

By-Laws

Of The

North Saskatchewan River Basin Council Inc

**Ratified January 19, 2010
Amended June 19, 2018**

Table of Contents

ARTICLE 1 - PREAMBLE	3
ARTICLE 2 - DEFINITIONS	3
ARTICLE 3 - BUSINESS OF THE ASSOCIATION.....	4
ARTICLE 4 - MEMBERSHIP	4
ARTICLE 5 - BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE	5
ARTICLE 7- REMUNERATION	12
ARTICLE 8 - DIRECTORS RETIRING FROM OFFICE AND VACANCIES.....	12
ARTICLE 9 - AGM AGENDA AND RESOLUTIONS POLICY AND PROCEDURES	12
ARTICLE 10 -FINANCE	14
ARTICLE 11 – CHANGING THE BY –LAWS.....	14
ARTICLE 12 - DISSOLVING THE COUNCIL AND DISTRIBUTING ASSETS	14

Article 1 - Preamble

- 1.1** The name of the Association is *The North Saskatchewan River Basin Council Inc.*, and may be known or referred to as *The North Saskatchewan River Basin Council* or as the *NSRBC*.
- 1.2** The Association shall:
- i) Advance and promote the concerns of the members in the North Saskatchewan River basin watershed from Lloydminster through Prince Albert.
 - ii) Provide such services as may be deemed necessary by the membership in accordance with these bylaws.
- 1.3** The Mandate of NSRBC is to:
- i) Provide a voice to influence decision making in the protection of source water and implementation of watershed protection plans in the North Saskatchewan River basin;
 - ii) Build and enhance relations with public and private partners; and
 - iii) Promote the identity of NSRBC to create a presence and a credibility to be able to effectively respond to water issues in the basin.

Article 2 - Definitions

- 2.1** In these and all other bylaws of NSRBC, unless the context otherwise requires or specifies:
- 2.1.1** "Act" means *The Non-Profit Corporations Act*, 1995 as amended or replaced from time to time, and in the case of such amendment, any references in the bylaws of NSRBC shall be read as referring to the amended provisions.
- 2.1.2** "Board" means the Board of Directors of NSRBC.
- 2.1.3** "Council" means the NSRBC
- 2.1.4** "Executive" means a director who has been nominated to fill an executive role.
- 2.1.5** "Director" means an individual who sits on the Board of Directors.
- 2.1.6** Gender and Number - words implying the singular include the plural and vice-versa; words implying gender include all genders.
- 2.1.7** "Bylaws" means this bylaw and all other bylaws of NSRBC from time to time in force and effect.
- 2.1.8** "Meetings of members" means an Annual General Meeting of the members, and/or a Special General Meeting of the members.
- 2.1.9** The headings used in the bylaws are inserted for reference only and are not to be considered in constructing the terms thereof or to be deemed in any way as to clarify, modify or explain the effect of any such terms.
- 2.1.10** All terms contained in the bylaws and which are defined in the Act shall have

meaning given to such terms in the Act.

2.1.11 "Member" means an organization or community that has joined NSRBC and is in good standing with a current membership.

2.1.12 "Employee" means a person(s) hired by NSRBC.

Article 3 - Business of the Association

3.1 The Head Office of NSRBC shall be located at such place in the Province of Saskatchewan, as the Board shall from time to time determine.

3.2 The financial year of NSRBC shall end on the last day of March each year.

Article 4 - Membership

4.1 The North Saskatchewan River Basin Council Inc. has the following three membership classes:

1. Community
2. Ministry
3. Sectoral

4.2 There are two categories of membership within each of the Community and Ministry classes, and one category of membership in the Sectoral class as described in section 2.2 of the Articles of Incorporation.

4.3 Each such member representative shall have one vote.

4.4 The NRBC has five membership categories:

- 1 - Federal and Provincial Government Agencies included in the NSRBC Source Water Protection Plan.
- 2 - First Nation Bands and Tribal Councils representing Bands with land located in the watershed and Metis 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.

4.5. Membership is open to those agencies/organizations that fit the criteria for categories 1, 2 and 3, and can be extended to individuals by appointment of the Board of Directors for membership categories 4 and 5.

