

Society Bylaws of the Lesser Slave Watershed Council (June 2016)



Name of Society

1. The name of the Society shall be the Lesser Slave Watershed Council (LSWC).

Membership

2. The LSWC recognizes the importance of inclusiveness and openness with respect to membership. Therefore, any individual, organization or sector living, working or recreating in the Lesser Slave Watershed may become a member of the LSWC.
3. Request for membership in the Society shall be made by completing a membership form that has been approved by the Board of Directors and paying a fee of \$5 per year to the LSWC on or before the Annual General Meeting each year. Current members are eligible to vote at the Annual General Meeting. By completing the membership form the individual indicates they are in agreement with the objectives of the Society.
4. Any member wishing to withdraw from membership may do so upon a notice in writing to the Board. Any member upon a majority vote of all members of the society in good standing may be expelled from membership for any cause that the society may deem reasonable.
5. Members of the Society have the right to attend and vote at Annual General Meetings and all Special and member meetings. Members of the Society are responsible to act in accordance with the Bylaws and Objectives of the Society.

Chair

6. The Chair shall be an ex-officio member of all Committees. He/she shall, when present, preside at all meetings of the Society and of the Board. In his/her absence, the Vice-Chair shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside. The key duties of the Chair are to encourage each Board member's participation in discussions and decision-making, to liaise with the Executive Director and to represent and serve as the official spokesperson for the Society.

Board of Directors

7. Board of Directors or Board, shall mean the Board of Directors of the Society.
8. The Board of Directors shall have a maximum of 21 members including the Chair, Vice Chair, Treasurer and Secretary.
9. The Board shall consist of one representative for each of the following organizations/sectors:

- M.D. of Lesser Slave River
- Big Lakes County
- Town of High Prairie
- Town of Slave Lake
- First Nations:
 - Driftpile
 - Sucker Creek
 - Swan River
 - Kapaweno
 - Swaridge
- Metis Settlements:
 - East Prairie
 - Peavine
- Agriculture Sector
- Commercial Fishermen
- Cottage Owners/Country Residential
- Non Government Organization's (including Watershed Stewardship Groups)
- Forest Industry
- Tourism and Recreation
- Oil and Gas Industry Sector
- Alberta Environment and Parks
- Citizen-at-Large
- Trappers

- a. The Town of High Prairie, Town of Slave Lake, Big Lakes County, MD of Lesser Slave River, First nations, Metis Settlements, and Provincial government will appoint a representative from their organization to the LSWC board of directors in accordance with their own committee selection processes. All other board seats will be filled via election by the general membership present at the LSWC Annual General Meeting at the end of their 2 year form.
- b. All sectors will have alternates on the Board. Alternates may fully participate in place of the designated board representative in their absence. It is the duty of the Board member and Alternate to communicate between themselves to ensure participation at meetings and events.
 If more than one person is nominated for a board seat at the Annual General Meeting the person who does not win the vote will be appointed as the alternate for the 2 year term. If no alternate is determined by vote at the Annual General Meeting. The person who holds the board seat will actively recruit a suitable alternate for their 2 year term.
 Alternate members are welcome to attend all LSWC meetings, however each board seat may only have one vote on all motions.
- c. The positions of Chair, Vice Chair, Treasurer and Secretary may be filled by individuals who also represent an organization/sector.

10. Board Members will participate in a 2-year term with a possibility of more than one consecutive term.

11. Board Members must provide substantial commitment and actively participate in the Society as outlined in the LSWC Board Member Terms of Reference (2016) attached as an appendix to the Society By Laws.
 - a. All board members must be a member in good standing of the Lesser Slave Watershed Council.
 - b. It is the responsibility of the board members to attend meetings regularly and act as a liaison between the LSWC and the Sector represented.
 - c. If after missing 3 consecutive meetings without notification it will be assumed by the LSWC that they have resigned from their position and a replacement will be found after the board member has been notified in writing.
12. The Board shall, subject to the bylaws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Society.
13. Regular Meetings of the Board shall be held as often as may be required, but at least once every four months and shall be called by the Chair.
14. Regular Meetings of the Board shall be called with eight days notice by mail, fax, e-mail, telephone or personal contact to each member. Any seven Board Members at a Regular Meeting shall constitute a quorum.
15. A Special Meeting of the Board may be called on the instructions of any four Directors through a request in writing to the Chair stating the specific business to be addressed. Quorum for a special meeting is a minimum of 7 Board Members
16. A person elected as a Director becomes a Director if they are present at the Annual General Meeting when nominated, accepted the nomination, and receive the majority of votes for the board seat.

