

Wascana and Upper Qu'Appelle Watersheds Association Taking Responsibility, Inc.

Bylaws (as amended April 9, 2016)

Article 1 – Preamble

1.1 The Association

The name of the Association is: **Wascana & Upper Qu'Appelle Watersheds Association Taking Responsibility, Inc.**, which may also be known, or referred to as WUQWATR.

1.2 The Bylaws

The following articles set forth are the bylaws of WUQWATR.

Article 2 – Definitions

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

2.1.2 "WUQWATR" means the Wascana & Upper Qu'Appelle Watersheds Association Taking Responsibility Inc;

2.1.3 Wascana & Upper Qu'Appelle Watersheds refers to the 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 Wascana Creek & Upper Qu'Appelle River and the aquifers underground of this surface bounded area. A map is attached in Appendix I.

2.1.4 "the directors," "board" and "board of directors" means the directors of WUQWATR;

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 associate member;

2.1.9 Executive means the Chair, Vice Chair, Secretary and Treasurer of the Board;

2.1.10 Employee means a person(s) hired by WUQWATR.

Article 3 – Mission, Vision and Goals of WUQWATR

3.1 The Vision Statement, Mission Statement, Goals, Objectives, Principles and Values shall be reviewed annually by the WUQWATR board of directors and presented to each Annual General Meeting.

3.2 WUQWATR will lead watershed plan implementation and promote society's understanding of water as finite and essential to life

Article 4 – Membership

4.1 The membership of WUQWATR shall consist of regular and associate members who pay the membership fee.

4.2 A regular member is entitled to all privileges of membership including the right to vote at meetings of members and to hold office with WUQWATR.

4.3 An associate member is entitled to all privileges of membership including the right to vote at meetings of members and to hold office with WUQWATR.

4.4 A letter from each member, naming the representative to the Advisory Committee of WUQWATR is required annually.

4.5 A regular member shall consist of: Rural Municipalities, including Conservation and Development and Irrigation Authorities and Districts, First Nations and Urban Municipalities within the Wascana & Upper Qu'Appelle Watersheds area.

4.6 An associate member may include those listed in Appendix 2 (Potential Advisory Committee Membership) and non-profit organizations that have as their mandate similar principles and values as WUQWATR.

4.7 The membership shall be further defined as being a member of one of the four Watershed Advisory Committees as listed in 7.1.

4.8 Membership Fees:

4.8.1 The amounts levied by WUQWATR, through membership fees, shall be used exclusively in the furtherance of WUQWATR vision, mission, goals, and objectives;

4.8.2 Membership fee payable to WUQWATR shall be reviewed annually by the board and presented at the Annual General Meeting;

4.8.3 Membership fees payable to WUQWATR may differ for a specific group or groups of the membership;

4.8.4 Membership fees are not refundable;

4.8.5 There shall be no transfer of membership.

Article 5 – Meetings of WUQWATR

- 5.1 An annual meeting of the members shall be held within 90 days of the fiscal year end at a time and place to be fixed by the previous annual meeting or by the directors.
- 5.2 A notice will be mailed or delivered to each member at least 30 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 10% of the members at the Annual General Meeting is a quorum.
- 5.4 A Special General Meeting may be called by the Board of Directors or by at least 25% of the members. The meeting shall be held within 60 days of receipt of written notice. A notice of the meeting will be mailed or delivered to each member at least 30 days before the Special General Meeting. Attendance by at least 10% of the members at the Special General Meeting is a quorum.
- 5.5 Notice of the Annual General Meeting or Special General Meeting shall be provided to the Media as an advisory.

Article 6 – Voting

- 6.1 Each member has one vote. A show of hands decides every vote at every meeting. A ballot is to be used if at least two members request a ballot.
- 6.2 The Chair does not have a second vote. If there is a tie vote, the motion is defeated.
- 6.3 A member may not vote by proxy.
- 6.4 A simple majority of those present is required to carry a vote.

Article 7 - Watershed Advisory Committees

- 7.1 There are to be four membership Watershed Advisory Committees:
 - 7.1.1 The Lanigan/Manitou Advisory Committee;
 - 7.1.2 The Last Mountain Lake Advisory Committee;
 - 7.1.3 The Qu'Appelle River Advisory Committee;
 - 7.1.4 The Wascana Advisory Committee.
- 7.2 The Advisory Committees are to meet a minimum of once annually to develop local source water protection initiatives.
- 7.3 The Advisory Committee meetings are to be coordinated by the WUQWATR General Manager.
- 7.4 Notification for Advisory Committee meetings shall include a public invitation.

