



Assiniboine Watershed Stewardship Association Inc.



Bylaws

November 24th, 2006

Amended June 26th, 2007

Amended April 22nd, 2009

Amended August 12th, 2009

Amended May 18th, 2016

Article 1 – Preamble

1.1 The Association

The name of the Association is the Assiniboine Watershed Stewardship Association Inc, which may also be known, or referred to as the AWSA or the Association.

1.2 The Bylaws

The following articles set forth the bylaws of the Assiniboine Watershed Stewardship Association Inc.

Article 2 – Definitions

2.1 In these and all other bylaws of the Association, 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 the Association shall be read as referring to the amended provisions;

2.1.2 “the Association” means the Assiniboine Watershed Stewardship Association;

2.1.3 Assiniboine Watershed means that area within the Province of Saskatchewan bounded by an elevated boundary contained by its drainage divide and subject to surface and subsurface drainage under gravity to the Assiniboine River;

- 2.1.4 “the directors,” “board” and “board of directors” means the directors of the Association for the time being;
- 2.1.5 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 to clarify, modify or explain the effect of any such terms;
- 2.1.6 all terms contained in the bylaws and which are defined in the *Act* shall have the meanings given to such terms in the *Act*;
- 2.1.7 words importing the masculine gender shall include the feminine, and words importing the singular shall include the plural and vice versa;
- 2.1.8 “member” means a regular or full member;
- 2.1.9 Executive means the Chair, Vice Chair and Secretary –Treasurer of the Board;
- 2.1.10 Employee means a person(s) hired by the Assiniboine Watershed Stewardship Association Inc.

Article 3 – Mission, Vision and Goals of the Association

- 3.1 The **Mission** of the Association is to have healthy source waters throughout the Assiniboine Watershed.
- 3.2 The **Vision** of the Association is “Citizens and communities of the Assiniboine Watershed working together to protect the source waters of the Assiniboine River; its tributaries and aquifers within the watershed.”
- 3.3 The **Goals** of the Association are:
 - 3.3.1 to increase the knowledge and awareness of the citizens of the Assiniboine Watershed of the natural and economic values of water and to identify how to protect their water resources;
 - 3.3.2 to protect surface and groundwater from contamination;
 - 3.3.3 to protect community water wells from contamination;
 - 3.3.4 to increase the involvement of the local people in watershed and aquifer management decisions within the watershed;
 - 3.3.5 to minimize the impacts by the residents of the watershed, on the source waters for surface and ground water;

- 3.3.6 to foster partnerships for the mutual benefit of individuals, organizations and local units of government concerned with source water protection and enhancement;
- 3.3.7 to seek technical expertise, support and funding to deliver stewardship programs associated with the Assiniboine River Source Water Protection Plan or the Yorkton Area Aquifers Source Water Protection Plan;
- 3.3.8 program delivery is to be primarily focused on areas that are under the jurisdiction of the member agencies and where funds are available, to then be delivered in non membership areas, all within the Assiniboine Watershed.

Article 4 – Membership

- 4.1 The membership of the Association shall consist of regular members.
- 4.2 A regular member is entitled to all privileges of membership including the right to vote at meetings of members.
- 4.3 Any membership entity may withdraw from the Association, provided that notification is provided in writing. A two (2) year wait period is required prior to the withdrawal proceeding. Board approval is not a requirement for withdrawal by a member. Fees for the withdrawing member will remain fixed during the period of notice.
- 4.4 The membership shall consist of elected officials or their appointees, representing Rural Municipalities, First Nation Reserves and Urban Municipalities within the Assiniboine Watershed area.
- 4.5 Members are to be assigned to Advisory Committees as outlined in Schedule A – Potential Committee Membership
- 4.6 **Membership Fees**
 - 4.6.1 The amounts levied by the Association, through membership fees, shall be used exclusively in the furtherance of the goals of the Association;
 - 4.6.2 Membership fees payable to the Assiniboine Watershed Stewardship Association shall be fixed for the first 3 years of operation and then reviewed annually by the Board. The fee structure may differ for a specific group or groups of the membership;
 - 4.6.3 Membership fees are not pro-rateable;
 - 4.6.4 There shall be no transfer of membership.