They may also become a Director if they were not present at the meeting but provided a complete nomination form to the LSWC office via email, post or fax prior to close of nominations at the Annual General Meeting, allowing their name to stand for board seat election in their absence.
17. Any Director or Officer, upon a majority vote of members at a Regular, Annual General or Special Meeting may be removed from office for any cause is deemed to be in conflict with the objectives of the Society.

Secretary

18. It shall be the duty of the Secretary to attend all meetings of the Society and the Board, and to keep accurate minutes of the same. In case of the absence of the Secretary, his/her duties shall be discharged by a person appointed by the Board. The Secretary shall have charge of all the correspondence of the Society and be under the direction of the Chair and the Board.
 - a. All or a portion of the duties of the Secretary may be fulfilled by others as determined by the Board.

Treasurer

19. The Treasurer shall receive all monies paid to the Society and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order. He/she shall properly account for the funds of the Society and keep such books as may be directed. He/she shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual General Meeting a statement duly audited of the financial position of the Society and submit a copy of same to the Secretary for the records of the Society. The Treasurer shall be assisted in these duties by the Lesser Slave Lake Community Development Corporation.
 - a. All or a portion of the duties of the Treasurer may be fulfilled by others as determined by the Board.

Auditing

20. A duly qualified certified chartered accountant shall complete a financial review engagement or audit of the LSWC books, accounts and records. A complete and proper statement of the standing of the books for the previous year shall be submitted by the chosen accountant at the Annual General Meeting of the Society. The fiscal year of the Society in each year shall be April 1 to March 31.
21. The books and records of the Society may be inspected by any member of the Society at the Annual General Meeting or at anytime upon giving reasonable notice and arranging a time satisfactory to the Executive Director.

Meetings

22. This Society shall hold an Annual General Meeting on or before June 30 in each year, of which notice in writing to the last known address of each member shall be delivered via fax, e-mail or mail 30 days prior to the date of the meeting. At this meeting a Board of Directors shall be elected or announced according to Section 9. The Officers of the LSWC (Chair, Vice-Chair, Treasurer, and Secretary) shall be elected by the Board of Directors at the regular board meeting following the Annual General Meeting. The Officers and Directors so elected shall form a Board and shall serve until their successors are elected and installed. Any vacancy occurring during the year may be filled interim at a regular board meeting, until the next Annual General Meeting, where the interim member will then go through the nomination and election process if not representing one of the seats that is appointed.
23. Annual General Meetings of the Society may be called at any time by Executive Members of the Board by mail, fax, e-mail, telephone or personal contact 30 days prior to the date of such meeting.
24. At an Annual General Meeting, a quorum of eleven (11) members in good standing must be present.
25. Special Meeting shall be called by the Chair or Executive Director upon agreement of 5 Board Members and each member will be notified by mail, phone, fax, e-mail or in-person eight days prior to the meeting.

26. At a Special Meeting, a quorum of seven (7) members in good standing must be present.

Decision Making

27. Group consensus will be the foundation on which decisions are made. Where consensus cannot be reached, a vote will occur.
- a. At a meeting where more than seven (7) Board Members are in attendance, 75 per cent of the board members shall be required to pass a motion.
 - b. At a meeting where seven (7) Board Members are in attendance (the minimum required to constitute a quorum), five (5) of seven (7) of the Board Members shall pass a motion.
28. Each member who has not withdrawn from membership nor been expelled shall have one vote and an equal voice in decision making at any Regular, Annual General or Special Meeting of the Society. Such votes must be made in person and not by proxy or otherwise.

Remuneration

29. The directors shall serve without remuneration from the Lesser Slave Watershed Council and no director shall directly or indirectly receive and profit from their position as such; provided that the directors may be reimbursed for reasonable expenses incurred by them in the performance of their duties.

Borrowing Powers

30. For the purpose of carrying out its objectives, the Society may borrow or raise or secure the payment of money in such manner as it deems appropriate, this power shall be exercised only under the authority of the Society.

