

**BY-LAWS OF THE  
JEMSEG GRAND LAKE WATERSHED ASSOCIATION**

**1. DEFINITIONS**

In this by-law, unless otherwise indicated, the following definitions apply:

"**board**" means the Board of Directors of the Association;

"**by-law**" means this By-law and any other By-law of the Association as amended and which are, from time to time, in force and effect;

"**director**" means a member of the Board of Directors.

"**in good standing**" means that membership dues are paid in full for the current fiscal year of the Association, and the member is not currently or previously been considered for exclusion, termination or suspension of membership as set out in these By-laws.

"**meeting of members**" means an annual, special or general meeting of members of the Association.

"**regulating documents**" means any by-laws, rules, regulations, policies or procedures adopted by the Association to guide the work of its Directors, Officers, members or employees.

**2. NAME**

2.1 The watershed association shall be called the *Jemseg Grand Lake Watershed Association* and is hereinafter referred to as the Association.

2.2 The Jemseg Grand Lake watershed includes the area encompassing all lakes, streams, rivers, water flow and water bodies whose water eventually flows into the Jemseg River, a total of 3,950 square kilometres, as defined by the New Brunswick Hydrographic Network for the Jemseg River watershed.

**3. MISSION AND CORE VALUES**

3.1 The *Mission* of the Association is to engage the attention, enthusiasm and support of the people, communities, businesses and organizations in the Jemseg Grand Lake Watershed to provide a healthy watershed for all. We undertake ecosystem education, improvement and protection activities that benefit the area that encompasses the Jemseg Grand Lake Watershed.

3.2 *Core values* of the Association are as follows:

(a) We welcome collegial input from all when deciding how to achieve our Mission.

(b) We share the values of honesty, integrity, respect, openness, courage, diversity and balance.

(c) We are guided by the best scientific evidence.

#### 4. **GENERAL**

##### 4.1 **Registered Office**

The registered office of the Association is located at the civic address of a member of the Board of Directors, in good standing, as determined by the Board of Directors.

##### 4.2 **Corporate Seal**

4.2.1 The seal of the Association, if a seal is deemed necessary, shall be in such form as shall be prescribed by the Board of Directors.

4.2.2 If a seal is adopted, it may be changed by resolution of the Board of Directors.

4.2.3 The seal is held in custody by any member of the Board of Directors as designated by the Board.

##### 4.3 **Organizational Structure**

4.3.1 The Association is a member-based organization.

4.3.2 At the Annual General Meeting, members elect a Board of Directors and the Officers of the Association, and grants them the authority to make governance and management decisions that are in the best interests of the Association as a whole.

4.3.3 The composition of the Board of Directors is set out in By-Law No. 7, *Board of Directors*, below.

4.3.4 The Officers of the Association is comprised of a President, Vice-President, Treasurer and Secretary (see By-Law 7.8, *Officers*).

4.3.5 The Board is responsible for recruiting, hiring and supervising an Executive Director to manage the day-to-day affairs of the Association.

4.3.6 Standing Committees and Ad Hoc Committees are established by the Board of Directors as set out in No. 7.9, *Standing Committees*.

## **5. MEMBERS**

### **5.1 Membership and Admission**

- 5.1.1 Membership is open to all individuals, groups or corporate bodies, private or public, who share an interest in the Mission of the Association and agree to abide by its regulating documents.
- 5.1.2 Any individual, group or corporate body, private or public, who wish to become a member of the Association shall complete the membership application form and pay a membership fee in an amount determined from time-to-time by the Board of Directors.
- 5.1.3 Application to join the Association is submitted in writing to the Board.
- 5.1.4 All membership applications are subject to approval of the Board.
- 5.1.5 Membership dues must be paid annually.

### **5.2 Rights of Members**

- 5.2.1 Members are equal for purposes of voting.
- 5.2.2 Each member in good standing will have one (1) vote at the Annual General Meeting on matters related to the election of Directors and Officers for the ensuing year, acceptance/rejection of financial statements, any proposed amendments to by-laws, as well as any other items on the agenda that require a vote of the members.
- 5.2.3 Each member in good standing will have one (1) vote at any Regular or Special Meeting of the Association membership.
- 5.2.4 Each member in good standing is entitled to receive notice of, and attend every Annual, Regular or Special Meeting of the Association membership.
- 5.2.5 Members are welcome to attend meetings of the Board of the Association, but do not have a vote at these meetings.
- 5.2.6 Members are entitled to be informed of any events occurring which may affect the mission or by-laws of the Association.

