

RED DEER RIVER WATERSHED ALLIANCE
SOCIETY BYLAWS
(Registered August 2005; Amended October 20, 2006; Amended June 5, 2007,
Amended June 20, 2008)

1.0 Name

- 1.1 The name of the Society shall be the Red Deer River Watershed Alliance.
- 1.2 The official abbreviation for the Red Deer River Watershed Alliance shall be RDRWA.

2.0 Membership

- 2.1 The membership of the Society is open to all organizations and individuals that have interests consistent with the Mission, Vision and Goals of the Society. A Member does not need not to live and/or operate within the Red Deer River watershed.
- 2.2 The Society membership application form will require an applicant to:
 - (a) provide his/her name and contact information;
 - (b) indicate if the applicant represents himself/herself or an organization;
 - (c) sign a statement whereby the applicant indicates agreement with the goals of the society and a willingness to be an active member;
 - (d) provide other information as may be required by the Board of Directors.
- 2.3 Membership in the Society shall consist of Individual Members and Organization Members, including the following categories:
 - (a) Environmental, being not-for profit environmental organizations and local stewardship groups that have a demonstrated interest in one or more aspects of watershed or water use management;
 - (b) Agricultural and Business/Industry, being agricultural producer groups and associations, including the irrigation sector; companies and corporations;
 - (c) Municipal Government, being rural and urban;
 - (d) Provincial and Federal departments and agencies, and Academia, including universities and colleges;
 - (e) First Nations;
 - (f) Individual, being individuals having an interest in watershed or water use management, especially within the Red Deer River watershed.
- 2.4 No organization or agency may have more than one member nor be a member of more than one category of membership.
- 2.5 An Organization Member:
 - (a) shall appoint one person to be the primary representative of the Organization on the Society;
 - (b) may appoint one person to serve as an alternate representative should the primary representative not be able to attend a meeting or activity of the Society;
 - (c) shall advise the society annually of the names and contact information of the primary and alternate representatives.
- 2.6 It is the responsibility of Members to keep their contact information current. If the Society is not informed of changes within four (4) months of undelivered contact information, the Member's membership may be revoked by the Board of Directors.

- 2.7 Any Member wishing to withdraw from membership may do so upon written notice, either by mail or email, to the Society of his/her intention to withdraw from membership. The Member shall cease to be a Member upon the date specified in the notice or its earlier acceptance by the Board of Directors.
- 2.8 A Member will cease to be a Member in good standing upon failing to pay the required membership fee, if any is established by the Society, within 60 days of being invoiced by the Society and the Member's rights will be suspended until the membership fee is paid in full. Any member whose membership fee remains unpaid from the previous year will be deemed to have withdrawn from membership and will not regain membership without submitting a new application form and paying the prevailing membership fee and any amounts specified by the Board of Directors as due owing from previous membership.
- 2.9 The Board of Directors by consensus, or if consensus is not reached by two-thirds majority vote of the Directors present and voting, may revoke a membership for just cause, including but not limited to:
- (a) lack of activity or other contribution by the Member, based on a review by the Board of Directors of the membership list and activity of members;
 - (b) the conduct of a Member where such conduct following a review by the Board of Directors is determined by Directors as not in keeping with the responsibilities of membership.
- 2.10 A Member in good standing shall be entitled to cast one vote on each matter at any Members meeting. A vote made by a Member shall be in person unless a proxy vote has been approved by the Board of Directors.
- 2.11 A Member in good standing has the right to:
- (a) attend and participate in consensus based planning and decision making meetings, sessions and forums;
 - (b) attend and vote at the Annual General Meeting and all General and Special meetings;
 - (c) receive and/or have access to all Society newsletters and other publication of the Society.
- 2.12 A Member is responsible to:
- (a) act in accordance with these bylaws and the RDRWA Members Terms of Reference;
 - (b) function within a collaborative, consensus based approach to decision making and in doing so respect the views of others;
 - (c) promote the Mission and Vision of the Society within their community and sphere of influence; and
 - (d) be active in the affairs of the society, including working with other members to implement Society projects and undertake Society activities.
- 2.13 An Alternate Representative can not serve as a Director or Officer and thus may not represent the Primary Representative at meetings of the Board of Directors or Officers, but may represent the Primary Representative at an Annual General Meeting, other special and member meetings, and applicable committee and project team meetings.

