



Milk River Watershed Council Canada

Our Water – Our Legacy

January 2006

Updated November 2015

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“The water of this river possesses a peculiar whiteness, being about the colour of a cup of tea with the admixture of a tablespoonful of milk. From the colour of its water we called it Milk River.” Lewis and Clark (1805)



Milk River Watershed Council Canada Council Bylaws

NAME

The name of the Organization shall be the Milk River Watershed Council Canada, having the official abbreviation MRWCC.

MEMBERSHIP

- a) The membership of the MRWCC shall be open to all individuals and organizations that live or work in the Milk River watershed, and whose interests are consistent with the Mission, Vision and Goals of the MRWCC.
- b) There are two types of memberships: Individual and Organization.
- c) By filling out an application, applicants will make clear upon joining which of the following category of membership they represent. Having done so, applicants will be considered a member for voting purposes.

Individual Any person living or working in the Alberta portion of the Milk River watershed may become a member.

Organization Any recognized organization residing or working in the Alberta portion of the Milk River watershed may become a member, including those that are conducting or leading research or providing technical information or academic data.

- d) In addition to an application form, organizations or a branch or department thereof will fill out a member profile form and provide a letter to the MRWCC affirming their membership, and the name of their representative who will be considered a member for voting purposes.
- e) Ratification of the annual work plan at the Annual General Meeting and Board of Directors Terms of Reference by the membership implies acceptance of Board of Directors decisions with respect to the daily operation of the organization in keeping with the bylaws and business plans of the MRWCC.
- f) Members may voluntarily withdraw from the MRWCC by notifying the Board in writing, through its Secretary.

PARTICIPANT

A Participant is any person or stakeholder residing in or outside of the Milk River watershed. Participants include, but are not limited to, inter-provincial and international residents. All participants are welcome to attend any meetings and events but cannot vote on any issue. Except for voting, Participants have the same privileges and roles as Members.

Membership Privileges

All members are eligible to:

- Participate in, discuss, pursue consensus and, as may be provided in the bylaws, vote at all membership meetings and receive and/or have access to notes of these meetings;
- Serve as an elected member of the Board of Directors and as an Officer;
- Participate in forums and other sessions;
- Share new ideas and concerns for consideration by the membership, Board of Directors, and Officers;
- Participate in committees and project teams to undertake MRWCC initiatives;

- Receive copies and/or have access to MRWCC newsletters and other publications;
- Make use of MRWCC promotional material, website, resources, and expertise;
- Cast one vote for each resolution at all General Meetings of the MRWCC. Organizations are entitled to one vote. Participants cannot vote.

Membership Roles and Responsibilities

A member's role is to:

- Attend membership meetings;
- Function within a collaborative, consensus-based approach to decision making, and in doing so respect the views of others;
- Adhere to and promote the Mission, Vision, and Goals of the MRWCC within the member's community and sphere of influence;
- Be actively involved in promoting the activities of the MRWCC and securing and/or contributing to funding to carry out the Mission of the MRWCC;
- Work with other members to implement MRWCC initiatives, projects, and activities;
- Share information about their individual and/or organizational goals, objectives, and initiatives with other watershed stakeholders;
- Share information about watershed issues with the watershed community;
- Pay any fees outlined by the Board of Directors;
- Advise the office of any change in contact information.

Length of Membership

A membership will be valid for one fiscal year and renewable at the Annual General meeting of the MRWCC. Notices of renewal will be sent out prior to the meeting. Any fees for membership are due on the day of the Annual General Meeting.

Any member, upon a majority vote of two-thirds of voting members of the MRWCC in good standing, may be expelled from membership for any cause the MRWCC may deem reasonable.

Fees and Contributions

Membership fee in the MRWCC, if any, shall be determined by members in good standing at a general meeting.

Nothing herein shall preclude the acceptance of donations or funds from any source in support of work of the MRWCC, but such acceptance shall be subject to review and acceptance by the Board of Directors. The value of all donations accepted by the MRWCC will be provided to the public at the Annual General Meeting.

MEETINGS OF THE MILK RIVER WATERSHED COUNCIL CANADA

Members and the general public will be notified of general or special meetings in writing via email, fax, letter or in person, or by phone at least 15 days prior to the date of the meeting.

