

North Saskatchewan River Basin Council

Society By-Laws

August 2008

Last amendment: March 2013

Article I.

NAME

The name of the organization shall be North Saskatchewan River Basin Council otherwise identified as NSRBC.

Article II.

MEMBERS

Section 1. The NRBC has five membership classes:

1. Federal and Provincial Government Ministries listed as supporting agencies in the NSRBC Source Water Protection Plan.
2. First Nation Bands and Tribal Councils representing Bands with land located in the watershed and Métis organizations with members residing in the watershed.
3. Rural and Urban Municipalities with land located in the watershed.
4. Appointed Sectoral members.
5. Sub Basin members.

Section 2. Membership is open to those agencies/organizations who fit the criteria for classes 1, 2 and 3, and can be extended to individuals by appointment of the Executive for membership classes 4 and 5.

Section 3. To become a member in good standing a membership application must be filed and signed by the authorized executive of the organization, agency/council and the required payment necessary received. This can be done on-line at www.nsrbc.ca or by contacting 306-441-3119. The NSRBC Executive will review the application and the applicant will be notified within 30 days after the request has been received. Successful applicants will be considered a 'declared member' within their designated classification. The NSRBC Executive will inform, in writing, all other members within that designated classification.

Section 4. Ratification of the annual work plan at the Annual General Meeting and Executive Terms of Reference by the membership implies acceptance of Executive's decisions with respect to the daily operation of the society in keeping with the by-laws and business plans of the society.

Section 5. Declared members may voluntarily withdraw from the NSRBC, at any time, by advising the Executive in writing or by telephone. Any declared member may be expelled from membership for non-compliance with member rights and responsibilities as stated below.

Article III.

MEMBER RIGHTS AND RESPONSIBILITIES

Section 1. A declared member has the right to:

- i.) attend and participate in consensus based planning and decision making within the designated classification.
- ii.) nominate and vote on the election of Council Members with their membership classification.
- iii.) attend and vote at the Annual General Meeting and all special and member meetings

Section 2. A declared member is responsible to:

- i.) act in accordance with the bylaws and the purpose of the NSRBC.
- ii.) function within a collaborative, consensus based approach to decision making.
- iii.) advocate the vision and purpose (mission) of the NSRBC within their community and sphere of influence.
- iv.) work with other members to implement NSRBC projects and activities.

Article IV.

Executive and Council

Section 1. Nomination and Election of Council

Consistent with the requirements of the Constitution, the nomination and election of Executive and Directors on Council shall be conducted in accordance with the following process:

1. Nominees of Directors for each Classification #1, #2, and #3 are submitted by the Membership in each Classification. Directors for #2, and #3 classification must have their primary, permanent residence within the North Saskatchewan Watershed at the time of election.
2. Nominees for the Executive positions (Chair-elect, Secretary, Treasurer, and Membership) must reside within the Watershed and have served at least one (1) complete year as a Director.
3. By the 1st day of April, annually, the Office shall submit a request for nominations, to be received by May 30, to representatives of the active membership in good standing.
4. All ballots for all Directors shall be issued on the Tuesday following Labor Day.
5. All voting for the Directors shall be:
 - i.) by a secret ballot at the Council's Annual General meeting,
 - ii.) by advanced poll mail in ballot.
6. Ballots will only be issued once and:
 - i.) a member's voting privileges will be considered exercised upon the completion and the return of the ballot(s) issued as outlined in #5 above.
 - ii.) Lost or damaged ballots will not be reissued.
 - iii.) all returned ballots will be placed, unopened, in the appropriate sealed ballot box to be counted, along with the ballots cast at the time of the election, at the Annual General Meeting.

7. Considerations of membership when electing Council Members include:

1.) In keeping with the Council's commitment to excellence in governance, the Council shall strive to solicit from the membership candidates for positions on the Council who have characteristics that will enable them to govern, not to manage, the NSRBC. These characteristics include:

- a) Commitment to linking with the ownership. Understanding that they stand in for an ownership of diverse people; willing to actively seek to access and understand that diversity.
- b) Ability to think in terms of systems and context — to see the big picture.
- c) Interest in and capability to discuss the values underlying the actions taken in the organization, and to govern through the broader formulations of these values.
- d) Willingness to delegate the operationalization of values to others.
- e) Ability and willingness to deal with vision and the long term, rather than day-to-day details.
- f) Ability and willingness to participate assertively in deliberation, while respecting the opinions of others.
- g) Willingness and commitment to honour Council decisions once they are made.
- h) Commitment not to make judgments in the absence of previously stated criteria.
- i) Ability to start and end every analysis and evaluation with the standard of what is right.
- j) Commitment to the benefits of working toward source water protection.

