

BATTLE RIVER
WATERSHED ALLIANCE
SOCIETY: BYLAWS

*Updated AGM
June 19, 2014*

**BATTLE RIVER WATERSHED ALLIANCE
SOCIETY BYLAWS**

1.0 Name 2

2.0 Membership 2

3.0 Member Rights And Responsibilities 3

4.0 Fees 3

5.0 Board of Directors..... 3

6.0 Executive Committee and Officers 6

7.0 Protection of Directors, Officers and Members 8

8.0 General Manager..... 9

9.0 Committees 10

10.0 Project Teams..... 11

11.0 General and Special Meetings – Notice, Quorum and Decision Making 12

12.0 Finances 13

13.0 Remuneration 14

14.0 Audit and Inspection..... 15

15.0 Bylaws and Amending Procedure..... 15

16.0 Signing Authority..... 16

17.0 Dissolution 16

18.0 Terminology and Definitions 16

**BATTLE RIVER WATERSHED ALLIANCE
SOCIETY BYLAWS**

**Adopted November 13, 2006
Revised June 21, 2011
Revised June 14, 2012
Revised June 20, 2013
Revised June 19, 2014**

1.0 Name

1.1 The official name of the Society shall be the Battle River Watershed Alliance Society.

1.2 The working name of the Society will be Battle River Watershed Alliance, abbreviated to BRWA.

2.0 Membership

2.1 The Membership of the organization shall consist of, and be open to, all organizations and individuals that live or operate in the Battle River Watershed and/or whose interests are consistent with the objects of the Society.

2.2 The Society Membership application form will require an applicant to:

- (a) provide his/her name and contact information;
- (b) indicate if the applicant represents himself/herself or an organization; having done so, they will be considered a 'Member' for voting purposes.
- (c) provide other information as may be required by the Board of Directors.

2.3 A person shall become a Member of the BRWA by presenting such intent in electronically communication, verbally or in writing to a designated representative of the BRWA.

2.4 In a voting situation, one 'Member' equals one vote.

2.5. The term of Membership shall expire upon the request of the Member, or if the Member fails to participate in Council activities for a period of 12 months or more as determined by the Board. Any Member may be expelled from Membership by the Board of Directors for non-compliance with Member rights and responsibilities as stated below.

3.0 Member Rights and Responsibilities

3.1 A Member has the right to:

- a attend and participate in planning and decision making
- b attend and vote at the Annual General Meeting and all special and Member meetings
- c To elect and to be elected to serve on the Board of Directors
- d To receive regular communication from the Alliance

3.2 A Member is responsible to:

- a act in accordance with the bylaws and objects of the BRWA.
- b function within a collaborative, consensus based approach to decision making
- c advocate the Vision, Mission and Goals of the BRWA within their community and sphere of influence
- d work with other Members to implement BRWA projects and activities

4.0 Fees

4.1 Annual Membership fees may be established at the Annual General Meeting as recommended by the Board of Directors.

4.2 The Membership fee for an Individual Membership may be different from the Membership fee for an Organization Membership.

4.3 The Board of Directors may waive fees for an individual or organization based on the ability of the Member to pay.

5.0 Board of Directors

5.1 By virtue of their election from and by the Membership, the Board of Directors is authorized to conduct business and make decisions on behalf of the Society in accordance with the Board of Directors Terms of Reference.

5.2 The Board of Directors shall consist of no more than fifteen (15) Directors and the Past Chairperson from a variety of sectors as follows:

- (a) up to a maximum of two (2) Members from the Environmental category;
- (b) up to a maximum of two (2) Members from the Agriculture category;
- (c) up to a maximum of two (2) Members from the Business/Industry category;
- (d) up to a maximum of three (3) Members from the Municipal Order of Government category;
- (e) up to a maximum of two (2) Members from the Provincial or Federal Order of Government ;
- (f) up to a maximum of two (2) Members from the Aboriginal Order of Government category;
- (g) up to a maximum of three (3) Members from the Individual category;
- (h) up to a maximum of two (2) Members from Academia category
- (i) up to a maximum of two (2) Members from Health and Wellness category

The Alberta Environment and Sustainable Resource Development (AESRD) designate shall be an ex-officio Member.

