

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



**Bylaws (as amended April 23, 2021)**

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

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### 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 Creek and Upper Qu'Appelle River 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 and Upper Qu'Appelle River and the aquifers underground of this surface bounded area. A map is attached in Appendix I;

2.1.4 "Directors" and "board" mean 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 "Officers" 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, Mission, Goals, Objectives, Principles and Values shall be reviewed annually by the board and presented at 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 regular member shall consist of: Rural Municipalities, Conservation and Development and Irrigation Authorities and districts, First Nations and Urban Municipalities, all within the Wascana Creek and Upper Qu’Appelle River watersheds area.
- 4.5 An associate member may include those listed in Appendix 2 and nonprofit organizations that have as their mandate similar goals and objectives as WUQWATR.
- 4.6 The membership shall be further defined as being a member of one of the four Sub-watersheds as listed in 7.1.
- 4.7 Membership Fees:
  - 4.7.1 The amounts levied by WUQWATR, through membership fees, shall be used exclusively in the furtherance of WUQWATR vision, mission, goals, and objectives;
  - 4.7.2 Membership fee payable to WUQWATR shall be reviewed annually by the board and presented at the Annual General Meeting;
  - 4.7.3 Membership fees payable to WUQWATR may differ for a specific group or groups of the membership;
  - 4.7.4 Membership fees are not refundable;
  - 4.7.5 There shall be no transfer of membership.

## **Article 5 – Meetings of WUQWATR**

- 5.1 An annual meeting of the members shall be held within 15 months of the previous annual meeting at a time and place to be fixed by the board.
- 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 per cent of the members at the Annual General Meeting is a quorum.
- 5.4 A Special General Meeting may be called by the board or by at least 25 per cent 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 per cent 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 - Sub-watersheds**

- 7.1 There are to be four membership Sub-watersheds:
  - 7.1.1 Lanigan/Manitou;
  - 7.1.2 Last Mountain Lake;
  - 7.1.3 Qu'Appelle River;
  - 7.1.4 Wascana Creek.
- 7.2 Representatives of a Sub-watershed may meet periodically to discuss local source water protection initiatives.
- 7.3 The Sub-watershed meetings are to be coordinated by the board.
- 7.4 Notification for Sub-watershed meetings shall include a public invitation.

## Article 8 – Directors

- 8.1 The board shall direct the business and affairs of WUQWATR.
- 8.2 The board shall consist of up to twelve directors.
- 8.3 The board shall consist of:
  - 8.3.1 Three directors from the Lanigan/Manitou Sub-watershed. There is to be one director from a member Rural Municipality, one director from a member Urban Municipality and one director from an Associate member;
  - 8.3.2 Three directors from the Last Mountain Lake Sub-watershed. There is to be one director from a member Rural Municipality, one director from a member Urban Municipality and one director from an Associate member;
  - 8.3.3 Three directors from the Qu’Appelle River Sub-watershed. There is to be one director from a member Rural Municipality, one director from a member Urban Municipality and one director from an Associate member;
  - 8.3.4 Three directors from the Wascana Creek Sub-watershed. There is to be one director from a member Rural Municipality, one director from a member Urban Municipality and one director from an Associate member.
- 8.4 A director representing a member may be either an elected person of the member or a designated person by the member.
- 8.5 A director may only represent one Sub-watershed for the full term of their directorship.
- 8.6 Directors are to be elected for a three-year term from their respective Sub-watershed, excepting as noted in Appendix 3. If no candidate for WUQWATR director comes forward to represent a Sub-watershed in a designated category (urban municipal, rural municipal or associate), the board may designate a member to the board for a period not to exceed one year. This member shall meet all other eligibility requirements for appointment to the board from that Sub-watershed.
- 8.7 Directors are to be elected on a staggered three-year basis, 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 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 Sub-watershed.

- 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 Sub-watershed.
- 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 board may appoint a member representative to fill a vacancy for the position of director until the next Annual General Meeting.
- 8.14 Subject to the provisions of the Act the directors may, by a two-thirds majority vote passed at a Board 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 Article 8.
- 8.15 A quorum for the transaction of any business of any meeting of the board shall be a simple majority of the filled board positions.
- 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, and/or any two directors may determine. The board must meet at least once per quarter.
- 8.18 Notice of meeting date must be provided at least five days prior to the meeting.

## **Article 9 – Officers of the Board**

- 9.1 The board will annually appoint from among its members, (at the earliest scheduled Board 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 WUQWATR management, the board may assign to any officer any of the powers and duties that are by any provisions of this bylaw assigned to WUQWATR management. The officer 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 upon the Chair's absence or incapacity until a new Chair is appointed.
- 9.4 WUQWATR management, subject to the authority of the board, shall have general supervision of the business of WUQWATR; management shall have such other powers and duties as the board may specify.
- 9.5 For the purposes of these bylaws, the WUQWATR management 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. Management shall render to the board regularly an account of all transactions and the financial position of WUQWATR.

#### **Article 10 – Protection of Directors, Officers and others**

- 10.1 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 31<sup>st</sup> day of December.
- 11.2 The registered office of WUQWATR is located in the Wascana Creek and Upper Qu'Appelle River 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 WUQWATR management.
- 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 director of WUQWATR will receive any payment for their services.
- 12.2 Reasonable expenses incurred while carrying out duties of WUQWATR may be reimbursed upon board approval.
- 12.3 Where a director of WUQWATR is appointed to another body on behalf of WUQWATR, WUQWATR shall pay the director's expenses.

### **Article 13 – Rules of Order**

- 13.1 All meetings of WUQWATR shall 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.
- 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, mission, goals, objectives, values and principles.

