

BYLAWS

ATHABASCA WATERSHED COUNCIL

Name of the Society shall be the Athabasca Watershed Council

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ARTICLE 1 - PREAMBLE

1.1 Organization

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The name of the organization is the "Athabasca Watershed Council", which may also be known or referred to as the AWC, the AWC-WPAC (Watershed Planning and Advisory Council) or the Council. The AWC may by a majority vote (75%) of the Membership body change its name.

1.2 Bylaws

The following articles set forth the bylaws of the AWC.

ARTICLE 2 - DEFINING AND INTERPRETING THE BYLAWS

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 (AGM) means the annual general meeting described in Article 4.1.

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

2.1.4 Board means the Board of Directors of the AWC, as described in Article 5.1.

2.1.5 Bylaws mean the bylaws of the AWC as amended.

2.1.6 Chair generally refers to the President but can also refer to the Chairperson (of a committee) or may refer to the person chosen to preside over the meeting.

2.1.7 Director means any person elected or appointed to the Board. This includes the President and the immediate Past President.

2.1.8 In-Camera means in private with the press and public excluded also known as closed session.

2.1.9 Majority means seventy five percent.

2.1.10 Majority vote means seventy five percent of votes cast.

2.1.11 Member means a registered Member of the AWC, as described in Article 3.

2.1.12 Motion means a proposal for action or resolution by the group.

2.1.13 Officer means any Officer listed in Article 5.2.

2.1.14 Past Chair means the Past President.

2.1.15 Quorum means the minimum members present in order to conduct business.

2.1.16 Registered Office means the registered office for the AWC, as described in Article 6.1.

2.1.17 Register of Members means the register maintained by the Board of Directors containing the names of the Members of the AWC.

2.1.18 Resolution means a written motion adopted by the Board or Members of the AWC.

2.1.19 Secretary means an officer of the executive committee.

2.1.20 Simple Majority means fifty percent plus one.

2.1.21 Simple Majority Vote means fifty percent plus one of total votes cast.

2.1.22 Special General Meeting means a special general meeting described in Article 4.3.

2.1.23 Special Resolution means a resolution as defined in the Societies Act passed at a Special General Meeting or Annual General Meeting of the Membership of the AWC. There must be thirty (30) days' notice for this meeting. The notice must state the proposed resolution. There must be approval by a majority vote (seventy five percent) of the votes cast; in person or by a method that allows real time participation. There is no voting by proxy.

2.1.24 Treasurer means an officer of the executive committee

2.2 Interpretation

The following rules of interpretation must be applied in interpreting these bylaws.

2.2.1 Singular and Plural: words indicating the singular number also include the plural, and vice-versa.

2.2.2 Headings are for convenience only. They do not affect the interpretation of these bylaws.

2.2.3 Liberal Interpretation: these bylaws must be interpreted broadly and generously.

ARTICLE 3 - MEMBERSHIP

3.1 Classification of Members

Membership consists of two classes:

- a) Organizational Membership;
- b) Individual Membership.

3.2 Admission of Members

Any person residing in Alberta, and being of the full age of 18 years, may become a member upon payment of the membership fee.

3.3 Membership Fees

3.3.1 Membership Year

The membership year is April 1 to March 31.

3.3.2 Setting Membership Fees

The Members decide annual membership fees, if any, for each category of members at the Annual General Meeting.

3.3.3 Payment Date for Fees

The annual Membership fees, if any, must be paid on or before April 1 of every year.

3.4 Rights and Roles of Members

3.4.1 Any Member is entitled to:

- a) Attend, and as may be provided in the bylaws, participate in the decisions at any members' meetings;
- b) Participate in committees and project teams to undertake AWC business with Board approval;
- c) Have access to minutes of all Board and Members meetings;
- d) Serve as a member of the Board of Directors;
- e) Have access to AWC promotional material, resources, and expertise;
- t) One vote.

3.5 Termination of Membership

3.5.1 Resignation

3.5.1.2 Any member may resign from the AWC by delivering a written notice to the Secretary or President of the AWC.

3.5.1.3 Once the notice is received, the member's name is removed from the Register of Members. The member is considered to have ceased being a Member on the date his/her name is removed from the Register of Members.

3.5.2 Death

The Membership of a member is ended upon his/her death.

3.5.3 Deemed Withdrawal

3.5.3.1 If a Member has not renewed their membership, the member is considered to have submitted their resignation.

3.5.3.2 In this case, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

3.5.4 Expulsion

3.5.4.1 The AWC-WPAC may, by a motion of the AWC-WPAC Board of Directors expel any Member for any cause which is deemed sufficient in the interests of the AWC.

