



OLDMAN WATERSHED COUNCIL

One appointed member from the City of Lethbridge

Delegated to Lloyd Brierley, Director of Infrastructure Services or his designate

Membership:	One appointed member from the City of Lethbridge
Mandate:	(Amalgamation of Basin Advisory Group & Water Quality) To improve the Oldman River Watershed through partnerships, knowledge and the implementation and integration of sustainable water management and land use practices.
Meetings Held:	How Often: as often as required, at least once every four (4) months Location: Oldman Watershed Council 319 - 6th Street South, Lethbridge, AB
Contact:	Shannon Frank, Executive Director – 403.330.1346 Oldman Watershed Council – 319 - 6th Street South, Lethbridge, AB T1J 2C7 Email:info@oldmanwatershed.ca



Organization Bylaws

Oldman Watershed Council

Membership

1. All members must agree to the vision, mission, and goals of the Council. Membership is available for organizations or individuals:

a. Organizational Membership – Any recognized organization residing or working in the Oldman Watershed may become a member. The Board of Directors reserves the right to refuse the membership of any applicant if they do not align with the vision, mission, and goals of the Council. Organization memberships are free and automatically renew unless cancelled.

b. Individual Membership – Any person living or working in the Oldman Watershed may become a member. Individual membership is available in two categories: free or supporting. Supporting membership fees are determined by the Board of Directors.

- o Free memberships automatically renew unless cancelled.
- o Supporting memberships are valid for one (1) year, from date of purchase. If not renewed, supporting memberships revert to free memberships.

2. Any member wishing to withdraw from membership may do so upon notice in writing either by letter submission or email submission to the Board of Directors through its Executive Director. Any member, upon a majority vote of the Board of Directors, may be expelled from membership for any cause

3. It is the responsibility of members to keep their contact information current. Membership may be voided if updated contact information is not received within three (3) months of change occurring

4. In order for a member to be eligible to vote at the Annual General Meeting (AGM), or be nominated for the Board of Directors, Organizational and Individual members must have a valid membership.

Participant

5. A participant or stakeholder is any person residing or working in the Oldman Watershed. All participants and stakeholders are welcome to attend meetings and events, but cannot vote.

Executive Committee



6. The Executive Committee is comprised of the Chair, Vice-Chair, Treasurer and Executive Director Committee. This committee will be the initial point of contact for matters related to the Oldman Watershed Council ("OWC") and will help lead the OWC and its Board of Directors in the operations of the OWC.

Chair

7. The Chair shall be an ex officio member of all Committees. They shall, when present, preside at all meetings of the OWC and of the Board. In their absence, the Vice Chair shall preside at any such meetings. In the absence of both, a chairperson would be elected at the meeting.

- a. The Chair will be elected by the Board of Directors at the first Board of Directors meeting following the AGM, at which the Chair's two (2) year term has expired or the Chair has resigned from the position.
- b. The Chair will have a two-year term and shall serve until a successor is elected
- c. The Chair shall have signing authority.

Vice Chair

8. The Vice Chair will be elected by the Board of Directors at the first Board of Directors meeting following the AGM at which the Vice Chair's two (2) year term has expired or the Vice Chair has resigned from the position.

- a. The Vice Chair will provide an Acting role in the absence of the Chair.
- b. Ideally, The Vice Chair will serve a two (2) year term that will begin in the alternate years as the new chair to allow successional transition between the outgoing and incoming Chairs.
- c. The Vice Chair shall have signing authority in absence of the Chair or when three (3) signatures of the Board of Directors are required.

Treasurer

9. The Treasurer will be elected by the Board of Directors at the first Board of Directors meeting following the AGM.

10. The Treasurer shall:

- Take a lead role in the development and implementation of the OWC financial policies, assume signing authority, oversee investment procedures and cash management, reporting methods.
- Work with staff to ensure that financial records of the OWC are kept and maintained.
- Prepare and present a detailed account of receipts and disbursements as requested by the Board of Directors in collaboration with OWCs office manager and/or Executive Director.
- Arrange for the preparation of annual fiscal reports and audited statements (when required) of the OWC prior to the AGM and present these reports at the AGM.



- Monitor the annual business plans and budgets following their preparation and approval by the Board.

Board of Directors

11. All members of the Board of Directors, including Executive Committee members shall be referred to herein as Directors

12. The Board of Directors shall have a maximum of 19 members including the Chair, Vice Chair and Treasurer. The Board of Directors will herein be referred to as the Board.

a. On the Board representing Organizational Sector Directors, there will be a maximum of one (1) member representing each of: towns/villages, rural municipalities, health sector, commercial/industrial companies, irrigators, agricultural producers, academia, wildlife and habitat conservation organizations and environmental non-government organizations.

b. Each organizational sector will have a democratic election and provide the name of the individual who will represent it on the Board of Directors. This individual will be entitled to one vote.

c. There will be a maximum of two (2) directors appointed to represent the provincial government with only allowed one (1) vote allowed.

d. There will be one (1) appointed position for the City of Lethbridge.

e. There will be one (1) appointed position for the Federal Government.

f. A maximum of 25% of the Board of Directors will be appointed.

g. Subject to the approval of the Executive Committee, each organizational sector may elect one (1) Alternate Director to act as a Director of the Board in the absence of the organizational sector's Director, during the term of that Director.

13. There will be two (2) positions for Directors that reside in the Oldman Watershed and are volunteer band members of the Kainai or Pikunii Nations. These Directors shall be known as Indigenous Directors.

a. Subject to the approval of the Executive Committee, one (1) Alternate Director may be elected to act as a Director of the Board in the absence of an Indigenous Director, during the term of that Director. They must also be a volunteer band member from either the Kainai or Pikunii Nation.

