

TURTLE LAKE WATERSHED PARTNERSHIP – CONSTITUTION and BYLAWS

ARTICLE 1 – PREAMBLE

1.1 The Association

The name of the association is Turtle Lake Watershed Inc., which may also be known, or referred to as TLWI or the Association set forth the bylaws.

ARTICLE 2 – DEFINITIONS

2.1 In these and all other bylaws of the society, unless the context otherwise requires or specifies:

2.1.1 “Act” means The Non-Profit Corporations Act, 1997 as amended or replaced from time to time, and in the case of such amendment, any references in the bylaws of the association shall be read as referring to the amended provisions;

2.1.2 “The association or society” means Turtle Lake Watershed Inc.;

2.1.3 “The directors,” “board” and “board of directors” means the directors of the association for the time being;

2.1.4 The heading 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;

2.1.5 All terms contained in the bylaws and which are defined in the Act shall have the meanings given to such terms in the Act;

2.1.6 words importing the masculine gender shall include the feminine, and words importing the singular shall include the plural and vice versa;

2.1.7 “member” means a full member, associate member, organization or business member in good standing and who has paid their current annual membership dues;

2.1.8 “special resolution” means a resolution passed by at least three-fourths of the votes cast at a general meeting of the association of which not less than fourteen (14) days specifying the intention to propose the resolution has been given.

ARTICLE 3 – MISSION AND OBJECTIVES OF THE ASSOCIATION

- 3.1 The mission of the TLWI is to understand, protect and manage the water resources within the watershed which to help conserve for future generations the natural landscape of the lake and surrounding shoreline riparian buffers.
- 3.2 **The Purpose and Objectives of the Association are:**
- 3.2.1 To develop and implement a long term monitoring program for Turtle Lake and its watershed in order to maintain and protect the lake and streams water quality.
- 3.2.2 Research and monitor current and emerging watershed management issues and seek solutions for addressing watershed management problems.
- 3.2.3 To develop communication, education and planning strategies where by information on water quality and riparian issues can be delivered to all lake users and individuals located within the watershed of Turtle Lake.
- 3.2.4 To serve as a voice of the membership, to provide input on matters which might affect the well being of the lake, shoreline and watershed in order to provide economic well being of users in the area.
- 3.2.5 To assist in the development and foster partnerships of lake enhancement and protection programs that would benefit other individuals, organizations, local governments and agencies on issues which may affect Turtle Lake and its watershed.
- 3.2.6 To maintain recreational benefits and activities of the lake for all residents and visitors.
- 3.2.7 To promote enforcement of laws which affect Turtle Lake and its watershed.
- 3.2.8 Whenever possible efforts shall be made to build stronger co-operation through consensus decisions.
- 3.2.9 Facilitate information exchange, collaboration, co-operation, education and planning between other watershed associations, agencies and groups.

ARTICLE 4 – MEMBERSHIP

4.1 Classification of Members

There are two categories of members – full members and associate members.

4.1.1 Members

- A member is any adult over the age of 18 with the right to vote at meetings
- for profit business or corporation
- public, not for profit groups, organizations, agencies or communities whose interests are consistent with the purpose of the association and its watershed.

4.1.2 Associate Members

An associate member is any person 18 years or younger, is entitled to all privileges of membership except the right to vote at meetings of members.

4.2 Membership

4.2.1 Any member or associate member shall be eligible for membership by application to the association and upon payment of dues as specified by the board of directors. All memberships to be admitted by resolution of the board.

4.2.2 A simple list of member names and membership class shall be maintained and made available for inspection by any member of the society.

4.2.3 Membership will be reviewed annually and any recommended revisions to the membership, shall be the prerogative of the board.

4.2.4 Any person may withdraw from the association at any time by notice to the association, but upon withdrawal, the member shall not be entitled to any refund of any portion of the membership fee paid.

4.3 Membership Fees

4.3.1 The amounts levied by the association, through membership fees, shall be used exclusively in the furtherance of the objectives of the association.

4.3.2 Membership fees are payable to TLWI shall be set annually by the board. The structure may differ from individuals and/or business's, corporations, organizations and communities.

