

**BYLAWS**  
**of**  
**BAPTISTE and ISLAND LAKES STEWARDSHIP SOCIETY**

**1. MEMBERSHIP**

1.1 Any Albertan with an interest in supporting the mandate of the Baptiste and Island Lakes Stewardship Society and being of the full age of 18 years, may become a member of the Society upon application being made to and approved by the Board. *Note that membership applications can be submitted to the Secretary throughout the year, however, memberships will not be sold at the AGM.*

1.2 The fee for membership, if any, shall be determined by the Board and reviewed from time to time.

1.3 Any application for membership in the Society may be rejected by the Board, and any membership in the Society may be revoked by the Board for any cause which the society may deem reasonable in its absolute and unfettered discretion, at any meeting of the Board.

1.4 Any member wishing to withdraw from membership may do so upon a notice in writing to the Board.

**2. MEETINGS OF MEMBERS and VOTING**

2.1 All meetings of the Society will be conducted in an open and transparent manner.

2.2 The Society shall hold an Annual General Meeting prior to December 31<sup>st</sup> of each year, at such time, and at such location as the Board may from time to time determine.

2.3 At the request of the President or a majority of the Board, a special meeting of the Board may be called by the President.

2.4 A special meeting of the membership may be called by the President, or majority of the Board, or by petition signed by 10% of the membership. Notice of such meeting will be provided ten (10) days in advance. Only the matter of business as stated in the notice shall be discussed and no other business shall be conducted at that special meeting.

2.5 A notice for any meeting of the Society shall set out the time, date, place, and purpose of the meeting.

2.6 No error or omission in the giving of notice of any meeting shall invalidate such meeting or make void any proceedings taken at such meeting.

2.7 A quorum at a board meeting is five (5). A quorum at an annual general or other members' meeting is eleven (11). Decision-making, unless otherwise noted, is by simple majority (i.e., greater than half of those present as long as quorum is met.)

2.8 Any member who has not withdrawn from membership nor has been suspended nor expelled shall have the right to vote at any meeting of the society. Such votes must be made in person by a show of hands (or by secret ballot if requested and agreed to by a majority of meeting attendees), and not by proxy or otherwise.

### **3. BOARD OF DIRECTORS**

3.1 The term "Board of Directors" or "Board" shall mean the Board of Directors of the Society.

3.2 The Board shall be made up of the following seats: one (1) seat each for the Summer Villages of Island Lake, South Island Lake, Whispering Hills, West Baptiste, South Baptiste, Sunset Beach and Athabasca County (a councillor, staff person or other designated representative put forward as a nominee by the respective municipality); and at least two (2) members-at-large from the Society's membership.

3.3 There shall be no fewer than five (5) directors at any given time and no more than eleven (11) directors of the Society.

3.4 Directors must be members of the Society, and must consent to the appointment as a Director. A director shall be deemed to have resigned immediately upon ceasing to meet any of these requirements.

3.5 An employee of the Society is not allowed to hold office as a Director of the Society.

3.6 Directors shall be elected by the members at an annual general meeting for a term of two (2) years, except that any vacancy occurring in the Board prior to the next election for Board members shall be filled by persons appointed by a majority of the remaining board members, provided that such newly appointed directors shall hold office only until the next following annual general meeting, at which time they may be confirmed as directors or replaced. Appointed individuals must be a member of the Society and must meet the intent of the Board's make-up.

3.7 Any Director may be removed, for any reason, by a resolution passed by a majority of the board. However, if the removal is disputed, the matter must be decided by a majority vote of the membership in attendance at a meeting called to discuss the matter.

3.8 A Director may resign their position on the Board by tendering thirty (30) days notice in writing to the President of the Board.

3.9 The Board shall meet no less than twice in a calendar year.

3.10 The meetings of the Board are open to the members, however, attendees (other than Directors) must notify the President if they wish to attend (for logistical planning). It is the prerogative of the meeting Chair to determine if attendees, other than Directors, can participate in meeting discussions.

3.11 Members of the Society wishing to make a formal presentation to the Board may do so by providing to the President of the Board, seven (7) days advance notice in writing stating the purpose of the discussion or presentation and the time required.

3.12 Once approved, all Minutes of the Society's meetings shall be published and made public.

3.13 In-Camera meetings of the Board shall only be held on matters dealing with personnel, tenders or other contract discussions with a service provider, personal and sensitive information, or matters concerning privacy, as outlined in FOIPP.

3.14 The management of the affairs of the Society shall be vested in the Board of Directors. The Board of Directors may, from time to time, enact and enforce policies regarding the management and operation of the Society, and such policies shall be consistent with these Bylaws.