14. Individual members will be eligible to fill four (4) positions on the Board. Individual Members' names will need to be submitted to the Nomination Committee prior to the AGM. These Directors shall be identified as Members at Large. Further, an individual member may fill any vacant organizational position provided they represent that sector

15. Subject to the approval of the Executive Committee, a vacancy in the position of an Organizational Sector Director or Indigenous Director may be filled by an Alternate Director, provided that the Alternate Director



represents that organizational sector or Indigenous perspective.

16. Subject to the approval of the Executive Committee, in the event of a vacancy in the position of an Organizational Sector Director, that respective organizational sector may elect a Director to fill that vacancy.

17. Directors will participate in a 2-year term with a possibility of more than one (1) consecutive term and will be elected at the Annual General Meeting.

18. Directors must provide substantial commitment and actively participate in the Council.

19. 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 OWC.

20. An Alternate Director shall be permitted to vote and exercise the same rights and authorities of the respective absent Director at Board meetings.

21. Meetings of the Board shall be held as often as may be required, but at least once every four (4) months and shall be called by the Chair.

22. Meetings of the Board shall be called with eight (8) days' notice by electronic means , to each Director. Eight (8) Directors at a meeting shall constitute a quorum.

23. Directors may attend a meeting of the Board by telephonic, electronic or other communication means that permit all persons participating in the meeting to communicate adequately with each other during the meeting. A Director participating in a meeting by these means is considered to be present at the meeting and is permitted to vote by electronic means. Any communication means referred to must preserve the clarity, accuracy, and confidentiality of the meeting process.

24. Board of Directors business may be conducted outside of Board meetings by teleconference or email Business items may be raised outside of Board meetings by the Chair or at the written (letter or email) request of two (2) Directors directed to the Chair of the Board of Directors. Motions made, seconded and duly passed by means outside of a Board meeting pursuant to the policies of the OWC shall have the same authority and effectiveness as decisions made at Board meetings.

25. A special meeting of the Board must be called upon by a written request to the Chair from any four (4) Directors. The specific business being brought to the meeting must be provided prior to the Chair calling a special meeting.

26. A person appointed or elected as a Director becomes a Director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a Director if they were not present at the meeting but consented in writing (letter or email) to act as Director before the appointment or election, or within ten (10) days after the appointment or election, or if they acted as a director pursuant to the appointment or election.



27. Any Director or officer, upon a majority vote of all Directors in good standing, may be removed from office for any cause which the Board of Directors of the OWC may deem reasonable. Just cause may include, but is not limited to, a Director not abiding by the policies within the Board Governance Manual.

Executive Director

28. It shall be the duty of the Executive Director to attend all meetings of the OWC and the Board, and act as secretary to keep accurate minutes of the same. In case of the absence of the Executive Director, their duties shall be discharged by a person appointed by the Board. The Executive Director shall have charge of all the correspondence of the OWC and be under the direction of the Chair and the Board.

a. This is a paid staff position.

29. The Executive Director shall also keep an accurate record of all the members of the OWC and their addresses, send all notices of the various meetings as required and collect and receive the annual dues or assessments levied by the organization.

Auditing

30. The books, accounts and records of the organization shall be audited at least once each year by a duly qualified accountant. The audited financial statements will be approved by the Board. A complete and proper statement of the OWC standing of the books for the previous year shall be presented at the AGM of the OWC. The fiscal year of the OWC is April 1 to March 31.

31. Approved Board meeting minutes and audited financial statements of the OWC may be inspected by any member of the OWC at any time at OWC's office upon giving reasonable notice and arranging a time satisfactory to the Executive Committee having charge of same. Each member of the Board shall at all times have access to such books and records. Photocopies of records will be provided at \$1.00 per page.

Meetings

32. The OWC shall hold an AGM on or before June 30 in each year, of which notice in writing to the last known address of each member shall be delivered via, e-mail or mail, 30 days prior to the date of the meeting. The Directors elected shall form a Board and shall serve until their successors are elected and installed. Any vacancy occurring during the year shall be filled at the next meeting, provided it is so stated in the notice calling such meeting. Any member in good standing shall be eligible to any office in the organization. The AGM may be in person or by virtual meeting (videoconference or teleconference).

33. General Meetings of the OWC may be called at any time by the Executive Director upon instructions of the Chair or Board of Directors by mail, , e-mail, telephone or personal contact eight (8) days prior to the date of such meeting. General Meetings may be in person or by virtual meeting (videoconference or teleconference).

34. At a General Meeting, a quorum of 15 members must be present.

35. A Special Meeting shall be called by the Chair or Executive Director upon receipt of a petition signed by one-third (1/3) of the members in good standing, setting forth the reasons for calling such meeting and each



member will be notified by mail, phone, fax, e-mail or in-person eight (8) days prior to the meeting.

- a. At a Special Meeting, a quorum of 25% of members must be present.
- b. At least 25% of signatories of the petition must also be present.
- c. Motions made at Special Meetings are non-binding on the Board of Directors.

Voting

36. A simple majority (50% plus one) of members in attendance can pass a motion at any General or Special Meeting to give direction to the Board.

37. Any member who has not withdrawn their membership nor has been suspended or expelled shall have the right to vote at any General or Special Meeting of the OWC. Such votes must be made by the person by a show of hands.

Remuneration

38. Unless authorized by the Board, no Director or member of the OWC shall receive any remuneration for their time or services.

Borrowing Powers

39. For the purpose of carrying out its objectives, the organization 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 OWC and in no case shall debentures be issued without the sanction of a special resolution of the OWC.

Dissolution

40. Upon dissolution, all property and assets after payment of its debts will be distributed to one or more qualified donees.

Bylaws

41. The Bylaws may be rescinded, altered or added to by a "Special Resolution".

Dated: _____

Signature: _____

Doug Kaupp, Chair