

2017

DRAINAGE SUPERINTENDENTS ASSOCIATION OF ONTARIO POLICIES & PROCEDURES



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DRAINAGE SUPERINTENDENTS ASSOCIATION OF
ONTARIO
POLICIES & PROCEDURES

Table of Contents

DEFINITIONS	1
SECTION A - ROLES AND RESPONSIBILITIES	2
A1 PURPOSE	2
A2 APPOINTMENT AND AUTHORITY	2
A2.01 Composition	
A3 DUTIES OF THE BOARD	2
A3.01 General	2
A3.02 Duties of Board Members	3
A3.03 Duties of the President	3
A3.04 Duties of the Vice-President	3
A3.05 Duties of the Past President	4
A3.06 Duties of the Secretary	4
A3.07 Duties of the Treasurer	4
A3.08 Duties of the Promotion Committee	5
A3.09 Duties of the Information Committee	5
A3.10 Duties of Committee Members	6
SECTION B – ASSOCIATION MEETINGS	7
B1 GENERAL	7
B1.02 Quorum	
B1.03 Notice of Meetings	
B1.04 Minutes of Meetings	
B2 CONDUCT OF PROCEEDINGS	7
B2.02 Motions	8
B2.03 Amending a Motion	8
B2.04 Voting on Motions	8
B2.05 Rules of Order	8
SECTION C – BOARD MEETINGS	10
C1 GENERAL	10
C1.02 Quorum	10
C1.03 Notice of Meetings	10
C1.04 Minutes of Meetings	10
C2 CONDUCT OF PROCEEDINGS	11



DRAINAGE SUPERINTENDENTS ASSOCIATION OF
ONTARIO
POLICIES & PROCEDURES

C2.02 Motions	11
C2.03 Amending a Motion	11
C2.04 Voting on Motions	11
C2.05 Rules of Order	12
C3 ACCOUNTABILITY	12
C3.01 Code of Ethics	12
C3.02 Conflict of Interest	13
C3.03 Liability and Risk Management	13
C3.04 Insurance	13
SECTION D – ANNUAL GENERAL MEETING	14
D1 Schedule and Agenda	14
D2 After the AGM	14
SECTION E – LICO/DSAO CONFERENCE	15
E1 General	15
E2 Schedule and Agenda	15
E3 DSAO Meeting Room	15
E4 DSAO Speakers	15
E5 DSAO Luncheon hosted by Past Presidents	15
E6 Banquet	16
E7 Hospitality Suite	16
E8 DSAO Display Booth	16
E9 Conference Assessment	16
SECTION F – ALL CHAPTERS MEETING	17
F1 General	17
F2 Schedule and Agenda	17
SECTION G – COMMUNITY OUTREACH	18
G1 Achievement Award	
G2 Past President Recognition	18
G2 Honorary Memberships	18
G3 Memoriams	18
G4 Bursaries	18
G5 Community Education	18
SECTION H – APPENDIX A	19



DRAINAGE SUPERINTENDENTS ASSOCIATION OF ONTARIO **POLICIES & PROCEDURES**

DEFINITIONS

“Association” means the Drainage Superintendents Association of Ontario

“AGM” means the Annual General Meeting of the Association.

“All-Chapters Meeting” means the annual meeting of the Membership.

“Board” means the Board of Directors established by the Drainage Superintendents Association of Ontario in accordance with Article 6 of the Constitution

“Chapter” means one of the chapters of the Drainage Superintendents Association of Ontario in accordance with Article 4.1 of the Constitution

“Committee” means either a committee established by the Board or a committee to which a member has been appointed by the Board to represent the interests of the Association in accordance with Article 6.11 of the Constitution.

“Conference” means the annual gathering between the Land Improvement Contractors of Ontario and the Drainage Superintendents Association of Ontario

“Constitution” means the Constitution of the Drainage Superintendents Association of Ontario

“Information Committee” means either an individual or individuals appointed in accordance with Article 6.8 of the Constitution.

“Membership” means the group of members in good standing of the Drainage Superintendents Association as defined in Article 5 of the Constitution.

“Promotion Committee” means either an individual or individuals appointed in accordance with Article 6.8 of the Constitution.



DRAINAGE SUPERINTENDENTS ASSOCIATION OF ONTARIO
POLICIES & PROCEDURES

SECTION A - ROLES AND RESPONSIBILITIES

A1 PURPOSE

The policies and procedures herein contained are for the purpose of establishing the roles, responsibilities and conduct of the Board, Officers, Committees and Members in conducting business of the Drainage Superintendents Association of Ontario in accordance with the Constitution.