Article 8 – Directors

- 8.1 The Board of Directors shall direct the business and affairs of WUQWATR.
- 8.2 The Board of Directors shall consist of twelve directors.
- 8.3 The Board shall consist of:
 - 8.3.1 Three directors from the Lanigan/Manitou Advisory Committee. There is to be one director from a member Rural Municipality, one director from a member Urban Municipality and one director representing the associate members;
 - 8.3.2 Three directors from the Last Mountain Lake Advisory Committee There is to be one director from a member Rural Municipality, one director from a member Urban Municipality and one director representing the associate members;
 - 8.3.3 Three directors from the Qu'Appelle River Advisory Committee. There is to be one director from a member Rural Municipality, one director from a member Urban Municipality and one director representing the associate members;
 - 8.3.4 Three directors from the Wascana Advisory Committee. There is to be one director from a member Rural Municipality, one director from a member Urban Municipality and one director representing the associate members;
- 8.4 A Director representing a regular member may be either an elected person of the member or a designated person by the regular member.
- 8.5 A Director may only represent one Watershed Advisory Committee for the full term of their directorship.
- 8.6 After 2008, all Directors are to be elected for a three-year term at their respective Advisory Committee meetings, excepting as noted in Appendix 3. If no candidate for WUQWATR Director comes forward to represent a Watershed Advisory Committee in a designated category (urban municipal, rural municipal, or associate), a Watershed Advisory Committee may designate a member to the WUQWATR Board for a period not to exceed one year. This member shall meet all other eligibility requirements for appointment to the Board from that Watershed Advisory Committee.
- 8.7 Directors are to be elected on a staggered three-year basis. For 2009, the terms of the Directors shall be as described in Appendix 3.
- 8.8 All Directors may be re-elected.
- 8.9 A director must:
 - 8.9.1 be of legal age;
 - 8.9.2 be of sound mind;
 - 8.9.3 not be an employee of WUQWATR;
 - 8.9.4 be a representative of a member in good standing;
 - 8.9.5 have a clear Criminal Record Check from the Canadian Police Information Centre (repealed April 9, 2016);
 - 8.9.6 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;

- 8.10 A director must reside or own land in their respective Watershed Advisory Committee.
- 8.11 At an Annual General Meeting or Special General Meeting, WUQWATR members may approve the addition of directors from First nations on the basis of a maximum of one Director per Watershed Advisory Committee.
- 8.12 A director ceases to hold office:
 - 8.12.1 upon death;
 - 8.12.2 if he is removed from office by the board;
 - 8.12.3 if he ceases to be qualified for appointment as a Director;
 - 8.12.4 if his written resignation is sent or delivered to WUQWATR or if a time is specified in such resignation, at the time so specified, whichever is later.
- 8.13 Within three months of a vacancy, the respective Watershed Advisory Committee must select a member representative to fill a vacancy for the position of Director.
- 8.14 Subject to the provisions of the Act, the Directors may by a two-thirds majority vote passed at a Board of Directors Meeting called for such purposes, remove any director from office for just cause. 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 WUQWATR, or tends to harm the standing of WUQWATR, or is conduct unbecoming a Director. Such vacancy shall be filled as outlined in 8.13.
- 8.15 A quorum for the transaction of any business of any meeting of the Board of Directors shall be a simple majority of the Board.
- 8.16 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.
- 8.17 Meetings of the Board shall be held at such time and place as the Board, 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.
- 8.18 Notice of meeting date must be provided at least five days prior to the meeting.

Article 9 – Officers of the Board of Directors

- 9.1 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 Secretary and a Treasurer and such other officers as the Board may determine. 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 WUQWATR.
- 9.2 In the absence of the Watershed General 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 General Manager. He shall, subject to the provisions of the Act, have such other powers and duties as the Board may specify.

- 9.3 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.
- 9.4 The Watershed General Manager, subject to the authority of the Board, shall have general supervision of the business of WUQWATR; he shall have such other powers and duties as the Board may specify.
- 9.5 For the purposes of these bylaws, the Watershed General 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 WUQWATR. He shall render to the Board regularly an account of all transactions as Watershed General Manager and the financial position of WUQWATR.

Article 10 – Protection of Directors, Officers and others

- 10.1 Where necessary, WUQWATR shall purchase and maintain insurance for the benefit of the Directors, Officers and others against liabilities incurred while exercising their duties and responsibilities of WUQWATR.

Article 11 – Business of WUQWATR

- 11.1 The fiscal year of WUQWATR shall end on the 31st day of December.
- 11.2 The registered office of WUQWATR is located in the Wascana & Upper Qu'Appelle Watersheds.
- 11.3 Deeds, transfers, assignments, contracts, obligations, certificates and other instruments shall be signed on behalf of WUQWATR by two persons, each of whom shall hold office with WUQWATR as, Chair, Vice Chair, Secretary, Treasurer or General Manager.
- 11.4 The banking business of WUQWATR 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.

Article 12 – Provisions

- 12.1 No member, director or officer of WUQWATR will receive any payment for their services, save such honoraria as have been approved by motion of a WUQWATR Annual General Meeting.
- 12.2 Reasonable expenses incurred while carrying out duties of WUQWATR may be reimbursed upon Board approval.

- 12.3 Where an officer, director or employee of WUQWATR is appointed to another body on behalf of WUQWATR, WUQWATR shall pay the director's remuneration and expenses.

Article 13 – Rules of Order

- 13.1 All meetings of WUQWATR shall firstly attempt to achieve consensus. Failing this, WUQWATR shall adhere to the general rules and rules of procedure as detailed in "Roberts Rules of Order."

