

# **SHEDIAC BAY WATERSHED ASSOCIATION INC.**

## **Constitution as amended in 2017**

### **VISION**

A community working together to foster a healthy ecosystem that will sustain the quality of water for future generations.

### **MISSION**

The Shediac Bay Watershed Association will accomplish its vision through education and community stewardship.

### **1.0 NAME**

The organization described by these by-laws shall be called the “Shediac Bay Watershed Association”, hereinafter referred to as the “SBWA”.

### **2.0 JURISDICTION**

The SBWA will function according to its purpose within the boundaries of all watersheds draining into Shediac Bay, hereinafter referred to as the watershed.

### **3.0 PURPOSE**

3.1 To enable all citizens within the Shediac Bay watershed to participate in the development and implementation of comprehensive environmental stewardship projects and programs for all bodies of water, including the coastal waters and estuaries, within the Shediac Bay watershed.

3.2 To provide a forum, an organisation and an infrastructure through which development and implementation of environmental stewardship projects and programs can be achieved.

3.3 To monitor the environmental status of all waters within the Shediac Bay watershed; and suggest or carry out remedial activities to remove or mitigate causes of deterioration of the aquatic environment, which includes fauna and flora.

3.4 To promote public awareness of the importance of a healthy aquatic and marine environment, as a benefit to human health and well-being.

3.5 In fulfilling its purpose, the SBWA’s Board of Directors, hereinafter called The Board, will:

-Ensure the implementation of programs and projects addressing the ecological status of the Shediac Bay watershed.

-Undertake research pertaining to the state of the environment (including the water resource) and make information available to the public.

- Participate in the resolution of issues pertaining to the use of resources having an effect on the quality of water within the Shediac Bay watershed.
- Promote community stewardship through the means of education and other methods of raising awareness in regards to environmental issues having an impact on the quality of water in the Shediac Bay watershed.
- Classify the watercourse within the Shediac Bay watershed in order to establish a permanent evaluation model.
- Promote the sustainable use of natural resources found within the Shediac Bay watershed having a direct effect on the quality of water.
- Review reports, studies and other documents that may be prepared by any subcommittees, and/or the general public and to provide input and feedback as required.
- Consider all matters put forward to the SBWA by any of its members relating to the development of environmental programs or projects.
- Consider and render decisions on matters concerning operations, finances, and personnel.
- Consider all matters put forward to the SWBA relating to the purpose of the SWBA as set out in sections 3.1 to 3.4.

#### **4.1 DURATION**

These by-laws shall remain in force until the dissolution of the SBWA, or until amended by vote at an Annual General Assembly of the SBWA.

#### **5.1 STATUS**

The SBWA shall be a not-for-profit Incorporation and any revenues or other moneys received by this Incorporation shall be used in promoting its purpose as described in 3.1.

#### **6.1 MEMBERSHIP**

Membership of the SBWA will include but not necessarily be limited to individuals and organizations within the community which represent the following community interests:

- natural environment
- social environment
- health environment
- economic environment
- citizens at large

Membership will be drawn from the interests noted above, based on availability, appropriateness and desire to participate of individuals and local organizations. The SBWA will seek to draw as wide a range of expertise as possible in order to achieve its stated purpose.

**6.2** Membership will be open to all individuals and organizations who agree to support the purpose of the SBWA as described in 3.0

**6.3** All members shall have the right to stand for election to the Board of Directors at the Annual General Meeting.

**6.4** The Board may invite individuals and organizations to participate on the SBWA as ex officio members.

**6.5** An organization or individual ceases to be a member of the SBWA if it withdraws from the SBWA and it fails to provide active partnering with the SBWA.

**6.6** Officials of Federal and Provincial departments and other agencies may be invited to serve in an ex officio capacity and may be referred to for technical advice and expertise.

## **7.1 ORGANIZATION**

The SBWA will be organized as follows:

General Membership; Directors; Executive Committee; Staff

**7.2.1** The General membership will consist of all individuals and representatives as described in Article 6.

**7.2.2** The General membership will elect a Board at the Annual General Meeting.

**7.2.3** The Immediate Past Chairperson will normally chair the Nominating Committee and select any two Directors to assist in preparing the slate for election at the Annual General Meeting.