A2 APPOINTMENT AND AUTHORITY

A2.01 COMPOSITION

The composition of the Board shall be subject to the following:

1. The Board shall consist of Officers and Directors as defined in Article 6 and Article 7 of the Constitution.
2. Only such designated members are eligible to vote on the business of the Board.
3. The Board may appoint others, by a resolution duly noted in the minutes, to serve as members of continuing or ad hoc committees, when and as required.

A3 DUTIES OF THE BOARD

A3.01 GENERAL

In this Section, the term Board means the Board, Officers or Committees.

1. Each Board member shall attend meetings of the Board, participate, and provide input into decisions.
2. Each Board member shall be given sufficient notice of meetings.
3. All meetings of the Board are open to the Membership. Members shall be given sufficient notice of the meetings of the Board. Members attending Board meetings shall not participate in the proceedings at a Board meeting unless they have asked to be included on the agenda as a delegation.
4. The business of the Board shall be conducted in accordance with the Constitution, Policies and Procedures.
5. The Board shall report to the Membership, as required, on the business and matters entrusted to it.
6. The Board shall formulate a budget each fiscal year for consideration and approval by the Membership at the AGM.



DRAINAGE SUPERINTENDENTS ASSOCIATION OF ONTARIO **POLICIES & PROCEDURES**

7. The business, matters, and decisions of all Board meetings shall be duly recorded in minutes.
8. The Board shall certify all accounts for the purchase of materials, supplies, equipment, services, etc. relevant to the business of the Board.

A3.02 DUTIES OF BOARD MEMBERS

All Board members are expected to:

1. Promote membership in the Association;
2. report on Board meeting to their Chapters;
3. participate on committees deemed necessary by the Board;
4. attend the AGM;
5. attend all meetings of the Board;
6. participate in the administration of the AGM; and
7. attend All Chapters Meeting

A3.03 DUTIES OF THE PRESIDENT

In addition to the duties as described in the constitution the President is expected to:

1. Delegate responsibilities to Board and Committee members;
2. attend or delegate a Board member to attend any meeting, seminar, workshop, etc. deemed to be in the interest of the Association;
3. consult with the Secretary and the Vice-President to organize meeting agendas;
4. not vote on any matter under consideration at any General Meeting or Board meeting, except in the event of a tied number of votes where all members who are qualified to vote have done so; and
5. sit on an Achievement Award Committee.

A3.04 DUTIES OF THE VICE-PRESIDENT

The Vice President is expected to:

1. Fulfill all the responsibilities of the President in the absence of the President;
2. assist the President and Secretary in organizing, setting agendas and preparing for Board meetings;
3. ensure that when the President has completed his/her term they receive recognition as authorized by the Board; and
4. coordinate notices and correspondence to the membership or general public.



DRAINAGE SUPERINTENDENTS ASSOCIATION OF ONTARIO
POLICIES & PROCEDURES

A3.05 DUTIES OF THE PAST PRESIDENT

The Past President is expected to:

1. Assist the incoming President;
2. offer guidance to the Board;
3. shall attend the Past Presidents Luncheon; and
4. sit on an Achievement Award Committee.

A3.06 DUTIES OF THE SECRETARY

The Secretary is an individual appointed by the Board to coordinate the following, in addition to the duties as described in the Constitution:

1. Give timely notice of all Board meetings to all Board members and the membership;
2. prepare meeting agendas after consultation with the President and Vice President;
3. attend all Board meetings, and record the Minutes of the business, matters, directions and decisions of the Board;
4. prepare all correspondence, instructions or reports as directed by the Board;
5. provide draft minutes to the Board no more than one month following a Board meeting;
6. prepare and circulate the minutes of any General meetings or Board Meetings to the Board;
7. serve all notices as required by the constitution or as directed by the Board;
8. maintain lists of current active and honorary memberships and past presidents;
9. coordinate the distribution of correspondence to the membership or the general public;
10. serve as compliance officer to review and maintain compliance with the Personal Identification and Electronic Documents Act (PIPEDA); and
11. not participate in the discussions of the Board.