### **5.3 Obligation of Members**

- 5.3.1 Members are expected to pay their membership fees.
- 5.3.2 Members must abide by all regulating documents of the Association.

#### **5.4 Exclusion, Termination or Suspension of Membership**

- 5.4.1 The Board is empowered to exclude, terminate or suspend membership privileges for any member who, in its determination, acts in a manner contrary to the interests of the Association or its members, provided that member is granted an opportunity to be heard through a fair disciplinary process.
- 5.4.2 The disciplinary process will be determined by the Board and communicated to the member.
- 5.4.3 Should the member be excluded, terminated or suspended, that member is entitled to a refund of their membership fee for the current fiscal year only.
- 5.4.4 The decision of the disciplinary process is final.

#### **5.5 Withdrawal of Members**

- 5.5.1 Members wishing to withdraw from the Association shall provide written notice to the Secretary of the Board.
- 5.5.2 The Board, at their discretion, may approve a refund of the member's membership fee for the current fiscal year only if the member makes such a request to the Board.

### **6. MEMBERSHIP MEETINGS**

#### **6.1 Annual General Meeting**

- 6.1.1 Annual general membership meetings of the Association shall be held no later than December 31<sup>st</sup> each calendar year at a location, date and time determined by the Board.
- 6.1.2 At each annual membership meeting, the following items of business shall be dealt with and shall be deemed as ordinary business:
  - approval of the minutes of the preceding annual general meeting,
  - consideration of the annual report of the Board of Directors,
  - consideration and approval of the financial statements,
  - receipt and approval of financial reviewer's report
  - consideration and voting on any proposed amendments to the By-laws,
  - election of Directors to fill any vacancies on the Board.
  - election of Officers to fill any vacancies.

## 6.2 Quorum

- 6.2.1 A quorum of any meeting of the membership shall consist of ten percent (10%) of the members of the Association, or a minimum of ten (10) members of the Association, whichever is lesser.
- 6.2.2 A quorum of any meeting of the Board shall consist of fifty percent (50%) of the Directors present at the meeting.
- 6.2.3 Any decisions made or resolutions passed at a membership meeting or a Board meeting requires a majority vote (51%) of a quorum of members present in order to pass.
- 6.2.4 Subject to the provisions of these By-laws, e-mail votes are permissible in circumstances that prevent holding a formal meeting of the Board or membership, as determined by the Board. These circumstances may include, but are not limited to, an emergency vote that is required to meet a deadline.
  - 6.2.4.1 In this instance, the Secretary, in consultation with the other Officers of the Association, will send out an e-mail explaining the purpose of the vote and requesting a vote by return e-mail.
  - 6.2.4.2 The decision/resolution is passed if it meets the requirements of By-Law No. 6.2.3 above.
  - 6.2.4.3 The Secretary counts the votes and communicates the results to the Board/members and ensures the adopted decision/resolution and results of the vote are kept on record for any future inspection.
- 6.2.5 Subject to the provisions of these By-laws, any meeting of the Board or the general membership may be held by one or more telephonic or electronic means, or any combination of in-person attendance and attendance by one or more telephonic or electronic means, provided that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. A person who, through telephonic or electronic means, attends a meeting of the Board or the general membership is deemed for the purposes of these By-laws to be present at the meeting.

## 6.3 Notice

- 6.3.1 The notice calling any annual, general or special meeting of the membership shall be sent to members in good standing through email or regular mail, posted at least fourteen (14) days in advance, and published on the Association's social media.
- 6.3.2 Notices shall be mailed to each member in good standing at the member's last known postal or email address as indicated on the books of the Association.

6.3.3 In the case of a **special meeting**, the notice shall clearly indicate the purpose of the meeting (see also By-law No. 6.6 below, *Special Meetings of the General Membership*).

6.4.4 The accidental omission to give notice to a member or the non-receipt of any such notice by a member shall not invalidate the proceedings at any annual, general or special membership meeting.

#### 6.4 **Meeting Procedures**

Meetings shall be conducted in accordance with these By-laws and the latest edition of Robert's Rules of Order.

#### 6.5 **Voting Procedures**

6.5.1 Voting procedures for membership meetings will be conducted in accordance with By-law No. 6.23 to 6.25 above and the latest edition of Robert's Rules of Order.

6.5.2 Members are entitled to one (1) vote each on all matters affecting the by-laws, election of Directors and Officers, acceptance of financial statements and any other agenda items that require a vote by the members.

