



Organization Bylaws

Oldman Watershed Council (OWC)

Membership

1. All members must agree on the vision, mission and goals of the Council. Membership is available for organizations or individuals:
 - 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. Organization memberships are free and automatically renew unless cancelled.
 - b. Individual Membership – Any person living or working in the Oldman Watershed may become a member. Individual membership is available in two categories: free or supporting. Supporting membership fees are determined by the Board of Directors.
 1. Free memberships automatically renew unless cancelled.
 2. Supporting memberships are valid for one (1) year, from date of purchase. If not renewed, supporting memberships revert to free memberships.
2. Any member wishing to withdraw from membership may do so upon notice in writing either by letter submission or email submission to the Board through its Executive Director. Any member, upon a majority vote of the Board of OWC, may be expelled from membership for any cause that the OWC Board of Directors 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 three (3) months, the member's membership will be voided.
4. 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 a valid membership.

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 cannot vote.

Chair

6. The Chair shall be an ex officio 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, at which the Chair's two (2) year term has expired or the Chair has resigned from the position.
 - b. The Chair will have a two year term and shall serve until their successor is elected and



installed.

- c. The Chair shall have signing authority.

Vice Chair

7. The Vice Chair will be elected by the Board of Directors at the first Board of Directors meeting following the AGM at which the Vice Chair's two (2) year term has expired or the Vice Chair has resigned from the position..
 - a. The Vice Chair will provide an Acting role in the absence of the Chair.
 - b. Ideally, The Vice Chair will serve a two (2) year term that will begin in the alternate years as the new chair to allow successional transition between the outgoing and incoming Chairs.
 - c. The Vice Chair shall have signing authority in absence of the Chair or when three (3) signatures of the Board of Directors are required.

Treasurer

8. The Treasurer will be elected by the Board of Directors at the first Board of Directors meeting following the AGM.
9. The Treasurer shall:
 - Take a lead role in the development and implementation of OWC financial policies, assume signing authority, oversee investment procedures and cash management, reporting methods.
 - Work with staff to ensure that financial records of the OWC are kept and maintained.
 - Prepare and present a detailed account of receipts and disbursements as requested by the Board of Directors in collaboration with OWCs office manager and/or Executive Director.
 - Arrange for the preparation of annual fiscal reports and audited statements (when required) of the OWC prior to the AGM and present these reports at the AGM.
 - Monitor the annual business plans and budgets following their preparation and approval by the Board.

Executive Committee: The Executive Committee is comprised of the Chair, Vice-Chair, Treasurer and Executive Director Committee. This committee will be the initial point of contact for matters related to the OWC and will help lead the OWC and its Board of Directors in the operations of the OWC.

Board of Directors

10. Board of Directors, Executive Committee or Board, shall mean the Board of Directors of the OWC.
11. The Board of Directors shall have a maximum of 19 members including the Chair, Vice Chair and Treasurer.
12. On the Board representing Organizational Sector Directors, there will be a maximum of one (1) member representing each of: towns/villages, rural municipalities, health sector, commercial/industrial companies, irrigators, agricultural producers, academia, wildlife and habitat conservation organizations and environmental non-government organizations.



- a. Each organizational sector will have a democratic election and provide the name of the individual who will represent it on the Board of Directors. This individual will be entitled to one vote.
 - b. There will be a maximum of two (2) members appointed to represent the provincial government with only allowed one (1) vote allowed.
 - c. There will be one (1) appointed position for the City of Lethbridge.
 - d. There will be one (1) appointed position for the Federal Government.
 - e. A maximum of 25% of the Board of Directors will be appointed.
 - f. Subject to the approval of the Executive Committee, each organizational sector may elect one (1) Alternate Director to act as a Member of the Board in the absence or inability to act of the organizational sector's Director during the term of that Director.
13. There will be two (2) positions for members with First Nations status and living and working in the Oldman Watershed. These Directors shall be known as Indigenous Directors.
- a. Subject to the approval of the Executive Committee, one (1) Alternate Director may be elected to act as a Member of the Board in the absence or inability to act of an Indigenous Director during the term of that Director.
14. Individual members will be eligible to fill four (4) positions on the Board. Individual Members' names will need to be submitted to the Nomination Committee prior to election. These Directors shall be identified as Directors at Large. Further, an individual member may fill any vacant organizational position where an individual's name was not put forward to fill a position on the Board of Directors.
15. Subject to the approval of the Executive Committee, a vacancy in the position of an Organizational Sector Director or Indigenous Director may be filled by an Alternate Director, provided that the Alternate Director represents that organizational sector or Indigenous perspective.
16. Subject to the approval of the Executive Committee, in the event of a vacancy in the position of an Organizational Sector Director, that respective organizational sector may elect a Director to fill that vacancy.
17. Board Members will participate in a 2-year term with a possibility of more than one (1) consecutive term and will be elected at the Annual General Meeting.
18. Board Members must provide substantial commitment and actively participate in the Council.
19. 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.
20. An Alternate Director shall be permitted to vote and exercise the same rights and authorities of the respective absent Director at Board of Directors meetings.
21. Meetings of the Board shall be held as often as may be required, but at least once every four (4) months and shall be called by the Chair.



