

Society Bylaws

Oldman Watershed Council



Membership

1. Membership fee in the society, if any, shall be determined by members in good standing at a general meeting. All members must agree on the vision, mission and goals of the Council.
 - a. Organizational Membership – Any recognized organization residing or working in the Oldman Watershed may become a member. The Board of Directors must approve all organizations.
 - b. Individual Membership – Any person living or working in the Oldman Watershed may become a member. The Board of Directors must approve all individuals.
 - c. First Nations Membership – Any person with First Nations status living or working in the Oldman Watershed may become a member. The Board of Directors must approve all individuals.
2. Any member wishing to withdraw from membership may do so upon notice in writing to the Board through its Executive Director. Any member, upon a majority vote of all members of the OWC in good standing, may be expelled from membership for any cause that the society may deem reasonable.
3. It is the responsibility of members to keep their contact information current. If the Council is not informed of changes within 3 months, the member's membership will be voided.
4. A membership will be valid for 1 calendar year. In order for a member to be eligible to vote at the Annual General Meeting, or be nominated for the Board of Directors, Organizational and Individual members must have renewed their membership by January 31 of the same year.

Participant

5. A participant or stakeholder is any person residing or working in the Oldman Watershed. All stakeholders are welcome to attend meetings and events but can not vote.

Chair

6. The Chair shall be an exofficio member of all Committees. He/she shall, when present, preside at all meetings of the OWC 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.
 - a. The Chair will be elected by the Board of Directors at the first Board of Directors meeting following the AGM.

- b. The Chair will have a two year term and shall serve until their successor is elected and installed

Vice Chair

7. The Vice Chair will be elected by the Board of Directors at the first Board of Directors meeting following the AGM.

Board of Directors

8. Board of Directors, Executive Committee or Board, shall mean the Board of Directors of the OWC.
9. The Board of Directors shall have a maximum of 18 members including the Chair, Vice Chair and Treasurer.
10. On the Board, there will be a maximum of two members representing each of the following organizations: provincial government, municipalities, and environmental NGO's and a maximum of one member representing: federal government, health sector, commercial/industrial companies, irrigators, producer organizations and academia.
 - a. Each organizational sector will be responsible to bring forward names for the election.
 - b. An individual member may fill any organizational position that has not put forward a representative.
11. First Nations will have two positions, one designate each from the Piikani and the Kainai Nations, and a First Nation representative must fill the First Nations position.
12. Individual members will be eligible to fill the four positions on the Board. Individual Members names will need to be submitted to the Nomination Committee prior to election.
13. Board Members will participate in a 2-year term with a possibility of more than one consecutive term and will be elected at the Annual General Meeting.
14. Board Members must provide substantial commitment and actively participate in the Council.
15. 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 OWC.
16. 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.
17. Meetings of the Board shall be called with eight days notice by mail, fax, e-mail, telephone or personal contact to each member. Fifty percent plus one Board Member at a meeting shall constitute a quorum.
18. A special meeting of the Board may be called on the instructions of any four Directors through a request in writing to the Chair. The specific business being brought before the meeting must be provided prior to the Chair calling a special meeting.

19. A person appointed or elected a Director becomes a Director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a director if they were not present at the meeting but consented in writing to act as director before the appointment or election, or within ten days after the appointment or election, or if they acted as a director pursuant to the appointment or election.
20. Any Director or officer, upon a majority vote of all members in good standing, may be removed from office for any cause which the society may deem reasonable.
 - a. Just cause may include an unexcused absence from three consecutive Board Meetings.
21. The Board of Directors can appoint up to two additional people to the Board from the membership when specific expertise or support is required. These Directors must be ratified at the next Annual General Meeting.

Executive Director

22. It shall be the duty of the Executive Director to attend all meetings of the OWC and the Board, and to keep accurate minutes of the same. In case of the absence of the Executive Director, his/her duties shall be discharged by a person appointed by the Board. The Executive Director shall have charge of all the correspondence of the OWC and be under the direction of the Chair and the Board.
 - a. This is a paid staff position.
23. The Executive Director shall also keep an accurate record of all the members of the OWC and their addresses send all notices of the various meetings as required and collect and receive the annual dues or assessments levied by the society. Such monies shall be promptly turned over to the Treasurer for deposit in a Bank, Trust Company, Credit Union or Treasury Branch as required.

Treasurer

24. The Treasurer will be elected by the Board of Directors at the first Board of Directors meeting following the AGM.
25. 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 OWC 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 prepared for submission to the Annual Meeting a statement duly audited of the financial position of the OWC and submit a copy of same to the Executive Director for the records of the OWC.

Auditing

26. The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the society appointed by the Board of Directors for that purpose. A complete and proper statement of the OWC standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the OWC. The fiscal year of the OWC in each year shall be April 1 to March 31.

27. The books and records of the OWC may be inspected by any member of the OWC at the Annual General Meeting or at anytime upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records. Photocopies of records will be provided at \$1.00 per page.

Meetings

28. 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. The Directors elected shall form a Board and shall serve until their successors are elected and installed. Any vacancy occurring during the year shall be filled at the next meeting, provided it is so stated in the notice calling such meeting. Any member in good standing shall be eligible to any office in the society.
29. General meetings of the OWC may be called at any time by the Executive Director upon instructions of the Chair or Board by mail, fax, e-mail, telephone or personal contact eight days prior to the date of such meeting.
30. At a General Meeting, a quorum of 30 members must be present
31. A special meeting shall be called by the Chair or Executive Director upon receipt of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such meeting and each member will be notified by mail, phone, fax, e-mail or in-person eight days prior to the meeting.
32. At a Special Meeting, a quorum of 25 members must be present.

Voting

33. Fifty percent plus one member in attendance and in good standing shall pass a motion at any meeting.
34. Any member who has not withdrawn their membership nor has been suspended or expelled shall have the right to vote at any meeting of the OWC. Such votes must be made in person.

Remuneration

35. Unless authorized by the Board of Directors, no Board Member or member of the OWC shall receive any remuneration for his/her services.

Borrowing Powers

36. 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 thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the OWC and in no case shall debentures be issued without the sanction of a special resolution of the OWC.

Dissolution

37. Upon dissolution, all property and assets will be distributed to an organization with similar goals and objectives

Bylaws

38. The Bylaws may be rescinded, altered or added to by a “Special Resolution”.

Dated _____

Signature:	Address City/Town	Province	Apt #: Postal Code
Print Name:			

Signature:	Address City/Town	Province	Apt #: Postal Code
Print Name:			

Signature:	Address City/Town	Province	Apt #: Postal Code
Print Name:			

Signature:	Address City/Town	Province	Apt #: Postal Code
Print Name:			

Signature:	Address City/Town	Province	Apt #: Postal Code
Print Name:			

Witness

Signature:	Address City/Town	Province	Apt #: Postal Code
Print Name:			