6.5.3 Election of Directors will occur by secret ballot.

6.6.4 Voting by proxy is not permitted.

#### 6.6 **Special Meetings of the General Membership**

6.6.1 The Board may call a special meeting of the members at any time, whenever at least two thirds (2/3) of the Directors request to this effect to the Board, or when a petition signed by at least fifty (50) members or ten percent (10%) of the members of the Association is presented to the Board.

6.6.2 The special meeting shall be called in the same manner as the annual meeting.

6.6.3 The quorum shall consist of ten percent (10%) of members of the Association, or a minimum of ten (10) members of the Association, whichever is lesser.

### 7. **BOARD OF DIRECTORS**

#### 7.1 **Accountability**

The Board is the legally constituted governing body and acts on behalf of the membership as collective trustees of the organization. It is responsible for carrying out the mission of

the Association and perform all fiduciary duties required by law. The Board speaks with one voice only and makes decisions that are in the best interests of the organization.

## 7.2 **Composition**

7.2.1 The Board of the Association shall consist of eight (8) Directors elected in accordance with By-Law No. 4.3, *Organization Structure*, above.

7.2.2 The Officers of the Association are elected from the eight (8) members of the Board (see By-Law No. 7.8, *Officers* below).

## 7.3 **Power of Directors**

7.3.1 The Directors administer the affairs of the Association in all things, and make or cause to be made for any description of contract that the Association may by law enter into, and may make policies not contrary to law or to the letters patent of the Association or to the New Brunswick Cooperatives Act, as to the following matters:

7.3.1.1 the appointment, functions, duties and removal of all Directors, employees of the Association, the security to be given by them to the Association and their remuneration;

7.3.1.2 the time and place for the holding of the annual meetings of the Association, the calling of meetings, regular and special, of the Board and of the Association, the quorum, the requirements as to proxies, and the procedure in all things at such meetings;

7.3.1.3 the imposition and recovery of all penalties and forfeitures;

7.3.1.4 the conduct, in all other particulars, of the affairs of the Association.

## 7.4 **Role of the Board**

7.4.1 The Association operates under a policy governance model. The Board's role is to develop and monitor clear policy statements that identify the ends to be achieved, the executive limitations which must be observed, the linkages between staff/volunteers and the Board, and the Board management process.

7.4.2 The Board shall maintain a record of all members in good standing.

7.4.3 The Board shall be responsible for recruiting, hiring and supervising an Executive Director and shall delegate the responsibility and authority to this individual for operational activities.

- 7.4.4 The board shall monitor the Executive Director on an ongoing basis and provide a formal evaluation on an annual basis.
- 7.4.5 The Board may delegate to the Executive Director full authority to carry out the daily business of the Association.
- 7.4.6 The Board may establish committees as set out in By-Law No. 7.9, *Standing Committees*.
- 7.4.7 The Board shall authorize necessary expenditures and enter into contracts. Contracting procedures are a matter of Board policy, however the Board must ensure all practices are ethical, within accepted business practices and meet all regulatory requirements.
- 7.4.8 The Board shall ensure that the membership is kept informed of any events occurring which may affect the mission or By-laws of the Association.
- 7.4.9 The Board shall ensure fiscal responsibility in all of the Association's activities, and to annually appoint a duly qualified individual or company to review the books and accounts of the Association to ascertain and certify to the correctness of the balance sheets (see By-Law No. 9.3, *Financial Review* below).
- 7.4.10 The Board shall actively assist the Executive Director in promoting the organization and its services.
- 7.4.11 The Board shall promote volunteerism and the Association's services.
- 7.4.12 The Board shall support all majority decisions made by the Board.

## 7.5 **Qualifications for Directors**

- 7.5.1 Only Association members are eligible for election to the Board.
- 7.5.2 Directors must be a minimum of eighteen (18) years of age and reside (permanently or seasonally) within the Province of New Brunswick.
- 7.5.3 Directors must agree to abide by these By-laws and any other guiding principles, policies or regulations of the Association.
- 7.5.4 Directors must be prepared to attend board meetings on a regular basis (see By-Law No. 7.7.4 below) and agree to participate on Board committees as the need arises.
- 7.5.5 Directors must come to the Board with a commitment to the values of the Association.