The Annual General Meeting of the MRWCC shall be held no later than July 31 of each year.

If the Organization chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the policies and procedures of the Organization. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the policies and procedures of the Organization, by means of any telephonic, electronic or other communication facility that the organization has made available for that purpose. Procedures will be clearly communicated to meeting participants prior to any virtual meeting.

At the Annual General Meeting, the agenda shall include, but will not be limited to:

- a) A report on the activities of the MRWCC over the past year and presentation of the business plan for the forthcoming year;
- b) A report on the finances of the MRWCC, including a summary of the audited statement of finances for the previous year;
- c) The budget for the current fiscal year;
- d) The election of the Board of Directors.

QUORUM

A quorum, defined as twenty-five percent of the voting Membership, should be present to carry on business at a general or special meeting. It will be the discretion of those present at the meeting to declare themselves a quorum. All decisions made when quorum is declared must be ratified at the next meeting where quorum is present.

BOARD OF DIRECTORS

Purpose, Responsibility, and Authority

The purpose of the Board of Directors is to provide the membership with leadership and focus consistent with the Mission, Vision, Goals, Bylaws, and Business Plans of the MRWCC.

The Board of Directors is responsible for:

- a. providing leadership and focus consistent with the Mission, Vision, Goals, Bylaws, and Business Plans of the MRWCC;
- b. authorizing the employment of persons, companies, or organizations as may be required to carry out the work of the MRWCC;
- c. appointing committees, project teams and Treasurer to carry out specific works of the MRWCC;
- d. monitoring and managing the liabilities and assets of the MRWCC;
- e. ensuring that the financial records are audited annually in accordance with the Bylaws;
- f. monitoring the progress and success of MRWCC initiatives;
- g. bringing forth new issues and opportunities to the MRWCC membership;
- h. holding the Annual General Meeting in accordance with the Bylaws;
- i. calling and holding Special Meetings in accordance with the Bylaws;
- j. reporting of the finances and activities of the MRWCC, including its committees and project teams for both the past and current year;
- k. reporting to funding agencies, as required;
- l. acting in accordance with the Code of Conduct as found in Appendix 1.

The Board of Directors is authorized to conduct business and to make decisions on behalf of the MRWCC membership by virtue of their election and of the ratification of the MRWCC Business Plans and the Directors' Terms of Reference at the Annual General Meeting, in accordance with the Bylaws.

Time Commitment

Members of the Board of Directors will be required to commit to a two-year term from the date of the Annual General Meeting in which they were elected as a Director.

The term of office of a Director is renewable for up to four consecutive terms upon nomination and election by the members. After four consecutive terms Directors must stand down for at least one term (one year), *unless uncontested. Should the office of a Director be uncontested or vacant, a Director may serve for additional terms until contested.*

In the first year of operation as the MRWCC, an election will be held for 18 Board memberships. In the second year, 10 members will be elected.

Directors must be prepared to commit significant energy and effort to the affairs of the MRWCC for the term(s) of their election. At the discretion of the Board of Directors, a Director may be asked to resign if they have not attended two consecutive meetings.

Board of Directors Membership

In accordance with the Bylaws, the Board of Directors shall consist of no less than 13 members and no more than seventeen members representing individuals and organizations from a broad range of sectors throughout the watershed. Board of Directors must be members in good standing and/or individuals who can provide expertise and knowledge that would be beneficial to the MRWCC organization.

The sectors that might be represented on the Board of Directors are:

Recreation	(1)
Non-Government Organization (Environmental, General)	(2)
Agriculture – Farmer	(1)
Agriculture – Rancher	(1)
Water Users (Irrigator, Water Co-ops)	(1)
Towns/Villages/Hamlets	(1)
Municipal District/County	(2)
Academia	(1)
First Nations	(1)
Provincial Government (one must be Alberta Environment and Parks)	(2)
Federal Government	(1)
Health	(1)
Commercial/Industrial	(1)
Individual Member	(1)
Appointed Member at Large (Special Assignment) Annually	(1)

Wherever possible, the Members of the Board of Directors should reside/work in a variety of areas in the watershed and bring a broad range of expertise to the Board of Directors.