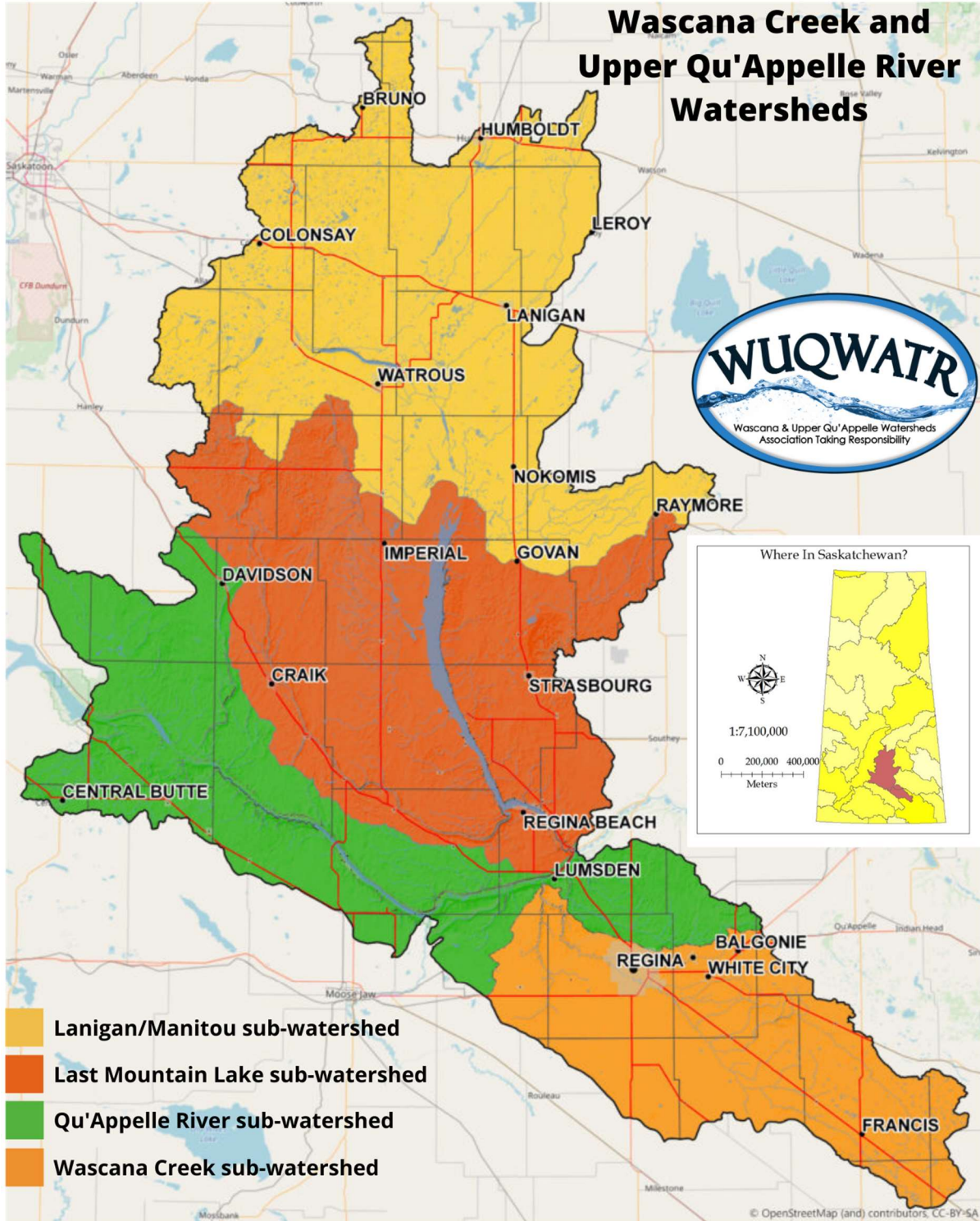
### **Article 15 – Distributing Assets and Dissolving WUQWATR**

- 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.



# Appendix 1

Map of the Wascana Creek and Upper Qu'Appelle River Watersheds



## Appendix 2

### Potential WUQWATR Membership

#### Associate

Buffalo Pound Water Treatment Plant  
Ducks Unlimited Canada  
East Shore Wildlife Federation  
First Nations Representation  
Humboldt Lake Resort  
Last Mountain Lake Stewardship Group  
Moose Jaw Wildlife Federation  
Mosaic  
Nature Conservancy of Canada (Saskatchewan)  
Nature Regina  
Nature Saskatchewan  
Nutrien  
Prairie Agricultural Machinery Institute  
Qu'Appelle South Irrigation District  
Regina Capital Commission  
Regina Wildlife Federation  
Richardson Pioneer – Bennett Farm  
Saskatchewan Wildlife Federation  
Save-A-Goose Wildlife Federation  
South Shore Wildlife Federation  
University of Regina  
Viterra  
Individual Membership

## Potential WUQWATR Membership

### Urban

#### **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  
Meacham  
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

## Potential WUQWATR Membership

### Rural

#### **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 Edenvold  
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

#### **Other:**

Wascana Conservation and Development  
Area Authority # 2  
Lanigan Creek Dellwood Brook CAA # 5  
Qu'Appelle River CAA

### Appendix 3

#### Director Term Distribution

Sub-watershed	Election year for director		
	Rural	Urban	Associate
Lanigan/Manitou	2022	2023	2021
Last Mountain Lake	2023	2021	2022
Qu'Appelle River	2021	2022	2023
Wascana Creek	2022	2023	2021

Director terms shall be three years in length.