

NORTH SASKATCHEWAN WATERSHED ALLIANCE SOCIETY BYLAWS

Article 1 - PREAMBLE

1.1 The Society

The name of the society is the “North Saskatchewan Watershed Alliance”, which may also be known or referred to as the NSWA.

1.2 The Bylaws

The following articles set forth the bylaws of the NSWA.

Article 2 - DEFINITIONS

2.1 Definitions

In these bylaws, the following words have these meanings:

2.1.1 Act means the Societies Act R.S.A. 2000, chapter S-14 as amended, or any statute substituted for it.

2.1.2 Annual General Meeting means the annual general meeting described in Article 5.

2.1.3 Audit means an inspection of financial accounts by an independent body.

2.1.4 Board means the Board of Directors of the NSWA.

2.1.5 Board Meeting means a meeting of the Board as convened from time to time.

2.1.6 Bylaws mean the bylaws of the NSWA as amended.

2.1.7 Consensus is not necessarily unanimous agreement. Members may consent to a decision they disagree with, but recognize the decision meets the needs of the group and therefore give permission to move forward. Dissenting opinions may be recorded in meeting records.

2.1.8 Director means any Member elected or appointed to the Board of Directors in accordance with these Bylaws.

2.1.9 Member means an individual or organization that are registered with NSWA as described in Article 4.

2.1.10 NSWA means the ‘North Saskatchewan Watershed Alliance’.

2.1.11 Officer means the Chairperson, Vice-chairperson, Treasurer and Secretary of the Society as described in in Article 6.

2.1.12 Quorum means the minimum Members present in order to conduct business, as described in Article 5.

2.1.13 Registered Office means the registered office for the NSWA, as described in Article 7.

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2.1.14 Register of Members means the register maintained by NSWA containing the names of the Members of the NSWA.

2.1.15 Simple Majority means 50% plus one.

2.1.16 Society means the North Saskatchewan Watershed Alliance Society.

2.1.17 Special General Meeting means a special general meeting as described in Article 5.

2.1.18 Special Resolution means a resolution, as defined in Section 1(d) of the Societies Act, passed at a Special General Meeting or Annual General Meeting of the Membership of the NSWA. There must be twenty-one (21) days' notice for this meeting and the notice must state the proposed resolution. There must be approval by a vote of 75% (seventy-five) of the Members present at the meeting.

2.1.19 Voting Member means a Member entitled to vote at the meetings of the Society.

Article 3 – OBJECTS OF THE SOCIETY

3.1 The objects of the Society are detailed in the Certificate of Incorporation.

Article 4 - MEMBERSHIP

4.1 Classification of Members

The Membership of the Society shall be open to all individuals and organizations whose interests are consistent with the NSWA vision, mission and values.

Membership consists of two categories:

- a. Individual Membership
- b. Organizational Membership

4.2 Admission of Members

4.2.1 Any person or organization may become a Member by completing an application form. Application forms will include information on the name and contact information for the individual or organization and that indicate they agree with the vision, mission and values of the Society. The Board approves the application form and may update it from time to time.

4.2.2 For organizations, the application form will include contact information for the voting representative for the organization and an alternate. The organization may also be asked to provide a letter indicating that the individuals named in the application are recognized as the formal representatives for the organization.

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4.2.3 A membership automatically renews, unless cancelled. Any Member wishing to withdraw from membership may do so upon notice in writing either by letter submission or email submission to the Board through its Executive Director.

4.2.4 For a Member to be eligible to vote at the Annual General Meeting, or be nominated for the Board of Directors, members must have a valid membership.

4.3 Fees and Contributions

4.3.1 The Board may establish a membership fee and, from time to time, amend the membership fee.

4.3.2 The membership fee for an Individual Membership may be different from the membership fee for an Organization Membership.

4.3.3. Nothing herein shall preclude the acceptance of donations or funds from any source to support the work of the organization.