4.6. To become a member in good standing a membership form must be filed and membership fees paid. This can be done on-line at www.nsrbc.ca or by contacting North Saskatchewan River Basin Council at the NSRBC Head Office, currently located at:

Box 458, #6 Main Street, Hafford, SK, S0J 1A0, email: info@nsrbc.ca, phone: 306-441-3119.

- 4.7** All membership applications must be filed and signed by an NSRBC board member with signing authority to bind the organization.
- 4.8** Ratification of the annual work plan at the Annual General Meeting implies acceptance of Board of Directors decisions with respect to the daily operation of the society in keeping with the by-laws and business plans of the society.
- 4.9** 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.
- 4.10** 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 Board Members within their membership classification.;
 - iii.) attend and vote at the Annual General Meeting and all special and member meetings.
- 4.11** A declared member is responsible to:
- i.) act in accordance with the bylaws, 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 5 - Board of Directors and Executive Committee

5.1 The Board shall direct the affairs of NSRBC.

5.2 The Board shall consist of a maximum of:
 two directors representing Federal Government Agencies,
 two directors representing Provincial Government Agencies,
 four director representing Indigenous Communities,
 two directors representing Urban Municipalities,
 two directors representing Rural Municipalities,
 four directors representing Sub-Basins within the watershed, and
 four directors representing Sectoral interests.

Consistent with the requirements of the Constitution, the nomination and election of Executive and Directors to the Board shall be conducted in accordance with the

following process:

- 5.2.1** Nominees of Directors for membership categories #1, #2, and #3 are submitted by the members in each Category. Directors for categories #2, #3 and #5 must have their primary, permanent residence within the North Saskatchewan Watershed at the time of election.
- 5.2.2** Nominees for the Executive positions (Chair, Vice Chair, Secretary, Treasurer, and Membership) must reside within the Watershed and have served at least one (1) complete year as a Director.
- 5.2.3** By the 1st day of April, annually, the Office shall submit a request for nominations, to be received by 4:00PM on May 30, to representatives of the active membership in good standing.
- 5.2.4** All ballots for all Directors shall be issued by 4:00PM on May 30.
- 5.2.5** All voting for the Directors shall be:
- i.) by a secret ballot at the NSRBC's Annual General meeting,
 - ii.) by advanced poll mail in ballot.
- 5.2.6** 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 5.2.5 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;
 - iv.) The outgoing Executive committee will ask two scrutineers, not nominated in the election, to scrutinize the ballots, report on the outcome, move that the ballots be destroyed, and, with approval, act to destroy the ballots.
- 5.3** Considerations when electing Board Members include:
- 5.3.1** In keeping with the Board of Director's commitment to excellence in governance, the Board shall strive to solicit from the membership candidates for positions on the Board of Directors who have characteristics that will enable them to govern, not to manage, the NSRBC. These characteristics include:
- i.) 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.
 - iii.) Ability to think in terms of systems and context and to see the big picture.
 - iv.) 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.

- v.) Willingness to delegate the operationalization of values to others.
- vi.) Ability and willingness to deal with vision and the long term, rather than day-to-day details.
- vii.) Ability and willingness to participate assertively in deliberation, while respecting the opinions of others.
- viii.) Willingness and commitment to honour Board decisions once they are made.
- ix.) Commitment not to make judgments in the absence of the previously stated criteria.
- x.) Ability to start and end every analysis and evaluation with the standard of what is right.
- xi.) Commitment to the benefits of working toward source water protection.

5.4 The Board may designate a recording secretary for the Board Meetings.

5.5 Term of Office.

5.5.1 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.

5.5.2 With the exception of Federal and Provincial government representatives, directors who have served for three consecutive terms (six years) must step down for one year before being eligible to serve again.

5.5.3 Unless there is the minimum number of board positions filled, which is 5, as outlined in the NSRBC articles of incorporation, in which case the directors may serve for twice the outlined term above.