4.3.3 Membership fees are not pro-rateable.

4.3.4 Nothing shall preclude the acceptance of grants, donations or sponsorship funds from any source in support of work of this association, but such acceptance shall be subject to review and acceptance by the board.

4.4 Membership Year

4.4.1 The membership year is to begin January 1 and end December 31 of the same year.

ARTICLE 5 – MEETING OF THE ASSOCIATION

5.1.1 The annual general meeting (AGM) is to be held within six (6) months after the fiscal year end of the association at a central location and time as determined by the board.

5.1.2 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 AGM.

5.1.3 Agenda for the Meeting

The Annual General Meeting deals with the following matters:

- (a) adopting the agenda;
- (b) adopting the minutes of the last AGM;
- (c) considering the president's report;
- (d) reviewing the financial statements setting out the association's income, disbursements, assets and liabilities and auditor's review;
- (e) appointing the auditors;
- (f) electing the members of the board
- (g) considering matters specified in the meeting notice as properly presented to the board.

5.1.4 Quorum

Attendance by at least ten (10) of the members at the annual or special meeting is a quorum.

5.1.5 Roberts Rules of order shall be accepted to govern the proceedings of the association.

5.2 Special General Meeting of the Association

5.2.1 Calling of Special General Meeting (SGM)

A special general meeting may be called any time:

- (a) by a resolution of the board of directors to that effect; or
- (b) on the written request of at least five (5) directors. The request must state the reason for the special general meeting and the motion(s) intended to be substituted at this SGM; or
- (c) on the written request of at least one-third of the regular members. The request must state the reason of the special general meeting and the motion(s) intended to be submitted at such SGM.

5.2.2 Notice

A notice shall be mailed or delivered to each member at least twenty-one (21) days before the SGM. This notice states the place, date, time and purpose of the special general meeting.

5.2.3 Agenda for Special General Meeting

Only the matter(s) set out in the notice for the SGM are considered at the special general meet.

5.2.4 Procedure at the Special General Meeting

Any SGM has the same method of voting and the same quorum requirements as the AGM.

5.3 Proceedings at the Annual or a Special General Meeting

5.3.1 Attendance by the public

General meetings of the association are open to the public. A majority of the members present may ask any persons who are not members to leave.

5.3.2 Failure to Reach Quorum

The p[resident cancels the general meeting if a quorum is not present within one-half (1/2) hour after the set time. If cancelled, the meeting is rescheduled for one (1) week later at the same time and place. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the members in attendance.

5.3.3 Presiding Officer

5.3.3.1 The president chairs every general meeting of the association. The vice-president chairs in the absence of the president.

5.3.3.2 If neither the president nor the vice- president is present within (1/2) hour after the set time for the general meeting, the members present choose one (1) of the members to chair.

5.3.4 Adjournment

3.3.4.1 The president may adjourn any general meeting with the consent of the members at the meeting. The adjourned general meeting conducts only the unfinished business from the initial meeting.

3.3.4.2 No notice is necessary if the general meeting is adjourned for less than thirty (30) days.

3.3.4.3 The association must give notice when a general meeting is adjourned for thirty (30) days Or more. Notice must be the same as for any general meeting.

5.3.5 Voting

5.3.5.1 Each member has one (1) vote. A show of hands decides every vote at every general meeting. A ballot is used if at least two (2) members request it.

5.3.5.2 The president does not have a second casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated. The president is to vote at the same time as other members.

5.3.5.3 A member may not vote by proxy.

5.3.5.4 A majority of the votes of the members present decide each issue and resolution, unless the issue needs to be decided by a special resolution.

5.3.5.5 The president declares a resolution carried or lost. This statement is final, and does not have to include the numbers of votes for and against the resolution.

5.3.5.6 Members may withdraw their request for a ballot.

5.3.5.7 The president decides any dispute on any ballot. The president decides in good faith, and this decision is final.

5.3.6 Failure to Give Notice of Meeting

No action taken at a general meeting is invalid due to:

- (a) accidental omission to give any notice to any member;
- (b) any member not receiving any notice; or
- (c) any error in any notice that does not affect the meaning.

ARTICLE 6 – The Government of the Association

6.1 The Board of Directors

6.1.1 Governance of the Association

The business affairs of the association shall be managed by the board of directors. The board of directors may exercise all powers of the association except such as are by statute or the application of incorporation by the bylaws inferred upon or reserved to the members.