4.4 Rights and Obligations

4.4.1 A Member has the right to:

- a. receive notices of meetings of the Society
- b. attend and speak at the Annual General Meeting and Special General Meetings
- c. receive copies of minutes and regular updates regarding NSWA activities
- d. participate in a collaborative approach to planning and decision making in support of the business of the Society
- e. express concerns in writing to the Board
- f. stand for election to the Board
- g. entitled to one (1) vote at a meeting of the Society. Members cannot vote as both an individual and an organization.

4.4.2 A Member has the responsibility to:

- a. act in accordance with the vision, mission, values and Bylaws of the NSWA
- b. support a collaborative approach to planning and decision making
- c. support the vision, mission and values of the NSWA within their community, sector and sphere of influence
- d. work actively with other Members and NSWA stakeholders to implement work, projects and programs of the Society.

4.5 Withdrawal

Members may voluntarily withdraw from the Society by sending or delivering a written notice to the NSWA through the Registered Office. The withdrawal is effective immediately upon receipt of such notice. The Member is removed from the Register of Members and all rights and privileges are removed upon receipt of notice.

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4.6 Expulsion

The Society may, by Special Resolution at a Special Meeting called for such a purpose, expel any Member for any reasonable cause which is deemed sufficient in the interest of the Society. The expulsion is effective immediately upon delivery of notice to the expelled Member. All rights and privileges are removed upon receipt of notice. The decision cannot be appealed.

Article 5 - MEETINGS OF THE SOCIETY

5.1 Annual General Meetings

5.1.1 The Society holds its Annual General Meeting within six months of the fiscal year-end and typically before June 30th of each year. The Board sets the place, date and time of the meeting.

5.1.2 Notice of the Annual General Meeting shall be given in writing via mail or email to each Member at least twenty-one (21) calendar days prior to the meeting. The notice shall state the place, date and time of the Annual General Meeting and any business requiring a Special Resolution.

5.1.3 The agenda for the meeting shall include:

- a. adopting the agenda
- b. adopting the minutes of the last Annual General Meeting
- c. considering the NSWA annual report
- d. reviewing the audited financial statement for information
- e. appointing of the auditor(s)
- f. electing the Directors of the Board
- g. considering any matters specified in the meeting notice

5.1.4 Attendance by 25 Members at the Annual General Meeting is a quorum.

5.1.5 Important emergent items can be added to the agenda at the Annual General Meeting with Simple Majority vote of the attending members.

5.2 Special General Meetings

5.2.1 A Special General Meeting can be called at any time:

- a. By resolution of the Board of Directors
- b. On written request of at least ten (10) directors. The reason for the Special Meeting and the motion(s) intended to be submitted at this Special Meeting,
or
- c. On written request of at least twenty-five (25) Members of the Society. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted at this Special Meeting.

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5.2.2 Notice of the meeting shall be given in writing via mail or email to each Member at least twenty-one (21) calendar days prior to the meeting. The notice shall state the place, date and time of the meeting and the reason for the meeting including any special resolutions being presented.

5.2.3 Only the matter(s) set out in the notice for the Special General Meeting are considered at the Special Meeting

5.2.4 Any Special General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

5.3 Proceedings at the Annual or Special General Meeting

5.3.1 Annual or Special General Meetings of the Society are open to the public. A Simple Majority of the Members present may ask any persons who are not Members to leave.

5.3.2 The Chairperson cancels the Annual or Special General Meeting if a quorum is not present within one-half (1/2) hour after that set time. If cancelled, the meeting is rescheduled for one (1) week later at an agreed time and place. If quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

5.3.3 The Chairperson chairs every Annual or Special General Meeting of the Society. The Vice-Chairperson chairs in the absence of the Chair. If neither the Chairperson nor Vice-Chairperson are present, the Members present choose one (1) of the Members to chair.

5.4 Consensus Decision Making

Every reasonable effort will be made to achieve Consensus in decisions and recommendations. Where Consensus cannot be reached, decisions and recommendations at meetings will be made by Simple Majority with dissenting opinions noted in the minutes.

5.5 Voting

5.5.1 Each Registered Member shall have one (1) vote. A show of hands decides every vote at General Meetings. A ballot is used if at least five (5) Members request it.

