

Wabamun Watershed Management Council

BYLAWS

As amended October 19 and December 14, 2011

ARTICLE 1 – THE ORGANIZATION

SECTION 1 – NAME

The name shall be Wabamun Watershed Management Council

SECTION 2 – GEOGRAPHIC SCOPE

The Wabamun Watershed Management Council will be provided the opportunity to examine any issue regardless of geographic scope that may affect the environment or human health within:

- The delineated bed and shores of Lake Wabamun
- The Lake Wabamun surface water catchment area
- The underlying ground water aquifers as they relate to the health of Wabamun Lake
- The outlet and surface water catchment area of Wabamun Creek as they relate to the health of Wabamun Lake.

SECTION 3– GUIDING PRINCIPLES

← - - - - Formatted: Bullets and Numbering

- *Purpose Driven* – The purpose, process, and expected outcomes will be clearly described such that those who might be affected by any decision have the ability to determine whether they have reason to participate.
- *Inclusiveness* – Participation on the WWMC Board and contribution to decision-making will be inclusive of all interests affected by the respective decisions and/or actions of the Board. Board composition and membership will strive to reflect the diversity of stakeholders within the Lake Wabamun watershed.
- *Voluntary Participation* – Involvement is by individual choice. Active participation is expected and reinforces the value of this process in achieving both collective and individually desired outcomes.
- *Self Design* – The WWMC Board will have full control over development of the process for satisfying consensus on any decision-making exercise.
- *Flexibility* – The WWMC Board will have the flexibility to employ different methods for achieving consensus to best suit the needs of the circumstances at hand. Such processes will be clearly defined prior to a decision-making exercise. WWMC Board members will demonstrate flexibility in trying to accommodate the schedules and needs of other members to ensure goals for inclusiveness are met. Although consensus is a desired operational goal, important decisions will be made by majority vote, with the required majority stated in advance .

- *Equal Opportunity* – All participants will be ensured equal access to information relevant for informed discussion and decision-making, and be given fair opportunity to participate throughout the process.
- *Mutual Respect* – WWMC Board participants will exercise patience, tolerance, and respect toward others, and acknowledge that diverse viewpoints and open discussion serve to strengthen the decision-making process.
- *Accountability* – WWMC Board participants are accountable to the communities they represent, to each other, and to the Wabamun Watershed Management Council which they have agreed to support. Participants will be responsible for ensuring their opinions and values reflect those of their constituents, and promote awareness of WWMC activities within their communities. Representatives are also expected to commit the appropriate amount of time required for them to fulfill this responsibility with the WWMC Board and address any concerns they have regarding capacity. Approved meeting minutes and decisions of the WWMC Board will be made publicly accessible, and any member of the public is free to observe Board meetings provided sufficient prior notification to the chair.
- *Time Limits* – Clear and reasonable time limits for working toward a decision, reaching key milestones, and reporting on results will be established.
- *Commitment to Implementation and Monitoring* – WWMC Board Members will demonstrate their commitment to the process, through:
 - a commitment to participate in meetings and discussion
 - a commitment to complete action items and fulfill WWMC Board member responsibilities
 - a commitment to implement the agreements and recommendations achieved by consensus within their respective communities and/or associations, and report back to the WWMC Board on the progress of implementation. Where implementation is not possible due to resource constraints or unforeseen circumstance, the respective WWMC Board member will report such barriers to implementation back to the Board and provide a recommendation of how such barriers can be mitigated during subsequent planning cycles.

SECTION 1 – ELEGIBILITY

Anyone living in Alberta is eligible to become a General Member of the WWMC.

SECTION 2 – CLASSES OF MEMBERSHIP

There shall be four main classes of membership in the WWMC:

- a) **General Members** - A General Member may attend any Regular, Special, or Annual meeting, and has a right to vote at Special meetings and the Annual General Meeting. Any person that asks to be on the WWMC mailing list is considered to be a General Member unless they specify otherwise.
- b) **Board Members** - There will be a maximum of 20 Board Members representing various sectors of watershed stakeholders. Board members may be appointed or elected, depending on the sector they represent (See Section 6 – Board Composition below). Only Board Members have a vote at regular Board meetings.
- c) **Corporate Members** - A Corporate Member is a company or organization that agrees to be a WWMC partner. A Corporate Member is entitled to one vote at an Annual General Meeting or Special Meeting through their designated representative
- d) **Honourary or Life Members** - The Board may decide to honour any person by granting them Honourary or Life Membership in WWMC.