6.1.2 Composition of the Board

The board shall consist of one representative from each community or organization in good standing named in Section 6.1.3.2 and two (2) members elected or acclaimed from the membership at large, plus advisory members.

6.1.3 Members of the Board shall be comprised as follows:

6.1.3.1 Advisory members with no voting privileges are as follows:

Sask. Watershed Authority (one member), Saskatchewan Environment and Resource Management (SERM - one member), Fisheries and Oceans Canada (one member), Nature Saskatchewan (one member), Turtle Lake Bird Sanctuary (one member), Saskatchewan network of Watershed Stewards (SNOWS) – one member, and Provincial Association of Resort Communities of Saskatchewan (PARCS) – one member.

6.1.3.2 Ex officio members with voting privileges are to be appointed by their respective organization are as follows (one from each community or Municipality):

Lobe's Beach, D.N.S. & Turtle Lake Lodge Resorts
Resort Hamlet of Indian Point-Golden Sands
Resort Village of Sunset View Beach
Resort Hamlet of Evergreen Acres
Resort Hamlet of Turtle Lake South Bay
Resort Hamlet of Kopp's Kove
Four Seasons Resort (trailer court)
Resort Hamlet of Parkland
Resort Hamlet of Aspen Cove
Resort Hamlet of Powm Beach
Resort Hamlet of Turtle Cove
Resort Village of Kivimaa-Moonlight Bay
Resort Hamlet of Horseshoe Bay
New Thunderchild I.R. #1150
Rural Municipality of Parkdale #498
Rural Municipality of Mervin #499
Rural Municipality of Meadow Lake

This totals 17. The above list can be modified by board of directors if 75% are in favour.

6.1.3.3 Members at Large

There are to be at least two elected members at large preferably from the farming, business or education community. They will have voting privileges.

These positions will be elected at the annual or public general meeting by the voting members.

6.1.4 Term of office shall be for a 2-year period. The term of office is restricted to three consecutive terms. Directors are to be selected and elected on a staggered 2 year basis after the first general meeting. For the initial appointments, ½ shall be for 2 years and the other half for one year. These are to be determined randomly.

6.1.5 Resignation, Death or Removal of a Director

6.1.5.1 A director may resign from office by giving one (1) month's notice in writing. The resignation takes effect either at the end of the month's notice or on the date the board accepts the resignation.

6.1.5.2 Voting members may remove any director before the end of the term. There must be a majority vote at a special general meeting called for this purpose.

6.1.5.3 If there is a vacancy on the board, the remaining directors may appoint a member in good standing to fill that vacancy for the remainder of the term.

6.1.6 Meeting of the Board

6.1.6.1 The board holds at least two (2) meetings each year, separate from the AGM.

6.1.6.2 The president calls the meetings. The president also calls a meeting if any five (5) directors make a request in writing and state the business for the meeting.

6.1.6.3 Ten (10) days' notice for board meetings is mailed to each board member. There may be five (5) days' notice by telephone, e-mail or fax. Board members may waive notice.

6.1.6.4 A majority of the voting directors present at the board meeting is a quorum.

6.1.6.5 If there is no quorum, the president adjourns the meeting to the same time, place, and day of the following week. At least five (5) voting directors present at this later meeting is a quorum.

6.1.6.6 Each director, including the president has one (1) vote, except for advisory members.

6.1.6.7 Meetings of the board are open to members of the society, but only directors may vote. A majority of the directors present may ask any other member to leave.

6.1.6.8 All directors may agree to and sign a resolution. The resolution is as valid as one passed at any board meeting. It is not necessary to give notice or to call a board meeting. The date on the resolution is the date it is passed.

6.2 Officers

6.2.1 The officers of the association are the president, past president, vice-president, secretary and treasurer. The secretary and treasurer can be combined into one position. The past president shall serve in an advisory capacity to the president for the year of the new president and shall be an officer without a vote.

6.2.2 At its first meeting after the annual general meeting, the board elects the officers from among the directors.

6.2.3 The officers hold office until re-elected or until a successor is elected.

6.2.4 The board may appoint special advisory committees and other standing committees to manage certain activities of the association. All committee chairpersons shall report to the board.

