

BYLAWS
of
THE
SASKATCHEWAN ASSOCIATION
OF WATERSHEDS INC.



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ARTICLE 1 - PREAMBLE

- 1.1 The name of the Association is The Saskatchewan Association of Watersheds Inc., and may be known or referred to as SAW.
- 1.2 The Association shall:
 - a) Advance and promote the joint concerns of the member Watershed Associations; and
 - b) Provide such services as may be deemed necessary by the member Watershed Associations, in accordance with these bylaws.
- 1.3 The Mandate of SAW is to:
 - a) Provide a unified voice to influence decision making in the protection of source water and implementation of watershed protection plans;
 - b) Build and enhance relations with public and private partners;
 - c) Promote the identity of SAW; and
 - d) Create a presence and visibility of the association.

ARTICLE 2 - DEFINITIONS

- 2.1 In these and all other bylaws of SAW, 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 SAW shall be read as referring to the amended provisions.
 - 2.1.2 "Board" means the Board of Directors of SAW.
 - 2.1.3 Gender and Number - words implying the singular include the plural and vice-versa; words implying gender include all genders.
 - 2.1.4 "Bylaws" means this bylaw and all other bylaws of SAW from time to time in force and effect.
 - 2.1.5 "Meetings of Members" means an Annual General Meeting (AGM) of the members, and/or a Special General Meeting of the members.
 - 2.1.6 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.
 - 2.1.7 All terms contained in the bylaws and which are defined in the Act shall have meaning given to such terms in the Act.
 - 2.1.8 "Member" means a Watershed Association that has joined SAW and is in good standing with a current membership.
 - 2.1.9 "Employee" means a person(s) hired by SAW.

Article 3 - Business of the Association

- 3.1 The Head Office of SAW 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 SAW shall end on the last day of January each year.

ARTICLE 4 - MEMBERSHIP AND MEMBERSHIP FEES

- 4.1 Membership in SAW is open to any incorporated Watershed Association that has a completed or is developing a source water protection plan as approved by the SAW Board.
- 4.2 Members of SAW are accorded two voting delegates at any meeting of members. Each such delegate shall have one vote.
- 4.3 Membership fees are outlined in the SAW Policies and Procedures Manual.

ARTICLE 5 - BOARD OF DIRECTORS

- 5.1 The Board shall direct the affairs of SAW.
- 5.2 The Board shall consist of:
 - 1) One director, elected or appointed from each member Watershed Association's Board to the SAW Board, and a second Board representative as an alternate. In the absence of the watershed's representative, the alternate representative may represent the member Watershed Association as an interim director. This person shall not be a Director-At-Large.
 - 2) Two Directors-At-Large elected annually at the AGM. Each member Watershed Association may nominate one Board member for the Director-At-Large positions.
- 5.3 It is mandatory that, except for reasonable cause, Board Members attend all Board meetings of which they have received proper notice, as outlined in these bylaws. In the event that a Board Member or the alternate fails to attend, without reasonable cause, three or more consecutive Board Meetings, of which proper notice has been received, within the term of their office, the Board Member may, by resolution of SAW Board Members, be requested to be replaced by the appropriate Watershed Association member.

ARTICLE 6 - MEETINGS

- 6.1 Regular meetings of the Board shall be held in the Province of Saskatchewan and must be convened at least quarterly.
- 6.2 Quorum for the transaction of business shall be a majority of Board Members. No business shall be conducted if a quorum is not present. If a quorum is not present, the minutes shall reflect which members were present, and the meeting shall be adjourned and/or;
 - 6.2.1 Resolve itself into a Committee Of The Whole or a Quasi-Committee Of The Whole. The entire assembly makes itself one big committee and uses committee rules as the rules of debate on a particular subject. In a Quasi-Committee the presiding officer of the whole body and the committee can be the same person.
- 6.3 A meeting of the Board may be called by the Chair or by a majority of the members of the Board, and the Secretary shall, upon direction of either of the foregoing, convene a meeting of the Board.

- 6.4. The Board shall meet at such time and place as determined by the Executive Committee.
- 6.4.1 The notice of the Meeting shall be provided to all Board Members no less than 14 days prior to the planned meeting date.
- 6.4.2 The order of business of all regular meetings of the Board shall be determined, from time to time, by resolution of the Board.
- 6.4.3 The Secretary shall ensure an agenda is prepared and circulated no less than five days prior to the meeting date.

- 6.5 Minutes shall be kept of all meetings of the Board, and minutes shall be circulated among all members of the Board within 14 days of the meeting.
- 6.5.1 The Board may designate a recording secretary for the Board Meetings.

- 6.6 All meetings of SAW shall firstly attempt to achieve consensus. Failing this SAW shall adhere to the general rules and the rules of procedure as detailed in "Roberts Rules of Order".
- 6.6.1 Every member of the Board present at any meeting is required to vote on all questions directed by the Chair.
- 6.6.2 A question shall be considered when a motion is made and seconded by Board Members. A reasonable discussion of the question shall be allowed prior to calling the question for a vote. In the event of a tie vote, the vote is deemed to be lost.
- 6.6.3 All Board meetings will be open to the public.
- 6.6.4 A Board Member may participate and be considered present in a Board or Committee meeting by telephone or other communication technologies that allow the participants to hear the business of the meeting.

- 6.7 The terms of reference of SAW shall be reviewed by the Board on a regular basis.