5.5.2 The Chairperson does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.

5.5.3 Members may not vote by proxy.

5.5.4 A Simple Majority of votes of the Members present decides each issue or resolution unless the issue needs to be decided by Special Resolution.

5.5.5 The Chairperson declares a resolution carried or lost. This statement is final and does not have to include the number of votes for and against the resolution.

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5.5.6 The Chairperson decides any dispute on any vote. The Chair decides in good faith, and this decision is final.

Article 6 - BOARD GOVERNANCE

6.1 Board of Directors

6.1.1 The Board governs and manages the affairs of the Society. The Board may hire an Executive Director to carry out management functions under the direction and supervision of the Board.

6.1.2 The Board has the powers of the Society, except as stated in the *Society Act*. The powers and duties of the Board include:

- a. Promoting the objects of the Society
- b. Promoting the membership of the Society
- c. Approving an annual budget for the Society
- d. Paying all expenses for operating and managing the Society
- e. Making policies for managing and operating the Society
- f. Maintaining all accounts and financial records of the Society
- g. Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or the Executive Director of the Society.

6.1.3 The composition of the Board shall consist of no less than ten and no more than twenty-five Directors appointed or elected to represent the diversity of stakeholders, sectors and regions throughout the watershed. The Board can also include advisory positions which do not vote.

6.1.3.1 Directors are elected or appointed from First Nations and/or Métis communities within the North Saskatchewan Watershed or with traditional territories within the North Saskatchewan Watershed. These Directors shall be known as Indigenous Directors.

6.1.3.2 Directors are appointed from areas deemed critical to the organization such as regulators of water, land or energy resources, or major water license holders. These positions include:

- a. Provincial or other Government Agencies – Up to 3 positions
- b. Water or Hydroelectric Utilities – Up to 3 positions

6.1.3.2 Directors are elected from sectors that represent the diversity of stakeholders in the watershed. These positions include:

- a. Indigenous Directors – Up to 4 positions
- b. Municipal Government – Up to 5 positions
- c. Industry – Up to 3 positions

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- d. Agriculture – Up to 2 positions
- e. Non-Governmental Organization – Up to 2 positions
- f. Non-Affiliated Member at Large or Academia/Research – Up to 3 positions

6.1.4 The Directors shall be elected at the Annual General Meeting. The Directors shall serve a term of three years. The terms of the Directors will be staggered so that a reasonable proportion of the Director positions are elected each year.

6.1.5 A Director may resign from office upon written notice to the Board. The resignation takes effect on the date the Board accepts the resignation.

6.1.6 Voting Members may remove any Director before the end of their term by a Special General Resolution vote at a Special General Meeting.

6.1.7 If there is a vacancy on the Board, the remaining Directors may appoint a Member to fill that vacancy until the next Annual General Meeting.

6.1.8 Meetings of the Board

- a. The Board meets at least four (4) times per fiscal year.
- b. The Chairperson calls the meetings. The Chairperson also calls a meeting if any two (2) Directors make a request in writing and state the business of the meeting.
- c. Meetings are called with five (5) days' notice by phone or email. Board Members may waive notice.
- d. A Simple Majority of the Directors present at any Board Meeting is Quorum.
- e. Where Consensus cannot be reached, decisions of the Board will be made by Simple Majority vote provided the Quorum of Directors is present. Dissenting votes will be noted and recorded.
- f. Each Director has one (1) vote.
- g. The Chairperson does not have a second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.
- h. Meetings of the Board are open to Members of the Society, but only Directors may vote. Members are only permitted to participate in a discussion when invited to do so by the Board. A Simple Majority of the Directors present may ask any other Members, or other persons present, to leave.
- i. A meeting of the Board may be held by electronic means such as conference or video call. Directors who participate in this call are considered present for the meeting.
- j. Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

6.2 Officers

6.2.1 The Officers of the Society are the Chair, Vice-Chair, Secretary and Treasurer.

6.2.2 At its first meeting after the Annual General Meeting, the Board elects the Officers. The Officers hold office until re-elected or until a successor is elected.

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6.2.3 An Officer may resign from office upon written notice to the Board. The resignation takes effect on the date the Board accepts the resignation.