3.5.4. There shall be no refund of membership fees upon termination of membership.

ARTICLE 4 - MEETINGS OF THE AWC

4.1 Annual General Meeting

4.1.1 The AWC holds its Annual General Meeting no later than June 30 of each calendar year. The Board sets the place, day and time of the meeting.

4.1.2 The Secretary delivers a Notice, together with the agenda, of the Annual General Meeting to each Member at least thirty (30) days before the AGM by any of the following: post or email. This Notice states the place, day and time of the Annual General Meeting, and any business requiring a resolution or special resolution.

4.1.3 Agenda for the meeting

The Annual General Meeting deals with following matters:

- (a) adopting the agenda;
- (b) adopting the minutes of the last Annual General Meeting;
- (c) considering the President's report;
- (d) reviewing the financial statements setting out the AWC's income, disbursements, assets and liabilities and the auditor's report;
- (e) appointing the auditors for next year;
- (f) selection of the Board of Directors;
- (g) items of business, such as amendments to objectives and/or bylaws to come before the total Membership of which notice had been given;
- (h) items submitted by the Board of Directors as special or urgent;
- (i) approval of Membership fees; and
- (j) question period;

4.1.4 Voting is in person or by a method that allows real time participation. There is no voting by proxy. Election of Board members is by secret ballot and ballots are destroyed after the election.

4.1.S Ten percent (10%) of the members of the AWC shall constitute quorum at an Annual General Meeting. If ten percent (10%) of members are not present, the President or designated presiding officer of the meeting may call for a motion from the floor to declare that the members present constitute quorum.

4.2 Special General Meeting

4.2.1 Calling of Special General Meeting

A Special General Meeting may be called at any time:

- (a) by a resolution of the Board of Directors to that effect; or
- (b) on the written request of any six Directors; or
- (c) on the written request of at least one-third (1/3) of the members; or
- (d) upon special request of the President upon unusual circumstances.

The resolution or request must state the reason for the Special General Meeting and the proposed resolution intended to be submitted at such Special General Meeting.

4.2.2 Notice

The Secretary sends a notice to each member at least thirty (30) days before the Special General Meeting by any of the following: post or email. This notice states the place, date, time and purpose of the Special General Meeting.

4.2.3 Agenda for Special General Meeting

Only the matters set out in the notice for the Special General Meeting are considered at the Special General Meeting.

4.2.4 Voting is in person or by a method that allows real time participation. There is no voting by proxy.

4.2.5 Ten percent (10%) of the members of the AWC shall constitute quorum at a Special Meeting. If ten percent (10%) of members is not present, the President or designated presiding officer or the meeting may call for a motion from the floor to declare that the members present constitute quorum.

4.3 Resolution of All Members

All Members may agree to and sign a proposed resolution. This resolution is as valid as one passed at a meeting. It is not necessary to give notice or to call a meeting. The date on the resolution is the date it is passed.

4.4 Proceedings at the Annual or a Special General Meeting

4.4.1 Presiding Officer

4.4.1.1 The President or designate chairs every meeting of the AWC.

4.4.1.2 If neither the President nor designate is present within one-half (1/2) hour after the set time for the meeting, the Directors present choose one (1) of the Directors to chair.

4.4.2 Adjournment

4.4.2.1 The President may adjourn any meeting with the consent of the members at the meeting. The adjourned meeting conducts only the unfinished business from the initial meeting.

4.4.2.2 No notice is necessary if the meeting is adjourned for less than thirty (30) days.

4.4.2.3 The AWC must give notice when a meeting is adjourned for thirty (30) days or more. Notice must be the same as for any meeting.

4.4.3 Decision Making

4.4.3.1 Each Member has one (1) vote.

4.4.3.2 A ballot is used if at least five (5) Members request it.

4.4.3.3 A simple majority vote decides each motion, unless the motion needs to be decided by a Resolution as described in 4.3.

4.4.3.4 If there is a tie vote, the motion is defeated.

4.4.3.5 Voting is in person or by a method that allows real time participation. There is no voting by proxy.

4.4.3.6 The Presiding Officer declares a motion carried or lost. This statement is final and does not have to include the number of votes for and against the motion.

4.4.3.7 The Presiding Officer decides any dispute on any vote. The Presiding Officer decides in good faith, and this decision is final.

4.4.4 Failure to Give Notice of Meeting

Actions taken at a meeting are valid and cannot be revoked due to:

- (a) accidental omission to give any notice to any Member;
- (b) any member not receiving any notice; or
- (c) any error in any notice that does not affect the meaning of the notice.