#### **4. OFFICERS**

4.1 From the elected Directors, the Board shall elect or appoint the following officers, whose duties and powers shall include those duties and powers as are hereinafter set out:

##### **4.2 President (Chair)**

4.2.1 Shall be the Chief Executive Officer of the Society.

4.2.2 Shall chair all meetings of the Board and duly called meetings of the membership.

4.2.3 Shall have the authority to end the meeting and reconvene at another time.

4.2.4 Shall be an ex-officio member of all committees of the Board.

4.2.5 Shall perform such other duties as may be specified from time to time by the Board.

4.2.6 Shall have signing authority for the Society.

##### **4.3 Vice President**

4.3.1 In the President's (Chair's) absence, shall perform the duties and responsibilities of the President (Chair);

4.3.2 Shall perform such other duties as may be specified from time to time by the Board.

4.3.3 Shall have signing authority for the Society.

#### 4.4 Secretary

4.4.1 Shall be responsible for preparation of minutes for the Annual General Meeting and the minutes of the Board meetings.

4.4.2 Shall maintain, or delegate maintenance of, a membership list and make the list available for voting purposes.

4.4.3 Shall perform such other duties as may be specified from time to time by the Board or the President.

4.4.4 May be combined with the position of Treasurer.

#### 4.5 Treasurer

4.5.1 Shall receive all monies paid to the Society and be responsible for deposit of those funds to the Society's bank or other financial institutions.

4.5.2 Shall account for the funds of the Society and maintain and keep such books in accordance with accepted accounting principles.

4.5.3 Shall present a detailed accounting of receipts and disbursements to the Board when requested to do so.

4.5.4 Shall assist the Society's auditors, as may be necessary, in the preparation of audited financial statements of the Society.

4.5.5 Shall present the audited financial statements to the membership at the Annual General Meeting.

4.5.6 Shall have signing authority for the Society.

4.5.7 Shall be responsible for maintaining and affixing the Society's seal, if required, on formal Society documents.

4.5.8 May be combined with the position of Secretary.

#### 4.6 Communications

4.6.1. Shall undertake communications activities in support of the Society's work.

4.6.2. Shall perform such duties as may be specified from time to time by the Board.

4.7 The Board may from time to time elect or appoint such other officers as needed and assign their duties and powers for the completion of the work of the Board.

4.7.1 An officer shall be deemed to have resigned immediately upon ceasing to be a director of the society.

4.7.2 Any officer may be removed for any reason by a resolution passed by a majority of members in attendance at a general meeting of members.

## 5. AUDITING

5.1 The books, accounts and records of the Society shall be reviewed at least once each year by two members of the Society elected at the annual general meeting for that purpose or, failing election by the members, appointed by the Board for that purpose.

5.2 A complete and proper statement of the standing of the books for the previous fiscal year shall be submitted by such auditor(s) to the Treasurer who will present such at the annual general meeting of the Society.

5.3 The fiscal year end of the Society is December 31.

5.4 The books and accounts of the Society may be inspected by any member at the Annual General Meeting or by written request to the President of the Society, who shall then make necessary arrangements for a time and place where the examinations of the books can take place.

## **6. REMUNERATION and INDEMNITY**

6.1 All officers and directors shall serve without remuneration unless otherwise approved by the Board, provided that the Board shall be entitled to reimburse any officer, director or member for reasonable, authorized and substantiated expenses incurred by such officer, director or member in attending to the business and affairs of the Society. Approved expenses related to meal and mileage shall be paid no more than the prescribed published GOA provincial rates.

6.2 Subject to any restrictions contained in the Societies Act of Alberta, the Society shall indemnify any director, officer, former director or former officer, and their heirs and permitted assigns from and against any and all costs, charges and expenses, including any amount paid to settle an action or satisfy a judgment as against such individual in respect of any civil, criminal or administrative action or proceeding to which that individual is made party by reason of having been a director or officer, provided he or she acted in good faith with a view to the best interests of the Society, and provided that in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, that he or she had good grounds for believing that his or her conduct was lawful.

## **7. BORROWING POWERS**

7.1 The Society shall have no borrowing powers.

## **8. GRANT FUNDING**

8.1. The Society may from time to time apply to receive monies for projects through Grant Funding.

8.2. Monies received through Grants will be accounted for separately on the Society's financial statements.

8.3. Grants applied for on behalf of the Society by the different municipalities and those monies received and expended on behalf of the Society shall be accounted for by the municipalities receiving the Grant.

8.3.1. The Society shall ensure the services and expenditures are tracked and recorded as per the directions of the Municipality receiving the Grant on behalf of the Society.

## **9. AMENDMENT OF BYLAWS**

9.1 These bylaws may be amended, rescinded or replaced only by Special Resolution of the Society.

## **10. DISSOLUTION**

10.1 Upon dissolution of the Society, the property and assets of the Society, after payment of all debts and liabilities of the Society, shall be distributed as follows:

10.2 Any grant monies remaining to be returned to the granting agency.

10.3 Any remaining funds to be distributed to other eligible watershed organizations in accordance with applicable federal and provincial legislation. Such organizations shall be designated by a resolution of the members of the Society immediately prior to dissolution of the Society.

**DATED** this day of February x, A.D. 2019.

Signature:	Date:
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February 12, 2019