2.14 The Board of Directors, in consultation with the membership, shall adopt a Members Terms of Reference and may, from time to time, amend the Members Terms of Reference in consultation with the membership.

2.15 From time to time the Society may issue Membership Certificates in a form prescribed by the Board of Directors.

3.0 Fees

3.1 The Board of Directors may establish a membership fee and, from time to time, amend the membership fee.

3.2 The membership fee for an individual membership may be different from the membership fee for an Organization Membership.

4.0 Board of Directors

4.1 By virtue of their election from and by the membership, the Board of Directors is authorized to conduct business and make decisions on behalf of the Society in accordance with the Board of Directors Terms of Reference.

4.2 The Board of Directors shall consist of no more than sixteen (16) Directors and the Past Chairman. (amended June 20, 2008)

4.3 At no time shall the Board of Directors consist of less than nine (9) Directors.

4.4 For the first Board of Directors, the elected Directors shall determine which Directors will serve a one year term and which Directors will serve a two year term. If an even number of Directors is elected, one-half shall be for a one year term and one-half for a two year term. If an odd number of Directors is elected, one-half plus one shall be for a two year term and the remaining number for a one year term. Thereafter, a Member elected to be a Director shall be elected for a two year term.

4.5 The formal nomination and election of the Board of Directors will take place at the Annual General Meeting. As part of the notice of the Annual General Meeting, a Nomination Committee will provide a nomination report to the Members, but nominations may also be made from the floor. A nominated Member must consent to the nomination and thereby recognize the substantial commitment to participate in the activities of the Society.

4.6 A Director may resign from office upon written notice to the Board of Directors. The Member shall cease to be a Member of the Board of Directors upon the date specified in the notice or its earlier acceptance by the Board of Directors.

4.7 Should a vacancy occur on the Board of Directors the remaining Directors may appoint a Member from among the membership in the category vacated to fill the vacancy until the next Annual General Meeting.

4.8 A Director ceases to be a Director if he/she misses three (3) consecutive meetings without the prior approval of the Board of Directors.

4.9 At the first Annual General Meeting the Society shall adopt a Board of Directors Terms of Reference. Within two years and periodically thereafter, the Society shall review the Board of Directors Terms of Reference and adopt amendments as deemed appropriate. The Board of Directors Terms of Reference shall include, but not be limited to:

- (a) the purpose of the Board of Directors;
 - (b) the authority to hire a Executive Director and to authorize the hiring of additional staff;
 - (c) the requirement to hold an Annual General Meeting and present an annual budget and related activity/work program;
 - (d) the authority to appoint committees and/or project teams;
 - (e) the requirement to monitor, manage and report the activities and finances of the Society; and
 - (f) the frequency and process of meetings, including the preparation of agendas, meeting notes/minutes.
- 4.10 The Board of Directors shall meet at the call of the Chairman or Executive Director, but not less than four times a year.
- 4.11 The Board of Directors may by resolution adopt procedures and practices related to the governance of meetings as long as the procedures and practices comply with the objects and Bylaws of the Society.
- 4.12 Decisions and recommendations of the Board of Directors shall be made by consensus. In the event that consensus cannot be reached, decisions will be made by voting whereby a motion to pass requires at least a two-thirds majority of the Directors present and voting, provided a quorum is present.
- 4.13 A quorum of the Board of Directors is a simple majority of the Directors holding office.
- 4.14 A Director may be removed from office for just cause by a two-thirds majority vote of the Members in good standing present and voting at a Special Meeting.