The Past Chairperson, shall be an ex-officio Member

The General Manager shall be an ex-officio member.

Directors for each category will be knowledgeable of their category, but are not expected to fully represent the diverse interests of that category.

Directors may seek out the opinion of other Members from the category for which they are elected.

5.3 At no time shall the Board of Directors consist of less than nine (9) Directors.

5.4, A Member elected to be a Director shall be elected for a two year term.

5.5 The formal nomination and election of the Board of Directors will take place at the Annual General Meeting. As part of the notice of the Annual General Meeting, a Nomination Committee will provide a nomination report to the Members, but nominations may also be made

from the floor. A nominated Member must consent to the nomination and thereby recognize the substantial commitment to participate in the activities of the Society.

5.6 A Director may resign from office upon written notice to the Board of Directors. The Member shall cease to be a Member of the Board of Directors upon the date specified in the notice or its earlier acceptance by the Board of Directors.

5.7 Should a vacancy occur on the Board of Directors the remaining Directors may appoint a Member (with their agreement) from among the Membership in the category vacated, to fill the vacancy until the next Annual General Meeting.

5.8 At the discretion of the Board, a Director may cease to be a Director if he/she misses three (3) consecutive meetings without the prior approval of the Chair of the BRWA.

5.9 Following the initial Annual General Meeting the BRWA will adopt a Board of Directors Terms of Reference. Periodically thereafter, the Society shall review the Board of Directors Terms of Reference and adopt amendments as deemed appropriate. The Board of Directors Terms of Reference shall include, but not be limited to:

- (a) the purpose of the Board of Directors;
- (b) the authority to hire a General Manager
- (c) the requirement to hold an Annual General Meeting and present an annual budget and related annual work plan;
- (d) the authority to appoint committees and/or project teams;
- (e) the requirement to monitor, manage and report the activities and finances of the Society; and
- (f) the frequency and process of meetings, including the preparation of agendas, meeting notes/minutes.

5.10 The Board of Directors shall meet at the call of the Chairperson but not less than four times a year.

5.11 The Board of Directors may by resolution adopt procedures and practices related to the governance of meetings as long as the procedures and practices comply with the objects and Bylaws of the Society.

5.12 Decisions and recommendations of the Board of Directors Terms of Reference shall be made by consensus with the exception where voting is required such as the election or removal of a Director, the

election of Officers, approval of budgets or changes in signing authority.

E-vote: If it becomes necessary for the Board to make a decision prior to the next regular Board meeting, and it is not possible or practical to hold an emergent Board meeting, a motion may be put forward by two Directors and forwarded via email to the Chair for distribution to each Director on the Board. Within 48 hours of the notice, each Director will email or phone the Chair indicating support or nonsupport of the motion. A simple majority will be necessary to carry the motion. The motion will be ratified at the next regular Board meeting.

In the event consensus cannot be reached, the dissenting opinion(s) will be recorded in the minutes of the meeting. Once a decision has been made, all Directors will be expected to support the decision.

5.13 A quorum of the Board of Directors is a simple majority of the Directors holding office. For the purpose of calculating the quorum and majority, directors who take part in meetings by any means making it possible to identify them and enabling their actual participation shall be deemed to be in attendance.

5.14 The General Manager is responsible to provide minutes, decisions and action items at meetings of the Board of Directors.

5.15 A Director may be removed from office for just cause by a two-thirds majority vote of the Members in good standing present and voting at a Special Meeting or at any regularly scheduled Membership meeting.

6.0 Executive Committee and Officers

6.1 The Executive Committee will provide leadership for the Board of Directors and conduct the routine business of the Society. The Executive Committee is responsible to the Board of Directors and will undertake its business in accordance with direction approved by the Board of Directors.

6.2 The Executive Committee consists of the Officers of the Society, as follows:

- (a) the Chairperson;
- (b) the Vice-Chairperson;
- (c) the Treasurer;

(d) the General Manager , who may serve as Secretary, in accordance with General Manager Terms of Reference and while as a functioning Officer and Member of the Executive Committee shall have no vote, and

(e) the Past Chairperson, who shall be an ex-officio Member and shall have no vote.

