

# **P.E.I. WATERSHED ALLIANCE**

## **BY-LAWS**

### **1: NAME**

The name of this organization is the **P.E.I. Watershed Alliance, Incorporated.**

### **2: DEFINITIONS**

*Organization* means the P.E.I. Watershed Alliance

*Alliance* means the P.E.I. Watershed Alliance

*Corporation* means the P.E.I Watershed Alliance

*Board/Directors* means the Board of Directors of the P.E.I. Watershed Alliance

*By-Laws* means the by-laws of the P.E.I. Watershed Alliance

### **3: OVERALL GOAL OF THE ORGANIZATION**

The overall goal of the P.E.I. Watershed Alliance is to enhance the capacity of Island watershed groups to improve and protect the environmental quality of Prince Edward Island watersheds, to promote cooperation among members, and to provide a strong, united voice in addressing Island-wide watershed issues.

### **4: GUIDING PRINCIPLES**

The P.E.I. Watershed Alliance is based on the following principles:

- a) Access to clean, safe water is a fundamental human right and essential for the physical, social and economic well-being of all of Prince Edward Island;
- b) Environmental stewardship is at the forefront of the work of the Alliance, and protection of water resources must be considered in the global context and related to other environmental issues such as climate change;
- c) Each member watershed group is autonomous; the capacity to develop and achieve its own goals must be respected;
- d) Successful action depends on willingness to engage communities and to work collaboratively with other community-based organizations and sectors including, but not limited to, agriculture, fishing and shell-fishing, forestry, community or municipal councils, and tourism;

- e) Active participation of member watershed groups is essential for the success of the Alliance;
- f) Member groups are equal in status, regardless of size or number of years in existence.

## **5: OBJECTIVES**

The objectives of the organization are to:

- a) Serve as a strong, representative voice for community-based watershed organizations;
- b) Support new and existing watershed groups in their development;
- c) Support all watershed groups to carry out the work they have defined as necessary to improve and protect the environmental quality of their watersheds;
- d) Promote and improve communication and cooperation between watershed groups in P.E.I.;
- e) Facilitate opportunities for watershed groups to collaborate on the provision of training, services, funding opportunities and access to environmental programs;
- f) Encourage watershed planning and implementation of watershed plans in all P.E.I. watersheds;
- g) Ensure that issues affecting the environmental quality of our watersheds are addressed;
- h) Provide input into public policy and programs that support conservation, protection and enhancement of Prince Edward Island's watersheds;
- i) Create public awareness of watershed issues and of the role of individuals and community in addressing those issues;
- j) Work with governments to advocate for long-term funding, to address requirements with regard to acts, regulations, by-laws and policies to protect the environment and wildlife; adoption of regulations and policies to allow watershed groups to implement their projects effectively;
- k) Assist and implement projects on a multi-watershed or Island wide basis and work collaboratively with member watershed groups;
- l) Act as a mediator to resolve watershed issues when solicited in the event of a dispute by or between member groups.

## **6: HEAD OFFICE**

All records, including Articles of Incorporation, Corporate Seal and financial records shall be kept in the head office at a location designated by the Board of Directors on Prince Edward Island.

## **7: MEMBERSHIP**

- a) All watershed groups, regardless of size, are eligible to be members.
  - Membership implies agreement with the Overall Goal, Principles and Objectives of the P.E.I. Watershed Alliance.
  - Membership entitles groups to access funding from the *Wildlife Management Fund* (2022 amendment - to confirm government policy regarding WMF funding)
- b) A watershed group is understood to be a community-based environmental organization that is engaged in remedial or conservation activities designed to improve the environmental health of a particular watershed or watersheds. No two watershed groups can claim the same territory.
- c) The Alliance is composed of three regions – West, Central and East.
- d) There is no membership fee. A membership form must be completed by each member organization and submitted to the Board of Directors. The Secretary shall ensure that membership forms are kept in a secure location (head office). Forms shall include contact information, a map of the area covered by the group and the group's mission statement.
- e) Termination of membership - Any member watershed group that demonstrates lack of respect for the objectives, principles and goal of the P.E.I. Watershed Alliance may be required to resign by a vote of three-quarters of the members.
- f) Any member (watershed group) may withdraw from the Alliance by submitting a written resignation to the Executive Committee of the Alliance.

## **8: DIRECTORS**

- a) A nine-member Board of Directors shall manage the business of the Alliance. It shall include three representatives (representing three different watershed groups) of each of three regions; East, Central and West. Each

member of the Board of Directors must be directly involved with a watershed group in his or her respective region. Regional groups are encouraged to be inclusive and aim for diversity in terms of the age and gender of representatives and in terms of geographic location and the size of watershed groups.

- b) At the Annual General Meeting, each of the three regions shall choose their three Board representatives (Directors). Directors shall serve a maximum of three consecutive years (which shall be considered one term) and elected members may serve for more than one term.
- c) Remuneration: Directors cannot be paid for any of the work they do for the Alliance. They may however be reimbursed for expenses (i.e. travel) they incur while doing work for the organization.
- d) Quorum: Decisions that are made at board meetings will have effect only if a simple majority of directors was present and participated in the decision-making.
- e) Decisions shall be made by consensus. In the event that consensus cannot be reached, motions shall be approved by a simple majority of votes.
- f) In the event that a Board representative must resign his or her position, the Board shall ensure that this is communicated to the watershed groups in the relevant region, and ensure that those groups meet as soon as possible to select another representative.
- g) The Board has the right to terminate the membership of any Director, on reasonable grounds, including not attending meetings. This is however one decision for which there must be unanimous agreement among the remaining directors.
- h) The Board shall have the power to procure funds and to authorize expenditures on behalf of the corporation for the purpose of furthering the objectives of the Alliance.
- i) The Board may hire (and discharge) full and part time employees as the need arises. The Board shall adhere to all provincial and federal employment standards in doing so.
- j) Directors may speak publicly on behalf of the Alliance, for example in the media and to government officials and to directors of other organizations. When they do so, they are expected to present the position of the organization in accordance with its stated principles and by-laws. Directors

shall not speak on behalf of a specific watershed group without first consulting with the watershed group.

