



**BYLAWS OF THE**  
**SOUTH EAST ALBERTA WATERSHED ALLIANCE**  
**SOCIETY**

Adopted November 2014  
Amended April 28, 2016  
Amended June 8, 2017  
Amended January 8, 2018  
Amended June 14, 2018  
Amended July 22, 2020  
Amended June 27, 2022

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## Article 1.0      **Name**

- 1.01      The name of the Society shall be South East Alberta Watershed Alliance Society.
- 1.02      The official abbreviation for the South East Alberta Watershed Alliance Society shall be SEAWA.
- 1.03      Words importing the singular gender include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders and words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.
- 1.04      The headings used throughout these Bylaws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of any article nor to be deemed in any way to qualify, modify or explain the effect of any such terms or provisions.

## Article 2.0      **Definitions**

- 2.01      "Act" means the *Societies Act*, RSA 2000 c. S-14, and amendments thereto.
- 2.02      "Board" means the "Board of Directors".
- 2.03      "Board Meeting" means a meeting of the Board as convened from time to time.
- 2.04      "Bylaws" refers to the Bylaws of the SEAWA, as amended from time to time.
- 2.05      "Consensus" means:
  - 2.05.01 everyone was heard and there is unanimous support;
  - 2.05.02 all reasonable alternatives were considered;
  - 2.05.03 the recommendation addresses the issue and can work;
  - 2.05.04 potential impediments have been noted;
  - 2.05.05 silence has not been taken as agreement;
  - 2.05.06 no sector has been unfairly affected; and
  - 2.05.07 a written statement is circulated with the decision clearly identifiable to Members.
- 2.06      "Executive Meeting" means a meeting of the Officers of the SEAWA as convened by the Board/Chair from time to time.
- 2.07      "General Meeting" means a meeting of the Members as convened by the Board from time to time.
- 2.08      "Member" means an individual or organization from the sectors identified in Article 3.0 **who or that have submitted an application for membership using the prescribed form.**

- 2.09 "Member in Good Standing" means an individual or organization that supports the Bylaws, Mission, Vision, and Goals of the SEAWA and agrees to work in a cooperative manner to achieve them (see Article 3.09 for more detail on Member responsibilities).
- 2.10 "Quorum" means:
- 2.10.01 at a Board Meeting, eight (8) voting Directors;
  - 2.10.02 at a General Meeting or Special Meeting, ten percent (10%) of the membership; and
  - 2.10.03 at an Executive Meeting, three (3) Officers of the Executive Committee.
- 2.11 The "SEAWA Watershed" means the South Saskatchewan River Sub-Basin within Alberta and the Pakowki Lake watershed as delineated by the Water Survey of Canada.
- 2.12 A "Special Meeting" means a meeting of the Members which satisfies the requirements as set out in Article 6.0.
- 2.13 "Special Resolution" means
- 2.13.01 a resolution passed at a general meeting or special meeting of which no less than 21 days' notice specifying the intention to propose the resolution has been duly given, and by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy;
  - 2.13.02 a resolution proposed and passed as a special resolution at a general meeting or special meeting of which less than 21 days' notice has been given, if all the members entitled to attend and vote at the general meeting so agree; or

### **Article 3.0 Membership**

- 3.01 Membership in the SEAWA shall include the following membership categories:
- 3.01.01 Land Resource Industry, which shall consist of individuals, corporations, businesses or other "for profit" organizations who maintain offices or conduct business within the SEAWA Watershed including agricultural interests, energy development, infrastructure development, associations, companies and corporations;
  - 3.01.02 Licensee Members, which shall consist of irrigators or non-irrigators that have an approved license issued under the Water Act RSA 2000, c.W-3 and amendments thereto or the Environment Protection and Enhancement Act RSA 2000 c. E-12, and amendments thereto, and who operate water management and/or water control facilities within the SEAWA Watershed;
  - 3.01.03 "Non-Irrigator Member" means an individual or organization that has an approved license issued under the Water Act RSA 2000, c. W-3 and amendments thereto that does NOT distribute water for the purpose of irrigating agricultural land.
  - 3.01.04 Municipal Government Members, which shall consist or corporations under the Municipal

Government Act RSA 2000 c. M-26, and amendments thereto, whose areas of jurisdiction are included, fully or partially, within the SEAWA Watershed;

3.01.05 Outdoor Recreation and Eco-Tourism, which shall consist of organizations or agencies that have a demonstrated interest in water and/or water use management, and prairie or grassland conservation or management within the SEAWA watershed;

3.01.06 Environmental Non-Government Organizations which shall consist of organizations or agencies that have demonstrated interest in water and/or water use management, and prairie or grassland conservation or management within the SEAWA Watershed.