(f) Exec meetings may be open to other individuals (such as Committee Chairs, other Board Members, external resources, etc.), and these individuals shall have no vote

6.3 The Chairperson shall be elected from and by the Directors at the first Board of Directors meeting following the Annual General Meeting by simple majority vote of the Directors present and voting, provided a quorum is present.

6.4 The Vice-Chairperson and Treasurer shall be elected from and by the Directors at the first Board of Directors meeting following the Annual General Meeting by simple majority vote of the Directors present and voting, provided a quorum is present.

6.5 The Chairperson:

(a) shall, in addition to the General Manager, be an official spokesperson of the Society and represent the Society on behalf of all the Membership. The Chairperson may delegate authority to other Directors or Members to function as an official spokesperson on a case specific basis;

(b) shall chair all Board Meetings and Membership Meetings;

(c) shall exercise general supervision over all Society activities according to the objects and Bylaws of the Society, including those in Section 6.7 and 6.8;

(d) shall be responsible for the presentation of the annual report to the Members at the Annual General Meeting;

(e) shall be an ex-officio Member of all committees and/or project teams;

(f) may delegate any or all of his duties to the Vice-Chairperson, and

(g) shall dialogue frequently with the General Manager regarding the activities of the Society.

6.6 In the event that the Chairperson is unable to attend a meeting of the Executive Committee, the Board of Directors or Membership meeting of the Society, the Vice-Chairperson, or in the absence of the Vice-Chairperson, the Treasurer shall chair the meeting.

6.7 The Vice-Chairperson shall assist the Chairperson in supervising the activities of the Society, including but not limited to monitoring the initiatives of the Society and the successes thereof, and in doing so provide advice to the General Manager.

6.8 The Treasurer shall assist the Chairperson in supervising the activities of the Society, including but not limited to monitoring the finances of the Society and the reporting thereof, and in doing so provide advice to the General Manager.

6.9 The Executive Committee shall meet at the call of the Chair or General Manager.

6.10 Decisions of the Executive Committee shall be made by consensus. In the event consensus cannot be reached, the dissenting opinion(s) will be recorded in the minutes of the meeting.

6.11 A quorum of the Executive Committee shall be three Officers. For the purpose of calculating the quorum and majority, executive committee Members who take part in meetings by any means making it possible to identify them and enabling their actual participation shall be deemed to be in attendance.

6.12 The General Manager will provide minutes, decisions and action items from Executive Committee Meetings and provide them to the Board of Directors.

6.13 A Member of the Executive Committee or Officer may be removed from office for just cause by a two-thirds majority vote of the Members in good standing present and voting at a Special Meeting or a regularly scheduled Membership meeting.

7.0 Protection of Directors, Officers and Members

7.1 The Society shall obtain a bond covering all Officers, Directors and employees who handle funds on behalf of the Society. The bond shall provide indemnity to the Society for any losses incurred by the Society through fraudulent or dishonest acts by its Officers, Directors or employees. The bond shall be to a sum prescribed by the Board of Directors.

7.2 No Director, Officer or Member of the Society or Member of a Committee or Project Team shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or Member of a Committee, Project Team or employee of the Society, or for joining in

any receipt or other act of conformity, or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Society shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Society shall be deposited, or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of their offices or in relation thereto unless the same shall happen through their own willful neglect or default.

7.3 The Members and former Members of the Board of Directors, officers and former officers and Members and former Members of all Committees and Project Teams of the Society and each of them and each of their respective heirs, executors, administrators, successors and assigns, shall from time to time and at all times be indemnified and saved harmless out of the assets of the Society from and against all costs, charges, losses, damages and expenses which they, or any of them, or any of their heirs, executors, administrators, successors and assigns, shall or may incur or sustain by or by reason of the performance of their duty or purported duty in their respective offices, except such (if any) as they shall incur or sustain by or through their own willful neglect or default, respectively. This indemnification is in addition to, but not exclusive of, any other rights of indemnification to which the Members and former Members of the Board of Directors, officers and former officers and Members and former Members of Committees and Project Teams of the Society may be entitled to at law or in equity.