5.0 Executive Committee and Officers

- 5.1 The Executive Committee consists of the Officers of the Society, as follows:
- (a) the Chairman;
 - (b) the Vice-Chairman;
 - (c) the Treasurer;
 - (d) the Executive Director, who shall serve as Secretary, and while as a functioning Officer and member of the Executive Committee shall have no vote, and
 - (e) the Past Chairman, who shall be an ex-officio member.
- 5.2 The Chairman shall be elected from and by the Directors at the first Board of Directors meeting following the Annual General Meeting by simple majority vote of the Directors present and voting, provided a quorum is present. The candidates that the Directors may consider for Chairman shall be from a candidates list prepared by a Nominating Committee appointed by the Executive Committee and/or by nominations from the floor of the Annual General Meeting.
- 5.3 The Vice-Chairman and Treasurer shall be elected from and by the Directors at the first Board of Directors meeting following the Annual General Meeting by simple majority vote of the Directors present and voting, provided a quorum is present. The candidates that the Directors may consider shall be from a list of candidates list prepared by a Nominating Committee appointed by the Executive Committee and/or by nominations from the floor of the Annual General Meeting.
- 5.4 The Chairman:

- (a) shall be an official spokesperson of the Society and represent the Society on behalf of all the membership;
- (b) shall chair all Board Meetings and Membership Meetings;
- (c) shall exercise general supervision over all Society activities according to the objects and Bylaws of the Society, including those in Section 5.6 and 5.7;
- (d) shall be responsible for the preparation and presentation of the annual report to the Members at the Annual General Meeting;
- (e) shall be an ex-officio member of all committees and/or project teams;
- (f) may delegate any or all of his duties to any of the Vice-Chairmen; and
- (g) shall dialogue frequently with the Executive Director regarding the activities of the Society.

- 5.5 In the case the Chairman is unable to attend a meeting of the Executive Committee, the Board of Directors or meeting of the Society, the Vice-Chairman, or in the absence of the Vice-Chairman, the Treasurer shall chair the meeting.
- 5.6 The Vice-Chairman shall assist the Chairman in supervising the activities of the Society, including but not limited to monitoring the initiatives of the Society and the successes thereof, and in doing so provide advice to the Executive Director.
- 5.7 The Treasurer shall assist the Chairman in supervising the activities of the Society, including but not limited to monitoring the finances of the Society and the reporting thereof, and in doing so provide advice to the Executive Director.
- 5.8 The Executive Committee shall meet at the call of the Chair or Executive Director.
- 5.9 Decisions of the Executive Committee shall be made by consensus. In the event that consensus cannot be reached, decisions will be made by voting whereby a motion to pass requires at least a two-thirds majority of the Officers present and voting, provided a quorum is present.
- 5.10 A quorum of the Executive Committee shall be three Officers.

6.0 Protection of Directors, Officers and Members

- 6.1 The Society shall obtain a bond covering all Officers, Directors and employees who handle funds on behalf of the Society. The bond shall provide indemnity to the Society for any losses incurred by the society through fraudulent or dishonest acts by its Officers, Directors or employees. The bond shall be to a sum prescribed by the Board of Directors.
- 6.2 No Director, Officer or Member of the Society or member of a Committee or Project Team shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or Member of a Committee, Project Team or employee of the Society, or for joining in any receipt or other act of conformity, or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Society shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Society shall be deposited, or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of their offices or in relation thereto unless the same shall happen through their own willful neglect or default.

6.3 The Members and former Members of the Board of Directors, officers and former officers and Members and former Members of all Committees and Project Teams of the Society and each of them and each of their respective heirs, executors, administrators, successors and assigns, shall from time to time and at all times be indemnified and saved harmless out of the assets of the Society from and against all costs, charges, losses, damages and expenses which they, or any of them, or any of their heirs, executors, administrators, successors and assigns, shall or may incur or sustain by or by reason of the performance of their duty or purported duty in their respective offices, except such (if any) as they shall incur or sustain by or through their own willful neglect or default, respectively. This indemnification is in addition to, but not exclusive of, any other rights of indemnification to which the Members and former Members of the Board of Directors, officers and former officers and Members and former Members of Committees and Project Teams of the Society may be entitled to at law or in equity.

7.0 Executive Director

7.1 The Executive Director shall be hired under contract by the Board of Directors to conduct and direct the activities and finances of the Society.

7.2 In subscribing to the Mission, Vision and Goals of the Society, the Executive Director shall perform his/her duties to enable the membership to achieve the Mission, Vision and Goals.