SECTION 3 – FEES AND DUES

The WWMC may charge fees or dues, amounts to be determined by the Board.

SECTION 4 – REVOKING OF MEMBERSHIP (EXPULSION)

All members are expected to conduct themselves in a manner supportive of the Vision, Mission and Goals of the WWMC and obey these bylaws. Members should not engage in any conduct that is not in the common interest of the WWMC. If a two-thirds majority of the Board deems that a member’s conduct does not meet this expectation, they shall revoke the membership. A decision to revoke membership may be appealed to, and overturned by the general membership with a two-thirds majority vote.

SECTION 5 – RESIGNATION OF MEMBERS

Any member may resign by providing written notice of resignation to WWMC.

SECTION 6 – BOARD COMPOSITION

Board members represent the diversity of perspectives, jurisdictional authorities and organizations active within the Lake Wabamun watershed based on affiliations within five broad sectors: watershed resident, government, non-government organization, industry/business, and members at large. Each member will be responsible for establishing a process for communication within their respective affiliation, so that they can represent the broader interests of that group as well as themselves.

The Wabamun Watershed Management Council Board is comprised of 20 seats with representatives from the following sectors:

Sector	Affiliation
Government	Federal
	Provincial
	Parkland County
	Village of Wabamun
	First Nation (Paul Band)
Industry/Business	Industry/Business I
	Industry/Business II
	Industry/Business III
	Agriculture
NGO	Environmental I
	Environmental II
	Camps
	Water Sports
Watershed Resident	Summer Village I
	Summer Village II
	County Resident I
	County Resident II
Members at Large	Member at Large I
	Member at Large II
	Member at Large III

SECTION 7 – APPOINTMENT/ELECTION OF BOARD MEMBERS

Some sectors may appoint members of their choice, subject to acceptance of the WWMC. Others must seek nominations, and be elected to the Board. If there are more applicants for a sector than available sector seats, an election must take place at a Special or Annual General Meeting (See Article 4 – Elections).

a) Government Sector

Any employee or other person may be appointed to represent a government sector. A Ministry or Council will forward a letter appointing the member and naming an alternate.

b) Industry/Business Sector

Any Industry or Business may nominate an employee or other person to represent them on the Board by forwarding a letter nominating the person and naming an alternate.

c) NGO Sector – Environmental

Any member or employee of an organization with a mandate for the protection of the environment in the Lake Wabamun watershed may apply. Interested individuals will forward to WWMC their nomination form, letter of interest, and one letter of support from their association. Only one nomination per group/association will be accepted.

d) NGO Sector – Camps

Any member or employee of an organization representing a camp in the Watershed may apply. Interested individuals will forward to WWMC their nomination form, letter of interest, and one letter of support from their association. Only one nomination per group/association will be accepted.

e) NGO Sector – Water Sports

Any member or employee of an organization representing a Water Sport may apply. Interested individuals will forward to WWMC their nomination form, letter of interest, and one letter of support from their association. Only one nomination per group/association will be accepted.

f) Watershed Resident – Summer Village Residents

Any Summer Village within the Lake Wabamun watershed can submit a nomination to WWMC. Permanent or part-time residents in these Summer Villages who are interested in applying should ask their Summer Village Council to nominate them.

g) Watershed Resident – County Residents

Any permanent or part-time resident within the Lake Wabamun watershed who does not reside in a Summer Village may submit a nomination for this sector. Interested individuals should forward to WWMC their nomination form, letter of interest, and one letter of support from within their watershed community to WWMC.

h) Members at Large

Any Albertan who has an interest in protecting the Lake Wabamun watershed may apply to be a Member at Large. Interested individuals should forward their nomination form, letter of interest, and two letters of support from fellow Albertans to WWMC.

ARTICLE 3 – GOVERNANCE STRUCTURE

SECTION 1 – GENERAL

The Wabamun Watershed Management Council (WWMC) is a consensus based partnership of community leaders and government representatives within the Lake Wabamun watershed. .