Section 2. Nomination of Executive

1.) The Executive will be nominated and elected by ballot as outlined for the nomination and election of Council, **Article 4. Section 1.2)** The Executive shall be composed of the Past Chair, the Chair, the Chair-elect and three positions designated as Secretary, Treasurer, and Membership. The chair-elect automatically takes the Chair in the next year. In the case that this isn't possible one of the current chair would maintain the position. If that isn't possible then one of the current Executive would assume the role of Chair until an election could take place. *In the first year, the executive will be filled by members from the current steering committee, who reside in the Watershed.*

2.) Duties, in addition to supervising the Staff positions, include:

- i.) Past Chair – facilitating the nomination procedure and respond to resolutions and directives from the membership.
- ii.) Chair –setting meeting agendas, ensuring the Council is operating within the mandate of the Constitution, and is ex-officio member of all committees.
- iii.) Chair –elect – sitting in when the Chair is not available. Becoming familiar with the functions of the Chair.
- iv.) Secretary/Plan Assessment – ensuring minutes and AGM are organized and filed properly. Assessing the Plan and providing project progress reports in writing to the Council.
- v.) Treasurer/Funding- ensuring due diligence that the Budget, financial statements, and Bank balance are tracked. Address any anomalies. Provide written reports to the Council. Search for sources of funding and report to Council and Staff.

- vi.) Membership – ensuring there is clear communication between the Executive and Council, clear communication among Council, and open lines of communication between Council and membership. This will also include communication among other Watershed groups, and with Provincial and Regional Watershed Advisory Groups.

***Article V.
Term of Office***

Section 1.

- i.) Directors will serve for two-year terms, with the exception that half the directors in each membership category will serve for one year when the organization is started, so that half of the director positions will subsequently come up for renewal each year. Terms run from AGM to AGM. With the exception of Federal and Provincial government representatives, directors who have served for three consecutive terms (six years) must step down for two years before being eligible to serve again.
- ii.) Elections for the office of Chair -elect, Secretary, Treasurer, and Membership chairs are for a one-year term, commencing at the end of the meeting at which the election took place.
- iii.) No Executive officer may be elected to more than two consecutive one-year terms.
- iv.) The Chair shall appoint two members of the Council as scrutinizers. They shall report the election results to the Chair who shall announce them to the AGM.
- v.) Following the announcement of election results, the ballots shall be destroyed.
- vi.) The Chair, Vice Chair, Secretary, Treasurer, and Membership Chair, and any individual Councilors may be removed from office by a two-thirds majority vote of the remaining Council.

***Article VI.
Duties and Powers of the Executive***

Section 1.

- i.) The Executive shall carry on the business of the Council until such time as their successors assume office.
- ii.) The Executive may enact motions, not contrary to law, to regulate the conduct of the affairs of the Council.

Section 2. Authority :

- i.) The Executive's sources of strategic/operational authority are the members of the NSRBC. Other stakeholders – the donors, the strategic partners, post-secondary institutions (training), provincial and municipal government (policy and funders), related Councils and the clients have a voice in determining the future, but without vote.
- ii.) The Council's sources of legal/regulatory authority are the governmental authorities where the NSRBC. is registered and where its services are delivered.

Section 3. Limitations of Authority

- i. In exercising its legal and regulatory authority, the Executive may not cause or allow the NSRBC to be in violation of the laws in the countries where it is registered and operates, e.g. the Province of Saskatchewan and the Dominion of Canada. The Executive may enact motions, not contrary to law, to regulate the conduct of the affairs of the Council.
- ii. In exercising its strategic/operational authority the Executive may not cause or allow the NSRBC to be in violation of the Bylaws of the NSRBC.
- iii. Responsibilities of governance of the Council.
- iv. Design the Council's structure and governance processes.
- v. Provide strategic leadership by determining NSRBC's values, beneficiaries and services, vision, mission and priorities.
- vi. Delegate management authority and responsibility to the Staff
- vii. Monitor risk management and performance and measure strategic results. As members of the Executive, your ultimate responsibilities are to the Council as a whole, including its principles, guidelines, policies, members and staff. You will be seen as a representative of the Council at all times. The Executive shall carry on the business of the Council until such time as their successors assume office.