6.2.4 An Officer may be removed before the end of their term by a majority vote of the Board.

6.3 Duties of the Officers of the Society

6.3.1 The Chairperson:

- a. Supervises the affairs of the Board
- b. When present, chairs all meetings of the Society, the Board and Executive Committee
- c. Is an *ex officio* member of all Committees
- d. Acts as the spokesperson for the Society
- e. Carries out other duties assigned by the Board

6.3.2 The Vice-Chair

- a. Presides at meetings in the Chair's absence. If the Vice-Chair is absent, the Directors elect a Chairperson for the meeting
- b. Replaces the Chair at various functions when asked to do so by the Chair or the Board
- c. Carries out other duties assigned by the Board

6.3.3 The Secretary

- a. Attends all meetings of the Society, the Board and the Executive Committee
- b. Keeps accurate minutes of these meetings
- c. Makes sure a record of names and addresses of all Members of the Society is kept
- d. Makes sure all notices of Society meetings are sent
- e. Makes sure the Seal of the Society is kept at the Registered Office
- f. Makes sure the annual return, changes in the Directors, amendments to the Bylaws and other incorporating documents are kept up to date with the Corporate Registry
- g. Carries out other duties assigned by the Board

6.3.4 The Treasurer

- a. Makes sure all monies paid to the Society are deposited in a chartered bank, treasury branch or trust company approved by the Board
- b. Makes sure a detailed account of revenues and expenditures is presented to the Board as requested

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- c. Makes sure an Audit of the Society is prepared and presented at the Annual General Meeting
- d. Carries out other duties assigned by the Board

6.4 Board Committees

- 6.4.1** The Board may appoint committees to advise the Board.
- 6.4.2** Each committee has terms of reference that outlines their purpose and responsibilities.
- 6.4.3** A Board Member chairs each committee created by the Board.
- 6.4.4** The committee chairperson calls committee meetings. Each Committee records minutes of its meetings and shares these with the Board. Committees provide reports to the Board when requested.
- 6.4.5** A Simple Majority of the committee members present at a meeting is a Quorum.
- 6.4.6** Each member of the committee has one (1) vote at the meeting. The committee chairperson does not have a casting vote in the case of a tie.

6.5 Executive Director

- 6.5.1** The Board may hire an Executive Director to carry out assigned duties. The Board sets out the terms of employment in a written agreement.
- 6.5.2** The Executive Director reports to and is responsible to the Board, and acts as an advisor to the Board and to all Board Committees. The Executive Director does not vote at any Society meeting.
- 6.5.3** The Board maintains a position description for the Executive Director and conducts an annual performance assessment.

6.6 Quorum

- 6.6.1** For Board and Committee Meetings Quorum shall be a Simple Majority
- 6.6.2** For Annual General Meetings Quorum shall be 25 Members
- 6.6.3** For Special General Meetings Quorum shall be 25 Members

Article 7 - FINANCIAL AND OTHER MANAGEMENT MATTERS

7.1 Registered Office

- 7.1.2** The registered office of the NSWA is located in Alberta. The exact office location may be established by resolution of the Board if the change is communicated to Corporate Registry.

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7.2 Finance and Auditing

7.2.1 The fiscal year of the Society is April 1 to March 31.

7.2.2 There must be an Audit of the financial books, accounts and records of the Society once a year. A duly qualified accountant, or two Members of the Society, who do not have signing authority currently for the year the Audit is being conducted, will be appointed at the AGM to do this Audit. At each Annual General Meeting, the Audit of the Society for the previous year is presented and accepted as information.

7.3 NSWA Seal

7.3.1 The Board may adopt a seal as the Seal of the NSWA.

7.3.2 The Secretary has control and custody of the seal, unless the Board decides otherwise.

7.3.3 The Seal of the Society can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.

7.4 Cheques and Contracts of the Society

7.4.1 The designated Officers of the Board sign all cheques on the monies of the Society. Two (2) signatures are required on all cheques. The Board may authorize the Executive Director to sign cheques for certain amounts and circumstances. This may also apply to other types of payments, such as electronic fund transfers or payroll, as approved by the Board.

