phone. Your computer or device must have the technology to support video and/or audio communication.

Any person with an interest in Friends of the Tay Watershed is cordially invited to attend the meeting. You are asked to respond to this email indicating whether you plan to attend the meeting and/or provide an alternative email address that supports the use of Zoom software. You may also contact Glenn Tunnock by phone at 613 464-8805 should you have any questions about the format.

Friends of the Tay Watershed look forward to meeting with you 'virtually' to renew our mandate and commitment to conserving the health of the watershed.

Glenn Tunnock, President

Friends of the Tay Watershed

gtunnock@tunnockconsulting.ca

Joining a Zoom Meeting.

If you have not downloaded Zoom already and made a free account, you should do this ahead of time. Here is how to do it.

Go to Zoom.us , Click on "Sign up for free" in middle of the screen.

It asks for a birthdate, choose any date you like, but not your real birthdate.

Enter your email address. Zoom will send you an email to verify the address.

Click on "Activate Account" in the email. You will need to enter your name and create a password.

You will receive an invitation to join our meeting. Click on the link to join.

Please join the meeting 5-10 minutes early, in case you have problems joining.

When you join the meeting, you will be placed in the Waiting Room. The host will let you into the meeting room a few minutes before the start time.

If given a choice to join with audio, do so, and if this is your first time, you might want to first do the audio check, if it is offered.

The microphone symbol in the bottom left corner is for your microphone. If there is a blue/green arrow on it, you did not turn on your microphone when entering the meeting. Click on the symbol to turn it on. To mute your microphone when you are not speaking, click on the symbol and a red line will appear on top of it. If you want to speak, click on it again to unmute. It is best to leave the microphone muted if you are not speaking, as background noises are easily picked up and can be distracting.

If you want to turn off your video, click on the camera symbol in the bottom left corner. A red line will show over the camera if your video is off. Alternatively, you can put a sticky note over your camera on your computer.

Hover your mouse in the top right corner and you will see Gallery View and Speaker View. Gallery View shows everyone's picture the same size, the speaker has a green box around their picture. Speaker View shows the speaker with a large picture, and the other people with small pictures.

If the task bar at the bottom of the screen disappears, hover your mouse there to have it reappear.

When you are ready to leave the meeting click on Leave Meeting at the bottom right corner to disconnect.

Annual General Meeting

Virtual Meeting via Zoom

Thursday, June 4, 2020 – 2:30 pm

AGENDA

1. Opening Welcome – Glenn Tunnock, President
2. Approval of the Agenda for 2020 AGM
3. Approval of the Minutes of March 28, 2019 AGM
4. 2019 Year in Review
5. Amendments to Operating By-law # 1
6. Treasurer's Report and Proposed 2020 Budget
7. 2019 Environmental Awards

8. Election of Board of Directors
9. New Business
10. Adjournment of Meeting

Slate of Officers for Election:

President Glenn Tunnock
Vice-President Vacant
Past President David Taylor
Judy Buehler Director
David Kroetsch Director
Annie Dalton Director
Marion Letts Director
Richard Schooley Director
Donna Walsh Director
Carol Dillon Director
Taro Alps Director

MINUTES

Annual General Meeting

Thursday, March 28, 2019

1. Introduction

President, David Taylor, welcomed members and guests to the AGM for 2018. He introduced the 2018 Board and Advisory Panel.

2. Approval of the Agenda for 2018 AGM

Moved by Karen Hunt, seconded by Susan Brandum, that the Agenda for the 2018 AGM be approved. Carried.

3. Approval of the Minutes of 2017 AGM

Moved by Forbes Symon and seconded by David Kroetsch that the 2017 AGM Minutes be approved. Carried.

4. Review of 2018 Activities

David reviewed some of the Friends activities for 2018 including the Stewart Park Music Festival; Watershed Discovery Day; Kidfish; the Watershed Guardian Bursary awarded to Juliet Kennedy of St. John Catholic High School; presentation of the Annual Environmental Awards for 2018 to Dianne Czerwinski & Nicola Oddy for the Tay River Pathway in the category Contribution to the Tay Watershed; to Kat Kavanagh and the Water Rangers for Contribution to Water Resources at the provincial, national or international level; and to Bob Argue for Developing Climate Change Plans in the category Contribution to the General Environment; participating in Lake Links; partnering with the Rideau Valley Conservation Authority on their Subwatershed Report; and Wetland Kits for Kids delivered to schools in our catchment area.

