



Elk River Alliance

CONSTITUTION & BY-LAWS

ELK RIVER WATERSHED ALLIANCE

(Society Act Certificate signed and sealed September 20, 2013 by Registrar of Companies, in Victoria, B.C. Bylaws adopted by the Elk River Watershed Alliance on September 30, 2013; Constitution and Bylaws amended by the Elk River Watershed Alliance via special resolution at the Elk River Watershed Alliance Annual General Meeting on March 2, 2017)

CONSTITUTION

1. The name of the Society is the Elk River Watershed Alliance.

2. The purposes of the Society are:

The Elk River Watershed Alliance (operating as Elk River Alliance or ERA) exists to advance environmental education and water literacy of residents, as well as overall watershed health and conservation of aquatic habitat.

The ERA delivers on its purpose through extensive watershed education programs, scientific water monitoring to direct stewardship action, community engagement and consultation initiatives and through annual watershed-wide community shoreline cleanups.

These programs and initiatives directly benefit the community by providing information and concrete avenues for action in order to ensure clean, available drinking water, healthy aquatic ecosystems and safe, accessible river-based recreational activities for future generations.

3. The vision of the Society is:

Promote a new era in watershed thinking where well-managed human activities result in healthy ecosystems and a robust economy.

4. The Mission of the Society is:

Formed in September 2010, the Elk River Watershed Alliance, operating as Elk River Alliance or ERA, is a community-based water group that aims to connect people to the Elk River ensuring it is drinkable, fishable and swimmable for future generations.

5. The goals of the Society are:

- a)** Deliver watershed education programs so that residents know where their water comes from, how it is used and ways to keep it healthy for future generations.
- b)** Collect watershed science and data in order to prioritize community stewardship action.
- c)** Convene and facilitate community input about sustainable water decision-making.
- d)** Keep the Elk River accessible and safe for all recreational river users.

6. The guiding principles of the Society are:

- a)** Stimulate conversation, share information and facilitate community input to encourage sustainable water decision-making in the Elk Valley.
- b)** Promote a new ERA in watershed thinking by coordinating a community voice to contribute to watershed planning and management activities, regulatory processes and other regional water initiatives.

c) Bring together diverse points of view and offer a safe space to dialogue about the Elk River.

d) Unite not divide.

BY-LAWS

1. INTERPRETATION

a) The word "Society" appearing in the Constitution and By-laws shall mean the Elk River Watershed Alliance.

b) The word “directors’ appearing in the By-Laws shall mean the directors of the society for the time being.

2. MEMBERSHIP

a) Types of Membership

i. Lifetime Individual Membership

ii. Lifetime Family Membership

iii. Annual Corporate Membership

b) Dues

i. The Lifetime Membership dues and amounts for all memberships shall be set by a motion passed at an AGM.

ii. The annual dues of Corporate Members shall be payable on the first day of the month in which the Member joined the Elk River Watershed Alliance.

c) Affiliate Organizations

Non-profit organizations wishing to support the work of the Society may be admitted as Affiliate Organizations of the Society.

d) Rights and Obligations of Members

- i. A person or corporation may apply to the directors for membership in the society and on acceptance by the directors is a member.
- ii. On being admitted to membership, each member is entitled to, and the Society must give the member without charge, a copy of the constitution and bylaws of the society.
- iii. All members of the Society shall abide by the Constitution and the By-laws of the Society.
- iv. No member of the Society shall use the name of the Society in a public policy statement without the majority consent of the Executive of the Society.
- vi. Members have only one vote per person at AGMs. Votes are non-transferrable.
- vii. There are no non-voting members.

e) Termination of Membership

- i. A member can be expelled by a special resolution of the Directors passed at a general meeting.
- ii. The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
- iii. The person who is the subject of the proposed expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- iv. A person ceases to be a member of the society
 - (1) by delivering his or her resignation in writing to the Secretary of the society or by mailing or delivering it to the address of the society.
 - (2) on his or her death or, in the case of a corporation, on dissolution
 - (3) on being expelled, or
 - (4) on having been a member not in good standing for 12 consecutive months.