Article 14 – Amending the Bylaws

- 14.1 These bylaws may be cancelled, altered or added to by a special resolution at any Annual General Meeting or Special General Meeting of WUQWATR.
- 14.2 The thirty days notice of the Annual General Meeting or Special General Meeting of WUQWATR must include details of the proposed resolution to change the bylaws.
- 14.3 The amended bylaws take effect after approval of the special resolution at the Annual General Meeting or Special General Meeting, and after acceptance by the Corporate Registry of Saskatchewan.
- 14.4 The bylaws of WUQWATR are to be reviewed annually by the board to ensure that the organizational structure continues to meet WUQWATR's vision statement, mission statement, goals, objectives, values and principles.

Article 15 – Distributing Assets and Dissolving WUQWATR

- 15.1 WUQWATR does not pay any dividends or distribute its property among its members.
- 15.2 WUQWATR 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.
- 15.3 If WUQWATR is dissolved any funds or assets remaining after paying all debts shall, be transferred to Saskatchewan Abilities Council for Camp Easter Seal as designated in the Articles of Incorporation.

Dated April 9, 2016

Appendix 1

Map of the Wascana & Upper Qu'Appelle Watershed

Appendix 2

Potential Advisory Committee Membership

Associate

Brownlee North Water Users
Brownlee Water Irrigators Individual person
Buffalo Pound Water Treatment Plant
Ducks Unlimited Canada
East Shore Wildlife Federation
Humboldt Lake Resort
Lanigan Creek Dellwood Brook CAA No. 5
Last Mountain Lake Fisheries Co-op
Last Mountain Lake National Wildlife Area
Last Mountain Lake Stewardship Group
Manitou Environmental Group
Moose Jaw Wildlife Federation
Mosaic Potash Belle Plaine
Nature Regina
Nature Saskatchewan
Potash Corporation of Saskatchewan
Qu'Appelle River CAA
Regina Wildlife Federation
Saskatchewan Nature & Ecotourism Association
Saskatchewan Wildlife Federation
Save-A-Goose Wildlife Federation
South Shore Wildlife Federation
Tremeunde Research Farms/PAMI
University of Regina
Wascana Centre Authority
Wascana Conservation and Development Area Authority No. 2

Potential Advisory Committee Membership

Regular

Cities:

Humboldt
Regina

Towns:

Allan
Balgonie
Central Butte
Colonsay
Craik
Davidson
Francis
Govan
Imperial
Lanigan
Lumsden
Nokomis
Pilot Butte
Raymore
Regina Beach
Strasbourg
Watrous
White City

Villages and Resort**Villages:**

Alice Beach
Arlington Beach
Aylesbury
Belle Plaine
Bethune
Bladworth
Brownlee
Bruno
Buena Vista
Bulyea
Craven
Chamberlain
Dilke
Disley
Drake
Duval
Etters Beach
Eyebrow
Findlater

Grandview Beach
Girvin
Glen Harbour
Grand Coulee
Guernsey
Holdfast
Kannata Valley
Keeler
Leroy
Liberty
Loreburn
Lumsden Beach
Mecham
Manitou Beach
Marquis
Muenster
North Grove
Pelican Point
Pense
Penzance
Plunkett
Saskatchewan Beach
Sedley
Semans
Silton
Simpson
South Lake
St. Gregor
Sunset Cove
Sun Valley
Tugaske
Tuxford
Vibank
Viscount
Wee Too Beach
Young
Zelma

Rural Municipalities:

No. 96 Fillmore
No. 97 Wellington
No. 126 Montmartre
No. 127 Francis
No. 128 Lajord
No. 129 Bratt's Lake

No. 130 Redburn
No. 157 South Qu'Appelle
No. 158 Edenwold
No. 159 Sherwood
No. 160 Pense
No. 161 Moose Jaw
No. 189 Lumsden
No. 190 Dufferin
No. 191 Marquis
No. 193 Eyebrow
No. 194 Enfield
No. 219 Longlaketon
No. 220 McKillop
No. 221 Sarnia
No. 222 Craik
No. 223 Huron
No. 224 Maple Bush
No. 248 Touchwood
No. 250 Last Mountain
Valley
No. 251 Big Arm
No. 252 Arm River
No. 253 Willner
No. 254 Loreburn
No. 278 Kutawa
No. 279 Mount Hope
No. 280 Wreford
No. 281 Wood Creek
No. 282 McCraney
No. 309 Prairie Rose
No. 310 Usborne
No. 312 Morris
No. 313 Lost River
No. 339 Leroy
No. 340 Wolverine
No. 341 Viscount
No. 342 Colonsay
No. 343 Blucher
No. 369 St. Peter
No. 370 Humboldt
No. 371 Bayne
No. 372 Grant
No. 400 Three Lakes
No. 401 Hoodoo

Appendix 3

Director Term Distribution - 2009 Election

Watershed	Term of Office (years)		
	Rural	Urban	Associate
Lanigan/Manitou	1	2	3
Last Mountain Lake	2	3	1
Qu'Appelle River	3	1	2
Wascana Creek	1	2	3

In 2010 and beyond, all director terms shall be three years in length.