

**THE NORTH SASKATCHEWAN WATERSHED ALLIANCE SOCIETY
RATIFIED BY MEMBERSHIP: DECEMBER 7, 2004**

Society By-Laws

NAME

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

MEMBERSHIP

- a) The membership of the organization shall consist of and be open to, all organizations and individuals that live and operate in the North Saskatchewan Watershed and/or whose interests are consistent with the purpose (mission) of the society.
- b) Individuals will make it clear upon joining if they represent themselves or an organization or a branch or department thereof, by filling out a membership application. Having done so, they will be considered a 'declared member' for voting purposes.
- c) Organizations or a branch or department thereof will fill out a member profile form and provide a letter to the NSWA affirming their membership, and the name of their representative who will be considered a 'declared member' for voting purposes.
- d) In a voting situation, one 'declared member' equals one vote.
- e) Ratification of the annual work plan at the Annual General Meeting and Board of Directors Terms of Reference by the membership, implies acceptance of Board of Directors decisions with respect to the daily operation of the society in keeping with the by-laws and business plans of the society.
- f) Declared members may voluntarily withdraw from the NSWA, at any time, by advising the Manager in writing or by telephone. Any declared member may be expelled from membership for non-compliance with member rights and responsibilities as stated below.

MEMBER RIGHTS AND RESPONSIBILITIES

A declared member has the right to:

- attend and participate in consensus based planning and decision making
- attend and vote at the Annual General Meeting and all special and member meetings

A declared member is responsible to:

- act in accordance with the bylaws, purpose of the NSWA and Member Terms of Reference
- function within a collaborative, consensus based approach to decision making
- advocate the vision and purpose (mission) of the NSWA within their community and sphere of influence
- work with other members to implement NSWA projects and activities

FEES AND CONTRIBUTIONS

- a) The Board of Directors shall set the membership fee, if any, by amending and ratifying the Member Terms of Reference.
- b) Nothing herein shall preclude the acceptance of donations or funds from any source in support of work of the organization, but such acceptance shall be subject to review and acceptance by the Board of Directors.

BOARD OF DIRECTORS

- a) The Board of Directors is authorized to conduct business and to make decisions on behalf of the NSWA membership by virtue of their election and in accordance with the NSWA Strategic Plan and Board of Directors Terms of Reference.

- b) The Board of Directors shall meet as required, no less than four times per fiscal year. The agenda of the business to be transacted shall accompany each notice of a Board of Directors meeting. Decisions and recommendations will be made by consensus. However, in the event that consensus cannot be reached, decisions will be made by majority vote, provided quorum is present. Quorum will constitute 50% + 1 of elected Board of Directors members.
- c) The Board of Directors shall consist of no less than ten and no more than fourteen members representing both funding and non-funding partners from a variety of sectors represented by the membership throughout the watershed.
- d) The nomination and election of Board of Directors members will take place at the Annual General Meeting. A person elected to the Board of Directors must consent to the election and will take office out of interest, not obligation. Said person will commit to a minimum two-year term of office. Should a vacancy occur, the Board of Directors may fill the vacancy, from among the membership, until an election is held at the next Annual General Meeting.
- e) Any member of the Board of Directors may resign from office upon written notice to the Board of Directors.
- f) Any member of the Board of Directors may be removed from office for non-compliance with the Board of Directors Terms of Reference.

OFFICERS

- a) Following each Annual General Meeting, the Board of Directors shall appoint from among its membership, a President, Vice-President, Secretary and Treasurer for the purpose of meeting regulatory requirements.
- b) The same person may fill the offices of Secretary and Treasurer.
- c) The Board of Directors may employ such person, companies or organizations as may be required to carry out the work of the society.
- d) The Board of Directors may appoint committees from among society members to carry out specific work of the organization.

MANAGER

- a) The Manager shall be hired, under contract, by the Board of Directors.
- b) The authority, responsibility and actions of the Manager are identified in the Manager Terms of Reference, which shall be developed and amended by the Board of Directors as required.
- c) The Manager shall subscribe to the Vision/Mission statement of the NSWA and enable the membership to achieve its vision and purpose.
- d) The Manager shall act as an official spokesperson for the society.

MANAGEMENT

- a) The Board of Directors shall provide the Manager, and the overall membership, with leadership and focus as identified in the Board of Directors Terms of Reference.
- b) The Manager shall conduct the on-going business of the society and other activities as described in the Manager Terms of Reference.
- 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.
- e) The Secretary shall present the business of the society, the Board of Directors, and attend and keep a written record of the proceedings that ensued, and keep a record of correspondence of the society. 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 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 and for every annual meeting. 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) The duties of the Secretary and Treasurer may be discharged, by such employee or member organization, as may be appointed by the Board of Directors.

- h) Any two of the President, Vice-President, Secretary, Treasurer or Manager shall sign cheques.

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 Annual Meeting. A complete and proper statement of the standing of the books, for the previous year shall be submitted by such auditor at the Annual Meeting of the society. The fiscal year of the society in each year shall be March 31. Members may request, in writing, to inspect the books and records of the NSWA within 30 days from the date of the request, at the regular business offices of the NSWA.

QUORUM

Fifteen (15) is the minimum number of members, that need to be present, to carry on business at a general or special meeting.

MEETINGS OF THE SOCIETY

- a) Members will be notified of general or special meetings in writing via email, fax or letter at least 15 days prior to the date of the meeting.
- b) The Annual General Meeting of the society shall generally be held on or before June 30th in each year, of which notice in writing shall be given to each member via email, fax or letter at least 15 days prior to the date of the meeting.
- c) The Board of Directors may call a Special Meeting of the society at any time, either in response to a written request from no less than five (5) members of the society, or as deemed necessary by the Manager or the Board of Directors.

DECISION-MAKING

- a) Group consensus will be the foundation on which decisions are made.
- b) Where consensus cannot be reached, a vote will occur.
- c) Each declared member who has not withdrawn from membership nor been expelled shall have one vote and an equal voice in decision making at any member meeting, special meeting or annual general meeting of the society. Such votes must be made in person and not by proxy or otherwise.
- d) Decisions in these cases will be approved by a majority vote.

BORROWING POWERS

For the purpose of carrying out its purpose, the society may borrow or raise or secure the payment of money in such manner as it deems appropriate, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the society, and in no case shall debentures be issued without the sanction of a special resolution of the society.

REMUNERATION

Unless authorized at any Board of Directors meeting and in accordance with the budget, no member of the society shall receive any remuneration for his/her services.

BY-LAWS

The by-laws may be rescinded, amended or added to 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 days prior to the date of a Special or Annual General Meeting 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.