3. MEETINGS

- a)** General meetings of the society must be held at a time and place, in accordance with the *Society Act*, that the directors decide.

- b)** Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- c)** The Executive of the Society may, when they see fit, convene an Extraordinary General Meeting of the Society.
- d)** Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
 - i. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any other the members entitled to receive notice does not invalidate proceedings at that meeting.
- e)** An annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.
 - i. An Annual General Meeting shall be held at a place decided upon by the Executive of the Society.
- f)** Notice of a General Meeting or Annual General Meeting shall be sent to all Members at least 14 days before the meeting, specifying date, time, place, and agenda.
- g)** The Executive of the Society shall call an Extraordinary General Meeting of the Society at the written request of ten percent or more of the voting members in good standing in accordance with the *Society Act* of the Province of British Columbia.

4. RULES OF ORDER

- a)** Special Business is
 - i. all business at an extraordinary general meeting except the adoption of rules of order, and
 - ii. all business conducted at an annual general meeting, except:
 - (1) the adoption of rules of order;
 - (2) the consideration of the financial statements;
 - (3) the report of the directors;
 - (4) the report of the auditor;
 - (5) the election of directors;
 - (6) the appointment of the auditor, if required;
 - (7) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

b) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.

i. If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

c) the Chair of the society, the Vice Chair or, in the case of the absence of both, one of the other directors present, must preside as chair of a general meeting.

d) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.

i. In the case of a tie vote, the Chair will have the deciding vote.

e) A member in good standing present at a meeting is entitled to one vote.

i. Voting is by a show of hands.

ii. Voting by proxy is not permitted.

5. DIRECTORS AND EXECUTIVE

a) The Chair, Vice Chair, Secretary, Treasurer and one or more other persons are the directors of the society.

b) The number of directors must be 5 or a greater number determined from time to time at a general meeting.

c) The Elk River Watershed Alliance Directors shall be elected as follows:

i. A Nomination Committee is responsible for recruiting Directors from British Columbia who are leaders in their field, who share in this commitment to preserve the environment, and who have skills in one or more of the operational function areas of the organization. Nominees should have, or be willing to gain extensive knowledge of the organization and the issues it seeks to address.

ii. The Nomination Committee will provide and receive the completed election forms and curriculum vitae from nominees at any time during the year up to one month prior to the Annual General Meeting of the ERA

iii. The slate of nominees will be presented for election at conclusion of business of the Annual General Meeting. The Board will select nominations that best reflect the needs of the organization as laid out in the by-laws.

iv. At the time of an Annual General Meeting a slate of Directors running for election will be presented to the membership. Should there be more nominations than there are places on the Board, there will be a confidential run-off vote by the members. Those standing for election are also able to vote. Should there not be an excess of nomination, then the positions will be filled by acclamation.

vi. In the event that a Director should be unable to continue in the position until the normal end of the term, the Board shall appoint a person to fill the vacancy until the next Annual General Meeting, at which point the seat shall be deemed to be vacant.

d) If a successor is not elected, the person previously elected or appointed continues to hold office.

e) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.

i. If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.

f) Resignation and replacement of Directors

i. Each director must maintain responsibility for all activities of the organization. If, in the assessment of the Board, the fulfillment of these responsibilities is deemed to be inadequate, the member may be asked to step down from the Board. A Director may be removed from office by special resolution and another director may be elected or appointed by ordinary resolution to serve during the balance of the term.

g) No member of the Society shall be remunerated directly or indirectly for being for acting on behalf of the Society. A member, Elk River Watershed Alliance Director or Executive of the Society may, with prior approval by the Executive, be reimbursed for all expenses necessarily and reasonably incurred by him/her while engaged in the affairs of the Society.

h) Any member of the Society who may benefit financially from a contract or transaction entered into by the Society shall declare in writing to the Executive Committee the nature and extent of his/her potential interest in such a contract or transaction before the contract or transaction is approved. The member having the potential interest shall refrain from participating in any discussion of the matter and from voting on it.

i) If a potential benefit should arise after a contract of transaction has been approved by the Executive Committee, the person anticipating such benefit shall advise the Executive Committee of such interest in writing, and shall obtain the Committee's approval prior to receipt of any financial benefit.