ARTICLE 5 -THE GOVERNMENT OF THE AWC

5.1 The Board of Directors

5.1.1 Governance and Management of the AWC

The Board governs and manages the affairs of the AWC. The Board may hire an Administrator as described in 5.5 to carry out management functions under the direction and supervision of the Board. Without limiting the general responsibility of the Board, delegating specific powers and duties to the Executive Committee or the Administrator of the AWC.

5.1.2 Composition of the Board of Directors

5.1.2.1 Every Director, from the time of their election or appointment to the end of their term, shall be a Member of the AWC.

5.1.2.2 The composition of the Board of Directors will be described in the Board of Directors Terms of Reference.

5.1.3 Election or appointment of the Board of Directors

5.1.3.1 The Board of Directors is elected or appointed at an Annual General Meeting by a method and for a term as outlined in the Board of Directors Terms of Reference.

5.1.4 Resignation, Death or Removal of a Director

5.1.4.1 A Director including the President and immediate Past President may resign from the Board by giving one (1) month's notice in writing.

5.1.4.2 Members may remove any Director including the President and the immediate Past President, before the end of their term. There must be a majority vote at any meeting called for this purpose.

5.1.4.3 If there is a vacancy on the Board, the remaining Directors may fill the vacancy for the remainder of the term. This does not apply to the position of immediate Past President. This position remains vacant until the next AGM.

5.1.5 Meetings of the Board

5.1.5.1 The Board holds at least four (4) meetings each year.

5.1.5.2 The President calls the meetings. The President also calls a meeting if any two (2) Directors make a request in writing and state the reason for the meeting.

5.1.5.3 Directors will be notified at least seven (7) days' in advance of Board meetings. Board members may unanimously waive notice.

5.1.5.4 A simple majority of Directors at any Board meeting is quorum.

5.1.5.5 If there is no quorum, the President postpones the meeting to a time when quorum can be achieved.

5.1.5.6 Each Director, including the President and the Past President, has one (1) vote.

5.1.5.7 If there is a tie vote a motion is defeated.

5.1.5.8 Meetings of the Board are open to the Public but only Directors can make decisions. The Public is only allowed to speak if prior arrangements have been made and approved on the agenda. Application to present should be made 14 days prior to the meeting date. A simple majority of the Directors present may ask any other Members, or other persons present, to leave. In camera meetings may be held by the Board to address sensitive issues.

5.1.5.9 All Directors may agree to and sign a resolution. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.

5.1.5.10 A meeting of the Board may be held using real time media. Directors who participate in such a meeting are considered present.

5.1.5.11 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

5.2 Officers

5.2.1 The Officers of the AWC are the President, Vice-President, Secretary, Treasurer, and immediate Past President and together form the Executive Committee.

5.2.2 At its first meeting after the Annual General Meeting, the Board selects from among the Directors, the Officers for the term outlined in the Board Terms of Reference.

5.3 Duties of the Officers of the AWC

5.3.1 The President:

- acts as an official representative of the Board and AWC.
- coordinates the affairs of the Board.
- Serves as a point of contact between the Board of Directors and the Administrator regarding "Board governance matters"
- when present, chairs all meetings of the AWC, the Board and the Executive Committee;
- is an *ex officio* member of all Committees, except the Nominating Committee where one exists; and
- carries out other duties of the AWC.

5.3.2 The Vice-President:

- presides at meetings in the President's absence - if the Vice-President is absent, the Directors select a Chairperson for the meeting;
- replaces the President at various functions when asked to do so by the President or the Board;
- is a member of the Executive Committee; and
- carries out other duties of the AWC.

5.3.3 The Secretary:

- sends notification of and attends all meetings of the AWC, the Board and the Executive Committee;
- keeps accurate meeting minutes of these meetings as required;
- circulates minutes of meetings within 14 days following a meeting;
- ensures that the records of the AWC are available for inspection by the Members at the Annual General Meeting;
- has charge of the Board's correspondence;
- maintains the membership register;

- keeps the Seal of the AWC;
- files the annual return of the AWC;
- is a member of the Executive Committee; and
- carries out other duties of the AWC.

5.3.4 The Treasurer:

- ensures all monies paid to the AWC are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
- ensures a detailed account of revenues and expenditures is presented to the Board as requested;
- ensures an audited statement of the financial position of the AWC is prepared and presented at the Annual General Meeting;
- presents a proposed annual budget for the coming year to the Board for adoption;
- is a member of the Executive Committee; and
- carries out other duties of the AWC.

5.3.5 The Past President:

- Carries out duties assigned by the Board.

5.4 Board Committees

5.4.1 Establishing Committees

The Board may appoint standing or ad-hoc committees to advise the Board. All committees will operate according to a Board approved Terms of Reference.