7.3 The responsibilities, authority and duties of the Executive Director will be identified in the Executive Director Terms of Reference which shall be adopted by the Board of Directors following the first Annual General Meeting. Within two years and periodically thereafter, the Board of Directors shall review the Executive Director Terms of Reference and adopt amendments as deemed appropriate. The Executive Director Terms of Reference shall include, but not be limited to:

- (a) the general responsibilities of the Executive Director;
- (b) the authority of the Executive Director;
- (c) the duties of the Executive Director;
- (d) the qualifications of the person to fill the Executive Director position.

7.4 The Executive Director shall be an ex-officio member of all committees, including the Board of Directors and Executive Committee, and all project teams, but may not vote.

7.5 The Executive Director shall be an official spokesperson for the Society.

8.0 Committees

8.1 The Society may have one or more standing committees in addition to the mandatory standing committees listed below:

- (a) Communications;
- (b) Finance and Fund Raising.

8.2 The Board of Directors may from time to time strike a standing committee, but in doing so shall develop and approve a terms of reference for the standing committee. The Board of Directors may review and amend the terms of reference from time to time.

- 8.3 The Board of Directors may establish other committees and the duties of these other committees to serve to carry out the objects of the Society.
- 8.4 To each committee the Board of Directors shall appoint members, including a committee chair, who shall be a Director. Members on committees may include Directors, Members and other individuals whose expertise will assist in the investigation, evaluation and development of recommendations or resolutions to the tasks and duties assigned to the committee. The committee members shall serve for the term of their appointment or until the committee is dissolved by the Board. The Board of Directors may add a member to fill a vacancy or to provide additional members. Each committee member shall be subject to removal by the Officers of the Society. Each committee shall be responsible to the Board of Directors.
- 8.5 A Committee shall meet at the call of the committee chair.
- 8.6 A Committee shall arrange for the keeping of accurate records of their meetings. Staff of the Society, when available, may be called upon to assist the committee in keeping such records.
- 8.7 The chair of each standing committee shall present a verbal or written report at each meeting of the Board of Directors.
- 8.8 The chair of other committees shall present a verbal or written report to the Board of Directors from time to time or upon request by the Board of Directors.

9.0 Project Teams

- 9.1 The Board of Directors may establish one or more project teams as is deemed necessary to investigate, evaluate, report and/or provide recommended or potential resolutions to specific matters related to the sustainability and health of the Red Deer River watershed. The duties of a project team shall be defined by the Board of Directors in a Terms of Reference for that project team.
- 9.2 Project teams are required to operate within the Terms of Reference and budgets established by the Board.
- 9.3 Project teams shall be composed of those persons, including a chairman, appointed or approved of by the Board of Directors. Members on project teams may include Directors, Members and other individuals whose expertise will assist in the investigation, evaluation and development of recommendations or resolutions to the specifically defined issue.
- 9.4 Project teams shall report to the Board of Directors at least twice a year.
- 9.5 Project teams shall arrange for the keeping of accurate records of their meetings. Staff of the Society, when available, may be called upon to assist project teams in keeping such records.
- 9.6 The Executive Director of the Society or his/her designated representative shall be an ex-officio member of all project teams and is entitled to be notified of and to attend all meetings of project teams.

10.0 General and Special Meetings – Notice, Quorum and Decision Making

- 10.1 There shall be at least three (3) General Meetings of the Society held in each calendar year, one of which shall be the Annual General Meeting. The Board of

Directors shall determine the dates, times and places for all General Meetings, but the Annual General Meeting shall be held no later than June 30 of each year.