- 7.5.6 Directors must be prepared to make decisions that are in the best interests of the Association as a whole, and hold no conflicts of interests in their professional or personal lives that would affect their ability to be impartial.
- 7.5.7 Directors are required to identify any real, potential or perceived conflict of interest and opt out of any voting if deemed necessary by the majority of the Board.
- 7.5.8 Employees of the Association are not eligible for election to the Board for a minimum of two (2) years following their resignation/termination.
- 7.5.9 Board members are not eligible for employment with the Association for a minimum of two (2) years following the end of their term.

## 7.6 **Remuneration of Directors**

- 7.6.1 Directors shall serve without remuneration or profit from their position as directors.
- 7.6.2 Director shall, however, be reimbursed for reasonable expenses in accordance with Board policy.

## 7.7 **Term of Office**

- 7.7.1 At the first Annual Meeting of the Association where the Board is elected, Directors will be assigned a term ranging from one (1) to three (3) years and thereafter the terms of all Directors will be three (3) years.
- 7.7.2 Outgoing Directors may be re-elected to serve a total of three (3) consecutive terms to a maximum of six (6) consecutive years.
  - 7.7.2.1 Notwithstanding 7.7.2 above, outgoing Directors may be re-elected for an additional three (3) year term should the Board be unable to find a member, in good standing, to fill the outgoing Director's vacancy.
  - 7.7.2.2 Outgoing Directors must take a break of at least one (1) year before being eligible for re-election to the Board of Directors.
- 7.7.3 If a position becomes vacant on the Board due to a death, resignation or any other reason, or if a new director fails to meet the requirements set out in these By-laws, the remaining Directors shall, within a period of three (3) months, appoint a new Director to fill the vacancy for a term ending at the next annual general meeting.
- 7.7.4 A retiring Director shall stay in position until his/her term ends at the next annual general meeting.

- 7.7.5 Failure by a Director to attend three (3) consecutive board meetings without valid grounds for his/her absence (valid grounds as determined by the Board) shall result in the Director's removal from the Board.
- 7.7.6 The Board shall meet at least four (4) times in a calendar year at places and times established by the President or designate.
- 7.7.7 Records of the minutes of meetings of the Board shall be recorded and kept by the Secretary, as stated in the assigned duties.

## 7.8 **Officers**

- 7.8.1 Officers of the Association are elected by the general Membership from the members of the Board as follows:
  - 7.8.1.1 **President:** the President shall preside at all meetings of the Association and the Board, act as a signing officer, and perform such other duties as may be delegated to them under the by-laws or by the Board for the efficient management of the Association.
  - 7.8.1.2 **Vice President:** the Vice President shall assume the duties of the President in their absence or inability to act. He/she may also act as a signing officer of the Association.
  - 7.8.1.3 **Secretary:** the Secretary shall record the minutes of all meetings of the Board and the General Membership. He/she shall arrange for the maintenance of all records of the Association, including the minutes of all meetings and the Annual General Meeting, and shall perform such other duties as may be delegated to them under the By-laws or by the Board for the efficient management of the Association. He/she may also act as a signing officer of the Association. The Chair of any Standing Committees shall select someone to record their minutes from among their membership.
  - 7.8.1.4 **Treasurer:** the Treasurer shall present a report and the Annual Financial Statements at the Annual General Meeting, act as a signing officer, and shall perform such other duties as may be delegated to them under the By-laws or by the Board for the efficient management of the Association.

## 7.9 **Standing Committees**

- 7.9.1 The Board may appoint Standing Committees from time to time for the purpose of carrying out the work of the Association.
- 7.9.2 These committees shall abide by any regulating documents established by the Board for each committee.

- 7.9.3 The Board is responsible for establishing the mandate for each committee.
- 7.9.4 The Board is responsible for appointing a Chair and members to each committee.
- 7.9.5 Standing committees make recommendation to the Board and have no authority to make decisions.
- 7.9.6 Notwithstanding 7.9.1 to 7.9.5 above, the Board shall, annually, establish a Nominations Committee and appoint a member of the Board to chair the Nominations Committee.
  - 7.9.6.1 The Chair of the Nominations Committee seeks at least two (2) members to serve on the Nominations Committee.
  - 7.9.6.2 The Nominations Committee will present a slate of proposed Board members and Officers to the Board for presentation at the Annual General Meeting.
  - 7.9.6.3 Any member in good standing can nominate themselves for election to the Board of Directors.
  - 7.9.6.4 Any member in good standing can nominate another member in good standing for election to the Board of Directors.
  - 7.9.6.5 Nominations may be submitted in writing to the Nominations Committee, and shall include the nominee's written consent to stand for election.
  - 7.9.6.6 Where there is more than one nominee for a position, an election by secret ballot shall be held at the Annual General Meeting. Ballots shall be counted under the direction of the Nominations Committee, and destroyed after the vote results are announced.
    - 7.9.6.6.1 Should the meeting be held using telephonic/electronic means, the election by secret ballot will be carried out using the options available for this purpose.
- 7.9.7 Notwithstanding the above, the Board may, from time to time, appoint Ad Hoc Committees to carry out the work of the Association. The rules for the functioning of ad hoc committees are the same as for standing committees as noted in By-Law No. 7.9, *Standing Committees* above.