3.01.07 Regulatory, Administrative Members, which shall consist of Provincial and/or Federal Government departments or agencies or other organizations incorporated under wither Provincial or Federal legislation who have a regulatory and /or administrative interest in matters related to water and/or water use management within the SEAWA Watershed;

3.01.08 Members at Large, which shall consist of individuals who have a demonstrated interest in water and/or water use management, prairie or grassland conservation or management, and are resident of the SEAWA Watershed;

3.01.09 **Indigenous**, which shall consist of individuals, bands, or communities who have a demonstrated interest, right or cultural relationship with the water, watershed and are residents of the SEAWA Watershed; and

3.01.10 Academic Institutions, which shall consist of academic agencies or accredited post-secondary educational institutions that have a demonstrated interest in water and/or water use management within the SEAWA Watershed.

- 3.02 From time to time the SEAWA may issue Membership Certificates in a form prescribed by the Board.
- 3.03 All Members in Good Standing shall be entitled to receive all SEAWA publications.
- 3.04 Membership fees for the SEAWA, if any, shall be determined by the membership at an Annual General Meeting.
- 3.05 All Members cease to be Members in Good Standing upon failing to pay the membership fee, if any, within 60 days of being invoiced by the SEAWA and their rights as Members are suspended until the membership fee is paid in full. Any member whose membership fee remains unpaid from the previous year shall be deemed to have withdrawn from membership and will not regain membership without submitting a new application for membership and paying the fee and any amounts specified by the Board as due and owing from previous years.
- 3.06 A Member may withdraw from membership upon giving written notice to the SEAWA of its intention to withdraw from membership and shall cease to be a member upon the date it is received.
- 3.07 The Board may expel a member for just cause, such as but not limited to;

- 3.07.01 lack of activity or other contribution by the Member, based on a review by the Board of the membership list and activity of Members; and
- 3.07.02 the conduct of a Member where such conduct following a review by the Board is determined as not in keeping with the responsibilities of membership.
- 3.08 All Members in Good Standing shall be entitled to:
  - 3.08.01 attend and participate in consensus-based planning and decision-making meetings, sessions and forums;
  - 3.08.02 attend and vote at the Annual General Meeting and all General and Special Meetings; and
  - 3.08.03 receive and/or have access to all SEAWA newsletters and other publications of the SEAWA.
- 3.09 A Member is responsible to:
  - 3.09.01 act in accordance with these Bylaws;
  - 3.09.02 function within a collaborative, consensus-based approach to decision-making and in doing so respect the views of others;
  - 3.09.03 promote the Vision, Guiding Principles and Goals of the SEAWA within their respective organization, community, and sphere of influence; and
  - 3.09.04 be active in the affairs of the SEAWA, including working with other Members to implement SEAWA projects and undertake SEAWA activities.
- 3.10 Each organizational Member shall designate an individual as its organization's primary representative to act on its behalf at all Special Meetings and to serve as a Director, if so elected, at all Board meetings.
- 3.11 Organizational Members are to advise the SEAWA annually of the names, relevant mailing addresses, telephone number, e-mail addresses and occupation/title (as appropriate) of its primary representative.

