

BY-LAWS OF THE JEMSEG GRAND LAKE WATERSHED ASSOCIATION

By-Law No. 1 – NAME

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

By-Law No. 2 – MISSION AND CORE VALUES

2.01 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 Jemseg Grand Lake Watershed community.

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

- (a) We are collegial, accepting 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) Activities of the Association are guided by the best scientific evidence.

By-Law No. 3 – GENERAL

3.01 Registered Office

The registered office is located at 27 Pine Grove Lane, Jemseg, N.B. E4C 4L7.

3.02 Corporate Seal

- (a) 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.
- (b) If a seal is adopted, it may be changed from time to time by resolution of the Board of Directors and is held in custody of any person designated by the Board.

3.03 Organizational Structure

- (a) The Association is a member-based organization.
- (b) At annual general meetings, members elect a Board of Directors and grant them the authority to make governance and management decisions that are in the best interests of the Association as a whole.
- (c) The Board is responsible for recruiting, hiring and supervising an Executive Director to manage the day to day affairs of the Association.
- (d) Standing Committees and Ad Hoc Committees are established by the Board of Directors as set out in Section 6.09 of these By-Laws.

By-Law No. 4 – MEMBERS

4.01 Membership and Admission

- (a) 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.
- (b) Those wishing to become a member of the Association shall complete the membership application form and purchase a minimum of one share in the lump sum of ten dollars (\$10).
- (c) Applications to join the Association shall be submitted in writing to the Board.

- (d) All membership applications as well as the allocation, assignment or transfer of all shares are subject to approval of the Board.
- (e) No member may hold more than two hundred (200) shares at one time.
- (f) No member shall receive any dividend or interest on a share.

4.02 Shareholders' Equity

Each share has a par value of ten dollars (\$10).

4.03 Annual Administrative Fee

An annual administrative fee of ten dollars (\$10) is payable by each member to help cover costs of membership services and management.

4.04 Rights of Members

Members are equal for purposes of voting. Each member will have one vote at the annual general meeting on matters related to the election of Directors for the ensuing year, acceptance/rejection of financial statements and any proposed amendments to by-laws.

4.05 Obligation of Members

- (a) Members are expected to contribute to the Association by participating in its programs and/or promoting its activities, sitting on committees, and offering guidance and feedback when called upon.
- (b) Members are also expected to pay their share fees, annual administrative fee, and abide by all regulating documents of the Association.

4.06 Exclusion, Termination or Suspension of Membership

The Board of Directors 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 and is entitled to a refund of any amount held to their credit in share capital or loan capital and deposits, upon which the Association has no lien or other lawful claim, as detailed in the New Brunswick Cooperatives Act.

4.07 Withdrawal of Members

- (a) Members wishing to withdraw from the Association shall provide written notice to the Secretary of the Board.
- (b) The Board may approve the withdrawal of a member and reimburse the member for shares held and any other amounts held to that member's credit pursuant to the New Brunswick Cooperatives Act.

By-Law No. 5 – MEMBERSHIP MEETINGS

5.01 Annual General Meetings

Annual general membership meetings of the Association shall be held no later than December 31st each calendar year at a location, date and time determined by the Board of Directors. At each annual membership meeting, the following items of business shall be dealt with and shall be deemed as ordinary business:

- minutes of the preceding annual general meeting,
- consideration of the annual report of the directors,
- consideration of the financial statements,
- selection of an auditor (if applicable),
- consideration and voting on any proposed amendments to the by-laws,
- election of Directors to fill any vacancies on the Board.

5.02 Quorum

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.

5.03 Notice

- (a) The notice calling any annual or special membership meeting 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. 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. In the case of a special membership meeting, the notice shall clearly indicate the purpose of the meeting.
- (b) 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 or special membership meeting.

5.04 Meeting Procedures

Meetings shall be conducted in accordance to Board policy and/or the procedures outlined in the latest edition of Robert's Rules of Order.

5.05 Voting Procedures

Voting procedures for membership meetings will be conducted in accordance to the latest edition of Robert's Rules of Order. Members are entitled to one vote each on all matters affecting the constitution, by-laws, election of Directors and acceptance of annual financial statements. Election of Directors will occur by secret ballot. Voting by proxy is not permitted.

5.06 Special Meetings

- (a) 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.
- (b) The special meeting shall be called in the same manner as the annual meeting.
- (c) 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.

By-Law No. 6 – BOARD OF DIRECTORS

6.01 Accountability

The Board of Directors (herein called the Board) is the legally constituted governing body and acts on behalf of the membership as collective trustees of the organization. It is responsible to carry out the mission of the Associations and to 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.

6.02 Composition

The Board of the Association shall consist of a minimum of six (6) Directors up to a maximum of ten (10) Directors elected at a general meeting from within the membership.

6.03 Power of Directors

The Directors may 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:

- (a) 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;

- (b) 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;
- (c) the imposition and recovery of all penalties and forfeitures;
- (d) the conduct, in all other particulars, of the affairs of the Association.

6.04 Role of the Board

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.