6.2.5 The board shall appoint the chair of each standing committee.

ARTICLE 7 – FINANCE AND OTHER MANAGEMENT MATTERS

7.1 The Registered Office

The registered office of the association to be located as directed by the board. The site should be centrally located and provide for electronic access.

7.2 Financing and Auditing

7.2.1 The fiscal year of the association ends on March 31st of each year.

7.2.2 True accounts shall be kept of the sums of the money received and expended by the association on the matter in respect of which such receipt and expenditure takes place. A qualified person appointed at a AGM shall audit the financial records within three (3) months of the association's year end. At each AGM of the association, a complete statement of the books for the previous year are to be submitted. A unanimous consent at the AGM may waive the need for an audit.

7.3 Seal of the Society

7.3.1 The board may adopt a seal for the association.

7.3.2 The secretary-treasurer has control and custody of the seal, unless the board decides otherwise.

7.3.3 The seal of the society can only be used by officers authorized by the board. The board must pass a motion to name the authorized officers.

7.4 Cheques and Contracts of the Association

7.4.1 The designated officers of the board sign all cheques drawn on the monies of the association. Two signatures are required on all cheques. The designated officers are president, vice-president and secretary or treasurer.

7.4.2 All contracts of the association must be signed by the officers or other persons authorized to do so by resolution of the board.

7.5 The Keeping and Inspection of the Books and Records of the Association

7.5.1 The secretary keeps a copy of the minute books and records minutes of all meetings of the members and of the board.

- 7.5.2** The secretary keeps the original minute books at the registered office of the association. This record contains minutes from all meetings of the association and board.
- 7.5.3** The board keeps and files all necessary books and records of the society as required by the bylaws, THE SOCIETIES ACT, or any other statute or law.
- 7.5.4** A member wishing to inspect the books or records of the association must give reasonable notice to the president or secretary of the association of his intention to do so
- 7.5.5** Unless otherwise permitted by the board, such inspection will take place only at the registered office, during normal business hours.
- 7.5.6** All financial records of the association are kept in accordance with article 7.2.2 and are open for such inspection by the members.
- 7.5.7** Other records of the association are also open for inspection, except for records that the board designates as confidential.

7.6 Borrowing Powers

- 7.6.1** The association may borrow only up to a total of \$150.00 as a means of a temporary loan. The board decides the amounts and ways to raise money to meet its objectives and operations.

7.7 Payments

- 7.7.1** No member, director or officer of the association receives any payment for his services as a member, director or officer.
- 7.7.2** Reasonable expenses incurred while carrying out duties of the association may be reimbursed upon board's approval.

7.8 Protection and Indemnity of Directors and Officers

- 7.8.1** Each director or officer holds office with protection from the association. The association indemnifies each director or officer against all costs or charges that result from any act done in his role for the association. The association does not protect any director or officer for acts of fraud, dishonesty, or bad faith.
- 7.8.2** No director or officers liable for the act of any other director, officer or employee. No director or officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the association. No director or officer is liable for any loss due to an oversight or error in judgement, or by an act in his role for the association, unless the act is fraud, dishonest or in bad faith.

7.8.3 Directors or officers can rely on the accuracy of any statement or report prepared by the association's qualified person. Directors or officers are not liable for any loss or damage as a result of acting on that statement or report.

ARTICLE 8 – AMENDING THE BYLAWS

8.1.1 These bylaws may be cancelled, altered or added to a special resolution at any annual general or special general meeting of the association.

8.1.2 The twenty-one (21) days' notice of the AGM or SGM of the association must include details of the proposed resolution to change the bylaws.

8.1.3 The amended bylaws take effect after approval of the special resolution at the AGM or SGM and accepted by the Corporate Registry of Saskatchewan.

ARTICLE 9 – DISTRIBUTING ASSETS AND DISSOLVING THE SOCIETY

9.1 The association does not pay any dividends or distribute its property among its members.

9.2 The association may be dissolved by a 2/3 majority vote of all directors.

9.3 If the association is dissolved, any funds or assets remaining after paying all debts are paid to a registered and incorporated charitable organization. Members select this organization by special resolution. In no event do any members receive any assets of the association.