As part of a nomination, it must be stated which sector each nominee represents.

Appointing Directors

Following each Annual General Meeting, the Board of Directors shall elect from among itself, a Chairman, Vice-Chairman, Secretary, and Treasurer. The limitations for officers will be the same as the Board of Directors.

The Past Chairman and Manager, if one is hired, shall serve as ex-officio members.

The secretary will attend all Board of Directors Meetings and record or appoint a non-voting recording secretary to record the minutes of each meeting.

Removing Directors

Failure of a Board Member to abide by the Code of Conduct (APPENDIX 1) may result in the expulsion of said Member from the Board of Directors or the MRWCC at the discretion of the Membership at large.

Meeting Process and Frequency

The Board of Directors will meet a minimum of two times per year at the discretion of the Chairman, not including the Annual General Meeting. Meetings may be by conference call, e-mail, or fax, but must be ratified at the subsequent meeting of the Board of Directors.

The Board of Directors shall, according to the bylaws or directions given by the majority of members, have full control and management of the affairs of the MRWCC.

Meetings of the Board of Directors shall be called with seven days' notice by mail, e-mail, fax, telephone, or personal contact to each member. Greater than half of the Board of Directors present at a meeting shall constitute a quorum. Agendas and background material will be circulated with the notice of meeting. Brief minutes will be kept recording decisions, outcomes, actions, and

responsibilities and will be circulated to Directors as soon as possible after the meeting. The accepted minutes will be available to any Member upon request and will be available on the website.

Calling Special Meetings

A Special Meeting of the Board of Directors may be called on the instructions of any four Directors through a request in writing to the Chairman. The specific business being brought before the meeting must be provided prior to the Chairman calling a Special Meeting.

Decision Making

Decisions and recommendations of the Board of Directors shall be made by consensus. In the event that consensus cannot be reached, decisions will be made by voting provided a quorum is present, and greater than half of the attending Board of Directors are in favour.

Each Board of Director including the Chairman has one vote. The Chairman cannot break a tie vote. When a decision is required by fax or e-mail, Directors will be given a date by which they must respond. No response will imply acceptance of the group decision. A tie vote will be considered a defeated vote or motion.

Voting Rights

Any member who has not withdrawn from membership nor has been neither suspended nor expelled shall have the right to vote at any meeting of the society. Such votes will be made in person by show of hands. Members directly associated with provincial grant or project funding will abstain from voting on matters pertaining to usage of such funds to avoid conflicts of interest.

Remuneration

The Board of Directors will not receive remuneration for their work; however, they will be reimbursed for travel expenses to attend meetings on behalf of the MRWCC. The Board of Directors is authorized to set the rate for kilometers paid for travel by the Board members. Remuneration will be limited to non-government Board of Directors only. The Board of Directors is also authorized to provide light snacks, coffee, tea, soft drinks, and juice for meetings.

OTHER MATTERS

A. A recording secretary may be hired whose duties might include:

- a) Attendance at all meetings to keep accurate minutes for each meeting;
- b) Be in charge of all the correspondence of the MRWCC under the direction of the Chairman and the Board of Directors.
- c) Keep an accurate record of all members and their addresses and collect and receive the annual dues, if any, levied by the MRWCC. Such monies will be turned over to the Treasurer for deposit as required.
- d) Send out all notices of the various meetings as required.

B. An accounts manager shall be appointed or hired to:

- a) Receive all monies paid to the MRWCC and be responsible for the deposit of same in whatever Bank, etc. the Board of Directors may order.
- b) Properly account for the funds and keep such books as directed.
- c) Present a full and detailed account of receipts and disbursements to the Board of Directors whenever requested and shall prepare an audited statement of the financial position of the MRWCC to the Annual General Meeting and submit a copy of same to the Secretary to include in the records of the proceedings.
- d) Shall report to the Treasurer on all financial matters.

C. Auditing of the financial Books

The books of the MRWCC shall be audited once a year and will be presented at the Annual General Meeting.

D. Keeping the Society Seal

The Executive Board of Directors has permission to use the society's seal.

E. Inspecting Books and Records

The books and records shall be presented at each Board Meeting. The society's members have the right to inspect the books and records at the Board Meetings.