7.4.2 All Contracts of the Society must be signed by two (2) designated Officers or other persons authorized to do so by resolution of the Board. The Board may authorize the Executive Director to sign contracts for certain amounts and circumstances.

7.5 Keeping and Inspection of the Books and Records

7.5.1 The Secretary keeps and files all necessary books and records of the Society as required by these Bylaws, the Act, or any other statute or laws, unless the Board decides otherwise.

7.5.2 A Member wishing to inspect the books or records of the NSWA must give written notice to the Chair or the Secretary of their intention to do so. Such a request will be granted within 30 days from the date of the request.

7.5.3 Unless otherwise permitted by the Board, such inspection shall take place at the Registered Office during regular working hours.

7.5.4 Other records of the Society are also open for review by Members except for records that the Board designates as confidential. Reasonable notice must be provided.

7.6 Borrowing powers

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7.6.1 The Society may borrow or raise funds to meet its objects and operational requirements. The Board decides the amounts and ways to raise money including giving or granting security.

7.6.2 The Society may issue debentures to borrow only by a Special Resolution of the Society.

7.7 Payments

7.7.1 No Member, Director or Officer of the Society receives any payment for their services as a Member, Director or Officer.

7.7.2 Members, Officers or Directors who have a contract with the Society for services, lose their voting privileges at Board, Annual General or Special Meetings during the time the contract is in effect.

7.7.3 Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.

7.8 Dispute Resolution

7.8.1 This section applies to any dispute arising out of the affairs of the Society or the application of its Bylaws.

7.8.2 The Dispute may be between:

- a. Members, or
- b. the Society and its Directors or its Officers, or
- c. the Society or its Directors or its Officers and either
 - i. a Member, or
 - ii. a former Member who was a Member within the previous 12 months.

7.8.3 Any dispute will be resolved by:

- a. Direct negotiation between the parties, with or without assistance and/or facilitation. If resolution is not achieved, then by:
- b. Written appeal to the Board (and/ or other appropriate committee) for a decision. If resolution is not achieved, then by:
- c. Mediation pursuant to the National Mediation Rules of Arbitration and Dispute Resolution Institute of Canada (ADRIC), or to mediation practices agreed upon by the parties. If resolution is not achieved, then by:
- d. Arbitration pursuant to the National Arbitration Rules of ADRIC, or to arbitration practices agreed upon by the parties. The decision will bind all parties.

7.8.4 The selection process for any facilitators, mediators, or arbitrators will be determined by the Board.

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7.8.5 Members are obligated to comply with the Society's dispute resolution Bylaws, policies and procedures as a condition of membership. The failure of a Member to cooperate with the Society's dispute resolution processes shall be considered reasonable cause for expulsion.

7.8.6 In a circumstance where a language for the dispute resolution process cannot be mutually agreed upon by all parties, the dispute resolution process shall be in English.

7.9 Protection and Indemnity of Directors and Officers

7.9.1 Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in their role for the NSWA. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith, or acts not approved by the Board or acts outside of NSWA business.

7.9.2 A Director or Officer is not liable for the acts of any other Director, Officer or employee. A Director or Officer is not responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the NSWA.

7.9.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

Article 8 – AMENDING THE BYLAWS

8.1 These Bylaws may be cancelled, altered or added to by a Special Resolution at an Annual General or Special Meeting of the Society.

8.2 The twenty-one (21) days notice of the Annual General or Special Meeting of the Society must include details of the proposed resolution to change the Bylaws.

8.3 The amended Bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special Meeting and accepted by the Corporate Registries of Alberta.

Article 9 – DISSOLVING THE SOCIETY AND DISTRIBUTION OF ASSETS

9.1 The Society does not pay any dividends or distribute its property among its individual Members.

9.2 If the Society is dissolved, any funds or assets remaining after paying all debts are to be paid to one or more charitable organizations with objects similar to those of the NSWA.

9.3 Members are to select the organization to receive the assets by Special Resolution. In no event do individual Members receive any assets of the Society Int