6. RESPONSIBILITIES OF THE DIRECTORS

a) An ERA Director or member of the Executive of the Society shall act honestly and in the best interest of the Society, and shall exercise the care, diligence and skill of a reasonably prudent person in exercising his/her powers and in performing his/her functions. The requirements of this paragraph are in addition to, and not in derogation of, an enactment of rule of law or equity relating to the duties or liabilities of a member of the Society.

b) The Elk River Watershed Alliance Directors of the Society are responsible for:

i. The appointment of the Executive Officers

ii. Reviewing and recommending approval of the financial statements of the society for presentation to the membership at the AGM.

iii. The promotion and aims of the Society.

iv. Attending Board Meetings, General Meetings and Annual General Meetings. Should a Director fail to attend 3 meetings without informing the Chair or Executive Director in advance, they may be asked to step down from the board.

v. Chairing committees as determined by the Directors.

c) Directors at large shall

i. actively participate in the affairs of the organization and report relevant ERA information back to their respective constituents.

ii. represent a certain sector of interest and, where required, chair a committee of the Board's choosing

iii. be a member of the Executive, as decided by the chair

7. OFFICERS OF THE SOCIETY

a) The officers of the Society shall be the Chair, Vice-Chair, Secretary and Treasurer.

b) Should any office become a paid office, the officer in this office shall cease to be on the Executive Committee.

8. VACANCIES

a) In the event that the office of Chair becomes vacant this office shall be filled by the Vice-Chair until the next Annual Meeting of the Society. In the event that a vacancy occurs in another office, the Executive of the Society shall have the power to fill that office by election from within its members.

9. RESPONSIBILITIES OF THE EXECUTIVE

a) The Executive shall be responsible for

i. The management and maintenance of the society properties, the investment of its funds, banking, appointment of contractors/employees and determining remuneration, and generally for carrying on the business of the Society which has not specifically been delegated to any other group of the Society.

ii. The calling of and conduct of the meetings of the Society, the necessary quorums, voting, and other matters connected therewith.

10. DUTIES OF THE OFFICERS

a) The officers shall perform the usual duties and exercise the usual powers within the provisions of the Constitution and the By-laws of the Society and in accordance with the Societies Act of the Province of British Columbia.

b) The officers shall make available the pertinent minutes, books, and records to any member as required by the Society Act of the Province of British Columbia.

c) The Chair Shall

i. preside at all meetings of the society and of the directors

ii. be the Chief Executive Officer of the society and supervise the other officers in the execution of their duties.

iii. be the chairperson of the executive committee as well as an ex-officio member of all other committees.

iv. be responsible for all governance functions of the organization; and

v. work in close liaison with the Executive Director.

d) The Vice Chair shall

i. carry out the duties of the chair during the chair's absence.

ii. be a member of the executive committee.

e) The Secretary shall

i. conduct the correspondence of the society

ii. issue notices of meetings of the society and directors

iii. keep minutes of all meetings of the society and directors

iv. keep custody of all records and documents of the society except those required to be kept by the treasurer.

v. have custody of the common seal of the society.

vi. maintain the register of members.

vii. be a member of the executive committee

f) The Treasurer shall

i. with the support services of the bookkeeper, keep the financial records, including books of account, necessary to comply with the Society Act

- ii. ensure financial filings are completed in compliance with the BC *Societies Act* and Canada *Income Tax Act*
- iii. render financial statements to the directors, members and others when required.
- iv. be a member of the executive committee