A3.07 DUTIES OF THE TREASURER

The Treasurer is an individual appointed by the Board to coordinate the following, in addition to the duties as described in the Constitution:

1. Ensure that all payable accounts for the purchase of goods and services relative to the business of the Association are approved by the Board for payment, with said approval noted in the minutes;
2. deposit all monies received for and on behalf of the Board to the Board's bank account(s);



DRAINAGE SUPERINTENDENTS ASSOCIATION OF ONTARIO **POLICIES & PROCEDURES**

3. provide a financial report for the Association to the membership at the AGM;
4. provide to the Board at all Board meetings, a statement of revenue and expenses of the Association to date;
5. prepare a budget for the Association, to be reviewed by the Board prior to the AGM;
6. present the budget to the membership at the AGM;
7. review fees and service charges with the Association's financial institution and provide a report to the Board annually;
8. arrange and coordinate a third party review of the Associations financial records if the Treasurers position is changed or at the direction of the Board;
9. arrange for meeting rooms, accommodations, meals, etc. for Board meetings as directed by the Board; and
10. safeguard all secure information (i.e. passwords, usernames etc.) for the Associations business.

A3.08 DUTIES OF THE PROMOTION COMMITTEE

In this Section DSAO Promotion Committee shall mean any member(s) appointed by the Board to coordinate the following:

1. Be responsible for maintaining all promotional items belonging to the Association;
2. determine a need and research promotional products for the Association;
3. research and arrange for gifts for guest speakers at meetings of the Association;
4. submit a budget to the Treasurer no less than one month in advance of the AGM;
5. promote membership in the Association from municipalities and other stakeholders;
6. provide a Report to the Board at all Board meetings. The Board may request attendance by the Promotion Committee at Board meetings;
7. be responsible for the set up and dismantling of the Association's promotional materials at the AGM; and
8. coordinate the transfer of the display board or other promotional materials to any Chapter or promotional event upon direction from the Board.

A3.09 DUTIES OF THE INFORMATION COMMITTEE

In this Section DSAO Information Committee shall mean any member(s) appointed by the Board to coordinate the following:

1. Be responsible for maintaining and up-dating the Associations Website as directed by the Board;
2. submit a budget to the Treasurer no less than one month in advance of the AGM;



DRAINAGE SUPERINTENDENTS ASSOCIATION OF ONTARIO
POLICIES & PROCEDURES

3. provide a report to the Board at all Board meetings. The Board may request attendance by the Information Committee at Board meetings; and
4. ensure that the Association's passwords, account information and any other pertinent information is provided to the Treasurer.

A3.10 DUTIES OF COMMITTEE MEMBERS

Any member appointed to a committee by the Board is expected to:

1. Report to the Board on all decisions of the Committee;
2. shall not commit to anything without prior consent of the Board; and
3. maintain the interest of the entire membership in all decisions.



SECTION B - ASSOCIATION MEETINGS

B1 GENERAL

1. The Association shall hold two regular meetings annually, an AGM and an All-Chapters meeting.
2. Other meetings may be scheduled at the discretion of the President.

B1.02 QUORUM

1. A majority of the members in attendance shall constitute a quorum thereof.
2. In the event no quorum is present by one half hour after the time appointed for the meeting, the secretary shall record the names of members present, and the meeting shall be adjourned until the next scheduled meeting, or until rescheduled.

B1.03 NOTICE OF MEETINGS

Notice, in a form determined appropriate by the Board, must be given to each member. Said notice shall include an agenda of the matters to be considered at the meeting.

B1.04 MINUTES OF MEETINGS

The proceedings of meetings must be recorded in minutes. The minutes of meetings shall record:

1. The place, date and time of the meeting;
2. the name of the presiding officer;
3. the attendance of the membership;
4. the reading and adoption of the minutes of the previous meeting; and
5. all proceedings of the meeting;

B2 CONDUCT OF PROCEEDINGS

It is the duty of the President to preside at all meetings, to preserve order and decorum, to decide on questions of procedure, and rule on points of order.

In general, the business association will be conducted under Roberts Rules of Order and the Constitution.

The President shall:

1. Call the members to order and open the meeting;
2. advise of the business of the meeting;
3. receive and present all motions proposed by members;



DRAINAGE SUPERINTENDENTS ASSOCIATION OF ONTARIO
POLICIES & PROCEDURES

4. put to a vote the questions duly moved and seconded, and announce the results of the vote;
5. restrain members within rules of order when engaged in debate; and
6. adjourn the meeting when business is concluded.