5. Treasurer's Report

Treasurer, Marion Letts, reviewed the Financial Report for 2018, which was projected on the overhead screen (details also available in the Annual Report). Moved by David Kroetsch and seconded by Annie Dalton that the 2018 Financial Report be accepted. Carried.

Proposed Budget for 2019

Marion reviewed the proposed budget for 2019 showing a comparison to 2018. Moved by Richard Schooley and seconded by Jim Graff that the 2019 budget be accepted. Carried.

6. Proposed Program for 2019

Carol Dillon gave a summary of the Friends proposed program for 2019. Carol noted that the Friends will continue doing what's been successful in the past and address new issues that need attention, focussing on climate change. Ongoing activities include the community outreach and education activities of Stewart Park Music Festival, Watershed Discovery Day, Water Guardian Bursary, Perth and District Heritage Fair, Kid Fish, Source Water Protection Panels, partnering with Canadian Federation of University Women's screening of Aote's Ark and the presentation of our Environmental Awards. The Friends also plan to participate in Lake Links 2019, monitor the Bobs Lake/Bolingbroke Dam reconstruction and continuing the formation of Tay Net waterway monitoring network. Moved by Jim Graff, seconded by Susan Brandum, that the proposed activities for 2019 be accepted. Carried.

7. 2018 Environmental Awards

Awards were presented to Noelle Reeve, Tay Valley Township Planner for Contribution to the Tay Watershed; Ontario Nature for Contribution to Water Resources at the provincial, national and international level; and to Graham Beck, Little Stream Bakery for Contribution to the General Environment.

8. Election of 2019 Board of Directors and Appointment of Advisory Panel

Karen Hunt proposed the Board of Directors slate for 2019:

- Taro Alps GB&CLA and Upper Watershed
- Judy Buehler Perth
- Carol Dillon Tay River Glen Tay
- Annie Dalton Perth & Tay River
- Jim Graff Perth
- David Kroetsch Perth
- Marion Letts Upper Tay River
- Richard Schooley Scotch Line
- Forbes Symon Director, Development & Protective Services, Town of Perth
- David Taylor Tay River, Glen Tay
- Glenn Tunnock Otty Lake
- Donna Walsh Christie Lake Association

There were no nominees from the floor. Moved by Colin Stephenson, seconded by Sue Brandum that the Board of Directors slate be accepted. Carried.

Karen then read the Advisory Panel appointments for 2019:

- Susan Brandum, Drummond/North Elmsley Township; Past Board Member
- David Crowley, Perth; Past Board Member
- Karen Hunt, Lake Networking Group; Past Board Member
- Doug James, Perth; Past Board Member
- Barbara King, Executive Director, Watersheds Canada
- Dale MacEachern, External Relations Mgr., Parks Canada, Ont. Waterways Unit, Smiths Falls

- Derek Matheson, Mgr., Rural Clean Water Program, Rideau Valley Conservation Authority
- Frank Roy, Perth, Past Board Member & Vice President
- Colin Stephenson, Webmaster, Past Co-President
- Alyson Symon, Watershed Planner, Mississippi Valley Conservation Authority, Past Board Member.

David welcomed the new Board, thanked the 2018 Board for all their work and thanked the Advisory Panel for their expertise over the years. He also thanked Colin Stephenson for all his ongoing work on the Friends website.

Carol gave a tribute to David Taylor for his years of vision and leadership of the Friends since its inception – establishing guidelines, taking the Friends through the process of incorporation and charitable status, developing partnerships with many organizations that helped to protect and promote the Tay watershed – over 40 partnerships in all, writing grant applications and assisting others such as lake associations to acquire funds. He also had been responsible for bringing many thousands of dollars into the Tay community for watershed projects. The audience gave David a standing ovation.

9. Motion to adjourn

Moved by David Kroetsch, seconded by Frank Roy that the business portion of the 2018 AGM by adjourned.

Presentations:

Taro Aps introduced the Presentations portion of our meeting: Review of the Challenge of Climate Change in our Community: what is needed, and activities planned to address it in 2019. The presenters were:

- Susan Brandum, Environmental Consultant: 'Overview of the Climate Crisis and Activities in the Community'
- Forbes Symon, Director, Development & Protective Services, Town of Perth 'Town of Perth's Response to Climate Change'
- Barrie Crampton, Deputy Reeve, Tay Valley Township 'Tay Valley Township's Green Energy & Climate Change Working Group'

- David Taylor, President 'The Tay Waterway Volunteer Network – *Tay Net*'

After the presenters answered questions from the audience, David thanked the presenters and everyone for coming to the 2018 AGM. The meeting adjourned at 5 p.m.