Article 5 – Meetings of the Association

- 5.1 An annual meeting of the members shall be held within 90 days of the fiscal year end and within the fifteen (15) month period from the date of the last annual meeting.
- 5.2 A notice will be mailed or delivered to each member at least 15 days before the annual general meeting. This notice states the place, date and time of the annual general meeting.
- 5.3 Attendance by at least one third (1/3) of the members at the annual general meeting is a quorum.

5.4 Voting

- 5.4.1 Each member has one (1) vote. A show of hands decides every vote at every meeting. A ballot is to be used if at least two (2) members request it;
- 5.4.2 The chairperson does not have a second vote in the case of a tie vote. If there is a tie vote, the motion is defeated. The chairperson is to vote at the same time as other members;
- 5.4.3 A member may not vote by proxy;
- 5.4.4 A simple majority of those present is required to carry a vote.

5.5 Watershed Advisory Committees

- 5.5.1 There are to be three (3) membership Watershed Advisory Committees:
- (i) The Whitesand River Advisory Committee,
 - (ii) The Assiniboine River Advisory Committee and
 - (iii) The Yorkton Area Aquifers Advisory Committee
- 5.5.2 The Advisory Committees are to meet at a minimum of once annually to develop local source water protection initiatives;
- 5.5.3 The Advisory Committee meetings are to be coordinated by the Watershed Manager.

Article 6 – Directors

- 6.1 The Board of Directors shall manage the business and affairs of the Association.

- 6.2 The Board of Directors shall consist of twelve (12) directors.
- 6.2.1 The Board shall consist of:
- (i) Four (4) representatives from the committee known as the Yorkton Area Aquifers Advisory Committee. There is to be a minimum of one from the City of Yorkton and one from a Rural Municipality, with a maximum of two from the City of Yorkton;
 - (ii) Four (4) representatives from the committee known as the Whitesand River Advisory Committee. There is to be a minimum of one from a Rural Municipality, one from a First Nations Reserve and one from an Urban Municipality, provided there is a representative on the Advisory Committee;
 - (iii) Four (4) representatives from the committee known as the Assiniboine River Advisory Committee. There is to be a minimum of one from a Rural Municipality, one from a First Nations Reserve and one from an Urban Municipality, provided there is a representative on the Advisory Committee;
 - (iv) A Director may only represent one Advisory Committee for the full term of their directorship.
- 6.3 All Directors are to be elected for a two (2) year term at their respective Advisory Committee meetings. Directors are to be elected on a staggered two (2) year basis after the first meeting of the Advisory Committees. For the initial appointments, half ($\frac{1}{2}$) of each Advisory Committee shall be for two (2) years and the other half ($\frac{1}{2}$) for one year. These are to be determined randomly.
- 6.4 All Directors may be re-elected and are not restricted to serving more than two (2) consecutive terms. Terms may be extended indefinitely.
- 6.5 A director must:
- (a) be of legal age;
 - (b) be of sound mind;
 - (c) not be an employee of the Association;
 - (d) be a representative of a member in good standing;
 - (e) not be convicted of an indictable offence;
 - (f) not be absent from three consecutive meetings of the Board; unless the Board has given prior consent or concludes that; there was an adequate reason for such absence;
 - (g) a director must reside in their respective Advisory Area.

- 6.6 A majority vote of the Board may appoint a member representative to fill a vacancy for the position of Director without public notice.
- 6.7 A director ceases to hold office; upon death, he is removed from office by the members; he ceases to be qualified for appointment as a Director, or his written resignation is sent or delivered to the Association or if a time is specified in such resignation, at the time so specified, whichever is later.
- 6.8 Subject to the provisions of the Act, the Directors may by a two-thirds majority vote passed at a Directors Meeting called for such purposes, remove any director from office for just cause and the vacancy created by such removal may be filled by an appointment at the same meeting. For the purpose of this section, just cause includes but is not limited to, anything that in the opinion of the Board, is contrary to the interests of the public, or the Association, or tends to harm the standing of the Association, or is conduct unbecoming a Director.
- 6.9 A quorum for the transaction of any business of any meeting of the Board of Directors shall be a simple majority of the Board.
- 6.10 Where there is a vacancy in the Board, the remaining Directors may exercise all the powers of the Board so long as quorum remains in office.
- 6.11 Meetings of the Board shall be held at such time and place as, the Chair of the Board, the Watershed Manager and/or any two directors may determine. The Board of Directors must be convened at a minimum of quarterly.

