

NORTH SASKATCHEWAN WATERSHED ALLIANCE SOCIETY

BY-LAWS

NAME

The name of the organization shall be the “North Saskatchewan Watershed Alliance Society”. However, for the purposes of routine business, it shall be known as the “North Saskatchewan Watershed Alliance” (NSWA).

MEMBERSHIP

Membership of the Society shall be open to any individual or organization whose interests are consistent with the Vision and Mission of the Society.

- a) Individuals and organizations may become members of the Society. Applications for membership are subject to review and acceptance by the Board of Directors and payment of any applicable membership fee.
- b) Individuals must complete a membership application. Upon acceptance of their application, they will be considered a “declared” member for voting purposes.
- c) Organizations, or a branch thereof, must also complete a membership application and provide a letter to the NSWA designating their official representative and an alternate representative. Upon acceptance of the application, the organization will be considered a “declared” member for voting purposes.
- d) When a membership vote is required on any motion, one “declared” member has one vote. Voting privileges at an Annual General Meeting (AGM) or Special Meeting of the Society are open only to members in good standing. An alternate representative may vote on behalf of the official representative of an organizational member.
- e) Members in good standing may voluntarily withdraw from the NSWA at any time by advising the Executive Director in writing.
- f) A member may be expelled from the Society for non-compliance with member responsibilities (as stated below).
- g) Membership in the Society has a term of one year dating from April 1st of one year to March 31st of the following calendar year, and will lapse if not renewed annually.

MEMBER RIGHTS AND RESPONSIBILITIES

A “declared” member has the right:

- to attend and vote at the AGM and all Special Meetings
- to stand for election to the Board of Directors
- to participate in a collaborative approach to planning and decision making in support of the business of the Society
- to express concerns in writing to the Board of Directors
- to receive copies of minutes and regular updates regarding NSWA activities
- to participate in working committees that are undertaking NSWA initiatives
- to put forth new ideas for consideration by the members, Board of Directors and Executive Director

A “declared” member is responsible:

- to act in accordance with the Vision, Mission and By-laws of the NSWA
- to support a collaborative approach to planning and decision making
- to support the Vision and Mission of the NSWA within their community, sector and sphere of influence
- to work actively with other members and stakeholders to implement NSWA work, projects and activities

FEES AND CONTRIBUTIONS

- a) The Board of Directors may propose fees for both individual and organizational memberships. Any proposal to set or amend membership fees must be ratified at the AGM or at a Special Meeting.
- b) Nothing herein shall preclude the acceptance of donations or funds from any source to support the work of the organization.

BOARD OF DIRECTORS

- a) The Board of Directors shall consist of no less than ten and no more than eighteen members elected to represent a variety of sectors and regions throughout the watershed.
- b) The Board of Directors is responsible for the overall operation of the Society.
- c) The nomination and election of members to the Board of Directors will take place at the AGM. Each Director will commit to a minimum two-year term of office.
- d) Should a vacancy occur, the Board of Directors may fill the vacancy by direct appointment from the membership of the Society. Such an appointment will be in effect until the next AGM. A new member of the Board of Directors must be elected at the next AGM to fill such a vacancy.
- e) The Board of Directors shall meet a minimum of four times per fiscal year at the call of the President of the Society. The agenda of the business to be transacted shall accompany each notice of a meeting of the Board of Directors.
- f) Any member of the Board of Directors may resign from office upon written notice to the Board of Directors.
- g) Any member of the Board of Directors (including officers) may be removed from office by a motion of the Board of Directors.
- h) The Board of Directors will prepare the Vision, Mission and By-laws of the NSWA Society and Terms of Reference of the Board of Directors for ratification. To become official, these documents must be ratified at an AGM or a Special Meeting of the Society.
- i) The Board of Directors will conduct business and make decisions on behalf of the NSWA membership.
- j) The Board of Directors will develop a three-year strategic plan outlining major goals, projects and activities, and an annual work plan in support of the strategic plan.
- k) Every reasonable effort will be made to achieve consensus in decisions and recommendations.
- l) Where consensus cannot be reached, decisions and recommendations of the Board will be made by simple majority vote provided that a quorum of Directors is present. Quorum will constitute 50% + 1 of elected or appointed Directors. Dissenting votes will be noted and recorded.
- m) The Board of Directors may employ such persons, companies or organizations as may be required to carry out the work of the Society.

- n) The Board of Directors may appoint committees to carry out the specific work of the organization.

OFFICERS

- a) Following each AGM, the newly elected Board of Directors shall appoint from among its members an Executive Committee consisting of a President, Vice-President, Secretary and Treasurer.
- b) The Executive Committee is responsible for carrying out the business of the Society.
- c) The same person may fill the offices of Secretary and Treasurer.
- d) The President, or a designate, shall act as official spokesperson for the Society.
- e) The President is ex-officio on all committees of the Society.

