

# FRIENDS OF THE BLINDMAN WATERSHED SOCIETY

## Bylaws

### 1. DEFINITIONS

The Society: The ***Friends of the Blindman Watershed Society*** as incorporated in the province of Alberta

The Act: ***Societies Act*** of Alberta

Vision: A healthy Blindman River watershed supported by an informed and engaged community.

Mission: To advocate for better protections and management of our watershed's ecosystems and groundwater resources through monitoring, education and outreach.

Director: Any person, of the full age of 18, elected or appointed to occupy the position of Director for the Society board. The duly elected or appointed Directors of the Society

Officer: A Director who performs the duties of an Officer as specified in Section 2.6 of these Bylaws

General Meeting: A regular meeting of the Society to which all members have been given not less than 21 days notice

Special Meeting: A meeting held as needed to discuss urgent matters, to which all members have been given not less than 21 days notice and limited in scope to topics in the meeting notice

Special Resolution: A resolution as defined in the Section 1d of The Act. (Items that require a Special Resolution include expulsion of members; changes to the Objects and Bylaws; remuneration of Officers, Directors or members; approval of borrowing powers). Must be voted on as circulated in the notice and can not be amended on the floor.

### 2. MEMBERSHIP

2.1. Fees: Membership fees for the Society may be established, from time to time, by a vote of the members at a General Meeting.

2.2. Qualification of Members: A member of the Society in good standing shall:

2.2.1. live, work or recreate in the Blindman River Watershed;

2.2.2. be the full age of 16 years;

2.2.3. supply their current name and contact information to the Secretary;

2.2.4. have paid the required membership fee, if any; and

2.2.5. support the objectives of the Society and be governed by its bylaws.

- 2.3. Rights of membership: Any living member who has not withdrawn from membership, nor has been suspended, nor expelled shall;
- 2.3.1. have the right to attend and vote at any General Meeting or Special Meeting of the Society, provided they have registered to vote prior to commencement of said meeting;
  - 2.3.2. be notified of all General Meetings or Special Meeting of the Society
  - 2.3.3. be eligible to become a director and hold any office of the Society, if of the full age of 18 years.
- 2.4. Resignation of membership: Any member wishing to resign their membership may do so upon a notice in writing to the Secretary of the board
- 2.5. Suspension of membership:
- 2.5.1. any member in arrears for fees or assessments for any year shall be automatically suspended at the expiration of six months from the end of such year and shall thereafter be entitled to no membership privileges or powers in the Society until all fees and assessments owed to the Society have been received.
- 2.6. Expulsion: Any member may be expelled from membership for any cause which the Society may deem reasonable.
- 2.6.1. Expulsion of a member requires a Special Resolution

### 3. BOARD OF DIRECTORS

#### 3.1. Selection of directors

- 3.1.1. The board shall consist of up to fifteen (15) directors, each with one year terms.
- 3.1.2. Up to ten (10) directors may be elected or acclaimed from the members at large at the Annual General Meeting (AGM).
- 3.1.3. Up to five (5) directors may be appointed to the board by municipal governments in the Blindman River Watershed.
- 3.1.4. A municipal government may only appoint a single director to the board.
- 3.1.5. A person appointed or elected a Director becomes a Director if:
  - 3.1.5.1. they were present at the meeting when being appointed or elected, and did not refuse the appointment;
  - 3.1.5.2. 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
  - 3.1.5.3. they acted as a Director pursuant to the appointment or election.

#### 3.2. Officers: The Officers of the board shall be:

- 3.2.1. President,

- 3.2.2. Vice-president,
  - 3.2.3. Treasurer, and
  - 3.2.4. Secretary
  - 3.2.5. The office of the Secretary and Treasurer may be filled by one person if, at any annual meeting, the election of officers shall so decide.
- 3.3. The election of Officers will take place at the first meeting of the board either immediately following the close of the AGM, or within 14 days of the AGM as agreed on by a majority of directors.
- 3.4. Any vacancy occurring during the year may be filled at the next board meeting, by a majority vote, provided it is so stated in the notice calling such a meeting.
- 3.5. Meetings of the board:
- 3.5.1. Meetings of the board shall be held at least once every four months or as often as required.
  - 3.5.2. Meetings may take place in person or virtually.
  - 3.5.3. Meetings of the board shall be called by the President.
  - 3.5.4. In the absence of the President, meetings will be called by the vice-President or by a Director appointed to act in place of the President
  - 3.5.5. Special board meetings may be called on the instructions of any two board members provided they request the President in writing to call such meetings, and state the business to be brought before the meeting.
  - 3.5.6. Notice shall be sent electronically and posted on the Society's website 10 days prior.
  - 3.5.7. Any four directors shall constitute a quorum.
  - 3.5.8. Board meetings may be held without notice if a quorum of the board is present, however, any business transacted or motions passed at such meeting shall be ratified at the next regularly called meeting of the Board, or they shall be null and void.
  - 3.5.9. Voting shall take place by show of hands for all business except the election of Officers, which shall take place by secret ballot.
- 3.6. Expulsion: Any director or officer may be removed from office, for any cause which the members of the Society deem reasonable
- 3.6.1. A Special Resolution is required to remove a director or officer.
- 3.7. Power of directors and officers: 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.
- 3.8. Duties of directors and officers
- 3.8.1. PRESIDENT It shall be the duty of the President to:
    - 3.8.1.1. be an ex-officio member of all Committees