BYLAWS

The Bylaws may be rescinded, amended or added to by special resolution. The Bylaws may be rescinded, amended or added to by special resolution. A resolution shall be proposed and passed as a special resolution at a general meeting or special meeting of the members. The members will be given a notice of 21 days or more. At this meeting a minimum of 75% of the members must vote in favour of the special resolution or a resolution consented to in writing by all the members who would have been entitled at a general meeting or special meeting to vote on the resolution in person.

Bylaw amendments will come into effect at the first Director's meeting following the AGM or special general meeting in which the bylaw amendments were made.

BORROWING POWERS

For the purpose of carrying out its objects, the Milk River Watershed Council Canada may borrow or raise or secure the payment of money in any manner it thinks fit, and in particular, by the issue of debentures. This power shall be exercised only under the authority of the bylaws of the Milk River Watershed Council Canada and in no case shall debentures be issued without the sanction of a special resolution of the Milk River Watershed Council Canada.

AUTHORIZING SIGNATURES OF APPLICANTS

Signature:	Dated:
Print Name:	Address: (including postal code)

Signature:	Address: (including postal code)
Print Name:	
Signature:	Address: (including postal code)
Print Name:	
Signature:	Address: (including postal code)
Print Name:	
Signature:	Address: (including postal code)
Print Name:	

WITNESS	Address: (including postal code)
Signature:	

APPENDIX 1

Code of Conduct for the Board of Directors

(Adopted from Board Development – Developing Job Descriptions for Board Members of Nonprofit Organizations, Alberta Community Development 1997
http://www.cd.gov.ab.ca/building_communities/volunteer_community/programs/bdp/services/resources/workbooks/jobdescription.pdf)

Board members need to demonstrate ethical and professional conduct to maintain the confidence of the membership and the public. This commitment includes proper use of authority and appropriate actions in group and individual behavior when acting as Board Members.

1. Board Members must be loyal to the interests of the membership over and above any:
 - Loyalty to advocacy or interest groups, and membership on other boards or staffs.
 - Personal interest of any Board Members acting as an individual consumer of this organization's services.

2. Board Members are trustees of public confidence and securities. They must avoid any conflict of interest.
 - There must be no self-dealing or any conduct of private business or personal services between any Board Member and the MRWCC. Exceptions can occur only when there is openness, competitive opportunity, and equal access to information.
 - Board Members must not use their positions to obtain employment with the MRWCC for themselves or their family members.
 - If a Board Member is considered for employment, he or she must temporarily withdraw from deliberation, voting and access to applicable MRWCC information.

3. Board Members must not exert any individual authority over the MRWCC except as stated in the Societies' policies.
 - Individual Board Members do not have any authority to speak for the MRWCC when they interact with staff, the public, the press and other entities unless granted this authority by the whole Board.
 - Board Members must not make any judgments of staff performance except if the performance is officially assessed against MRWCC policies.
4. Board Members deal with outside entities or individuals, with clients and staff, and with each other using fair play, ethics and straightforward communication.

Failure of a Board Member to abide by this Code of Conduct may result in the expulsion of said Member from the Board of Directors or the MRWCC at the discretion of the Membership at large.

APPENDIX 2

Responsibilities of Officers of the Board

(Adopted from Board Development – Developing Job Descriptions for Board Members of Nonprofit Organizations, Alberta Community Development 1997
http://www.cd.gov.ab.ca/building_communities/volunteer_community/programs/bdp/services/resources/workbooks/jobdescription.pdf)

Chairperson

- Provides leadership to the Board of Directors
- Makes sure the Board adheres to its bylaws and constitution
- Prepares the Board's agenda with input from Board Members and the senior staff person
- Chairs meetings of the Board
- Encourages Board Members to participate in meetings and activities
- Keeps the Board's discussion on topic by summarizing issues
- Keeps the Board's activities focused on the organization's mission
- Evaluates the effectiveness of the Board's decision-making process
- Chairs meetings of the Executive Committee
- Makes sure that committee chairpersons are appointed
- Orients Board Members and committee chairpersons to the Board
- Serves as ex officio member of committees and attends their meetings when needed
- Makes sure there is a process to evaluate the effectiveness of Board Members, using measurable criteria
- Recognizes Board Members' contributions to the Board's work
- Act as one of the signing officers for cheques and other documents, such as contracts and grant application
- Plays a leading role in supporting fundraising activities
- Promotes the organization's purpose in the community and to the media
- Prepares a report for the Annual General Meeting
- Orients the new Chairperson