#### **Article 4.0 Board of Directors**

- 4.01 By virtue of their election from and by the membership, the Board is authorized to conduct business and make decisions on behalf of the SEAWA in accordance with the Board of Directors Terms of Reference.
- 4.02 The Board shall consist of no more than seventeen (17) Directors and the past Chair (if so warranted) made up of Members from each of the Member categories listed in section 3.0 of these Bylaws. Where it is not possible to fill all Director seats from the listed Member categories, up to

two seats will be considered 'Open and Available' for the election of SEAWA members who represent various perspectives and demonstrate an interest in the SEAWA watershed.

| <i>Categories</i>                                 | <i>Director</i> |
|---|-----------------|
| <b>Land Resource Industry</b>                     |                 |
| <b>Industry</b>                                   | <b>1</b>        |
| <b>Agriculture</b>                                | <b>1</b>        |
| <b>Licensee Member</b>                            |                 |
| <b>Irrigators</b>                                 | <b>1</b>        |
| <b>Non-irrigators</b>                             | <b>1</b>        |
| <b>Municipal Government</b>                       |                 |
| <b>Rural</b>                                      | <b>2</b>        |
| <b>Urban</b>                                      | <b>2</b>        |
| <b>Outdoor Recreation and Eco-Tourism</b>         | <b>1</b>        |
| <b>Environmental Non-Government Organizations</b> | <b>1</b>        |
| <b>Provincial Government</b>                      | <b>2</b>        |
| <b>Federal Government</b>                         | <b>1</b>        |
| <b>Members at Large</b>                           | <b>2</b>        |
| <b>Indigenous</b>                                 | <b>1</b>        |
| <b>Academic Institutions</b>                      | <b>1</b>        |

- 4.03 A member elected to be a Director should be elected for a two (2) year term to a maximum of three (3) consecutive terms.
- 4.04 The formal nomination and election of the Board will take place at the Annual General Meeting. As part of the notice of the Annual General Meeting, a Nomination Committee will provide a nomination report to the Members, but nominations may also be made from the floor. A nominated Member must consent to the nomination and thereby recognize the substantial commitment to participate in the activities of the SEAWA.
- 4.05 A Director may resign from office upon written notice to the Board. The Member shall cease to be a Member of the Board upon the date specified in the notice or its earlier acceptance by the Board.
- 4.06 Should a vacancy occur on the Board the remaining Directors may appoint a Member from among the membership in the category vacated to fill the vacancy until the next Annual General Meeting.
- 4.07 A Director ceases to be a Director if he/she misses three (3) consecutive meetings without the prior approval of or notice to the Board.

- 4.08 The SEAWA shall review the Board of Directors Terms of Reference and adopt amendments as deemed appropriate.
- 4.09 The Board of Directors Terms of Reference shall include, but not be limited to:
- 4.09.01 the purpose of the Board;
  - 4.09.02 the authority to hire an Executive Director and to authorize the hiring of additional staff;
  - 4.09.03 the requirement to hold an Annual General Meeting and present an annual budget and related annual operational and long-term strategic plan;
  - 4.09.04 the authority to appoint committees and/or project teams;
  - 4.09.05 the requirement to monitor, manage and report the activities and finances of the SEAWA;
  - 4.09.06 the frequency and process of meetings, including the preparation of agendas, meeting notes/minutes; and
  - 4.09.07 the authorization to appoint alternate Directors.
- 4.10 The Board shall meet at the call of the Chair, but not less than three times a year and include attendance at the Annual General Meeting.
- 4.11 The Board may by resolution adopt procedures and practices related to the governance of meetings as long as the procedures and practices comply with the objects and Bylaws of the SEAWA.
- 4.12 Decisions and recommendations of the Board shall be made by consensus. If attempts at consensus have been exhausted and it is imperative to the success of the SEAWA that a decision be made, the Chair may choose to hold a vote where a seventy-five percent (75%) majority of the Board must be achieved for a decision to be passed.
- 4.13 A Director may be removed from office by a seventy-five percent (75%) majority vote of the Members in Good Standing present and voting at a Special Meeting.

## **Article 5.0 Officers of the SEAWA**

- 5.01 The Executive Committee consists of the Officers of the SEAWA, as follows:
- 5.01.01 the Chair;
  - 5.01.02 the Past Chair,
  - 5.01.03 the Vice Chair,
  - 5.01.04 the Secretary, and;
  - 5.01.03 the Treasurer,
- 5.02 The Chair shall be elected from and by the Directors at the first Board meeting following the Annual General Meeting by simple majority vote of the Directors present and voting.
- 5.03 The Vice-Chair, Secretary and Treasurer shall be elected from and by the Directors at the first Board meeting following the Annual General Meeting by simple majority vote of the Directors present and



voting.