**7.3** The Board of Directors will be comprised of no less than 10 and no more than 20 members, representing municipalities and Local Service Districts, if possible as set out in the annex to this document.

**7.4** In the event of a mid-term vacancy for any Director's position, the board may select a new Director at any properly convened Board Meeting.

**7.5** All Directors shall serve in a voluntary capacity. Costs incurred by Directors during the performance of their duties will be reimbursed upon submission of a claim deemed satisfactory by the President and Treasurer.

**7.6** The Executive Committee will be comprised of five (5) officers;  
-President, Two (2) Vice-presidents, Secretary and Treasurer;  
-The Immediate Past President.

**7.7** The Board shall elect the Executive Committee from within their ranks at the first regular meeting following the AGM.

**7.8** The Executive's mandate will be to carry out the day-to-day of the SBWA business and decision making.

**7.9.1** The Board of Directors will oversee all aspects of activity and will report to the General Membership.

**7.9.2** The Board of Directors will establish ad-hoc working groups within the SBWA in order to undertake special studies, projects or reviews; working groups will be chaired by a member of the Board of Directors unless otherwise decided by the Board of Directors.

**7.9.3** The President is responsible for the following duties:

- (a) Planning, calling and chairing all the SBWA meetings;
- (b) Guiding, directing and motivating the SBWA as required;
- (c) Upholding and enforcing these by-laws;
- (d) Overseeing preparation of the SBWA reports and other documentation required;
- (e) Chairing the Hiring Committee and overseeing staff;
- (f) Ensuring that major expenditures and service contracts are properly tendered as deemed necessary;
- (g) Serving as chief signing officer;
- (h) Chairing in Executive Committee;
- (i) Representing the SBWA to the media and general public; or appointing one or more individuals as representatives, as required.
- (j) Executing the SBWA activities as directed by the Executive Committee and the Board.

**7.9.4** The two (2) Vice-presidents are responsible for the following duties:

- (a) Serving as President in that Officer's absence;
- (b) Serving as a SBWA signing officer;
- (c) Assisting the President as required both in the General Membership and on the Executive Committee.

**7.9.5** The Secretary is responsible for the following duties:

- (a) Ensuring that minutes of meetings and the SBWA correspondence has been prepared and distributed in a timely manner;
- (b) Serving as a SBWA signing officer;
- (c) Assisting the President as required both in the General Membership and on the Executive Committee.

**7.9.6** The Treasurer is responsible for the following duties:

- (a) Ensuring the SBWA's financial records are accurate, current and supported by verifiable documentation; reporting to the Board on the state of accounts;
- (b) Serving as a SBWA signing officer;
- (c) Assisting the President as required both in the General Membership and on the Executive committee;
- (d) Ensuring a proper annual Financial Statement prepared;
- (e) Providing financial and/or accounting advice to the Coordinator.

**7.9.7** The Coordinator is responsible for the following duties:

- a) Organize and coordinate meetings
- b) Organize public presentations
- c) Organize volunteer events
- d) Prepare funding proposals
- e) Write reports
- f) Serve as liaison with various government agencies
- g) Communicate through media
- h) Oversee office administration

**7.9.8** Committees

The Board shall seek representatives from its membership at large to serve as members on subcommittees. Existing sub-committees include: education, technical, communications, membership, staffing, finance. As deemed necessary, the Board shall seek representatives from its members to form other sub-committees to deal with matters that are of interest to the SBWA.

- Each subcommittee will be chaired by a member of the Board and the Chairperson will liaise with the Board of Directors at meetings.
- Each subcommittee will establish its mandate, membership and work in close collaboration with the BOD of the SBWA and its membership.
- Each subcommittee will meet as required to fulfill its mandate.
- Members of subcommittees will be selected as required and established by the committee.