8.0 General Manager

8.1 The General Manager shall have a Terms of Reference. The General Manager shall be hired by the Board of Directors to conduct and direct the routine activities and finances of the Society.

8.2 In subscribing to the Mission, Vision and Goals of the Society, the General Manager shall perform his/her duties to enable the Membership to achieve the Mission, Vision and Goals and the BRWA's strategic plan

8.3 The responsibilities, authority and duties of the General Manager will be identified in the General Manager Terms of Reference which shall be adopted by the Board of Directors. Every two years or as necessary the Board of Directors shall review the General Manager's Terms of Reference and adopt amendments as deemed appropriate. The General Manager's Terms of Reference shall include, but not be limited to:

- (a) the general responsibilities of the General Manager;
- (b) the authority of the General Manager;
- (c) the duties of the General Manager;
- (d) the qualifications of the person to fill the General Manager position.

8.5 The General Manager, and the Chairperson, shall be official spokespersons for the Society. The Chairperson may delegate authority to other directors or Members to function as an official spokesperson on a case specific basis.

9.0 Committees

9.1 The Board of Directors may from time to time strike a standing committee, but in doing so shall develop and approve a Terms of Reference for each standing committee. The Board of Directors may review and amend the terms of reference from time to time.

9.2 To each committee the Board of Directors shall appoint or approve Members, including a committee chair. Members on committees may include Directors, Members and other individuals whose expertise will assist in the investigation, evaluation and development of recommendations or resolutions to the tasks and duties assigned to the committee. The committee Members shall serve for the term of their appointment or until the committee is dissolved by the Board. The Board of Directors may add a Member to fill a vacancy or to provide additional Members. Each committee Member shall be subject to removal by the Officers of the Society. Each committee shall be responsible to the Board of Directors.

9.3 A Committee shall meet at the call of the committee chair.

9.4 A Committee shall arrange for the keeping of accurate records of their meetings. Staff of the Society, when available, may be called upon to assist the committee in keeping such records.

9.5 The chair of each standing committee shall present a verbal or written report at least two times per year to the Board of Directors.

9.6 Required quorum for committees shall be the majority of committee Members who take part in meetings by any means making it possible to identify them and enabling their actual participation shall be deemed to be in attendance.

9.7 The General Manager of the Society or his/her designated representative may be an ex-officio member of all committees and is entitled to be notified of and to attend all committee meetings.

9.8 Standing Committees are required to operate within the Terms of Reference and budgets approved by the Board.

10.0 Project Teams

10.1 The Board of Directors may establish one or more project teams as is deemed necessary to investigate, evaluate, report and/or provide recommended or potential resolutions to specific matters related to the objects of the Society. The duties of a project team shall be defined by the Board of Directors in a Terms of Reference for that project team.

10.2 Project teams are required to operate within the Terms of Reference and budgets established by the Board.

10.3 Project teams shall be composed of those persons, including a Team Leader, appointed or approved of by the Board of Directors. Members on project teams may include Directors, Members and other individuals whose expertise will assist in the investigation, evaluation and development of recommendations or resolutions to the specifically defined issue.

10.4 Project teams shall report to the Board of Directors at least twice a year or as directed by the Board of Directors.

10.5 Project teams shall arrange for the keeping of accurate records of their meetings. Staff of the Society, when available, may be called upon to assist project teams in keeping such records.

10.6 The General Manager of the Society or his/her designated representative may be an ex-officio Member of all project teams and is entitled to be notified of and to attend all meetings of project teams.

11.0 General and Special Meetings – Notice, Quorum and Decision Making

11.1 There shall be a minimum of two (2) General Membership Meetings of the Society held in each calendar year, one of which shall be the Annual General Meeting. The Board of Directors shall determine the dates, times and places for all General Meetings, but the Annual General Meeting shall be held no later than June 30th of each year. Meetings may be held in different locations within the Watershed to encourage Member participation from different geographic districts.

11.2 At least twenty-one (21) days written notice of the date, time and place of an Annual General Meeting and fourteen (14) days written notice of the date, time and place of a General Meeting shall be provided to each Member of the Society.