11. PROTECTION OF ELK RIVER WATERSHED ALLIANCE DIRECTORS AND EXECUTIVE

- a)** An Executive of the Elk River Watershed may, pursuant to a court approval, be indemnified by the Society if he/she were acting honestly and in the best interest of the Society.
- b)** The Elk River Watershed Alliance shall, for the protection of its Directors and Officers, maintain an adequate “Non-Profit Organization Directors, and Officers’ Liability and Administrative Errors and Omission” insurance policy to cover errors and omissions that can be demonstrated as being carried out ‘in good faith.’ The Elk River Watershed Alliance Executive committee will determine the limit of this policy.
- c)** A Director is responsible for any loss sustained by the organization arising from a breach of fiduciary duty or negligence in the performance of duty. However, a Director is liable only for his/her own acts and omissions and is not liable for a breach committed by another director unless he/she concurs or acquiesces in a breach committed by the other director.
- d)** In a ‘conflict of interest’ position of the organization with a third party, a Director must not engage in any activity that benefits the third party. A Director must not allow the conduct of Directorship duties to serve personal ends. When a Director is directly, or indirectly, in a ‘conflict of interest’ position s/he must declare their situation and remove themselves from the proceedings. They may not vote on conflict decisions.

12. ELECTION OF OFFICERS

- a)** Within one month following the vote by membership or election of Directors by acclamation, the Board shall appoint the officers of the incorporation.

13. QUORUM

- a)** A quorum for the transaction of business at meetings of the Executive or at General Meetings is 3 Directors present or a greater number that the members may determine at a general meeting.

14. FINANCES

- a)** The funds of the Society shall be applied solely for the promotion of the aims of the Society as stated in the Constitution, and no portion thereof shall be paid or made available for personal benefit of any member of the Society, providing that nothing in this Constitution and these By-laws shall prevent the reimbursement in good faith to any Officer, Director, or Member of the Society for expenses reasonably and necessarily incurred while engaged in the affairs of the Society.
- b)** There shall be 3 Signing Officers of the Society and the Executive Director shall have equal signing authority.
 - i. Two signatures shall be required for the disbursement of all cheques.
- c)** The fiscal year end shall be January 31 of any year.
- d)** The Society may accept and use donations of monies, properties, lands, and any other items, the use to be governed by the provisions of the Constitution and By-laws of the Society.
- e)** The books and records of the Society may be inspected by any member of the Society at the Annual General Meeting of the Society, and at other times upon reasonable notice.

15. BORROWING AND INVESTING POWERS

- a)** Subject to the provisions of the *Societies Act* of the Province of British Columbia, the Directors or Executive of the Society may borrow money on behalf of and in the name of the society in the manner they decide.
- b)** The members may, by special resolution, restrict the borrowing powers of the Directors or Executive, but a restriction imposed expires at the next annual general meeting.

16. AUDIT

- a)** The year-end reconciliation shall be done by an accredited bookkeeper, who shall also be appointed as auditor at the previous AGM.
- b)** At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.

c) A director or employee of the society must not be its auditor.

d) The auditor may attend general meetings.

17. WINDING UP OR DISSOLUTION

a) Winding up of the Society shall be by Ordinary Resolution passed at a General Meeting of the Society by a majority of those Members of the Society entitled to vote.

b) Upon winding up of the Society or on dissolution thereof, the ordinary resolution authorizing such winding up shall specify that all assets belonging to or accruing to the Society shall be vested in and become the absolute property of a recognized and registered charitable organization in Canada having objectives similar to those of the Society.

18. AMENDMENTS TO THE CONSTITUTION AND BY-LAWS

a) The constitution and By-laws of the Society may be amended at any General Meeting of the Society by Special Resolution.

b) Proposed amendments to the Constitution and By-laws of the Society must be placed in writing before all members prior to the General Meeting at which the amendments are to be presented.