#### **7.9.9 Terms of Office**

**-All Directors will be elected for one year terms.**

- Directors may reoffer for positions on the Board.

### **8.1 MEETINGS**

**8.2.1** The frequency of the SBWA meetings will be as follows:

**8.2.2** Members will meet annually at the Annual General Meeting and are encouraged to attend the Regular Board Meetings.

**8.2.3** At the SBWA's Annual General Meetings, the SBWA will review the President's Annual Report and the Treasurer's Report.

**8.2.4** The Board will meet at least 6 times during the year, which will be open to the public.

**8.2.5** Special meetings will be called at the President's discretion or upon written request from any six (6) Directors of the Board.

**8.3.1** The President is responsible for planning, calling and chairing all meetings.

**8.3.2** The President will establish the agenda and issue this with a notice of meeting to all Directors. The notice of meeting will specify the location, date and time of the meeting.

**8.3.3** The agenda and notice of meeting must be sent to Directors at least one (1) week prior to the date of the meeting. If necessary, telephone calls will be used in lieu of written notice.

**8.3.4** Members wishing to have recommendations, special motions of other items of business included on the agenda should notify the President at least two (2) weeks prior to the date of the meeting.

**8.3.5** The President will, subject to approval of the Directors, establish the rules of order for the SBWA meetings.

**8.3.6** The following minimum order of business shall be observed:

- (a) Approval of the minutes from the last meeting;
- (b) Business arising from the minutes;
- (c) New business;
- (d) Financial Report;
- (e) Scheduling of next meeting.

**8.4.1** Quorum is established as follows:

**8.4.2** For the Annual General Meeting, a quorum will be achieved when twenty (20) or more members are present.

**8.4.3** For a regular Board meeting, a quorum will be achieved when six (6) or more Directors are present.

**8.4.4** For an Executive committee meeting, a quorum will be achieved when three (3) or more Executive members are present.

**8.4.5** No business shall be transacted at any meeting unless the requisite quorum is present at the commencement of the business.

**8.5.1** An attempt will be made to reach consensus. Voting at all the SBWA meetings shall be by whatever method is deemed appropriate by the President. In all cases, a simple majority will decide the vote.

“Only elected members are eligible to vote on condition of having reached the required quorum unless otherwise stated by the president or acting president.”

**8.5.2** In extraordinary cases and for reasons of expediency, the President may choose to poll the Board or the Executive Committee by telephone or by mail for their decision on matters for which a meeting cannot or need not be called. Consensus by a quorum of members for either group is necessary for a decision to be valid.

**8.5.3** A complete transcript of the proceedings of all Board and Executive committee meetings will be recorded and kept on file. Copies of minutes will be mailed to all Directors within one (1) week of the meeting recorded. Copies of all minutes will also be recorded in the SBWA’s corporate record book.

## **9.1 FINANCES**

The SBWA’s fiscal year shall be the twelve (12) month period beginning the first day of April and ending the last day of March.

All funds received through grants, contributions, donations, revenues, interest or fundraising shall be deposited in their entirety to the credit of the SBWA in accounts at financial institutions selected by the SBWA Directors.

Should funds in the Operational Account prove to be in excess of the SBWA’s operational needs, excess funds may be transferred into long or short term interest bearing certificates, accounts or investments, with all principal and interest being returned to the Operational Account upon maturity. Such use of funds is subject to approval by the Directors.

Signing officers for the SBWA will be the President, the two Vice-presidents, Treasurer, Secretary, and any other representatives appointed by the Directors as deemed necessary. The withdrawal of funds from the accounts shall require the signature of two (2) duly authorized signing officers, one of which must be either the President or Treasurer. Such withdrawals shall be for the business purposes of the SBWA only.

A complete monthly financial statement will be presented to the Board of Directors at each of its regular meetings.

Within thirty (30) days of the end of the fiscal year, the Executive Committee will submit all its books and accounts to an accountant appointment by the Board for the purpose of an Annual Audit. The Auditor's Report will form part of the SBWA's Annual Report.