Section 4. Expectations

- i.) The expectations of the Executive are described in its strategic plans and in the annual strategic goals of NSRBC and in the annual tactical goals of the Council.
- ii.) In fulfilling its strategic and operational responsibility the Executive shall seek and follow the counsel of its stakeholders in its strategic planning process and in its governance of the strategic mission and priorities.
- iii.) Involvement at Council of Directors Meetings through free, informed stimulating and thorough discussions. This makes for wise decisions.
- iv.) Representation of the Council to outside groups with conviction and enthusiasm; From time to time, members of the Executive might be appointed to represent the NSRBC to other groups. If this is your responsibility, you will be expected to interpret the services of the NSRBC with enthusiasm and conviction, to obtain the support of these groups. Executive members will represent the vision, mission, goals, and values of the Council, as well as its diverse membership. Executive members will not represent their employer or own work situation at these meetings. Executive members have a responsibility to advocate for the Council and its values and vision.
- v.) Familiarity with the Strategic Plan is necessary in order to better serve the membership of the Council.

Section 5. Accountabilities

- i.) The Executive is accountable to the stakeholders of the NSRBC and to the appropriate governmental and regulatory authorities.
- ii.) The Executive's accountability will be exercised by the submission of required documentation to government and funding authorities and by clear and true reporting to all of its stakeholders: members, employees and volunteers, donors, strategic partners and clients.
- iii.) Directors shall disclose any conflict of interest.
- iv.) Directors shall not use their influence to obtain employment or other paid services for themselves, family members or close associates. Should a member apply for employment or contract work with the Council, he or she must resign from the Council.

- v.) Directors will respect the confidentiality appropriate to issues of a sensitive nature.
- vi.) Directors may not attempt to exercise individual authority over the organization except as explicitly set forth in Council of Directors Policies.
- vii.) Directors' interaction with the CEO or with staff must recognize that any individual Director or group of Directors does not have authority other than that explicitly stated in Council of Directors policy.
- viii.) Council of Directors Members' interaction with the public, press or other entities must recognize the same limitation and the similar inability of any member(s) to speak for the Council of Directors except to repeat explicitly stated Council decisions.
- ix.) Directors will make no judgments of the CEO or staff performance except as that performance is assessed against explicit Council of Directors Policies by the official process.
- x.) Directors shall not encourage direct communication with employees who attempt to bypass the Executive but shall encourage employees to utilize reporting lines within the administration to bring their concerns to the Council of Directors.
- xi.) Directors shall be familiar with the incorporating documents of the NSRBC, as well as the rules of procedure and proper conduct of a meeting so that any decision of the Council of Directors may be made in an efficient, knowledgeable, and expeditious fashion.
- xii.) Directors shall participate in meetings on a regular and punctual basis. Absence of a Director from more than three consecutive regular meetings without prior notification shall be considered resignation.
- xiii.) Directors shall ensure that unethical activities not covered or specifically prohibited by the foregoing or any other legislation are neither encouraged nor condoned.

Section 6. Conflict of interest

- 1.) No Director, or his or her immediate family (spouse, spousal equivalent, or dependent child), shall enter into any arrangement for personal financial gain with NSRBC in which they are interested directly or indirectly except:
 - a) on a written and competitive sealed quotation basis; and
 - b) having declared any interest therein, and the applicable Director having refrained from voting thereon.
- 2.) Any Director having a conflict of interest shall declare the details of that conflict before discussion of the question and absent him/herself from the portion of the meeting during which discussion or voting affected by that conflict takes place. Such conflicts of interest include, but are not limited to:
 - a) any question affecting a private corporation of which the Director or his/her immediate family is a shareholder or a public corporation in which he/she or immediate family holds more than five percent of the number of voting securities issued (excluding mutual funds);
 - b) any question affecting a partnership or firm of which he/she is a member;
 - c) any question affecting an organization of which he/she is a Director or employee.
 - d) any question in which the Director or a member of his/her immediate family has a direct or indirect financial interest;
 - e) any other matter in which the Director's ability to act in the best interest of the organization may be or appear to be compromised by an outside interest.