22. Meetings of the Board shall be called with eight (8) days' notice by mail, fax, e-mail, telephone or personal contact to each member. Eight (8) Board Members at a meeting shall constitute a quorum.
23. Members of the Board of Directors may attend a meeting of the Board by telephonic, electronic or other communication means that permit all persons participating in the meeting to communicate adequately with each other during the meeting. A Board Member participating in a meeting by these means is considered to be present at the meeting and is permitted to vote by electronic means. Any communication means referred to must preserve the clarity, accuracy and confidentiality of the meeting process.
24. Board of Directors business may be conducted outside of Board meetings by teleconference, email or other legally acceptable means. Business items may be raised outside of Board meetings by the Chair of the Board, or at the written (letter or email) request of two (2) Directors directed to the Chair of the Board of Directors. Motions made, seconded and duly passed by means outside of a Board meeting pursuant to the policies of the OWC shall have the same authority and effectiveness as decisions made at Board meetings.
25. A special meeting of the Board must be called upon a written request to the Chair from any four (4) Directors. The specific business being brought to the meeting must be provided prior to the Chair calling a special meeting.
26. A person appointed or elected as 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 (letter or email) to act as Director before the appointment or election, or within ten (10) days after the appointment or election, or if they acted as a director pursuant to the appointment or election.
27. Any Director or officer, upon a majority vote of all members in good standing, may be removed from office for any cause which the membership of the OWC may deem reasonable. Just cause may include, but is not limited to, an unexcused absence from three (3) consecutive Board Meetings.
28. The Board of Directors can appoint up to two (2) 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

29. It shall be the duty of the Executive Director to attend all meetings of the OWC and the Board, and act as secretary 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.
30. 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 organization. Such monies shall be promptly turned over to the Treasurer for deposit in a Bank, Trust Company, Credit Union or Treasury Branch as required.



Auditing

31. The books, accounts and records of the organization shall be audited at least once each year by a duly qualified accountant or by two (2) members of the organization appointed by the Board of Directors for that purpose. The audited financial statements will be approved by the Board of Directors. A complete and proper statement of the OWC standing of the books for the previous year shall be presented at the Annual Meeting of the OWC. The fiscal year of the OWC in each year shall be April 1 to March 31.
32. Approved Board minutes and audited financial statements of the OWC may be inspected by any member of the OWC at any time upon giving reasonable notice and arranging a time satisfactory to the Board of Director(s) 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

33. This organization 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 organization. The Annual General Meeting may be in person or by virtual meeting (videoconference or teleconference).
34. General Meetings of the OWC may be called at any time by the Executive Director upon instructions of the Chair or Board of Directors by mail, fax, e-mail, telephone or personal contact eight (8) days prior to the date of such meeting. General Meetings may be in person or by virtual meeting (videoconference or teleconference).
35. At a General Meeting, a quorum of 15 members must be present.
36. A Special Meeting shall be called by the Chair or Executive Director upon receipt of a petition signed by one-third (1/3) 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 (8) days prior to the meeting.
37. At a Special Meeting, a quorum of 25% of members must be present.
38. Motions made at Special Meetings are non-binding on the Board of Directors.

Voting

39. A simple majority of members in attendance can pass a motion at any General or Special Meeting to give direction to the Board of Directors.
40. Any member who has not withdrawn their membership nor has been suspended or expelled shall have the right to vote at any General or Special Meeting of the OWC. Such votes must be made in person.

Remuneration



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

Borrowing Powers

42. For the purpose of carrying out its objectives, the organization 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

43. Upon dissolution, all property and assets after payment of its debts will be distributed to one or more qualified donees.

Bylaws

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

Dated: _____

Signature: _____
Doug Kaupp
Chairman, Oldman Watershed Council

