



BYLAWS OF THE
SOUTH EAST ALBERTA WATERSHED ALLIANCE
SOCIETY

March 14, 2008

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1.0 **Name**

- 1.01 The name of the Society shall be South East Alberta Watershed Alliance Society.
- 1.02 The official abbreviation for the South East Alberta Watershed Alliance Society shall be SEAWA.
- 1.03 Words importing the singular gender include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders and words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.
- 1.04 The headings used throughout these Bylaws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of any article nor to be deemed in any way to qualify, modify or explain the effect of any such terms or provisions.

2.0 **Definitions**

- 2.01 "Act" means the *Societies Act*, RSA 2000 c. S-14, and amendments thereto.
- 2.02 "Board" means the "Board of Directors".
- 2.03 "Board Meeting" means a meeting of the Board as convened from time to time.
- 2.04 "Bylaws" refers to the Bylaws of the SEAWA, as amended from time to time.
- 2.05 "Consensus" means:
 - 2.05.01 everyone was heard and there is unanimous support;
 - 2.05.02 all reasonable alternatives were considered;
 - 2.05.03 the recommendation addresses the issue and can work;
 - 2.05.04 potential impediments have been noted;
 - 2.05.05 silence has not been taken as agreement;
 - 2.05.06 no sector has been unfairly affected; and
 - 2.05.07 a written statement is circulated with the decision clearly identifiable to Members.
- 2.06 "Executive Meeting" means a meeting of the Officers of the SEAWA as convened by the Board/Chair from time to time.
- 2.07 "General Meeting" means a meeting of the Members as convened by the Board from time to time.
- 2.08 "Member" means an individual or organization from the sectors identified in Article 3.0.

- 2.09 "Member in Good Standing" means an individual or organization that supports the Bylaws, Mission, Vision, and Goals of the SEAWA and agrees to work in a cooperative manner to achieve them (see Article 3.09 for more detail on Member responsibilities).
- 2.10 "Non Irrigation Member" means an individual or organization that has an approved license issued under the *Water Act* RSA 2000, c. W-3 and amendments thereto that does NOT distribute water for the purpose of irrigating agricultural land.
- 2.11 "Quorum" means:
 - 2.11.01 at a Board Meeting, eight (8) Members;
 - 2.11.02 at a General Meeting or Special Meeting, twenty-five (25) members; and
 - 2.11.03 at an Executive Meeting, three (3) Officers of the Executive Committee.
- 2.12 A "Special Meeting" means a meeting of the Members which satisfies the requirements as set out in Article 6.0.
- 2.13 "Special Resolution" means
 - 2.13.01 a resolution passed at a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy,
 - 2.13.02 a resolution proposed and passed as a special resolution at a general meeting of which less than 21 days' notice has been given, if all the members entitled to attend and vote at the general meeting so agree, or
 - 2.13.03 a resolution consented to in writing by all the members who would have been entitled at a general meeting to vote on the resolution in person or, where proxies are permitted, by proxy.
- 2.14 The Society's Name is the South East Alberta Watershed Alliance Society, hereafter called the South East Alberta Watershed Alliance or SEAWA.

3.0 Membership

- 3.01 Membership in the SEAWA shall include the following membership categories:
 - 3.01.01 Land Resource Industry, which shall consist of individuals, corporations, businesses or other "for profit" organizations who maintain offices or conduct business within the watersheds in South East Alberta including agricultural interests, energy development, infrastructure development, associations, companies and corporations;
 - 3.01.02 Licensee Members, which shall consist of irrigators or non-irrigators that have an approved license issued under the *Water Act* RSA 2000, c. W-3 and amendments thereto or the *Environmental Protection and Enhancement Act* RSA 2000 c. E-12, and amendments thereto, and who operate water management and/or water control facilities within the watersheds of South East Alberta.
 - 3.01.03 Municipal Government Members, which shall consist of corporations under the *Municipal Government Act* RSA 2000 c. M-26, and amendments thereto, whose

areas of jurisdiction are included, fully or partially, within the watersheds of South East Alberta;