B2.02 MOTIONS

1. Motions should be submitted in writing to the Secretary prior to the meeting, but may be presented orally at the discretion of the President.
2. A motion must be seconded before the President can put the question, or before the motion can be recorded in the minutes.
3. A motion shall be read, or stated, by the President or Secretary prior to debate.
4. Any motion, if it is not in the process of being voted upon, may be withdrawn by the mover with the consent of the seconder.

B2.03 AMENDING A MOTION

1. An amending motion must be germane to the main motion.
2. Debate is confined to the amendment.
3. An amendment is adopted by a majority vote.
4. The amendment must be dealt with before the main motion.
5. If adopted, the proposed change becomes part of the main motion.
6. An amendment cannot propose a direct negative to the main motion.

B2.04 VOTING ON MOTIONS

1. Immediately preceding the vote, the President shall state the question in the precise form in which it will be recorded in the minutes.
2. After the question is put, no member shall speak to the motion, nor any other motion be read, until after the vote is taken and the results declared.
3. The method of voting is at the discretion of the President.

B2.05 RULES OF ORDER

1. The President's ruling on a point of order shall be made without debate and is final, subject only to immediate appeal by a member.
2. In the case of an immediate appeal, the member must state the grounds for appeal, and such appeal must be decided upon by a vote of the members present.
3. Any member wishing to speak must raise a hand and be recognized by the President.



DRAINAGE SUPERINTENDENTS ASSOCIATION OF ONTARIO
POLICIES & PROCEDURES

4. Members shall not carry on private discussions during the proceedings of the meeting.
5. When a member is speaking, no other member may interrupt.
6. Any member may require the question or motion under discussion to be read at any time during the debate.
7. The President may limit debate if, in the opinion of the President, no new points of view are being brought to bear on the issue under debate.
8. No member addressing the meeting shall:
 1. Speak disrespectfully or use offensive words against anyone;
 2. Speak on any subject other than the subject under debate;
 3. Disobey the rules of order, practice or procedure;



SECTION C - BOARD MEETINGS

C1 GENERAL

In this section, the term meeting means meetings of the Board.

1. The Board shall have three regular meetings each year.
2. The date and location of meetings for the ensuing term shall be established annually by the Board following the AGM.
3. Other meetings may be scheduled at the discretion of the President.

C1.02 QUORUM

1. A quorum of the Board shall be four (4) voting members in accordance with Article 6.7 of the Constitution.
2. In the event no quorum is present by one half hour after the time appointed for the meeting, the secretary shall record the names of members present, and the meeting shall be adjourned until the next scheduled meeting, or until rescheduled.

C1.03 NOTICE OF MEETINGS

Notice, in a form determined appropriate by the Board, must be given to each member of the Board. Said notice shall include an agenda of the matters to be considered at the meeting.

C1.04 MINUTES OF MEETINGS

The proceedings of Board meetings must be recorded in minutes. The minutes of meetings shall record:

1. The place, date and time of the meeting;
2. the name of the presiding officer;
3. the attendance of the members;
4. the reading, correction (if required) and adoption of the minutes of the previous meeting; and
5. all proceedings of the meeting, without personal note or comment.

C2 CONDUCT OF PROCEEDINGS

It is the duty of the President to preside at all meetings, to preserve order and decorum, to decide on questions of procedure, and rule on points of order.

In general, the business of the Board will be conducted under Robert's Rules of Order and the Association's Constitution.



DRAINAGE SUPERINTENDENTS ASSOCIATION OF ONTARIO **POLICIES & PROCEDURES**

The President shall:

1. Call the members to order and open the meeting;
2. advise of the business of the meeting;
3. receive and present all motions proposed by members;
4. put to a vote the questions duly moved and seconded, and announce the results of the vote;
5. restrain members within rules of order when engaged in debate; and
6. adjourn the meeting when business is concluded.

C2.02 MOTIONS

1. Motions should be submitted in writing to the Secretary prior to the meeting, but may be presented orally at the discretion of the President.
2. A motion must be seconded before the President can put the question, or before the motion can be recorded in the minutes.
3. A motion shall be read, or stated, by the President or Secretary prior to debate.
4. Any motion, if it is not in the process of being voted upon, may be withdrawn by the mover with the consent of the seconder.

C2.03 AMENDING A MOTION

1. An amending motion must be germane to the main motion.
2. Debate is confined to the amendment.
3. An amendment is adopted by a majority vote.
4. The amendment must be dealt with before the main motion.
5. If adopted, the proposed change becomes part of the main motion.
6. An amendment cannot propose a direct negative to the main motion.