Article 7 – Officers of the Board of Directors

- 7.1 The Board will annually appoint from among its members (at the earliest scheduled Directors' Meeting after the Annual General Meeting) a Chair, Vice-Chair, a two (2) person Personnel Committee, and a four (4) person Finance Committee. The Board may specify the duties of and in accordance with this bylaw and subject to the provisions of the Act, delegate to such officers' powers to manage the business and affairs of the Association.
- 7.2 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. He shall, subject to the provisions of the Act, have such other powers and duties as the Board may specify.
- 7.3 The Vice-Chair shall assume the responsibilities of the Chair of the Board upon the Chair's absence or incapacity until a new Chair is appointed.

- 7.4 The Watershed Manager, subject to the authority of the Board, shall have general supervision of the business of the Association; he shall have such other powers and duties as the Board may specify.
- 7.5 For the purposes of these bylaws, the Watershed Manager shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursements of the funds of the Association. He shall render to the Board regularly an account of all his/her transactions as Watershed Manager and the financial position of the Association and he shall have such other powers and duties as the Board may specify.

Article 8 – Protection of Directors, Officers and others

- 8.1 Directors are representatives of the membership agencies and as representatives of their respective municipality, are already covered for liability. A letter from each membership agency, naming the representative to the Association, is required annually.
- 8.2 Where necessary, the Association shall purchase and maintain insurance for the benefit of the Directors, Officers and others against liabilities incurred while exercising their duties and responsibilities of the Association.

Article 9 – Business of the Association

- 9.1 The fiscal year of the Association shall end on the 31st day of October.
- 9.2 The registered office of the Association is located at 29 2nd Avenue North in the City of Yorkton.
- 9.3 Deeds, transfers, assignments, contracts, obligations, certificates and other instruments shall be signed on behalf of the Association by the Watershed Manager and one (1) person who holds either the office of the Chair of the Board, Vice Chair of the Board, or is a Financial Committee Member.
- 9.4 The banking business of the Association including without limitation, the borrowing of money and the giving of security therefore, shall be transacted with such banks, trust companies, or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board. Such banking business or any parts thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

9.5 Provisions

- 9.5.1 No member, director or officer of the Association will receive any payment for his services.
- 9.5.2 Reasonable expenses incurred while carrying out duties of the Association may be reimbursed upon Board approval.
- 9.5.3 Where an officer, director or employee of the Association is appointed to another body on behalf of the Association, the Association shall pay the director's remuneration and expenses.

Article 10 – Rules of Order

- 10.1 All meetings of the Association shall adhere to the general rules and rules of procedure as detailed in “Roberts Rules of Order.”

Article 11 – Amending the Bylaws

- 11.1 These bylaws may be cancelled, altered or added to by a motion at any Board of Directors meeting of the Association.

11.2 50.5 Grant McCallum made the motion to repeal Bylaw 11.2
Carried

- 11.3 The amended bylaws take effect after approval of the motion at the Board of Directors meeting and accepted by the Corporate Registry of Saskatchewan.
- 11.4 The bylaws of the Association are to be reviewed annually to ensure that the organizational structure continues to meet the association's goals and objectives.

Article 12 – Distributing Assets and Dissolving the Association

- 12.1 The Association does not pay any dividends or distribute its property among its members.
- 12.2 The Association 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 transferred to the regular member agencies. Where agreement cannot be achieved on which member agency receives a particular asset, the asset shall be offered to the public by tender and the proceeds divided equally among the then current regular members.

Schedule 'A' – Potential Committee Membership List

A. Yorkton Area Aquifers Advisory Committee

- RM of Saltcoats (213)
- RM of Cana (214)
- RM of Wallace (243)
- RM of Orkney (244)

- Little Bone & Minoachak First Nations

- City of Yorkton

- Town of Saltcoats

B. Whitesand River Advisory Committee

- RM of Saltcoats (213)
- RM of Cana (214)
- RM of Wallace (243)
- RM of Orkney (244)
- RM of Stanley (215)
- RM of Garry (245)
- RM of Ituna Bon Accord (246)
- RM of Sliding Hills (273)
- RM of Good Lake (274)
- RM of Insinger (275)
- RM of Foam Lake (276)
- RM of Buchanan (304)
- RM of Invermay (305)
- RM of Sasman (336)