## **8. FISCAL MATTERS**

### **8.1 Financial Year**

The Association's financial year begins on January 1<sup>st</sup> and ends on December 31<sup>st</sup>.

## 8.2 **Signing Authorities**

The signing authorities of the Association are any two (2) of the following - the President, the Vice-President, the Treasurer or the Secretary.

## 8.3 **Banking Arrangements**

8.3.1 The banking business of the Association, or any part thereof, shall be transacted with such bank, trust company, credit union or any other firm carrying on a banking business as the Directors may designate, direct, appoint or authorize from time to time by resolution.

8.3.2 All such banking business shall be transacted on the Association's behalf by two (2) or more signing authorities as noted in By-Law No. 8.2, *Signing Authorities* above.

## 8.4 **Corporate Indemnification**

8.4.1 Every Director or their heirs, executors and administrators, and estate and effects, respectively, shall at all times be indemnified and saved harmless out of the funds of the Association, from and against:

8.4.1.1 all costs, charges and expenses whatever that such Director or administrator sustains or incurs in or out of any action, suit or proceeding that is brought, commended or prosecuted against the Director or administrator, for or in respect of any act, deed, matter or thing whatever, made, done or permitted by the Director or administrator in or about the execution of the duties of their office, and

8.4.1.2 all other costs, charges and expenses that the Director or administrator sustains or incurs in or about or in relation to the affairs thereof.

## 8.5 **Director's Liability Insurance**

The Board shall ensure that an appropriate level of Director's Liability Insurance is in place.

## 8.6 **Credit Policy**

The credit policy shall be thirty (30) days.

## 8.7 **Distribution of Surpluses**

Any surplus monies are reinvested into the organization with the objective of enhancing or diversifying its activities subject to compliance with general reserve needs and requirements.

## **8.8 Borrowing Powers**

8.8.1 The Association may purchase on credit, pledge its credit for money borrowed to pay for materials purchased or incur other liability on the credit and security of the Association upon such terms and conditions as the Board may from time to time determine. At no time shall the liability incurred under this by-law exceed the sum.

8.8.2 The Association may borrow money from its members for periods and at interest rates established by the Board.

## **9. OFFICIAL DOCUMENTS**

### **9.1 Signature**

9.1.1 Contracts, documents or any instruments in writing requiring the signature of the Association, shall be signed and sealed by any two (2) designated signing officers of the Board and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality.

9.1.2 The seal of the Association, when required, may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Directors appointed by resolution of the Board.

### **9.2 Record Keeping**

The Board shall see that all necessary books and records of the Association required by the By-laws of the Association or by any applicable statute or law are regularly and properly kept.

### **9.3 Financial Review**

9.3.1 The Board will, annually, appoint a duly qualified individual or company to review the books and accounts of the Association to ascertain and certify to the correctness of the balance sheets.

9.3.2 The financial reviewer presents their report to the members at the next annual meeting.

- 9.3.3 The financial reviewer shall be independent of the Association and may not be a Director, officer or employee of the Association or of an affiliated Association, or associated with any Director, Officer or employee.

## **10. RULES AND REGULATIONS**

The Board may prescribe such rules and regulations consistent with these By-laws relating to the management and operation of the Association as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual general meeting of the members of the Association when they shall be confirmed, and failing such confirmation at such annual meeting, cease to have any force and effect.

## **11. DISSOLUTION OR LIQUIDATION**

In the event of dissolution or liquidation of the Association, any monies left over shall be donated to other similar Associations or non-profit organizations in the Province of New Brunswick, as decided by the Board. Dissolution or liquidation of the Association shall follow the dissolution and liquidation requirements of the New Brunswick Cooperatives Act.

## **12. AMENDING THE BY-LAWS**

These by-laws may be amended or repealed by a vote of two thirds (2/3) of the members in attendance at a membership meeting.