

RDRWA Proposed Bylaw and Board Terms of Reference Changes

Received by Executive Director, Jeff Hanger by 9 May 2019

Complies with Bylaw 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.

The AGM will be held on Friday June 14, 2019

Proposed changes to Bylaws

Change #	Current policy #	Page #	Current text	Proposed delete	Propose add
1	4.9	4	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.	Within two years and periodically thereafter, the society shall review the Board of Directors Terms of Reference	Within two years and periodically thereafter, the Board shall review the Board of Directors Terms of Reference
2	4.2	3	The Board of Directors shall consist of no more than seventeen (17) voting Directors. The board may also appoint non -voting ex officio members.	Entire clause	The Board of Directors shall consist of no less than nine (9) and no more than seventeen (17) Members, as follows: (a) a maximum of three (3) members from the Environmental category; (b) a maximum of three (3) members from the Agriculture and Business/Industry category; (c) a maximum of four (4) members from the Municipal Government category; (d) a maximum three (3) members from the Provincial, Federal and Academia category; (e) a maximum of two (2) members from the First Nations and/or Aboriginal category; (f) a maximum of two (2) members from the Individual category;

3	4.2	3	the Past Chairperson, who shall be an ex-officio member (within Board ToR).	and 4.1 (g) the Past Chairperson, who shall be ex-officio	(g) The Board may also appoint up to two non-voting ex officio members, which may include the Past Chairperson. (h) Members can be appointed to Ex-Officio positions from the date of the first meeting after the AGM to the next AGM. Their positions to be appointed annually, with no maximum number of appointments (i) the Ex-Officio positions should remain non-voting, and that quorum only applies to voting members
4	4.3	3	At no time shall the Board of Directors consist of less than nine (9) Directors.	Delete entire clause	4.3. Wherever possible, the Members of the Board of Directors should reside/work in a variety of areas in the watershed and bring a broad range of expertise to the Board of Directors. 4.4. As part of a nomination it must be stated which sector each nominee represents.
5	4.5	3	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. Nominations must be received at the Red Deer River Watershed Alliance Society's office at least 14 days prior to the date of the AGM.	As part of the notice of the Annual General Meeting, a Nomination Committee will provide a nomination report to the Members.	Nominations must be received at the Red Deer River Watershed Alliance Society's office at least 14 days prior to the date of the AGM. The Nomination Committee Report will be released following this.
6	4.12	4	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 votes.		4.12.1. Each Director has one vote. When it is required that decisions be made by email or fax, Directors will be given a date by which they must respond. No response will imply acceptance of the group decision. E mail votes should be ratified at the next Board meeting.

7.	7.5	6	The Executive Director shall be an official spokesperson for the Society,		The Executive Director shall be an official spokesperson for the Society, and is empowered to determine (with the Board Chair) the appropriate RDRWA spokesperson (including RDRWA's Executive Director, Communications or Watershed Planning Manager, Board Chair or other member of the Executive Committee) as appropriate.
8.	8.1	6	The Society may have one or more standing committees in addition to the mandatory standing committees listed below: (a) Outreach; (b) Fundraising & Membership.	(b) Fundraising & Membership.	(b) Governance Committee
9.	11.2	8	Working with the Fundraising and Membership 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.	Delete entire clause	

Proposed Changes to Board Terms of Reference

Change #	Current policy #	Page #	Current text	Proposed delete	Propose add
1	1.1	1	The following Terms of Reference define the respective roles, responsibilities, and time commitments of the Board of Directors. It is required that these Terms of Reference be ratified if amended at the Annual General Meeting or a Membership	The following Terms of Reference define the respective roles, responsibilities, and time commitments of the Board of Directors. It is required that these	The following Terms of Reference define the respective roles, responsibilities, and time commitments of the Board of Directors. These Terms of Reference can be amended by the Board of Directors.

			Meeting of the Red Deer River Watershed Alliance (RDRWA) Society.	Terms of Reference be ratified if amended at the Annual General Meeting or a Membership Meeting of the Red Deer River Watershed Alliance (RDRWA) Society.	
2	4.1, 4.2 & 4.3	2	<p>The Board of Directors shall consist of no less than nine (9) and no more than seventeen (17) Members, as follows:</p> <ul style="list-style-type: none"> (a) a maximum of three (3) members from the Environmental category; (b) a maximum of three (3) members from the Agriculture and Business/Industry category; (c) a maximum of four (4) members from the Municipal Government category; (d) a maximum three (3) members from the Provincial, Federal and Academia category; (e) a maximum of two (2) members from the First Nations and/or Aboriginal category; (f) a maximum of two (2) members from the Individual category; and (g) the Past Chairperson, who shall be an ex-officio member <p>4.2 Wherever possible, the Members of the Board of Directors should reside/work</p>	Delete entire clause and place within bylaws	4.1. The structure of the Board will be as in the current bylaws

			<p>in a variety of areas in the watershed and bring a broad range of expertise to the Board of Directors.</p> <p>4.3 As part of a nomination it must be stated which sector each nominee represents.</p>		
3	7.1 & 7.2	3	Decision Making	Delete clauses and move to Bylaws	
4	11.3	4	RDRWA will post, monitor, respond, contribute to or seek to influence social media conversations, in a manner that is identifiable as being made by or on behalf of RDRWA by the designated Information Technology Manager	by the designated Information Technology Manager	
5	Add	5			Board Conflict of interest policy ((from RDRWA Policies and procedures)

Jeffrey Hanger
Executive Director, RDRWA
May 10, 2019