SECTION 2 - RESPONSIBILITIES

- **Board Members**
- **Executive (Chair, Vice Chair, Past Chair, Secretary, Treasurer)**
- **General Members**
- **Executive Committee (Executive + Executive Director)**
- **Working Committees**

a) **The Board** is responsible for:

- full control and management of the affairs of the WWMC
- holding and attending regular Board meetings, Special meetings, and an Annual General Meeting in accordance with the by-laws.
- Providing the Executive Committee with support and direction regarding governance, funding, projects and activities of the WWMC.
- supporting the development and final approval of the strategic business plans, annual work plans, and budgets of the WWMC
- employing such persons, companies or organizations as may be required to carry out the work of the WWMC.
- appointing working committees to carry out specific work of the WWMC.
- monitoring and reporting the performance of WWMC initiatives to the broader Wabamun watershed community.
- meeting all requirements under contract or agreement with the WWMC.
- managing the liabilities and assets of the WWMC and ensuring that the financial records are audited annually in accordance with the by-laws.
- developing policies and terms of reference to guide governance and operating procedures.
- acting in the best interests of the WWMC at all times.

b) The Executive will consist of a minimum of three and a maximum of five Board members and include a Chair, Vice-chair, Past Chair, Secretary, and Treasurer. The Secretary and Treasurer roles may be served by a single individual. Selection of the WWMC Executive is determined by majority vote by all members present at the Annual General Meeting or a Special Meeting.

Executive duties include:

1) Chair Description

- Is a member of the Board
- Provides leadership to the Board, who sets policy and to whom the Executive Committee is accountable.
- Chairs meetings of the Council after developing the agenda with the Executive Committee.
- Coordinates the Board's role in strategic planning
- Appoints the chairpersons of Working Committees, in consultation with other Board members.
- Serves *ex officio* as a member of Working Committees and attends their meetings when invited.
- Discusses issues confronting the organization with the Executive Committee.
- Helps guide and mediate Board actions with respect to organizational priorities and governance concerns.
- Monitors financial planning and financial reports.
- Plays a leading role in fundraising activities
- Formally evaluates the performance of the WWMC, and its staff, and informally evaluates the effectiveness of the Board members.
- Evaluates annually the performance of the organization in achieving its mission and provides a report at the annual general meeting.
- Is the official spokesperson of the WWMC
- Performs other duties assigned by the Board.

2) Vice Chair Description

- Under normal circumstances it is expected that the Vice Chair will allow their name to stand as a nominee for the position of Chair in the next terms elections. In addition to the responsibilities outlined in the Board member description, this position:
- Is a member of the Board
- Performs the Chair responsibilities when the Chair cannot be available (see Chair Description)
- Reports to the Board's Chair
- Works closely with the Chair and any staff
- Participates closely with the Chair to develop and implement officer transition plans.
- Performs other responsibilities as assigned by the Board.

3) Past Chair Description

- This position is not elected. Upon completion of a term as Chair, this person may serve one term as Past Chair. In addition to the responsibilities outlined in the Board member description, this position:
- Acts as Advisor to the Chair
- Acts as the Chair of the nominating committee
- Promotes WWMC membership
- Performs other duties as requested by Board

4) Secretary Job Description

- Is a member of the Board
- Maintains records of the WWMC and ensures effective management of WWMC records
- Manages minutes of meetings
- Ensures minutes are distributed to members shortly after each meeting
- Is sufficiently familiar with legal documents and policies of the WWMC (articles, bylaws, etc.) to note applicability during meetings.
- Prepares correspondence and other documents required by the Board.

5) *Treasurer Job Description*

- Is a member of the Board
- Manages finances of the organization and maintains current financial records
- Administers fiscal matters including receipt of funds, payment of accounts, and management of cash flow.
- Reports to Board at each General meeting
- Facilitates the preparation of financial statements at the end of each fiscal year, and requests a review of the statements
- Provides annual budget to the Board for approval
- Ensures development and Board review of financial policies and procedures

c) **General Members** are expected to support the activities and outcomes of the WWMC. Members may attend Board meetings, and vote at the Annual General Meeting in the election of Board Members and the Executive.

d) The **Executive Committee** includes the Executive officers and the Executive Director. The Executive Committee is responsible for:

- Planning Board agendas, coordinating meeting materials, and ensuring the day to day operations of the Board's strategic business plan are implemented.
- Hiring of staff and review of staff performance.
- Coordinating the development of Strategic Business Plans, Annual Work Plans, and Budgets.

e) **Working Committees** are appointed by the Board to explore specific issues in greater detail, coordinate stewardship and education initiatives, or provide additional opportunities for public participation in the activities of the WWMC. Working Committees include at least one Board member who will serve as chair of the working group, and can include any number of individuals or organizational representatives necessary to complete required tasks. The chair of each committee shall keep minutes of the committee's meetings and shall present a report to the Board monthly. The committee chair shall appoint the required members to the committee subject to the approval of the Executive. Terms of reference and all plans and initiatives for raising money by Working Committees must be submitted to the Executive for approval.