- 3.01.04 Eco-Tourism and Environmental Groups, which shall consist of organizations or agencies that have a demonstrated interest in water and/or water use management within the watersheds in South East Alberta ;
 - 3.01.05 Regulatory, Administrative Members, which shall consist of Provincial and/or Federal Government departments or agencies or other organizations incorporated under either Provincial or Federal legislation who have a regulatory and/or administrative interest in matters related to water and/or water use management within watersheds in South East Alberta ;
 - 3.01.06 Members At Large, which shall consist of individuals who have a demonstrated interest in water and/or water use management, prairie or parkland conservation use or management, and are resident within watersheds in South East Alberta ;
 - 3.01.07 Aboriginal, which shall consist of individuals, bands, or communities who have a demonstrated interest, right or cultural relationship with the water, watershed and are residents within watersheds in South East Alberta ; and
 - 3.01.08 Academic Institutions and Non Government Organizations (NGO), which shall consist of academic agencies, not-for-profit organizations or accredited post-secondary educational institutions that have a demonstrated interest in water and/or water use management.
- 3.02 From time to time the SEAWA may issue Membership Certificates in a form prescribed by the Board.
 - 3.03 All Members in Good Standing shall be entitled to receive all SEAWA publications.
 - 3.04 Membership fees for the SEAWA, if any, shall be determined by at an Annual General Meeting.
 - 3.05 All Members cease to be Members in Good Standing upon failing to pay the membership fee, if any, within 60 days of being invoiced by the SEAWA and their rights as Members are suspended until the membership fee is paid in full. Any member whose membership fee remains unpaid from the previous year shall be deemed to have withdrawn from membership and will not regain membership without submitting a new application for membership and paying the fee and any amounts specified by the Board as due and owing from previous years.
 - 3.06 A Member may withdraw from membership upon giving written notice to the SEAWA of its intention to withdraw from membership and shall cease to be a member upon the date it is received.
 - 3.07 The Board may expell a member for just cause, such as but not limited to;
 - 3.07.01 lack of activity or other contribution by the Member, based on a review by the Board of the membership list and activity of Members; and
 - 3.07.02 the conduct of a Member where such conduct following a review by the Board is determined as not in keeping with the responsibilities of membership.

- 3.08 All Members in Good Standing shall be entitled to:
 - 3.08.01 attend and participate in consensus-based planning and decision-making meetings, sessions and forums;
 - 3.08.02 attend and vote at the Annual General Meeting and all General and Special Meetings; and
 - 3.08.03 receive and/or have access to all SEAWA newsletters and other publications of the SEAWA.
- 3.09 A Member is responsible to:
 - 3.09.01 act in accordance with these Bylaws; and
 - 3.09.02 function within a collaborative, consensus-based approach to decision-making and in doing so respect the views of others; and
 - 3.09.03 promote the Vision, Guiding Principles and Goals of the SEAWA within their respective organization, community, and sphere of influence; and
 - 3.09.04 be active in the affairs of the SEAWA, including working with other Members to implement SEAWA projects and undertake SEAWA activities.
- 3.10 Each organizational Member shall designate an individual as its organization’s primary representative to act on its behalf at all Special Meetings and to serve as a Director, if so elected, at all Board meetings.
- 3.11 Organizational Members are to advise the SEAWA annually of the names, relevant mailing addresses, telephone number, e-mail addresses and occupation/title (as appropriate) of its primary representative.

4.0 Board of Directors

- 4.01 By virtue of their election from and by the membership, the Board is authorized to conduct business and make decisions on behalf of the SEAWA in accordance with the Board of Directors Terms of Reference.
- 4.02 The Board shall consist of no more than sixteen (16) Directors and the past Chair (if so warranted), with a maximum of two (2) Members from each of the member categories listed in section 3.0 of these Bylaws.

Categories	Director
Land Resource Industry	
Industry	1
Agriculture	1
Licensee Member	
Irrigators	1