- 6.8 An AGM of the members of SAW shall be held once each year, within 90 days of the fiscal year end, at such time and place as may be prescribed by the Board for the purpose of:
 - a) Receiving the report of the Chair and the Treasurer;
 - b) Reviewing the annual audited financial statements;
 - c) Considering changes to the by-laws governing SAW;
 - d) Hold an election for Director-at-Large positions;
 - d) Considering, for acceptance, resolutions presented from Board Members, Board Committees, and/or member Watershed Associations; and
 - e) Transacting such business as may be brought before AGM.
- 6.8.1 All issues before the AGM shall be adopted by a majority vote in favour of a motion among registered voting delegates.

ARTICLE 7 - COMMITTEES OF THE BOARD

- 7.1 The Board may establish any committees that it considers necessary to assist in carrying out the business of SAW.
 - 7.1.1 The Board shall establish the membership of a committee, including the Chair.
 - 7.1.2 No Committee shall pledge the credit of SAW or commit it to the expenditure of money or to policies, acts or engagements, except as specifically ratified by the Board.
 - 7.1.3 The Committee Chair will cause an agenda to be prepared and circulated no less than five days prior to a committee meeting date.
 - 7.1.4 Minutes shall be kept of all committee meetings, recording recommendations and outcomes, and circulated among all members of the committee within 14 days of the meeting.
 - 7.1.5 Meetings of a committee shall be called by the committee chair or whenever a majority of the

committee so requests.

- 7.1.6 A majority of members of any committee shall represent a quorum for the transaction of business and no business shall be transacted unless a quorum is present.

- 7.2 There shall be Executive Committee:
 - 7.2.1 The Executive Committee of SAW shall consist of: Chair, Vice-Chair, Secretary, and Treasurer and shall be elected by the Board at the first board meeting following the AGM.
 - 7.2.2 The election may be by secret ballot on a form provided.
 - 7.2.3 Executive positions shall be a two-year term.
 - 7.2.4 Executive positions, Chair and Secretary, are elected each even calendar year. Executive positions, Vice Chair and Treasurer, are elected in each odd calendar year.
 - 7.2.5 No one person shall hold more than one executive position. In the event that an executive committee member cannot complete their term, the Board shall elect a board member to complete the term.
 - 7.2.6 The outgoing Executive Committee will select two scrutineers, not nominated in the election, to record the ballots, report on the outcome, and with approval, act to destroy the ballots.

- 7.3 There shall be a Finance Committee comprised of the Chair, Vice-Chair, Secretary, and Treasurer.

- 7.4 There shall be a Resolutions Committee of not more than three Board Members.
 - 7.4.1 The Resolutions Committee will receive and review resolutions for discussion at the AGM of SAW.
 - 7.4.2 The Resolutions Committee will seek written resolutions no less than two months prior to the AGM.
 - 7.4.3 Resolutions must be received in writing by the SAW office not less than 30 days before the AGM.
 - 7.4.4 Resolutions will be considered for presentation to the AGM on the basis of the mandate and mission of the organization.
 - 7.4.5 Copies of the resolutions to be presented at the AGM will be circulated to the member Watershed Associations at least 14 days prior to the date of the AGM.
 - 7.4.6 The Resolutions Committee may consider resolutions from the floor at the meeting. At least two-thirds of the members voting must vote in favour of considering a resolution from the floor before it will be considered.

ARTICLE 8 - DUTIES OF THE EXECUTIVE COMMITTEE

- 8.1 The Executive Committee shall:
 - 8.1.1 Be a current member of the Board
 - 8.1.2 Convene and conduct an AGM of the member Watershed Associations.
 - 8.1.3 Act as the Bylaw Committee to ensure the circulation of the proposed revisions to the by-laws governing Saw to the Board in writing, at least 30 days prior to the AGM.
 - 8.1.4 Ensure the circulation of the proposed revisions of the by-laws governing SAW to the member Watershed Associations, at least 14 days prior to the AGM.

- 8.2 The Chair shall:
 - 8.2.1 Preside at all meetings of the Board and shall be ex-officio member of all committees of the Board.
 - 8.2.2 In the absence of the Chair, or the office becomes vacant; the Vice-Chair shall perform the duties of the office of the Chair.

- 8.2.3 The Chair shall have the authority to arrange for the meeting of delegations and other parties.
- 8.2.4 Only the Chair, or a person designated by the executive committee, shall have the authority, on behalf of the Board, to prepare and distribute media releases.
- 8.2.5 The Chair and/or Vice-Chair shall perform such other duties as may from time to time be determined by the Board.

- 8.3 The Secretary shall:
 - 8.3.1 Ensure that proper and correct procedures are carried out for the recording and circulating of agendas and minutes for all Board and Committee meetings.
 - 8.3.2 Ensure maintenance of the original minutes and Bylaws.

- 8.4 The Treasurer shall:
 - 8.4.1 Ensure that proper and correct procedures for handling the finances of SAW are carried out.
 - 8.4.2 Report to the Board on the finances of SAW at least quarterly and/or at each Board meeting.
 - 8.4.3 Present an audited financial report for the AGM.

ARTICLE 9 - REMUNERATION OF BOARD MEMBERS

- 9.1 Expenses associated with attending SAW Board and Committee meetings will be compensated as outlined in SAW Policy and Procedures Manual.

Article 10 - Finance

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

Article 11 - Distributing Assets and Dissolving SAW

- 11.1 SAW does not pay any dividends or distribute its property among its members.
- 11.2 SAW may be dissolved, at an Annual General Meeting or a Special General Meeting called for this purpose, by a two-thirds majority vote of all members present.
- 11.3 If SAW is dissolved, any funds or assets remaining, after paying all debts, shall, in the course of liquidation and dissolution, be assigned or transferred to a non-profit corporation with similar goals and objectives, as the Board of Directors see fit, by two-thirds majority vote of the Board of Directors.

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