- (a) The Board shall be responsible to recruit, hire and supervise an Executive Director and shall delegate the responsibility and authority to this individual for operational activities. The board shall monitor the Executive Director on a regular basis and provide a formal evaluation on an annual basis.
- (b) The Board may delegate to the Executive Director full authority to carry out the daily business of the Association.
- (c) The Board shall establish committees as set out in by-law 6.09.
- (d) The Board shall appoint signing authorities.
- (e) 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.
- (f) 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.
- (g) The Board shall ensure fiscal responsibility in all of the Association's activities and to annually appoint a duly qualified individual or company to make a review the books and accounts of the Association and to ascertain and certify to the correctness of the balance sheets.
- (h) The Board shall actively assist the Executive Director in promoting the organization and its services. All Board members shall promote volunteerism and the Association's services and shall support all majority decisions made by the Board.

6.05 Qualifications for Directors

- (a) Only Association members are eligible for election to the Board of Directors.
- (b) Directors must be a minimum of eighteen (18) years of age and reside (permanently or seasonally) within the Province of New Brunswick.
- (c) Directors must agree to abide by the guiding principles, by-laws, and policies of the Association.
- (d) Directors must be prepared to attend board meetings on a regular basis (see 6.07 (c) below) and agree to participate on Board committees as the need arises.
- (e) Directors must come to the Board with a commitment to the values of the Association.
- (f) 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. Any Director is 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.
- (g) Employees of the Association are not eligible for election to the Board for a minimum of two years following their resignation/termination. Board members are not eligible for employment with the Association for a minimum of two years following the end of their term.

6.06 Remuneration of Directors

Directors shall serve without remuneration or profit from their position as directors. They shall, however, be reimbursed for reasonable expenses in accordance to Board policy.

6.07 Term of Office

- (a) At the first general meeting of the Association, the Directors will be assigned a term ranging from one (1) to three (3) years and thereafter the terms of all Directors will be two (2) years. Outgoing Directors may be re-elected to serve a total of three (3) consecutive terms to a maximum of six (6) consecutive years.
- (b) 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 the Association's official and guiding documents, 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. A retiring Director shall stay in position until his term ends at the next annual general meeting.
- (c) Failure by a Director to attend three (3) consecutive board meetings without valid grounds shall result in the Director's removal from the Board.
- (d) The Board shall meet at least four (4) times in a calendar year at places and times established by the President or designate.
- (e) Records of the minutes of meetings of the Board shall be maintained and kept by the Secretary, as stated in the assigned duties.

6.08 Officers

- (a) **President:** the President shall preside at all meetings of the Association and the Board 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.
- (b) **Vice President:** the Vice President shall assume the duties of the President in their absence or inability to act.
- (c) **Secretary:** the Secretary shall arrange for the maintenance of all records of the Association, and 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.
- (d) **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 bylaws or by the Board for the efficient management of the Association.

6.09 Governance Committees

- (a) The Board may appoint **Standing Committees** from time to time for the purpose of carrying out the work of the Association.
- (b) These committees shall abide by any regulating documents established by the Board of Directors for each committee.
- (c) The Board is responsible for establishing the mandate for each committee.
- (d) The Board is responsible for appointing a Chair and members to each committee.
- (e) Standing committees make recommendation to the Board of Directors and have no authority to make decisions.
- (f) Notwithstanding (a) to (e) above, the Board shall, annually, establish a **Nominations Committee** and appoint a member of the Board to chair the **Nominations Committee**.
- (g) The Chair of the **Nominations Committee** seeks at least two (2) members to serve on the **Nominations Committee**.

- (h) The **Nominations Committee** will present a slate of proposed Board members and officers to the Board for presentation at the annual general meeting.
- (i) Nominations, sponsored by two (2) members of the Association in good standing, shall be submitted in writing to the Nominations Committee, and shall include the nominee's written consent to stand for election. The nominee must also be a member in good standing of the Association.
- (j) 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.
- (k) 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 6.09, (b) to (e) above.

By-Law No. 7 – FISCAL MATTERS

7.01 Financial Year

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

7.02 Banking Arrangements

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. All such banking business shall be transacted on the Association's behalf by two or more signing authorities as designated by the Board.

7.03 Corporate Indemnification

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:

- (a) 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, commenced 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
- (b) all other costs, charges and expenses that the Director or administrator sustains or incurs in or about or in relation to the affairs thereof.

7.04 Director's Liability Insurance

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

7.05 Credit Policy

The credit policy shall be 30 days.

7.06 Distribution of Surpluses

- (a) The Association shall deposit at least 25% of surpluses to a reserve account until equity in the Co-operative is at least 30% of its assets.
- (b) The Association may make provision in the by-laws for additional reserves for contingencies or other specific purposes of the Association.
- (c) 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.

7.07 Borrowing Powers

- (a) 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 of two hundred and fifty thousand dollars (\$250,000).
- (b) The Association may borrow money from its members for periods and at interest rates established by the Board.

By-Law No. 8 – OFFICIAL DOCUMENTS

8.01 Signature

- (a) 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.
- (b) 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.

8.02 Book and 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.

8.03 Auditor

- (a) The members may at each Annual General Meeting appoint an auditor to review the accounts of the Association for report to the members at the next annual meeting.
- (b) The auditor 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.

By-Law No. 9 – RULES AND REGULATIONS

The Board may prescribe such rules and regulations inconsistent 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.

By-Law No. 10 – 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.

By-Law No. 11 – 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 of a membership meeting.