### **10.1 INDEMNIFICATION**

The SBWA shall indemnify any officers or former Directors, or any representatives of staff serving at the SBWA's request, against expenses actually and necessarily incurred by officers, representatives of staff in connection with the defense of any action, suit or proceeding in which they are made parties by reason of having been Directors, representatives or staff, except in relation to matters as to which they shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of a duty.

### **11.1 ANNUAL REPORT**

The President is responsible for overseeing the preparation of the SBWA's Annual Report. This report will summarize the SBWA's activities during the previous operational year, will present the annual Financial Report, and will set the SBWA budget and critical path for the upcoming operational year.

The Annual Report will be presented to the General Membership for acceptance at the Annual General Meeting.

### **12.1 RECORDS**

All minutes of Annual, Regular or Special Meetings of the Executive Committee, Directors and the General Membership, and all regular books of accounts and other records of the SBWA shall be kept in the office of the SBWA.

These records will be available to all members, by appointment, during normal working hours. A fee may be charged for this service; at the discretion of the Board.

### **13.1 CONFLICT OF INTEREST**

Directors having a direct financial interest in the SBWA business under discussion shall declare that interest and the Board shall determine appropriate action regarding the perceived conflict.

The SBWA Directors cannot be recipients of direct financial benefits without prior approval from the Board.

### **14.1 DISSOLUTION**

The SBWA shall be dissolved, if at a properly convened General meeting, when 2/3 majority vote of the membership present reaches agreement on a motion of dissolution.

### **15.1 INTERPRETATION**

The provisions of the Interpretation Act of New Brunswick shall apply to these by-laws.

### 16.1 AMENDMENTS

These by-laws may only be amended by the General Membership at a properly convened meeting.

17.1 Signature of Organization Directors:

1) \_\_\_\_\_

2) \_\_\_\_\_

3) \_\_\_\_\_

Date : \_\_\_\_\_

### ANNEX

To the extent possible, the SBWA will maintain its Board of Directors so as to represent all communities within the Watershed, as set out in the table below. If not all seats can be filled as per the table, then remaining seats can be filled by electing members at large, to a maximum of 20 Board members.

<u>Community</u>	<u>Population 2016</u>	<u>Proposed membership</u>
<u>Town of Shediac</u>	<u>6664</u>	<u>1 appointed by the Municipal Council</u> <u>3 elected at the AGM.</u>
<u>Shediac Cape LSD</u>	<u>838</u>	<u>1 appointed by the LSD</u> <u>1 elected at the AGM</u>
<u>Shediac Bridge &amp; Shediac River LSD</u>	<u>1098</u>	<u>1 appointed by the LSD</u> <u>1 elected at the AGM</u>
<u>Grande-Digue</u>	<u>2261</u>	<u>1 appointed by the LSD</u> <u>1 elected at the AGM</u>
<u>Scoudouc Road</u>	<u>193</u>	<u>1 appointed by the LSD</u>
<u>Scoudouc A</u>	<u>1009</u>	<u>1 appointed by the LSD</u> <u>1 elected at the AGM</u>



<u>Scoudouc B</u> <u>(Meadow Brook)</u>	<u>75</u>	<u>1 elected at the AGM</u>
<u>Pointe-du-Chêne</u>	<u>716</u>	<u>1 appointed by the LSD</u> <u>1 elected at the AGM</u>
<u>Boudreau Ouest</u> <u>(Beaubassin Est)</u>	<u>358</u>	<u>1 appointed by Beaubassin-Est</u> <u>municipal council</u>
<u>Shediac Parish</u>	<u>(4789)</u>	
<u>Moncton Parish</u>	<u>(9811)</u>	
<u>Saint-Philippe /</u> <u>Irishtown, ...</u>		<u>1 elected at the AGM</u>
<u>At large</u>		<u>2 elected at the AGM</u>
<u>TOTAL</u>		<u>20 Board members</u>

Each Local Service District having a population of 500 or more as well as an elected Council, may have two members on the SBWA Board: one appointed by the LSD Council, and one elected at the AGM.