Friends of the Tay Watershed

Proposed Amendments to Operating By-law #1, of March 26, 2014

TAKE NOTICE that the Board of Directors under Section 48 of Operating By-law # 1 may make amendments thereto subject to confirmation by the membership at the next Annual General Meeting failing which the amendments would have no force and effect.

Accordingly, the Board of Directors hereby requests that you exercise your authority to vote on the following amendments by one of the following means:

1. Casting your vote during the meeting as a participant in the virtual meeting to be held using Zoom software commencing 2:30 pm on Thursday, June 4, 2020, or
2. Voting by Mail by returning the attached Ballot in the return address envelope to arrive no later than June 3, 2020.

Proposed Amendments

Item 1: Number of Directors

The Board believes certainty will be brought to the by-law by specifying the number of Directors that may sit on the Board. Currently the By-law specifies only a minimum, not a maximum. The revised amendment to Section 19, with changes shown in **bold script** would read:

"The property and affairs of the Corporation shall be managed by a Board of Directors comprised of a minimum of three Directors **and a maximum of twelve Directors.**"

Item 2: Election of Directors

The Board desires greater clarity to Section 19 in specifying a *minimum age* of 18 for members serving on the Board and by setting out a clearer method for election to the Board. The revised amendment to Section 19 with changes shown in **bold script** would read:

"Directors must be individuals, **a minimum of** 18 years in age, with power under law to contract."

To stand for election as Director, an individual must be nominated by a committee constituted by the Board for the purpose of recommending a slate of prospective candidates to the Board, and must consent in writing to stand for election."

Item 3: Gender Neutrality

The Board desires that the by-law be gender neutral such that Section 19 be amended with changes shown in **bold script** to read:

"The Past President shall be a voting member of the Board of Directors provided **they** continue as a member of the Board."

Item 4: Replacement of the President

The Board desires wording to address the replacement of the President mid-term should there be a need for a replacement through, for example, a resignation. The revised amendment to Section 34 with changes shown in **bold script** would read:

"The President shall be elected at an annual meeting of members, or, if required, at a meeting of members during the year."

Item 5: Term of Office

For purposes of clarity on the term of office for both the President and the Directors, Section 35 is proposed to be amended with a cross reference to Section 20. Section 20 indicates that Directors are to be elected at the AGM and to hold office until their successors have been duly elected. The revised amendment to Section 35 with changes shown in **bold script** would read:

"The officers of the Corporation, **including the President**, shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the Board of Directors at any time. **The maximum term for which officers may hold office shall be the same as that stated for Directors in Section 20.**"

Item 6: Vice-President

The Board seeks clarity in the scope of reasons for departure and the requirements for replacement. The revised amendment to Section 38 with changes shown in **bold script** would read:

"The Vice-President shall, in the absence, disability **or retirement** of the President, perform the duties and exercise the powers of the President **until a new President is elected. The Vice-President** shall perform such other duties as shall from time to time be imposed upon him by the Board of Directors."

Item 7: Quorum

The Board seeks to overcome a conflict between Sections 19 and 29 of the bylaw over what constitutes a quorum. Section 19 states that the Board may consist of only three Directors, whereas a majority in Section 29 is five. The revised amendment to Section 38 with changes shown in **bold script** would read:

"A majority of the Directors in office, from time to time, but no less than **three (3)** Directors shall constitute a quorum for meetings of the Board."

Please vote for your choice using the following ballot. **Please note that only members in good standing of the Friends of the Tay Watershed may vote.**

Ballot

Item 1: Number of Directors Yea _____ Nay _____

Item 2: Election of Directors Yea _____ Nay _____

Item 3: Gender Neutrality Yea _____ Nay _____

Item 4: Replacement of the President Yea _____ Nay _____

Item 5: Term of Office Yea _____ Nay _____

Item 6: Vice-President Yea _____ Nay _____

Item 7: Quorum Yea _____ Nay _____

Please return your Ballot by "Copy and Paste" to an e-mail to friends@taywatershed.ca

Friends of the Tay Watershed Association, P.O. Box 2065, 57 Foster Street, Perth, ON K7H 3M9

We All Live Downstream...