5.04 Responsibilities of the Chair include, but are not limited to:

- 5.04.01 shall be an official spokesperson of the SEAWA and represent the SEAWA on behalf of all the membership, promoting the organization's purpose in the community and to the media; and
- 5.04.02 shall chair all Board Meetings, Executive, and Special Meetings and make sure that the SEAWA Bylaws and Guiding Principles are adhered to; and
- 5.04.04 shall be responsible for the preparation of a report to the Members at the Annual General Meeting; and
- 5.04.05 serves as ex-officio member of all committees and/or project teams; and
- 5.04.06 may delegate any or all of the duties of the Chair to the Vice-Chair; and
- 5.04.07 can act as a signing officer for cheques and other documents.

5.05 The Past Chair may perform duties as determined by the Executive Committee or the Board of Directors

5.06 Responsibilities of the Vice-Chair include, but are not limited to

- 5.06.01 work closely as consultant and advisor to the Chair; and
- 5.06.02 acts in the absence of the Chair; and
- 5.06.03 acts as a signing officer for cheques and other documents as required.

5.07 Responsibilities of the Secretary include, but are not limited to:

- 5.07.01 taking and keeping the Minutes of all Meetings and all other records and books of the SEAWA unless otherwise directed by the Board; and
- 5.07.02 can act as a signing officer for cheques and other documents.

5.08 Responsibilities of the Treasurer include, but are not limited to:

- 5.08.01 ensures all monies paid to the SEAWA are deposited in a chartered bank chosen by the Board;
- 5.08.02 ensures a detailed account of revenues and expenditures is presented to the Board as requested;
- 5.08.03 ensures an audited statement of the financial position of the SEAWA is prepared and presented at the Annual General Meeting;
- 5.08.04 presents a proposed annual budget for the coming year to the Board for adoption; and
- 5.08.05 can act as a signing officer for cheques and other documents.

- 5.09 Should a vacancy occur in the Vice-Chair, Secretary, or Treasurer position, the Board shall appoint a Director to fill the position for the period until the next Annual General Meeting. The vacancy shall be formally filled in accordance with section 5.03.
- 5.10 The Executive Committee shall meet as directed by the Board or Chair, or on the request of any two (2) other officers. They must request the Chair in writing to call a meeting and state the business of the meeting. The Executive Committee may meet at times other than Board meetings.
- 5.11 Following delegation of an issue to the Executive Committee by the Board, all decisions of the Executive Committee shall be made by consensus.
- 5.12 An Officer may be removed from office by a by simple majority vote of the Directors present and voting.

## **Article 6.0 General and Special Meetings**

- 6.01 There shall be at least one (1) General Meeting of the SEAWA held in each calendar year. The Board shall determine the dates, times and places for any General Meeting, but the Annual General Meeting shall be held within 6 months of the financial year-end.
- 6.02 At least thirty (30) days written notice of the date, time and place of an Annual General Meeting and twenty-one (21) days written notice of the date, time and place of a General Meeting shall be provided to each Member of the SEAWA.
- 6.03 At all meetings, the method of voting will be by show of hands, or by secret ballot, or by proxy; whereby a motion to pass requires a fifty percent (50%) plus one (1) majority of those voting.
- 6.04 A Special Meeting shall be called by the Chair, or his/her designate within fourteen (14) days of receiving a written request setting forth the business to be addressed, and having been signed by at least five (5) Members in Good Standing.
- 6.05 At least twenty-one (21) days written notice of the date, time and place of a Special Meeting, shall be provided to each Member of the SEAWA, such notice to include the reasons for such meeting.
- 6.06 A Special Meeting shall deal with only the matters for which the meeting was called.
- 6.07 All Special Resolutions can only be passed at a General Meeting or Special Meeting. For a Special Resolution to pass it must have the approval of at least seventy-five (75%) of the Members:
  - 6.07.01 Present and voting; or
  - 6.07.02 voting by proxy, if a proxy vote has been approved for the Special Resolution by the Board, provided the number of proxy votes represents a quorum.
- 6.08 Written notice for any meeting of the SEAWA will be valid if delivered by email, fax and/or letter, including personal delivery, to the last known contact address shown on the records of the SEAWA.