5.4.2 The Executive Committee:

Consists of the President, Past President, Vice-President, Secretary and Treasurer.

The meetings are called by the President or on the request of any two (2) other Officers. They must request the President in writing to call a meeting and state the reason for the meeting.

5.5 The Administrator

The Board of Directors may hire an Administrator to be responsible for managing the operations of the AWC.

5.5.1 The Board will determine the terms of employment of the Administrator and ensure that an annual performance review is completed.

5.5.2 The Administrator shall subscribe to the Vision and Mission statements of the AWC and support the membership to achieve the overall goals of the Council.

ARTICLE 6 - FINANCE AND OTHER MANAGEMENT MATTERS

6.1 The Registered Office

The Registered Office of the AWC is located in Alberta. The exact office location may be established at the Annual General Meeting or by resolution of the Board.

6.2 Finance and Auditing

6.2.1 The fiscal year of the AWC ends on March 31 of each year.

6.2.2 There must be an audit of the books, accounts and records of the AWC at least once each year by a duly qualified accountant. The audited financial statements are presented at the Annual General Meeting.

6.2.3 Each Director shall, at all times, have access to such books and records.

6.3 Seal of the AWC

6.3.1 The Board may adopt a seal as the Seal of the AWC.

6.3.2 The Secretary normally has control and custody of the seal.

6.4 Cheques and Contracts of the AWC

6.4.1 The designated Officers of the Board sign all cheques drawn on the monies of the AWC . Two signatures are required on all cheques. The Board may authorize the Administrator to sign cheques for certain amounts and circumstances. The Administrator may not sign their own pay cheque.

6.4.2 All contracts of the AWC must be signed by the Officers or other persons authorized to do so by resolution of the Board.

6.5 Keeping and Inspection of the Books and Records of the AWC

6.5.1 The Board keeps and files all necessary books and records of the AWC as required by these bylaws, the Societies Act, or any other statute or laws. These records are kept at the Registered Office of the AWC.

6.5.2 A Member wishing to inspect the books or records of the AWC must give reasonable notice to the President or the Secretary of their intention to do so.

6.5.3 Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the AWC, during normal business hours.

6.5.4 Other records of the AWC are also open for inspection, except for records that the Board designates as confidential.

6.6 Borrowing Powers

6.6.1 The AWC may borrow or raise funds to meet its objectives and operations. The Board decides the amounts and ways to raise money, including giving or granting security.

6.6.2 The AWC may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the AWC.

6.7 Payments

6.7.1 In general, no member, Director, or Officer of the AWC receives payment for services as a member, Director or Officer. The Board of Directors can give special approval for payments to Members or Directors.

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

6.8 Protection and Indemnity of Directors and Officers

6.8.1 Each Director or Officer holds office with protection from the AWC. The AWC indemnifies each Director or Officer against all costs or charges that result from any act done in their role for the AWC. The AWC does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

6.8.2 No Director or Officer is liable for the acts of any other Director, Officer, member or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the AWC. No Director or Officer is

liable for any loss due to an oversight or error in judgement, or by an act in their role for the AWC, unless the act is fraud, dishonest or bad faith.

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

6.9 Property and Funds

6.9.1 Title to the real property of the AWC shall be vested in the AWC except upon authorization by the Board of Directors at a duly constituted meeting.

ARTICLE 7 - AMENDING THE BYLAWS

7.1 Process and Effect

7.1.1 These bylaws may be cancelled, altered or added to by a Special Resolution of the AWC.

7.1.2 The Thirty (30) days' notice of the Annual General or Special General Meeting of the AWC must include details of the proposed resolution to change the bylaws.

7.1.3 The amended bylaws take effect after approval of the Special Resolution at the Annual General Meeting, or Special General Meeting and acceptance by the Corporate Registry of Alberta.

ARTICLE 8 - DISTRIBUTING ASSETS AND DISSOLVING THE AWC-WPAC

8.1 Payments and Distribution

8.1.1 The AWC does not pay any dividends or distribute its property among its members.

8.1.2 If the AWC is dissolved, any funds or assets remaining after paying all debts will be distributed to one (1) or more charitable organizations who is (are) a qualified and eligible donee under the Income Tax Act. This qualified donee must be in good standing with the Canada Revenue Agency and at arm's length from the AWC. The assets can only be transferred to the eligible donees during the winding-up period. A committee will be formed comprised of the President, Treasurer, two (2) Directors, and two (2) Members at large to manage the disposition of assets and the dissolution of the AWC. In no event do any Members receive any assets of the AWC.