



Lesser Slave Watershed Council Society Bylaws

Name of Society

1. The name of the Society shall be the Lesser Slave Watershed Council (LSWC).

Society Membership

2. The LSWC recognizes the importance of inclusiveness and openness with respect to membership. Therefore, any individual, organization residing in, or recreating in the Lesser Slave Watershed, who agrees with the vision and mission of the LSWC, may become a member of the LSWC.
3. Request for membership of the Society shall be made by submitting a membership form that has been approved by the Board of Directors. Current members and new members who have submitted a complete membership form at least 30 days prior, are eligible to vote at an Annual General Meeting or Special Meeting of the Society.
4. By completing the membership form the individual indicates they are in agreement with the vision, mission, and goals of the Society. Members of the Society have the right to attend and vote at the Annual General Meetings and Special Meetings of the Society. Members of the Society are responsible for acting in accordance with the Bylaws of the Society and adhering to good governance practices.
5. Any Society member wishing to withdraw from membership may do so by giving notice in writing or via email. A Society member may have their membership revoked by the Board of Directors, by vote at a Director meeting. After 2 years, the revoked member may submit a letter of intent requesting Society Membership to the Board of Directors for decision by vote.

Board of Directors

6. Board of Directors, or Board, shall mean the Board of Directors of the Society.
7. The Board of Directors shall have a maximum of 20 Directors, including the Chair, Vice Chair, Treasurer and Secretary.
8. The Board may consist of one representative for each of the following organizations/sectors:
 - M.D. of Lesser Slave River

- Big Lakes County
- Town of High Prairie
- Town of Slave Lake
- First Nations:
 - Driftpile
 - Sucker Creek
 - Swan River
 - Kapaweno
 - Sawridge
- Metis Settlements:
 - East Prairie
 - Peavine
- Agricultural Sector
- Alberta Environment and Protected Areas
- Forest Sector
- Oil and Gas Sector
- Non-Government Organizations
- Angling and Recreation
- Cottage Owners & Country Residential
- Tourism and Economic Development
- Member-at-Large

Appointed Directors

9. The Town of High Prairie, Town of Slave Lake, Big Lakes County, MD of Lesser Slave River, First Nations, Metis Settlements, and the Provincial government may appoint a representative to the LSWC Board of Directors in accordance with their own committee selection processes. Appointed directors must maintain a Society membership.

Elected Directors

10. The Director positions for the Agriculture Sector, Forest Sector, Oil and Gas Sector, Non Governmental Organizations, Angling and Recreation, Cottage, Owners and Country Residential, Tourism and Economic Development, and Member at Large will be filled by nomination and election at the Annual General Meeting.
11. A Society member may become a Director for an elected position through nomination and vote by the society membership present at the Annual General Meeting. A completed nomination form must be submitted to the Nominating

representative at least 15 days prior to the Annual General Meeting. Nominations deemed ineligible by the Board of Directors will not be brought forward to the Annual General Meeting.

12. A Board vacancy of an elected position occurring during the year may be filled, interim, by vote at a regular Board of Directors meeting if an eligible Society member submits a nomination form to the Board. The interim Director will serve until the next Annual General Meeting.
13. Each Director position may have an alternate representative. Alternates may participate in place of the designated board representative in their absence. It is the duty of the Director and Alternate to communicate between themselves to ensure participation at meetings and events. If no Alternate is nominated and elected at the Annual General Meeting, the board may consider an interim nominee. Alternate Directors are welcome to attend all LSWC meetings, however each board position may only have one vote on all motions.
14. Directors will participate in a 2-year term and may serve consecutive terms.
15. Directors must provide substantial commitment and actively participate in the Society as outlined in the LSWC Board Governance Policies (2024)
 - a. All current Directors must renew their Society membership annually on or before the Annual General Meeting.
 - b. It is the responsibility of Directors to attend meetings and act as a liaison between the LSWC and the Sector or government represented.
 - c. If after missing 3 consecutive meetings, with out communication with the Chair or Executive Director, the LSWC will review the circumstances and determine if the Director shall be removed as a result of their failure to fulfil their obligations to the organization.
16. The Board shall, subject to the bylaws or directions given to it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Society.
17. The Officers of the LSWC (Chair, Vice-Chair, Treasurer, and Secretary) shall be elected by the Board of Directors at the first Director Meeting following the Annual General Meeting. The Officers and Directors so elected shall form a Board and shall serve until their successors are elected and installed.
18. Regular Meetings of the Board shall be held as often as may be required, but at least once every four months and shall be called by the Chair.