5.6 Nomination of Executive

- 5.6.1** The executive committee shall be elected for a two year term and may be re-elected to serve for a maximum of three consecutive terms.
- 5.6.2** The Executive will be nominated and elected by ballot as outlined for the nomination and election of Board of Directors, *Article 5.2.2*.
- 5.6.3** The Executive shall be composed of a the Chair, the Vice Chair, Secretary, Treasurer, and Membership.
- 5.6.4** The Vice Chair automatically takes the position of Chair in the next term. 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.*
- 5.6.5** Duties, in addition to supervising the Staff positions, include:
- i.) Chair –setting meeting agendas, ensuring the Board is operating within the mandate of the Constitution, and is ex-officio member of all committees. Facilitating the nomination procedure and responding to resolutions and directives from the membership. Assists with planning the AGM.
 - ii.) Vice Chair-sitting in when the Chair is not available. Becoming familiar with the functions of the Chair. Assists with planning the AGM.
 - iii.) Secretary ensures minutes and AGM are organized and filed properly. Assessing the Plan and providing project progress reports in writing to the Board. Ensures incorporation documents are filed and up to date after the AGM. Assists with planning the AGM.
 - iv.) Treasurer works with staff to develop the annual Budget, review financial statements, and ensure Bank balance is tracked. Review payroll and monthly expenses for accountability. Address any anomalies. Review grant reports prepared by the manager to ensure accountability.
 - v.) Membership – ensuring there is clear communication between the Executive and the Board-and open lines of communication between the Board and membership. This will also include communication among other Watershed groups, Assumes the role of the nomination committee if board vacancies increase. Develops and support a strategy for engaging new members. Assists with planning the AGM. The Watershed Manager, subject to the authority of the Board, shall have general supervision of the business of the NSRBC; (s)he shall have such other powers and duties as the Board may specify.
 - vi.) In the absence of the Watershed Manager, the Board may assign to any officer any of the powers and duties that are by any provisions of this bylaw assigned to the Watershed Manager. (S)he shall, subject to the provisions of the Act, have such other powers and duties as the Board may specify.
- 5.6.6** The Chair, Vice Chair, Secretary, Treasurer, and Membership Chair, and any individual Directors may be removed from office by a two-thirds majority vote of the remaining Directors.

5.7 Duties and Powers of the Board

5.7.1 Authority :

- i.) The Board'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 Board's sources of legal/regulatory authority are the governmental authorities where the NSRBC is registered and where its services are delivered.

5.7.2 Limitations of Authority

- i.) In exercising its legal and regulatory authority, the Board 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.
- ii.) In exercising its strategic/operational authority the Board may not cause or allow the NSRBC to be in violation of the Bylaws of the NSRBC
- iii.) Delegate management authority and responsibility to the Staff

5.8 Expectations of the Board

5.8.1 The expectations of the Board are described in its strategic plan and in the annual strategic goals of NSRBC and in the annual tactical goals of the Board..In fulfilling its strategic and operational responsibility the Board shall seek and follow the counsel of its stakeholders in its strategic planning process and in its governance of the strategic mission and priorities.

5.8.2 From time to time, members of the Board 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. Board members will represent the vision, mission, goals, and values of the NSRBC, as well as its diverse membership. Board members will not represent their employer or own work situation at these meetings. Board members have a responsibility to advocate for the Council and its values and vision.

5.8.3 Familiarity with the Strategic Plan is necessary in order to better serve the membership of the Council.

5.9 Accountabilities

- 5.9.1** The Board is accountable to the stakeholders of the NSRBC and to the appropriate governmental and regulatory authorities.
- 5.9.2** The Board'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;
- i.) Directors shall disclose any conflict of interest.
 - ii.) 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 Board.
 - iii.) Directors will respect the confidentiality appropriate to issues of a sensitive nature.
 - iv.) Directors may not attempt to exercise individual authority over the organization except as explicitly set forth in Board of Directors Policies.
 - v.) Directors' interaction with the Watershed Manager or with staff must recognize that any individual Director or group of Directors does not have authority other than that explicitly stated in Board of Directors policy.
 - vi.) Board 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 Board of Directors except to repeat explicitly stated Board decisions.
 - vii.) Directors will make no judgments of the Watershed Manager or staff performance except as that performance is assessed annually in a performance review.
 - viii.) 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 Board of Directors.
 - ix.) 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 Board of Directors may be made in an efficient, knowledgeable, and expeditious fashion.