EXECUTIVE DIRECTOR

- a) The Board of Directors may appoint an Executive Director to be responsible for managing the operations of the Society.
- b) The Board will determine the terms of employment of the Executive Director and conduct an annual performance review.
- c) The Executive Director shall subscribe to the Vision and Mission statements of the NSWAA and support the membership to achieve the overall goals of the Society.

MANAGEMENT

- a) The Board of Directors shall provide the Executive Director, and the overall membership of the Society, with leadership and direction.
- b) The Executive Director, on behalf of the Executive Committee, shall conduct the ongoing, day-to-day business of the Society.
- c) The President shall provide general supervision of the affairs of the Society.
- d) The Vice-President shall assist the President in supervising the affairs of the Society and act on behalf of the President in his/her absence.
- e) The Secretary shall be present at meetings of the Board of Directors to record the business of the Society and shall keep a record of correspondence of the Society. If the Secretary is absent from a particular meeting, the President shall appoint an alternate Secretary from among the Directors present at the meeting. The Secretary shall have charge of the Seal of the Society which, whenever used, shall be authenticated by the signature of the Secretary and the President or the Vice-President.
- f) The Treasurer shall attend to the collection and recording of any monies due the Society and shall certify as to the accuracy of all bills and vouchers presented for payment. The Treasurer shall prepare a statement of the financial standing of the Society on the request of the Executive Committee and for every AGM. The Treasurer shall complete and submit an annual return to Corporate Registry and deposit funds in a bank as directed by the Board of Directors.
- g) All cheques written on Society accounts must be signed by any two of the President, Vice-President, Secretary, Treasurer or Executive Director.
- h) The fiscal year of the Society shall be from April 1st of one year to March 31st of the following calendar year.

INSPECTION AND CONFIRMATION OF RECORDS

The financial records shall be audited at least once each year by a duly qualified accountant or by two members of the Society appointed for that purpose at the AGM. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor(s) to the Annual General Meeting of the Society. Members may make a written request to inspect the books and records of the Society. Such a request will be granted within 30 days from the date of the request. Members may inspect the books and records only at the regular business offices of the Society.

MEETINGS OF THE SOCIETY

- a) The Board of Directors may call at any time a Special Meeting of the Society in order to address issues of concern regarding the operation of the Society. The Board of Directors also may call a Special Meeting in response to a written request from no less than ten (10) members of the Society.
- b) Members will be notified of General or Special meetings in writing via email, fax or letter at least thirty (30) days prior to the date of the meeting.
- c) The AGM of the Society shall generally be held on or before June 30th each year. Notice of the AGM shall be given in writing via email, fax or letter to each member at least thirty (30) days prior to the date of the meeting. Notice of the meeting will be accompanied by the draft minutes of the previous AGM and any intervening general or special meetings of the Society.
- d) Annual work plans and financial projections of the Society will be presented for information at the AGM. Ratification of the annual work plan at the AGM infers acceptance by members present of decisions made by the Board of Directors with respect to the daily operation of the Society.
- e) Every reasonable effort will be made to achieve consensus in decisions and recommendations.
- f) Where consensus cannot be reached, decisions and recommendations at meetings will be made by simple majority vote provided that a quorum of members is present.
- g) Ten percent (10%) of the "declared" members of the Society must be present to carry on business at a General or Special Meeting. If ten percent (10%) of members are not present, the President or alternate Chairperson of the meeting may call for a motion from the floor to declare that the members present constitute a quorum.
- h) Each "declared" member shall have one vote and an equal voice in making decisions at any Special Meeting or AGM of the Society. Such votes must be made in person and not by proxy or otherwise.

BORROWING POWERS

For the purpose of carrying out its purpose, the Society may borrow, raise or secure the payment of money in such manner as it deems appropriate. This power shall be exercised only under the authority of the Society.

REMUNERATION

Members, Officers and Directors of the Society shall not be entitled to receive any remuneration for their services unless authorized by the Board of Directors. Members, Officers and Directors, who have a contract with the Society for services, and/or who

June 8, 2009

receive remuneration for work performed, lose their voting privileges at a General or Special meeting during the time the contract or remuneration is in effect.

BY-LAWS

The By-laws may be rescinded or amended only by a "Special Resolution". Proposed amendments to the By-laws of the Society shall be submitted in writing by a "declared" member not less than thirty (30) days prior to the date of a Special Meeting or the AGM of the Society. Section 1 (d) of the *Societies Act* requires a minimum of 21 days notice to the members if a special resolution is going to be held. This section of the Act also requires approval of $\frac{3}{4}$ (75%) of the members in attendance in order to pass the special resolution. Copies of the accepted amendments must then be forwarded to the Registrar for Societies under the *Societies Act* of Alberta.