	Non irrigators	1
	Municipal Government	
	Rural	1
	Urban	1
	Eco-Tourism and Environmental Groups	2
	Regulatory Members	
	Provincial	1
	Federal	1
	Members At Large	2
	Aboriginal	2
	Academic Institutions and Non Government Organizations (NGO)	2
4.03	For the first Board, the elected Directors shall determine which Directors will serve a one-year term and which Directors will serve a two-year term. If an even number of Directors is elected, one-half shall be for a one-year term and one-half for a two-year term. If an odd number of Directors is elected, one-half plus one shall be for a two-year term and the remaining number for a one-year term. Thereafter, a Member elected to be a Director should be elected for a two (2) year term to a maximum of three (3) consecutive terms.	
4.04	The formal nomination and election of the Board 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, but nominations may also be made from the floor. A nominated Member must consent to the nomination and thereby recognize the substantial commitment to participate in the activities of the SEAWA.	
4.05	A Director may resign from office upon written notice to the Board. The Member shall cease to be a Member of the Board upon the date specified in the notice or its earlier acceptance by the Board.	
4.06	Should a vacancy occur on the Board the remaining Directors may appoint a Member from among the membership in the category vacated to fill the vacancy until the next Annual General Meeting.	
4.07	A Director ceases to be a Director if he/she misses three (3) consecutive meetings without the prior approval of or notice to the Board.	
4.08	At the first Annual General Meeting, the SEAWA shall adopt a Board of Directors Terms of Reference. Within two (2) years and periodically thereafter, the SEAWA shall review the Board of Directors Terms of Reference and adopt amendments as deemed appropriate. The Board of Directors Terms of Reference shall include, but not be limited to:	
	4.09.01	the purpose of the Board;
	4.09.02	the authority to hire an Executive Director and to authorize the hiring of additional staff;
	4.09.03	the requirement to hold an Annual General Meeting and present an annual budget and related annual operational and long-term strategic plan;

- 4.09.04 the authority to appoint committees and/or project teams;
 - 4.09.05 the requirement to monitor, manage and report the activities and finances of the SEAWA;
and
 - 4.09.06 the frequency and process of meetings, including the preparation of agendas, meeting notes/minutes.
- 4.10 The Board shall meet at the call of the Chair, but not less than three times a year and include attendance at the Annual General Meeting.
 - 4.11 The Board may by resolution adopt procedures and practices related to the governance of meetings as long as the procedures and practices comply with the objects and Bylaws of the SEAWA.
 - 4.12 Decisions and recommendations of the Board shall be made by consensus. If attempts at consensus have been exhausted and it is imperative to the success of the SEAWA that a decision be made, the Chair may choose to hold a vote where a seventy-five percent (75%) majority of the Board must be achieved for a decision to be passed.
 - 4.13 A Director may be removed from office by a seventy-five percent (75%) majority vote of the Members in Good Standing present and voting at a Special Meeting.

5.0 Officers of the SEAWA

- 5.01 The Executive Committee consists of the Officers of the SEAWA, as follows:
 - 5.01.01 the Chair;
 - 5.01.02 the Past Chair,
 - 5.01.03 the Vice Chair,
 - 5.01.04 the Secretary, and;
 - 5.01.03 the Treasurer,
- 5.02 The Chair shall be elected from and by the Directors at the first Board meeting following the Annual General Meeting by simple majority vote of the Directors present and voting, provided a quorum is present.
- 5.03 The Vice-Chair, Secretary and Treasurer shall be elected from and by the Directors at the first Board meeting following the Annual General Meeting by simple majority vote of the Directors present and voting, provided a quorum is present.
- 5.04 Responsibilities of the Chair include, but are not limited to:
 - 5.04.01 shall be an official spokesperson of the SEAWA and represent the SEAWA on behalf of all the membership, promoting the organization's purpose in the community and to the media; and
 - 5.04.02 shall chair all Board Meetings, Executive, and Special Meetings and make sure that the SEAWA Bylaws and Guiding Principles are adhered to; and
 - 5.04.04 shall be responsible for the preparation of a report to the Members at the Annual General Meeting; and

- 5.04.05 serves as ex-officio member of all committees and/or project teams; and
- 5.04.06 may delegate any or all of the duties of the Chair to the Vice-Chair.
- 5.05 Responsibilities of the Vice-Chair include, but are not limited to
 - 5.05.01 work closely as consultant and advisor to the Chair; and
 - 5.05.02 acts in the absence of the Chair; and
 - 5.05.03 acts as a signing officer for cheques and other documents as required.
- 5.06 Responsibilities of the Secretary include, but are not limited to
 - 5.06.01 taking and keeping the Minutes of all Meetings and all other records and books of the SEAWA unless otherwise directed by the Board.
- 5.07 Responsibilities of the other Officers of the SEAWA shall be determined by the Board and outlined in the Board of Directors Terms of Reference.
- 5.08 The Executive Committee shall meet as directed by the Board or Chair.
- 5.09 Following delegation of an issue to the Executive Committee by the Board, all decisions of the Executive Committee shall be made by consensus.
- 5.10 An Officer may be removed from office by a by simple majority vote of the Directors present and voting, provided a quorum is present.