- x.) 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.
- xi.) Directors shall ensure that unethical activities not covered or specifically prohibited by the foregoing or any other legislation are neither encouraged nor condoned.

5.10 Conflict of interest

5.10.1 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:

- i.) on a written and competitive sealed quotation basis; and
- ii.) having declared any interest therein, and the applicable Director having refrained from voting thereon.

5.10.2 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:

- i.) 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);
- ii.) any question affecting a partnership or firm of which he/she is a member;
- iii.) any question affecting an organization of which he/she is a Director or employee.
- iv.) any question in which the Director or a member of his/her immediate family has a direct or indirect financial interest;
- v.) 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.

5.10.3 A Director who abstains from participation due to conflict of interest is still included in determining quorum.

5.10.4 The minutes must record all declarations of conflict of interest.

Article 6 Meetings of the Board

- 6.1** The Board of Directors shall meet at least four times a 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 Board.
- 6.2** Attendance shall be recorded in the minutes of all Board of Directors meetings.
- 6.3** The Chair of the Board shall be responsible for including the attendance of all Board of Directors at Board meetings in his/her report to the Annual General Meeting.
- 6.4** A quorum at a regular meeting of the directors will consist of a minimum of five directors.

Article 7- Remuneration

- 7.1** The members of the Board shall be reimbursed for approved expenses incurred in carrying out the business of the Council upon presentation of proper statements.

Article 8 - Directors Retiring from Office and Vacancies

- 8.1** Directors retiring from office shall be deemed to hold office until the conclusion of the meeting at which they retire.
- 8.2** In the event of casual vacancies on the Board, the Board shall, issue a call for nominations. If required, a ballot shall be circulated to the membership by mail. The Board may choose to keep a position vacant if it becomes vacant six months before the end of a term.
 - i) The term of office shall be for the remainder of the term of the vacant position.
 - ii) 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 Board of Directors will deem that individual as elected by acclamation.

Article 9 - AGM Agenda and Resolutions Policy and Procedures

- 9.1** 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 NSRBC.
- 9.2** Agenda:

- i) notice of the time and place of the annual meeting shall be sent to the membership not less than sixty (60) days prior to the meeting;
 - ii) only business on the agenda shall be accepted at the Annual General 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.
- 9.3** The Board shall annually appoint a Resolutions Committee;
this Committee shall review all resolutions and report on them as deemed necessary;
- 9.4** 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 Board,
 - 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,
- 9.5** Resolutions must be received by the NSRBC office by thirty days (30 days) prior to the AGM or they will not be accepted, except those that are of an important and timely nature. Important and timely 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,
- i) Late resolutions must have a simple majority vote from the board of directors to be put on the floor as part of a package of all resolutions received at the Annual General Meeting.
- 9.6** 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;
- 9.7** 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”).

Article 10 -Finance

- 10.1** The Board shall appoint an auditor.
- 10.2** All monies received by or on behalf of NSRBC shall be deposited in a chartered bank or credit union designated by the Board.

Article 11 – CHANGING THE BY –LAWS

- 11.1** The by-laws may be rescinded, amended or added to by a Special Resolution at any annual general or special general meeting of the Association.
- 11.2** 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. The amendment requires approval of seventy-five percent (75%) of the members in attendance in order to pass the special resolution.
- 11.3** Copies of the accepted amendments must then be forwarded to the Registrar for Societies under the Societies Act of Saskatchewan.
- 11.4** The amended bylaws take effect after approval of the special resolution at the annual general meeting or special general meeting and accepted by the Corporate Registry of Saskatchewan.
- 11.5** The bylaws are to be reviewed annually to ensure that the organizational structure continues to meet the NSRBC's goals and objectives.

Article 12 - Dissolving the Council and Distributing Assets

- 12.1** The Council does not pay any dividends or distribute its property among its members.
- 12.2** The Council may be dissolved by a two thirds (2/3) majority vote of all directors.
- 12.3** If the Association is dissolved, any funds or assets remaining after paying all debts, the remaining property of the Association shall, in the course of liquidation and dissolution, be proposed by the Board to the Water Security Agency. Where agreement cannot be achieved as to how the assets are to be distributed the final decision will rest with the Water Security Agency.