SECTION 3 – EXECUTIVE LIABILITY

The Executive and any other officer of the Wabamun Watershed Management Council shall be indemnified and secured harmless against all actions, charges, losses, damages and expenses they or any of them, or any of their heirs, executors, or administrators may incur or sustain by reason of any act, done, concurred in or omitted in or about the execution of their duties, except such as are occasioned through their own willful neglect or default.

SECTION 4 – EXECUTIVE VACANCY

Any Executive position vacated during the year must be filled by nomination and vote at the earliest possible Board meeting. Announcement of the election must be made to all members prior to the election.

SECTION 5 – REMOVAL OF AN EXECUTIVE OFFICER

The executive members each have specific responsibilities that go beyond those of other board members. They are expected to provide leadership to the Board, perform their duties in a timely manner and with due diligence, consistent with the Guiding Principles of WWMC (Article 1 Section 3), and act in the best interests of WWMC. If a member of the Executive does not meet these expectations, as determined by a majority of the Executive Members, or by a majority vote of the general membership at a special meeting, he/she may be removed from the executive. A decision by the Executive to remove an Officer may be overturned by a two-thirds majority vote of the general membership. If an appeal is requested, a meeting for this purpose must be held within sixty days of the removal decision.

ARTICLE 4 – ELECTIONS

SECTION 1 – ELECTION OF BOARD MEMBERS

- a) **Term of Office** – Government sector terms of office are indefinite. For all other sectors, the first term is two years, after which the incumbent may choose to serve a second term without re-election. In the event that the second term is complete the vacancy shall be advertised and an election shall be held.
- b) **Eligibility** – Except for Corporate Members, any member in good standing is eligible to stand for election to the Board. Good standing includes payment of any outstanding dues or other financial obligations.
- c) **Interim Appointment of Board Members** – Between Annual General Meetings the board may appoint board members to vacant positions. The term for such members expires as of the next Special or Annual General Meeting.

SECTION 2 – ELECTION OF EXECUTIVE

- a) **Term of Office** – Terms of office are for two years. If there are no other candidates for office, a member may serve another term, but the Chair shall not serve more than two terms.
- b) **Eligibility** – Any Board Member in good standing is eligible to stand for election to the Executive. Good standing includes payment of any outstanding dues or other financial obligations.
- c) **Elections of Executive** – The Board of Directors shall elect the Executive at the first Board Meeting following the annual General Meeting.

Formatted: Bullets and Numbering

SECTION 3 – ELECTION MEETINGS

Elections for Board Members will be held at an Annual General Meeting in October. All members will be notified of the meeting by e-mail or other means at least fourteen days beforehand. Nominations will be read at the election meeting, and further nominations will be accepted from the floor. Election voting shall be by secret ballot.

ARTICLE 5 – MEETINGS

SECTION 1 – MONTHLY MEETINGS

WWMC regular meetings will be held every month on a fixed date (e. g. the second Wednesday of each month). A quorum for Board meetings is fifty percent of current Board Members plus one.

SECTION 2 – ANNUAL GENERAL MEETINGS

An Annual General Meeting will be held in October, after a minimum of fourteen days notice by e-mail to all members. The meeting will include:

- d) Report from the Chair
- e) Committee reports, including performance
- f) financial reports
- g) election of Board Members

Formatted: Bullets and Numbering

The quorum for an Annual General Meeting shall be 10 members.

SECTION 3 – SPECIAL MEETINGS

A Special Meeting may be called by the Chair, by one third of the Board Members, or by one third of the general members. When a Special Meeting is called, seven days notice must be given to all members by e-mail or other means, and the purpose of the meeting must be clearly explained. The quorum for a Special Meeting shall be 10 members.