- k) At its first meeting after the Annual General Meeting, the Board of Directors shall decide on meeting times, locations and frequency, and choose its Officers: a Chairperson, Vice-Chair, Treasurer and Secretary. ***Each region must be represented on the Executive Committee.***

***Chairperson:*** The Chairperson is the spokesperson for the Alliance. He or she shall consult as broadly as possible with the Board of Directors and other members before speaking on behalf of the Alliance. The Chairperson will receive information and develop the agenda for regular and special meetings of the Alliance, including board meetings and the AGM. He/she will chair or appoint someone to chair each meeting.

***Vice-Chair:*** The Vice-Chair shall assist or fill in for the Chairperson as needed.

***Secretary:*** The Secretary shall ensure that minutes are kept for each meeting of the Board and of the Alliance (i.e. AGM or semi-annual meeting). He/she shall also ensure that minutes of each meeting (board, AGM) are distributed to all members of the Alliance. The Secretary shall also develop and maintain an up-to-date list of Alliance members including their contact information.

***Treasurer:*** The Treasurer shall ensure that any money received in the name of the Alliance is accounted for. This may entail overseeing a bank account, paying bills, maintaining financial records (statements), and completing financial reports for funding agencies.

## **9: ANNUAL GENERAL MEETING**

- a) An Annual General Meeting (AGM) shall be held within 90 days of the end of the fiscal year, at such time and place that the Board of Directors shall determine. The AGM is an opportunity for members to review activities of the past year, to discuss current issues of concern and to develop strategies to address those issues over the subsequent year. At the AGM, members shall elect a Board of Directors.
- b) Notice of the AGM shall be sent to members at least fourteen days prior to the meeting and shall be advertised and open to the public.

- c) The AGM agenda shall include:
- a review of the activities/actions that the Alliance has undertaken in the past year,
  - minutes from the previous AGM,
  - a financial statement,
  - reports from each region, and adequate time to receive and discuss requests, motions and comments from member organizations,
  - election of the Board of Directors.
- d) Any representative of a member watershed group may present a motion to the Annual Meeting, provided it is supported by that group's own membership. A motion is understood to be a request for the Alliance to make a public statement or undertake a particular action or set of actions to address a relevant issue.

## 10: SPECIAL MEETINGS

**Special Meetings** may be called by the Chair to discuss specific issues. Any member group may request that a special meeting of the Alliance be called to address an issue that requires attention before the next Annual Meeting. The Board of Directors must respond to such requests in a timely fashion and if it is considered a valid request, send (fourteen days prior) notice to all members of the time, date and location of the meeting. The reason for calling the meeting, including any relevant motions or decisions to be Taken, must be included in the notice.

## 11: VOTING

- a) Decisions shall be made by consensus.
- b) When there is a need for a vote, each member watershed group shall have one vote and delegate **one person** to vote on behalf of the group.
- c) **Quorum** is a simple majority of directors and of active members. At any meeting of the membership a quorum is necessary for any decision to have with effect.
- d) A **majority vote** of the members present at an annual or special meeting is sufficient for a decision to be approved including when a decision is made to change the by-laws.

e) Proxy votes are not permitted.

## **12: AUDITORS**

The books, accounts and records of the organization shall be audited at least once a year by a qualified person appointed for that purpose at the previous year's Annual Meeting. The books and records of the organization may be inspected by any member at any time upon giving reasonable notice and arranging a time satisfactory to the appropriate officer or officers. Directors shall at all times have access to books and records.

## **13: FISCAL YEAR**

The fiscal year is from April 1 to March 31 of the next year.

## **14: SIGNING AUTHORITY**

For financial and other documents, shall be decided by the Executive. Two signatures shall be required on all documents and cheques. When required, the seal of the corporation may be affixed to documents or contracts that have been signed by two signing authorities

## **15: COMMITTEES**

May be established when appropriate, by the Board. Committees may include non-members but must be chaired by a Voting Member of the organization. Committees do not act on behalf of the organization. They shall have specific terms and mandates which shall be recorded in the minutes, and they shall report to the Board.

## **16: CHANGES TO BY-LAWS**

Any member of the Alliance may request that the By-Laws be changed. Requests shall be presented to the Directors in writing. Upon approval by the majority of the board, the change(s) shall be presented to the membership for discussion at either an Annual or Special Meeting. Members must be informed of the proposed change(s) by the Secretary, in writing, at least fourteen days in advance of the meeting. In order to have effect, a majority of the members must approve the change(s).

## **17: DISSOLUTION**

If the organization ceases to operate, its assets shall be applied to another non-profit organization having similar goals and objectives.

**18: FOUNDING BOARD**

Western Region: Lee Cowan, Dale Cameron, Danny Murphy

Central Region: Rob Sharkie, Ann Wheatley, Barry Mayne

Eastern Region: Fred Cheverie, Sarah Jane Bell, Rollie MacKinnon

Original by-laws January 2010

Amended May 2016

Amended May 2022 (Membership - WMF eligibility, Section 7a)