- 3.) A Director who abstains from participation due to conflict of interest is still included in determining quorum.
- 4.) The minutes must record all declarations of conflict of interest.

Article VII.
Meetings of the Council

Section 1. Meetings will be organized:

- ii.) The Council of Directors shall meet at least twice each year at a time and place as directed by the Chair. The Chair may call additional meetings at his/her own discretion or upon the written request of any four members of the Council.
- iii.) Attendance shall be recorded in the minutes of all Council of Directors meetings. The Chair of the Council shall be responsible for including the attendance of all Council of Directors at Council meetings in his/her report to the Annual General Meeting.
- iv.) A quorum at a regular meeting of the directors will consist of a minimum of five directors.

Article VIII.
Remuneration

The members of the Council shall be reimbursed for approved expenses incurred in carrying out the business of the Council upon presentation of proper statements. Unless authorized at any Council of Directors meeting and in accordance with the budget, no member of the society shall receive any remuneration for his/her services.

Article IX.
Directors Retiring from Office

Directors retiring from office shall be deemed to hold office until the conclusion of the meeting at which they retire.

Article X.
Casual Vacancy

Section 1. Filling vacancies:

- i.) In the event of casual vacancies on the Executive, the Executive shall, through the office of the Chair of the Nominations Committee, issue a call for nominations. If required, a ballot shall be circulated to the membership by mail. The Executive may choose to keep a position vacant if it becomes vacant six months before the end of a term.
- ii.) The term of office shall be for the remainder of the term of the vacant position.
- iii.) In the event that only one candidate is nominated to fill the vacant position and that the individual meets all the requirements of that position, the Council of Directors will deem that individual as elected by acclamation.

Article XI.

AGM Agenda and Resolutions Policy and Procedures

Section 1. Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order of the Society.

Section 2. Agenda:

- a) notice of the time and place of the annual meeting shall be sent to the membership not less than thirty (30) days prior to the meeting;
- b) only business on the agenda shall be accepted at the annual meeting of NSRBC unless a notice of motion thereto shall have been delivered to the Chair within three (3) working days prior to the meeting. This provision may be waived by a simple majority vote of those present and eligible to vote at the meeting.

Section 3. Resolutions:

- i.) the Council of Directors of NSRBC shall annually appoint a Resolutions Committee;
- ii.) this Committee shall review all resolutions and report on them as deemed necessary;
- iii.) only resolutions which meet the following criteria and are submitted on a NSRBC approved form shall be considered at the Annual Meeting;
 - i) have a mover and seconder from different member organizations, or be submitted by the Council,
 - ii) be consistent with NSRBC plans,
 - iii) be relevant to current or future watershed issues,
 - iv) be relevant to all members in that category or specific to a geographic area,
- iv.) resolutions must be received by the NSRBC office by thirty days prior to the AGM or they will not be accepted, except those that are of an important and timely nature. These resolutions must be received by 6:00 p.m. the day prior to the AGM and must have met the mover and seconder conditions as listed above,
- v.) all proposed **constitutional amendments or repeals** by the general membership must be submitted to the Resolutions Committee sixty (60) days prior to the Annual General Meeting for subsequent distribution to the active members thirty (30) days prior to the Annual Meeting;
- vi.) either the mover or seconder must be available to speak to the Annual Meeting otherwise it fails; (Clarification: "If the mover of a resolution is not present the seconder of that resolution will become the mover; then a seconder will be requested. If the seconder of that resolution is not present then a seconder will be requested. If neither the mover or seconder are available, the resolution is withdrawn").
- vii.) resolutions of an important and timely nature may be developed at the time of the AGM, but these resolutions must have a simple majority vote at the Annual

General Meeting to be put on the floor as a package of all resolutions received, to be voted on before the Annual General Meeting by voting members, supporting the emergency nature of each particular resolution.

Article XII.

BY -LAWS

The by-laws may be rescinded, amended or added to by a "Special Resolution", Proposed amendments to the by-laws of the society shall be submitted in writing by a declared member not less than thirty days prior to the date of a Special or Annual General Meeting of the Council. Article 1 (d) of the Societies Act requires a minimum of 21 days notice to the members if a special resolution is going to be held. This Article of the Act also requires approval of % (75%) of the members in attendance in order to pass the special resolution. Copies of the accepted amendments must then be forwarded to the Registrar for Societies under the Societies Act of Saskatchewan.