SECTION 4 – EXECUTIVE MEETINGS

Executive meetings may be called by the Chair or by any three Executive Members. Meetings may be called at any time, and are usually held at least monthly. Three members shall constitute an Executive meeting quorum.

ARTICLE 6 – FINANCES

SECTION 1 – REGISTERED OFFICE

The registered office of the Wabamun Watershed Management Council is

Box 1005, Wabamun Alberta, T0E 2K0

Any change in location of the registered office may be established by resolution of the Board.

SECTION 2 – FINANCIAL AUDITS

The financial statements shall be audited or at least annually within ninety days of the fiscal year end by a duly qualified accountant or by two volunteers.

SECTION 3- FISCAL YEAR

The fiscal year of the WWMC shall be from July 1st to June 30th.

SECTION 4 – REMUNERATION

The Executive Director may receive remuneration and may be a **non-voting** General Member, but not a Board Member or Executive Officer of the WWMC. Otherwise, no member or Officer of the WWMC may receive any remuneration.

Reasonable expenses incurred while carrying out duties of the WWMC may be reimbursed to members upon proper approval.

SECTION 5 – ANNUAL FINANCIAL STATEMENT

The Treasurer will present annual financial statements to the appropriate government agency as per legislative requirements.

SECTION 6 – OPERATING BUDGETS

The outgoing Executive will present the incoming Executive with an operating budget. This is intended to ensure continuity in WWMC programs and to aid in a smooth transition between Executives.

SECTION 7 – PETTY CASH FUND

The Executive may establish a petty cash fund to streamline the purchasing of incidental services and materials. The custodian of the petty cash will be fully accountable for the use of the fund and must provide receipts to support the purchases made. The fund shall not exceed \$250.00

SECTION 8 -- ASSETS

The Executive is responsible for the dispensing of funds according to the budget for the operations of the WWMC, and is empowered to purchase goods and services not included in the budget up to an amount of \$1,000. Unbudgeted expenditures that exceed \$1,000 must be endorsed by the Board at a general meeting.

The Executive will maintain an inventory of WWMC assets. The Board Chair and the Treasurer must undertake an inventory count annually. Assets sold or disposed of must be documented on the inventory listing. All new assets acquired throughout the year must be added to the inventory.

The inventory listing should indicate: description of the asset, date acquired, make, model, serial number, purchase price or replacement cost and the date of disposal.

SECTION 9 -- SIGNING AUTHORITY

All cheques issued by the WWMC for the provision of materials or services, and all written contracts and obligations must be signed by the Treasurer and either the Chair or the Vice Chair.

SECTION 10 – COMMITMENT OF FUNDS

The Executive shall not contract any liability on behalf of the WWMC for an amount greater than the net cash balance on hand without the consent of the membership via a vote at a general meeting. There will be no provisions for borrowing of money. All money must be acquired through the membership or other means as approved by the Executive.

SECTION 11 – DEBT

The Wabamun Watershed Management Council shall not borrow money except by issuing debentures, and only if approved by Special Resolution of the members

ARTICLE 7 – ACCESS TO RECORDS

Executive members shall have access to the records and accounts at any time.

All members shall have access to WWMC records to the extent that such access does not violate privacy requirements as defined in the Information and Privacy Act. Access to records requires a written request to the WWMC Treasurer or Secretary. Upon receipt of such a request WWMC will respond within thirty days, and unless prohibited by privacy laws, will provide access at the site where the records are kept, (or at another site which can be mutually agreed upon).

ARTICLE 8 – AMENDING THE BYLAWS

In the future, these bylaws can only be amended or cancelled by a Special Resolution of the members at an Annual or Special General Meeting of the Society for which the membership has received 30 days prior notice outlining the changes to be presented at the meeting.

ARTICLE 9 – COMMUNICATIONS

All communications to members, including call for nominations, notice of elections, notice of proposed changes to bylaws, and notice of meetings may be by electronic mail, and do not require notice in writing. Efforts will be made to accommodate those without e-mail via telephone or other methods.

ARTICLE 10 – DISSOLUTION

If the number of Board members of the WWMC falls below 6 a Special General Meeting shall be called within thirty days to fill vacancies or discuss dissolution. If the WWMC is dissolved, any funds remaining after paying all debts shall be paid to a registered and incorporated charitable organization. Members will select this organization by Special Resolution. In no event do any members receive any assets of the WWMC.