19. Regular Meetings of the Board shall be called with eight days notice by e-mail or telephone to each Director. Half plus one of the number of filled board seats shall constitute a quorum.
20. A Special Meeting of the Board may be called within one business day, on the instruction of any four Directors, through a request in writing to the Chair stating the specific business to be addressed. Quorum for a Special Meeting of the Board is half plus one of the filled Directors positions, including the Chair.
21. At a Special meeting of the Board, any Director or Officer, upon a majority vote of Directors, may be removed from office for any cause that is deemed to be in conflict with the objectives of the Society and the LSWC Board Governance Policies (2024).

Chair and Vice Chair

22. The Chair shall be an ex-officio member of all Committees. They shall, when present, preside at all meetings of the Society and of the Board. In their absence, the Vice-Chair shall chair any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside. The key duties of the Chair and Vice Chair are to encourage each Director's participation in discussions and decision-making, to liaise with the Executive Director regarding operational matters, and to facilitate decision-making consistent with the Bylaws, Strategic Plan and direction of the Board of Directors and Membership. The Chair or Vice Chair may represent the LSWC as an official spokesperson or delegate the responsibility to the Executive Director.

Secretary

23. It shall be the duty of the Secretary to attend all meetings of the Society and the Board, and to keep accurate minutes of the same. In case of the absence of the Secretary, their duties shall be discharged by a person appointed by the Board. The Secretary shall have charge of all the correspondence of the Society and be under the direction of the Chair and the Board. All or a portion of the duties of the Secretary may be fulfilled by others as determined by the Board.

Treasurer

24. The Treasurer shall receive all monies paid to the Society and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order. They shall properly account for the funds of the Society and keep such books as may be directed. They shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for

submission to the Annual General Meeting a statement duly audited of the financial position of the Society and submit a copy of same to the Secretary for the records of the Society. All or a portion of the duties of the Treasurer may be fulfilled by others as determined by the Board.

Auditing

25. A qualified certified chartered accountant shall complete a financial review engagement or audit of the LSWC books, accounts and records. A complete and proper statement of the standing of the books for the previous year shall be submitted by the chosen accountant at the Annual General Meeting of the Society. The fiscal year of the Society each year shall be April 1 to March 31.
26. The books and records of the Society may be inspected by any member of the Society at the Annual General Meeting or by giving reasonable notice and arranging a time satisfactory to the Executive Director.

Society Meetings

27. This Society shall hold an Annual General Meeting on or before June 30 of each year. The Annual General Meeting will be publicly advertised 30 days prior on the LSWC website. Notice will be sent to each member via e-mail or mail 30 days prior. At this meeting a Board of Directors shall be elected according to Sections 6-11 above.
28. At an Annual General Meeting, a quorum of eleven (11) Society members in good standing must be present.
29. Each member who has not withdrawn from membership nor been expelled shall have an opportunity to speak and vote at any Annual General or Special Meeting of the Society. Such votes must be made in person and not by proxy or otherwise.
30. Special Meetings shall be called by the Chair or Executive Director upon agreement of 5 Directors. Each current Society member will be notified by phone or e-mail eight days prior to the meeting.
31. At a Special Meeting of the Society, a quorum of eleven (11) members in good standing must be present.
32. Group consensus will be the foundation on which decisions are made. Where consensus cannot be reached, a vote will occur. A majority vote will pass a motion.

Remuneration

33. The Directors and Officers shall serve without remuneration from the Lesser Slave Watershed Council and no director or officer shall directly or indirectly receive and profit from their position. Directors and officers may be reimbursed for reasonable expenses incurred in the performance of their duties, in accordance with the LSWC

Board Governance Policies (2024).

Borrowing Powers

34. For the purpose of carrying out its objectives, the Society may borrow or raise or secure the payment of money in such manner as it deems appropriate, this power shall be exercised only under the authority of the Society.

Charitable Activities

35. As a registered Charitable organization, the Society shall comply with the Canada Revenue Agency’s rules and regulations for Canadian charities.

Bylaws

36. The Bylaws may be rescinded, altered or added to by a “Special Resolution” at an Annual General Meeting or Special Meeting of the membership called for such purpose.

Dissolution


37. Upon the dissolution of the corporation and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to qualified donees described in subsection 149.1(1) of The Income Tax Act.

The Bylaws were ratified by the Membership of the Society on:

June 20, 2024 at Slave Lake, AB.

Nicole St. Jean

LSWC Chair (print)



LSWC Chair (signature)

June 20, 2024

Date

Tammy Kaleta

LSWC Vice Chair (print)



LSWC Vice Chair (signature)

June 20, 2024

Date