## **Article 7.0      Remuneration**

- 7.01      Unless authorized by the Board, no Officer, Director or Member shall receive a fee for his/her services.
- 7.02      The Board may approve the payment of expenses, or a portion thereof, incurred by Officers, Directors or Members in exercising the activities of the SEAWA where the expenses for such activities have been pre-authorized by the Board or are in accordance with the approved budget.

## **Article 8.0      Finances, Audit and Inspection**

- 8.01      The Board shall, by resolution, set out policies governing the management of funds for investment purposes and establishing any other financial procedures required for the operation of the SEAWA.
- 8.02      **For the purpose of carrying out its objectives, the SEAWA may fundraise through methods approved by the Board of Directors.**
- 8.03      **The financial records and related documents of the SEAWA shall be audited at least once each year by a duly qualified accountant or by two members of the society elected for that purpose at the Annual General Meeting of the society. The fiscal year of the society each year shall be 01 April to 31 March.**
- 8.04      Any Member in Good Standing may request, in writing, to inspect the minutes of meetings of the SEAWA, including General, Special, Board and Executive Meetings, the financial records of the SEAWA and the membership list. Within thirty (30) days of receipt of the request, the Member will be permitted to inspect the books and/or records during regular business hours of the SEAWA.

## **Article 9.0      Amendments to the Bylaws**

- 9.01      The Bylaws of the SEAWA can only be amended, or rescinded or repealed by the adoption of a Special Resolution by the Members of the SEAWA
- 9.02      The Board and any Member in Good Standing may propose to amend the Bylaws of the SEAWA. A proposed amendment must be submitted in writing to the Chair not less than thirty (30) days prior to an Annual General Meeting, or a Special Meeting may be required with the relevant notification for such a meeting (Article 6.0).
- 9.03      Written notice of the proposed amendment shall be sent at least twenty-one (21) days prior, to each Member of the SEAWA, such written notice to include the text of the proposed amendment and the date, time and place of the Annual General Meeting or Special Meeting at which the Special Resolution will be considered.
- 9.04      A copy of adopted amendments of the Bylaws shall be forwarded to the Registrar of Societies under the *Act*.

## **Article 10.0     Signing Authority**

10.01 The Board shall determine the signing authorities on behalf of the SEAWA.

10.02 The SEAWA does not possess or use an official seal.

## **Article 11.0     Dissolution of SEAWA**

11.01 A Dissolution Committee will be formed comprising of the Executive Committee members (Chair, Vice-Chair, Treasurer, Secretary, and Past-Chair) and two additional Directors of the Board;

11.02 The Dissolution Committee will plan and hold a Special Meeting of the SEAWA membership to present the reasons for the dissolution of the organization, the plan for disposition of assets, and dissolution and disposition of assets timeline; and seek membership approval of the dissolution and disposition of assets;

11.03 The SEAWA does not pay any dividends or distribute its property among its Members.

11.04 Should the SEAWA dissolve, the property of the SEAWA shall be converted to cash and added to the funds of the SEAWA. The funds shall first be distributed in amounts necessary to pay all outstanding debts and liabilities of the SEAWA. Any remaining funds will be distributed to one or more of the following: organizations with goals similar to the SEAWA, not-for-profit organization(s), educational institutions as decided by the Dissolution Committee;

11.05 SEAWA property that remains unsold or could not be converted to cash within the dissolution timeline, will be distributed to: one or more of the following: organizations with goals similar to the SEAWA, not-for-profit organization(s), or educational institutions as decided by the Dissolution Committee.

11.06 The lack of financial support or grant from the provincial government to operate as a Watershed Planning and Advisory Council is not a reason for dissolution of the SEAWA.

11.07 The board will develop a Dissolution Policy that will provide details of the dissolution process.

11.08 The Dissolution Committee must follow the dissolution process as described in the Dissolution Policy.