Dissolution

31. Upon the dissolution of the corporation and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to qualified donees described in subsection 149.1(1) of The Income Tax Act.

Bylaws

32. As a registered Charitable organization, the Society shall comply with Canada Revenue Agencies rules and regulations.

33. The Bylaws may be rescinded, altered or added to by a "Special Resolution".

Appendix A: Board of Director Terms of Reference

Objective

The Lesser Slave Watershed Council is a registered charitable not for profit society governed by a Board of Directors. This Terms of Reference sets out the purpose, composition and procedures for the Board members. These Terms of Reference outline information and processes to be used in addition to those contained in the Lesser Slave Watershed Council bylaws.

1. Purpose of the Board of Directors

The Board of Directors commits to pursue the Vision and Mission and embrace the values of the Lesser Slave Watershed Council. The Board provides governance and strategic oversight to the organization and ensures that we are meeting our strategic goals.

2. Responsibility

Board members are responsible for acting and speaking in the best interests of the watershed council and its membership. Board members will be responsible for informed decision-making, and bringing broad based knowledge and an inclusive perspective to the table.

3. Membership of the Board of Directors

The Board of Directors shall have a maximum 21 of members including the Chair, Vice Chair, Treasurer and Secretary.

The Board shall consist of one representative and an alternate for each of the following organizations/sectors:

MD of Lesser Slave River	Alberta Environment and Parks
Big Lakes County	Agriculture Sector
Town of High Prairie	Commercial Fishermen
Town of Slave Lake	Cottage Owners/Country Residential
Swan River First Nation	Environmental Non Government
Driftpile First Nation	Organization's
Sucker Creek First Nation	Forest Industry
Kapaweno First Nation	Recreation and Tourism
Sawridge First Nation	Oil and Gas Industry
Peavine Metis Settlement	Citizen-at-Large
East Prairie Metis Settlement	Trappers

Alternates are welcome to attend all LSWC meetings and events and may fully participate in place of the designated board representative in their absence. When both the Board member and alternate are present their seat shall have one vote.

4. Appointment or Election of a Board Member

Board representatives from local, provincial and Aboriginal government will be appointed through their individual processes for 2 years terms. Self selected sector representatives will be announced at the LSWC annual general meeting and will be expected to hold a current membership and have a current Board Member Nomination form on file with the LSWC. All other board seats will be elected in two year terms by the general membership at the LSWC annual general meeting. Any current LSWC member is eligible to run for election by

completing a Board of Director Nomination form prior to commencement of nominations at the annual general meeting.

5. Board Vacancies

Vacant board seats may be filled on an interim basis by the Board of Directors until the next Annual General Meeting (AGM) where the nomination and election process will occur.

6. General Duties

Every member of the Board of Directors is expected to do the following:

- Prepare for and attend board meetings
- Work as a team member and support board decisions
- Participate in the review of the LSWC's mission and objectives and the development of strategic and operational plans.
- Act as a liaison between the LSWC and the sector which is represented. This includes speaking on behalf of the LSWC to the sector or group and sharing relevant information with the LSWC.
- Monitor the performance of the organization in relation to objectives and core values
- Approve the operational plan and budget annually.
- Abide by the by-laws, board of directors Terms of Reference and with the rules and regulations laid out by The Alberta Societies Act and the Canada Revenue Agency for Canadian charities.
- Participate in the recruitment of new board members
- Participate in watershed planning and committee work
- Attend and participate in the Annual General Meeting
- Keep informed about community issues relevant to the mission and objectives of the LSWC

7. Time commitments to the LSWC

The Board of Directors are expected to commit at least eight (8) hours a month to the LSWC. This includes preparing for and attending meetings, keeping up to date with WPAC initiatives, and providing feedback to staff where required.

8. Code of Conduct

- Board members must demonstrate ethical and professional conduct at LSWC meetings and when in an LSWC role outside of board meetings.
- Board members must remain supportive of the positions and decisions made by the LSWC.
- Board members may speak to the media, the public, or other parties on behalf of the Lesser Slave Watershed Council, if they adhere to key messages that support the goals and objectives of the LSWC and our work.
- Board members must advise the rest of the Board of any potential conflicts of interest.
- In the event of a conflict of interest, Board members must withdraw from associated deliberations, decision-making and access to information.