6.0 General and Special Meetings

- 6.01 There shall be at least one (1) Annual General Meeting of the SEAWA held in each calendar year. The Board shall determine the dates, times and places for any General Meetings, but the Annual General Meeting shall be held no later than April 30 of each year.
- 6.02 At least thirty (30) days written notice of the date, time and place of an Annual General Meeting and twenty-one (21) days written notice of the date, time and place of a General Meeting shall be provided to each Member of the SEAWA.
- 6.03 At all meetings, the method of voting will be by show of hands, or by secret ballot, or by proxy; whereby a motion to pass requires a fifty percent (50%) plus one (1) majority of those voting.
- 6.04 A Special Meeting shall be called by the Chair, or his/her designate within fourteen (14) days of receiving a written request setting forth the business to be addressed, and having been signed by at least five (5) Members in Good Standing.
- 6.05 At least twenty-one (21) days written notice of the date, time and place of a Special Meeting, shall be provided to each Member of the SEAWA, such notice to include the reasons for such meeting.

- 6.06 A Special Meeting shall deal with only the matters for which the meeting was called.
- 6.07 All Special Resolutions can only be passed at a General Meeting. For a Special Resolution to pass it must have the approval of at least seventy-five (75%) of the Members:
 - 6.07.01 Present and voting,
 - 6.08.02 Voting by proxy, if a proxy vote has been approved for the Special Resolution by the Board, provided the number of proxy votes represents a quorum.
- 6.08 Written notice for any meeting of the SEAWA will be valid if delivered by email, fax and/or letter, including personal delivery, to the last known contact address shown on the records of the SEAWA.

7.0 Remuneration

- 7.01 Unless authorized by the Board, no Officer, Director or Member shall receive a fee for his/her services.
- 7.02 The Board may approve the payment of expenses, or a portion thereof, incurred by Officers, Directors or Members in exercising the activities of the SEAWA where the expenses for such activities have been pre-authorized by the Board or are in accordance with the approved budget.

8.0 Finances, Audit and Inspection

- 8.01 The Board shall, by resolution, set out policies governing the management of funds for investment purposes and establishing any other financial procedures required for the operation of the SEAWA.
- 8.02 For the purpose of carrying out its objects, the SEAWA may secure the payment of, borrow or raise money in such manner as the SEAWA decides.
- 8.03 The books and financial records of the SEAWA shall be audited each fiscal year by an auditor who is a duly qualified chartered accountant or certified public accountant in the Province of Alberta.
- 8.04 Any Member in Good Standing may request, in writing, to inspect the minutes of meetings of the SEAWA, including General, Special, Board and Executive Meetings, the financial records of the SEAWA and the membership list. Within thirty (30) days of receipt of the request, the Member will be permitted to inspect the books and/or records during regular business hours of the SEAWA.

9.0 Amendments to the Bylaws

- 9.01 The Bylaws of the SEAWA can only be amended, or rescinded or repealed by the adoption of a Special Resolution by the Members of the SEAWA
- 9.02 The Board and any Member in Good Standing may propose to amend the Bylaws of the SEAWA. A proposed amendment must be submitted in writing to the Chair not less than thirty (30) days prior to an Annual General Meeting, or a Special Meeting may be required with the relevant notification for such a meeting (Article 6.0).

- 9.03 Written notice of the proposed amendment shall be sent at least twenty-one (21) days prior, to each Member of the SEAWA, such written notice to include the text of the proposed amendment and the date, time and place of the Annual General Meeting or Special Meeting at which the Special Resolution will be considered.
- 9.04 A copy of adopted amendments of the Bylaws shall be forwarded to the Registrar of Societies under the *Act*.

10.0 **Signing Authority**

- 10.01 The Board shall determine the signing authorities on behalf of the SEAWA.
- 10.02 The SEAWA does not possess or use an official seal.

11.0 **Dissolution**

- 11.01 Should the SEAWA dissolve, the property of the SEAWA shall be converted to cash and added to the funds of the SEAWA. The funds shall first be distributed in amounts necessary to pay all outstanding debts and liabilities of the SEAWA. Any remaining funds will be distributed to one or more organizations with goals similar to the SEAWA.

12.0 **Transitional Provisions**

- 12.01 Being the formation meeting of the SEAWA, at the first Annual General Meeting a report of a Nominating Committee pursuant to Article 4.05 of these Bylaws may not be required. All nominations for Directors shall come from the floor and any person so nominated shall verbally or in writing agree to the nomination.