- 10.2 At least twenty-one (21) days written notice of the date, time and place of an Annual General Meeting and fourteen (14) days written notice of the date, time and place of a General Meeting shall be provided to each Member of the Society.
- 10.3 At the Annual General Meeting the agenda shall include but not be limited to:
 - (a) a report on the activities of the Society over the past year and plans for the forthcoming year;
 - (b) a report on the finances of the Society, including a summary of the audited statement of finances for the previous year;
 - (c) the budget for the current fiscal year;
 - (d) the election of Directors.
- 10.4 A Special Meeting shall be called by the Chairman, or his/her designate, upon:
 - (a) receipt of a written request signed by no less than fifteen (15) Members in good standing, such written request setting forth the reasons for calling a Special Meeting; or
 - (b) the request of at least two-thirds of the Directors currently holding office, such request setting forth the reasons for calling a Special Meeting; or
 - (c) as may be otherwise provided for in these Bylaws.
- 10.5 A Special Meeting shall deal with only the matters for which the meeting was called.
- 10.6 At least twenty-one (21) days written notice of the date, time and place of a Special Meeting, shall be provided to each Member of the Society, such notice to include the reasons for such meeting.
- 10.7 Written notice for any meeting of the Society shall be validly given if delivered by email, fax and/or letter, including personal delivery, to the last known contact address shown on the records of the Society.
- 10.8 Meeting quorums shall be:
 - (a) for an Annual General Meeting, twenty-five (25) Members;
 - (b) for a General Meeting, twenty-five (25) Members;
 - (c) for a Special Meeting, thirty-five (35) Members including at least one from each category of membership for which there is at least one Member in the category.
- 10.9 Group consensus will be the usual foundation upon which decisions are made except where otherwise provided for in these Bylaws.
- 10.10 Where consensus cannot be reached, a vote will occur.
- 10.11 Unless otherwise provided for in these Bylaws, a simple majority of the Members present and voting shall pass a motion, provided there is a quorum present.
- 10.12 For a Special Resolution to pass it must have the approval of at least seventy-five (75) percent of the Members:
 - (a) present and voting, provided there is a quorum present, or
 - (b) voting by proxy if a proxy vote has been approved for the Special Resolution by the Board of Directors, provided the number of proxy votes represents a quorum.

10.13 At a General Meeting with respect to determining support for an initiative or directive, the general favor of the membership shall be by consensus. In the event that consensus cannot be reached, decisions will be made by voting whereby a motion to pass requires at least a two-thirds majority of the members present and voting, provided a quorum is present. However, any such vote is advisory only and not binding upon the Board of Directors.

11.0 Finances

11.1 Prior to each Annual General Meeting, the Executive Committee shall prepare, for the approval of the Board of Directors, a budget setting out estimated revenue and costs for the operation of the Society. The budget shall take into account all funds from fund-raising activities and from donations and/or grants and from Members, as well as all expenses for the administration of and carrying out the objects of the Society.

11.2 Working with the Finance and Fund Raising Committee, each year the Executive Committee shall prepare, as part of its budget and business plan development process, a fund-raising campaign intended to assist the Society in procuring the funds required to accomplish the objects of the Society. The fund-raising campaign shall set out expectations and performance measures.

11.3 The Society, on the approval of the Board of Directors, may contract and/or hire individuals and/or firms to assist it in fund-raising activities.

11.4 Each Member of the Society is:

- (a) encouraged to be actively involved in promoting the Society and in securing funds necessary for the carrying out of the objects of the Society, and
- (b) expected to contribute money, property and/or in-kind services to the Society.

11.5 For the purpose of carrying out its Mission, 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 approval of a Special Resolution by the Members of the Society.

11.6 The Board of Directors shall establish policies governing the management of funds for investment purposes and establish any other financial procedures required for the operation of the Society.

12.0 Remuneration

12.1 Unless authorized by the Board of Directors, no Officer, Director or Member shall receive a fee for his/her services.

12.2 Notwithstanding Section 12.1, the Board of Directors may approve the payment of expenses, or a portion thereof, incurred by Officers, Directors or Members in exercising the activities of the Society where the expenses for such activities have been pre-authorized by the Board of Directors or are in accordance with the budget.

13.0 Audit and Inspection

13.1 The financial records of the Society shall be reviewed each year by a qualified chartered accountant appointed by the Board of Directors. The fiscal year of the Society shall be April 1 to March 31. (Amended October 20, 2006)

- 13.2 The audited statement for the previous year shall be provided at the Annual General Meeting.
- 13.3 A Member in good standing may request, in writing, to inspect the minutes of meetings of the Society, including General, Special, Board of Directors and Executive Committee meetings, the financial records of the Society and the membership list. Within thirty (30) days of receipt of the request, the Member will be permitted to inspect the books and/or records during regular business hours of the Society.
- 13.4 A Director shall have access to all books, records and minutes of the Society during regular business hours of the Society.