Vice-Chairperson

- Acts in absence of the Chairperson
- Serves on the Executive Committee
- Learns the duties of the Chairperson and keeps informed on key issues
- Works closely as consultant and advisor to the Chairperson
- Prepares to serve a future term as Chairperson
- Chairs at least one major committee
- Acts as a signing officer for cheques and other documents
- Orients the new Vice Chairperson

Secretary

- Serves on the Executive Committee
- Keeps copies of the organization's bylaws and the Board's policy statements
- Keeps lists of officers, Board Members, committees and General Membership
- Notifies Board Members of meetings
- Brings official minute book to meetings
- Keeps record of Board attendance
- Makes sure that there is a quorum at Board meetings

- Keeps accurate minutes of meetings
- Records all motions and decisions of meetings
- Signs Board minutes to attest to their accuracy
- Records all corrections to minutes
- Keeps copies of minutes of both Board and committee meetings
- Distributes copies of minutes to Board Members promptly after meetings
- Conducts general Board correspondence
- Keeps records of all Board correspondence
- Signs Board minutes and corrections to confirm their accuracy
- Signs official documents of the organization as required
- Files the annual return, amendments to the bylaws and other incorporating documents with the Corporate Registry
- Makes sure members are notified of General Meetings
- In the absence of the Chairperson and Vice-Chairperson, chairs Board meetings until the election of an alternate Chairperson
- Orients the new Secretary

Treasurer

- Serves on the Executive Committee
- Gives regular reports to the Board on the financial state of the organization
- Keeps financial reports on file
- Chairs the Finance Committee
- Orients the new Treasurer
- Acts as signing officer, with another officer or Executive Director for cheques and other documents

Chairperson of the Sub-Committees or Teams

- Reviews the terms of reference and mandate of the committee as outlined by the Board
- Recruits an appropriate number of committee members to carry out the mandate
- Orients members to the committee's mandate and position in the organization
- Calls committee meetings and develop agendas with input of the members
- Chairs committee meetings
- Encourages members to participate
- Keeps discussion on topic by summarizing issues
- Guides the committee through its meetings to fulfill the committee's purpose
- Recognizes each member's contribution to the committee's work
- Delegates appropriate tasks to individual committee members
- Knows staff members' role on committees and make sure they have an opportunity to be heard before recommendations are sent to the Board
- Plans and evaluates the committee's work with the help of members
- Makes sure meeting minutes and other relevant information are recorded and filed
- Reports the committee's progress to the Board of Directors and the membership on a regular basis
- Orients the new Board committee Chairperson

The Executive Director

- The Executive Director shall be hired by the Board of Directors to conduct and direct the activities and finances of the Society

- In subscribing to the Mission, Vision and Goals of the Society, the Executive Director shall perform his/her duties to enable the membership to achieve the Mission, Vision and Goals
- The Executive Director shall be an ex-officio member of all committees, including the Board of Directors and Executive Committee, and all project teams, but may not vote
- The Executive Director shall be an official spokesperson for the Society
- Assist Officers as required in the fulfillment of their responsibilities
- Participate actively in the fund-raising activities of the MRWCC as directed by the Board
- Arrange for the preparation of agenda and background information for the meetings of the Executive Committee, Directors and Members as required
- Organize, administer and supervise the activities of the office and staff of the MRWCC in keeping with the objectives and By-Laws of the MRWCC and the resolutions of the Board
- Be an ex-officio member of all Committees and/or Teams which deal with the objects and/or affairs of the MRWCC
- Attend at and keep accurate Minutes of all Membership Meetings and Board Meetings, or as delegated
- Have charge over the seal of the MRWCC
- Have charge over all correspondence of the MRWCC
- Maintain bonds and insurance policies
- Perform such duties as may be specified or assigned by the Chair and the Board from time to time