- Fishing Lake First Nations

- City of Yorkton
- City of Melville

- Town of Canora
- Town of Springside
- Town of Saltcoats

- Village of Buchanan
- Village of Ebenezer
- Village of Insinger
- Village of Invermay
- Village of Margo
- Village of Rama
- Village of Rhein
- Village of Sheho
- Village of Theodore
- Village of Willowbrook

C. Assiniboine River Advisory Committee

- RM of Langenburg (181)
- RM of Churchbridge (211)
- RM of Calder (241)
- RM of Cote (271)
- RM of St Philips (301)
- RM of Keys (303)
- RM of Clayton (333)
- RM of Preeceville (334)
- RM of Hazel Dell (335)

- Cote First Nations
- Keeseekoose First Nations
- Key First Nations

- Town of Churchbridge
- Town of Kamsack
- Town of Langenburg
- Town of Preeceville
- Town of Sturgis

- Village of Calder
- Village of Endeavour
- Village of Hyas
- Village of MacNutt
- Village of Stenen
- Village of Spy Hill
- Village of Togo

Article 13 – Motions to Amend the Bylaws June 26, 2007

- 2.3 Janet Hill made the motion to remove the words “a Secretary -Treasurer” for article 7.1 in the bylaws. Seconded by Grant McCallum and all were in favor.
- 2.4 Ken Mitchell made the motion to amend the word March to the word October for article 9.1 in the bylaws. Seconded by Dave Matus and all were in favor.

Article 13 – Motions to Amend the Bylaws April 22, 2009

- 12.6 Al Schatz made the motion to: amend Bylaw 6.4 to read “all directors may be re-elected and are NOT restricted to serving more than two (2) consecutive terms. Terms may be extended indefinitely. Seconded by Grant McCallum and all were in favor.

Article 13 – Motions to Amend the Bylaws August 12, 2009

- 14.0 Dale Heshka made the motion to: amend Bylaw 9.2 to read “The registered office of the Assiniboine Watershed Stewardship Association is located at 29-2nd Ave. North, Yorkton, SK.” Seconded by Al Schatz and all were in favor.

Article 13 – Motion to Amend the Bylaws May 18, 2016

49.9 Wally Butterfield made the motion to amend Bylaw 1.1 to read: “The name of the Association is the Assiniboine Watershed Stewardship Association Inc, which may also be known, or referred to as the AWSA or the Association.”

Carried

50.0 Duane Hicks made the motion to amend Bylaw 5.1 to read: “An annual meeting of the members shall be held within 90 days of the fiscal year end and within the fifteen (15) month period from the date of the last annual meeting.”

Carried

50.1 Ben Pengilly made the motion to amend Bylaw 5.2 to read: “A notice will be mailed or delivered to each member at least 15 days before the annual general meeting. This notice states the place, date and time of the annual general meeting.”

Carried

50.2 Donn Fogg made the motion to amend Bylaw 7.1 to read: “The Board will annually appoint from among its members (at the earliest scheduled Directors' Meeting after the Annual General Meeting) a Chair, Vice-Chair, a two (2) person Personnel

Committee, and a four (4) person Finance Committee. The Board may specify the duties of and in accordance with this bylaw and subject to the provisions of the Act, delegate to such officers' powers to manage the business and affairs of the Association.”

Carried

50.3 **Grant McCallum** made the motion to amend Bylaw **9.3** to read: “Deeds, transfers, assignments, contracts, obligations, certificates and other instruments shall be signed on behalf of the Association by the Watershed Manager and one (1) person who holds either the office of the Chair of the Board, Vice Chair of the Board, or is a Financial Committee Member.”

Carried

50.4 **Duane Hicks** made the motion to amend Bylaw **11.1** to read: “These bylaws may be cancelled, altered or added to by a motion at any Board of Directors meeting of the Association.”

Carried

50.5 **Grant McCallum** made the motion to repeal Bylaw **11.2**

Carried

50.6 **Tom Gall** made the motion to amend Bylaw **11.3** to read: “The amended bylaws take effect after approval of the motion at the Board of Directors meeting and accepted by the Corporate Registry of Saskatchewan.”

Carried