- 3.8.1.2. when present, preside at all meetings of the Society and of the board.
- 3.8.1.3. In their absence, the Vice-President shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.
- 3.8.2. SECRETARY It shall be the duty of the Secretary to:
  - 3.8.2.1. **attend all meetings** of the Society and of the board, and to
  - 3.8.2.2. keep accurate **minutes** of the same.
  - 3.8.2.3. have charge of the **Seal** of the Society, if the Society possesses one, which whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice-President.
  - 3.8.2.4. In case of the absence of the Secretary, their duties shall be discharged by such officer as may be appointed by the board.
  - 3.8.2.5. The Secretary shall have charge of all the **correspondence** of the Society and
  - 3.8.2.6. be under the direction of the President and the board.
  - 3.8.2.7. The Secretary shall also be responsible for the a **record of all the members** of the Society and their addresses (may be delegated),
  - 3.8.2.8. **send all notices** of the various meetings as required, and
  - 3.8.2.9. collect and **receive any 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.
- 3.8.3. TREASURER It shall be the duty of the Treasurer to:
  - 3.8.3.1. **receive** all monies paid to the Society;
  - 3.8.3.2. **deposit** all monies paid to the Society in whatever Bank, Trust Company, Credit Union or Treasury Branch the board may order;
  - 3.8.3.3. properly **account** for the funds of the Society;
  - 3.8.3.4. keep such books as may be directed by the board
  - 3.8.3.5. present a full detailed account of **receipts and disbursements** to the board whenever requested;
  - 3.8.3.6. prepare for submission to the Annual Meeting a **statement duly audited** of the financial position of the Society; and
  - 3.8.3.7. **submit** the audited financial statement to the Secretary for the records of the Society.
- 3.8.4. Contracts and financial transactions must be signed by any three officers of the Society, as appointed by the board.

#### 4. AUDITING

- 4.1. 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.
- 4.2. Auditors for the current fiscal year shall be elected for that purpose at the Annual General Meeting.
- 4.3. The appointed auditor(s) shall submit a complete and proper statement of the standing of the books for the previous fiscal year at the Annual General Meeting of the Society.
- 4.4. The **fiscal year end** of the Society in each year shall be December 31.
- 4.5. The books and records of the Society may be **inspected** by any member of the Society at the Annual Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same.
- 4.6. Each member of the Board shall at all times have access to such books and records.

#### 5. GENERAL MEETINGS

- 5.1. Notice for General Meetings:
  - 5.1.1. Electronic notice to the last known address of each member shall be delivered 21 days prior to the date of the meeting.
  - 5.1.2. Notice will also be posted on the Society's website 21 days prior to the date of the meeting.
- 5.2. The Society shall hold an Annual General Meeting on or before March 1 each year,
- 5.3. Business conducted at this meeting shall include at minimum:
  - 5.3.1. The election of up to ten (10) directors to the board
  - 5.3.2. Present audited financial statements to members
  - 5.3.3. Select auditor(s) for the next fiscal year
  - 5.3.4. Enable resolutions from members to be considered
- 5.4. The directors so elected shall form a board, and shall serve until their successors are elected and installed.
- 5.5. 10 members in good standing shall constitute a quorum at any General Meeting.

#### 6. SPECIAL MEETINGS

- 6.1. A Special Meeting shall be called by a motion of the Board of Directors; OR by the President or Secretary upon receipt of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such meeting.
- 6.2. Notice for Special Meetings:

- 6.2.1. Electronic notice to the last known address of each member shall be delivered 21 days prior to the date of the meeting.
    - 6.2.2. Notice will also be posted on the Society's website 21 days prior to the date of the meeting.
  - 6.3. Only the specific business listed in the meeting notice may be addressed; no other issues can be raised or voted on.
  - 6.4. 10 members in good standing shall constitute a quorum at any Special Meeting.
7. VOTING at BOARD MEETINGS, GENERAL MEETINGS and SPECIAL MEETINGS
  - 7.1. Such votes must be made in person (as defined in the 25.1 of the Act) and not by proxy or otherwise.
  - 7.2. Voting for directors and officers
    - 7.2.1. will be by secret ballot,
    - 7.2.2. will be administered by a returning officer as selected by the membership at the meeting
  - 7.3. Voting for all other business will be by show of hands.
8. REMUNERATION
  - 8.1. No Officer, Director, or Member of the Society shall receive any remuneration for his/her services unless authorized by a Special Resolution of the Society.
9. BORROWING POWERS
  - 9.1. For the purpose of carrying out its objects, 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 Society, and in no case shall debentures be issued without the sanction of a Special Resolution of the Society.
10. BYLAWS
  - 10.1. The bylaws may be rescinded, altered or added to by a Special Resolution (*see Definitions above*).

DATE: \_\_\_\_\_

Signature: \_\_\_\_\_ Address: \_\_\_\_\_

Print Name: \_\_\_\_\_

Signature: \_\_\_\_\_ Address: \_\_\_\_\_

Print Name: \_\_\_\_\_

Signature: \_\_\_\_\_ Address: \_\_\_\_\_

Print Name: \_\_\_\_\_

Signature: \_\_\_\_\_ Address: \_\_\_\_\_

Print Name: \_\_\_\_\_

Signature: \_\_\_\_\_ Address: \_\_\_\_\_

Print Name: \_\_\_\_\_

**WITNESS**

Signature: \_\_\_\_\_ Address: \_\_\_\_\_

Printed Name: \_\_\_\_\_

\*Addresses need to include: Street/civic number,

This information is being collected for the purposes of corporate registry records in accordance with the **Societies Act**.

Questions about the collection of this information can be directed to the

Freedom of Information and Protection of Privacy Coordinator for the Alberta Government,

Box 3140,

Edmonton, Alberta, T5J 2G7

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