C2.04 VOTING ON MOTIONS

1. Immediately preceding the vote, the President shall state the question in the precise form in which it will be recorded in the minutes.
2. After the question is put, no member shall speak to the motion, nor any other motion be read, until after the vote is taken and the results declared.
3. The method of voting is at the discretion of the President.



DRAINAGE SUPERINTENDENTS ASSOCIATION OF ONTARIO **POLICIES & PROCEDURES**

C2.05 RULES OF ORDER

1. The President's ruling on a point of order shall be made without debate and is final, subject only to immediate appeal by a member.
2. In the case of an immediate appeal, the member must state the grounds for appeal, and such appeal must be decided upon by a vote of the members present.
3. Any member wishing to speak must raise a hand and be recognized by the President.
4. Members shall not carry on private discussions during the proceedings of the meeting.
5. When a member is speaking, no other member may interrupt.
6. Any member may require the question or motion under discussion to be read at any time during the debate.
7. The President may limit debate if, in the opinion of the President, no new points of view are being brought to bear on the issue under debate.
8. No member addressing the meeting shall:
 1. speak disrespectfully or use offensive words against anyone
 2. speak on any subject other than the subject under debate
 3. disobey the rules of order, practice or procedure

C3 ACCOUNTABILITY

C3.01 CODE OF ETHICS

By volunteering to serve as a Board or Committee member, the member is becoming part of an association with more than 25 years of service to the drainage industry and Ontario Municipalities. Participation affords the opportunity to learn and become informed about the process and issues, and to recognize the value of contribution.

It is important to recognize that involvement in the Association carries a responsibility to serve in the best interests of the Association. The duties of the Board, and duties as a member of that body, must be undertaken with impartiality, integrity and honesty.

The Board of Directors as a group, may speak for the Association or the Board may appoint a Board member, generally the President, to speak on behalf of the Association.

All decisions must be based on that which is of most benefit to the Association, rather than personal interest or gain.



DRAINAGE SUPERINTENDENTS ASSOCIATION OF ONTARIO **POLICIES & PROCEDURES**

C3.02 CONFLICT OF INTEREST

During the course of service, the Board may deal with matters in which a Director or Committee Member may have direct or indirect financial interest. It is important to recognize such situations of “conflict of interest”, declare the position of conflict, and remove oneself from the decision-making process until that matter has been discussed and concluded.

C3.03 LIABILITY AND RISK MANAGEMENT

The Board and Committees may be sued as a result of failure to carry out, or negligence in the conduct of, its duties. It is the responsibility of the Board to implement “risk management” strategies, to identify and eliminate any potential hazards within the jurisdiction of the association, to minimize or eliminate all possible liability.

C3.04 INSURANCE

The Board provides its Directors and Officers insurance coverage for:

1. Directors and Officers Liability;
2. Community Services Liability; and
3. Non-owned Auto.



SECTION D - ANNUAL GENERAL MEETING

D1 SCHEDULE AND AGENDA

The agenda and the minutes of the previous year AGM shall be forwarded to Chapter Secretaries for distribution to the membership with the Convention information package. The notice is to state that *no hard copies of the agenda or minutes will be provided at the AGM.*

50 printed copies of the Treasurers Report shall be made available in the meeting room for the membership.

The Agenda for the AGM will generally include the following order of business unless altered by the President.

1. Call to Order and the President's Address
2. Introduction of the Board
3. Approval of the Minutes
4. Treasurer Report
5. Information Committee Report
6. Promotion Committee Report
7. Reports on other Committees
8. Old Business
9. Remembrances, Presentations and recognition of new members
10. Consideration of Officers
11. New Business
12. OMAFRA Report
13. Adjournment

D2 AFTER THE AGM

The DSAO Secretary will arrange for shirts and name tags for new Directors.



SECTION E - LICO/DSAO CONFERENCE

E1 GENERAL

The Board shall coordinate the planning and arrangements of the Conference with LICO.

In this Section DSAO Secretary may mean a member appointed by the board to coordinate the planning and arrangements for the Conference.

E2 SCHEDULE AND AGENDA

The DSAO Secretary will confirm the particulars of the Conference with the LICO Secretary.

The Board will establish tentative topics and schedule for the Conference which will be forwarded to the LICO Conference Organizer.