14.0 Bylaws and Amending Procedure

- 14.1 The Bylaws of the Society may be amended or rescinded only by the adoption of a Special Resolution by the Members of the Society.
- 14.2 The Board of Directors and any Member in good standing may propose to amend the Bylaws of the Society. A proposed amendment must be submitted in writing to the Executive Director not less than thirty-five (35) days prior to an Annual General Meeting or Special Meeting.
- 14.3 Written notice of the proposed amendment shall be sent at least twenty-one (21) days to each Member of the Society, such written notice to include the text of the proposed amendment and the date, time and place of the Annual General Meeting or Special Meeting at which the Special Resolution will be considered.
- 14.4 For a Special Resolution to amend or rescind the Bylaws to pass, it must have the approval of at least seventy-five (75) percent of the Members present and voting, provided there is a quorum present.
- 14.5 A copy of adopted amendments of the Bylaws shall be forwarded to the Registrar of Societies under the Societies Act of Alberta.

15.0 Seal

- 15.1 The Society seal shall be kept at the registered office of the Society within the care of the Executive Director.

16.0 Signing Authority

- 16.1 The signing authorities on behalf of the Society shall be any two of the Chairman, Vice-Chairman, Treasurer and Executive Director. (Amended October 20, 2006)
- 16.2 On behalf of the Society and its activities, the signing officers shall have the authority:
- (a) to sign cheques;
 - (b) to sign, make and accept Bills of Exchange, Promissory Notes and other negotiable instruments;
 - (c) to sign any contract, document or other instrument pertaining to the activities of the Society;
 - (d) to affix the Society seal to any instrument.

17.0 Dissolution

- 17.1 Should the Society dissolve, the property of the Society shall be converted to cash and added to the funds of the Society. The funds shall first be distributed in amounts necessary to pay all outstanding debts and liabilities of the society. Any remaining funds will be distributed to one or more organizations with goals similar to the Society.

18.0 Transitional Provisions

- 18.1 Being the formation meeting of the Society, at the first Annual General Meeting a report of a Nominating Committee pursuant to Section 4.5 of these Bylaws may not be required. All nominations for Directors shall come from the floor and any person so nominated shall verbally or in writing agree to the nomination.
- 18.2 Regarding Sections 5.2 and 5.3, the initial Chairman, Vice-Chairman and Treasurer may be elected from and by the Directors without a report of a Nominating Committee and/or by nominations from the floor of the Annual General Meeting.

19.0 Terminology and Definitions

- 19.1 "Bylaws" mean the Bylaws of the Red Deer River Watershed Alliance Society, as amended from time to time.
- 19.2 "Consensus" means unanimous consent, whereby an abstention by any Member does not preclude a consensus decision. One or more Members indicating opposition to a call for agreement or motion prevents a consensus decision.
- 19.3 "Director" means a Member of the Society elected or appointed to the Board of Directors in accordance with the provisions of these Bylaws.
- 19.4 "Executive Meeting" means a meeting of the Officers of the Society duly convened in accordance with the provisions in these Bylaws.
- 19.5 "General Meeting" means a meeting of the Members as convened by the Board of Directors in accordance with the provisions of these Bylaws.
- 19.6 "Executive Director" means the person hired by contract to administer the activities and finances of the Society.
- 19.7 "Member" means a Member of the Red Deer River Watershed Alliance Society as specified in the Bylaws.
- 19.8 "Membership Meeting" means a meeting, both General and Special, of the Members of the Society as may be convened from time to time in accordance with these Bylaws.
- 19.9 "Objects" means the Mission of the Red Deer River Watershed Alliance Society
- 19.10 "Officers" mean the Chairman, Vice-Chairman, Treasurer and Executive Director of the Society.
- 19.11 "Society" means the Red Deer River *Watershed* Alliance Society.
- 19.12 "Special Meeting" means a Membership Meeting which satisfies the requirements set out in Section 11 of these Bylaws.

19.13 "Special Resolution" means a resolution as defined in Section 1(d) of the Societies Act, including resolutions to amend these Bylaws and to borrow funds.

(August 24, 2005)