The DSAO Secretary will confirm the Conference schedule with the LICO Secretary

Immediately following the October Board meeting, the DSAO Secretary will provide the following lists to the LICO Secretary:

1. Names and Information of the current DSAO Directors
2. Names of the DSAO Past Presidents noting which are deceased
3. Names of the DSAO Honorary Members noting which are deceased

Once confirmation of the schedule has been received from LICO, the DSAO Secretary shall send the Conference information, including schedule to Chapter Secretaries for distribution to the membership.

E3 DSAO MEETING ROOM AND HOSPITALITY SUITE

The DSAO Secretary will arrange for and coordinate the setup and arrangement of the DSAO Board meeting and Hospitality room with venue staff.

E4 DSAO SPEAKERS

The DSAO Secretary will arrange for speaker name cards for DSAO Speakers.

The DSAO Secretary shall arrange for and coordinate with the President and Treasurer for the purchase of a gift to present to the DSAO speakers.

E5 DSAO LUNCHEON HOSTED BY PAST PRESIDENTS

The DSAO Secretary will send an invitation to the last known address of each Past President.

Directors are to contact any Past Presidents within their chapter to inform them of the luncheon.



DRAINAGE SUPERINTENDENTS ASSOCIATION OF ONTARIO
POLICIES & PROCEDURES

The immediate Past President will host the DSAO Luncheon, welcome the Past Presidents attending the lunch.

E6 BANQUET

The DSAO Secretary shall coordinate with the LICO Secretary the reservation of tables sufficient for the DSAO membership attending the banquet.

E7 DSAO DISPLAY BOOTH

DSAO Board members will be responsible for the setup and dismantling of the display booth in the Suppliers Room and the Hospitality suite.

E8 CONFERENCE ASSESSMENT

The Board shall hold a meeting as soon as practical following the convention to review the Conference.



SECTION F - ALL CHAPTERS MEETING

F1 GENERAL

The DSAO shall hold at least one All Chapters Meeting annually typically held in partnership with the Land Drainage Engineers Convention.

F2 SCHEDULE AND AGENDA

The agenda and the minutes of the previous All Chapters Meeting shall be forwarded to Chapter Secretaries for distribution to the membership. No hard copies of the agenda or minutes will be provided.

The Agenda for the All Chapters Meeting will include the following order of business:

1. Call to Order and the President's Address
2. Introduction of the Board
3. Approval of the Minutes
4. Information Committee Report
5. Promotion Committee Report
6. Reports on other Committees
7. New Business
8. Open Discussion
9. OMAFRA Report
10. Adjournment



SECTION G - COMMUNITY OUTREACH

G1 ACHIEVEMENT AWARD

The President, Past President and the Drainage Coordinator from OMAFRA shall form a committee to select an individual nominated for the Achievement Award.

G2 PAST PRESIDENT RECOGNITION

The Board shall provide a donation in the sum of up to \$200 toward a recognition gift for the Past President upon the completion of their term.

G3 HONOURARY MEMBERSHIPS

The Board shall annually review any applications for honorary memberships as defined in Article 5.3 of the Constitution.

G4 MEMORIAMS

The Board shall provide a donation in the sum of \$50 toward an association as determined appropriate by the Board in memory of any known deceased member.

G5 BURSARIES

The Board shall provide a bursary in the amount of \$350 towards a qualified and approved candidate.

Chapters will confirm that the recipient meets the following criteria:

1. Is attending an accredited school in the Province of Ontario and be registered in a program which is related to an agricultural, water management or environmental related field; or
2. is an accredited school in in the Province of Ontario, offering a program which is related to an agricultural, water management or environmental related field.

G5 COMMUNITY EDUCATION

The Board shall review any request by Chapters for partial reimbursement of community outreach programs.

Subject to available funds, the Board shall provide a reimbursement of up to fifty percent of approved expenses.

Outreach programs must be related to an agricultural, water management or environmental related field i.e. local plowing match or other events at which the DSAO and its mandate are represented.



DRAINAGE SUPERINTENDENTS ASSOCIATION OF ONTARIO
POLICIES & PROCEDURES

SECTION H - APPENDIX A

Table of Revisions

<i>Date</i>	<i>Section</i>	<i>Description</i>
October 27, 2009	General	4th Draft
January 28, 2014	General	General Formatting and organization
February 3, 2017	General	Updates to Insurance and definitions