11.3 At the Annual General Meeting held by June 30th each year, the agenda shall include but not be limited to:

- (a) a report on the activities of the Society over the past year and plans for the forthcoming year;
- (b) a report on the finances of the Society, including a summary of the audited statement of finances for the previous year (ending at March 31);
- (c) the budget for the upcoming fiscal year (April 1 to March 31)
- (d) the election of Directors.
- (e) the election of auditors.
- (f) the setting of Membership fees.
- (g) the setting of rates of remuneration.
- (h) ratification of the annual work plan and any changes to the Board of Directors terms of reference

11.4 A Special Meeting shall be called by the Chairperson, or his/her designate, upon:

- (a) receipt of a written request signed by no less than fifteen (15) Members, such written request setting forth the reasons for calling a Special Meeting; or
- (b) the request of at least two-thirds of the Directors currently holding office, such request setting forth the reasons for calling a Special Meeting; or
- (c) as may be otherwise provided for in these Bylaws.

11.5 A Special Meeting shall deal with only the matters for which the meeting was called.

11.6 At least twenty-one (21) days written notice of the date, time and place of a Special Meeting, shall be provided to each Member of the Society, such notice to include the reasons for such meeting.

11.7 Written notice for any meeting of the Society shall be validly given if delivered by email, fax and/or letter, including personal delivery, to the last known contact address shown on the records of the Society.

11.8 Meeting quorums shall be:

- (a) for an Annual General Meeting, twenty-five (25) Members;
- (b) for a General Meeting, twenty-five (25) Members;
- (c) for a Special Meeting, thirty-five (35) Members

11.9 Group consensus will be the usual foundation upon which decisions are made except where otherwise provided for in these Bylaws.

11.10 Voting will be used at General and Special Meeting to elect Directors, decide financial matters, set Membership fees and decide special resolutions. Unless otherwise provided for in these Bylaws, a simple majority of the Members present and voting shall pass a motion, provided there is a quorum present.

11.11 For a Special Resolution to pass it must have the approval of at least seventy-five (75) percent of the Members:

- (a) present and voting, provided there is a quorum present, or
- (b) voting by proxy if a proxy vote has been approved for the Special Resolution by the Board of Directors, provided the number of proxy votes represents a quorum.

11.12 The General Manager will be responsible to provide minutes, decisions and action items at General and Special Meetings.

12.0 Finances

12.1 Prior to each Annual General Meeting held before June 30th, the Executive Committee shall prepare, for the approval of the Board of Directors, a budget setting out estimated revenue and costs for the operation of the Society for the upcoming year starting the following

April 1. The budget shall take into account all funds from fund-raising activities and from donations and/or grants and from Members, as well as all expenses for the administration of and carrying out the objects of the Society. An annual budget shall be presented to the membership for approval at AGM.

12.2 The Executive Committee may prepare, as part of its budget and business plan development process, a fund-raising campaign intended to assist the Society in procuring the funds required to accomplish the objects of the Society. The fund-raising campaign shall set out expectations and performance measures.

12.3 The Society, on the approval of the Board of Directors, may contract and/or hire individuals and/or firms to assist it in fund-raising activities.

12.4 Each Member of the Society is:

(a) encouraged to be actively involved in promoting the Society and in securing funds necessary for the carrying out of the objects of the Society.

12.5 For the purpose of carrying out its Mission, the Society may borrow or raise or secure the payment of money in such manner as it deems appropriate, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Society, and in no case shall debentures be issued without the approval of a Special Resolution by the Members of the Society.

12.6 The Board of Directors shall establish policies governing the management of funds for investment purposes and establish any other financial procedures required for the operation of the Society.

12.7 The General Manager shall be responsible for the preparation and keeping of the Society's books and records.

13.0 Remuneration

13.1 Unless authorized by the Board of Directors, no Officer, Director or Member shall receive a fee for his/her services. The Board may propose an honorarium for Directors, Officers, Committee or Project Team Members who are not paid by their employer to participate in the activities of the Society. The proposed honorarium must be highlighted in the annual budget and be consistent with accepted Government of Alberta rates.

13.2 Notwithstanding Section 13.1, the Board of Directors may approve the payment of expenses, or a portion thereof, incurred by Officers, Directors or Members in exercising the activities of the Society where the expenses for such activities have been pre-authorized by the Board of Directors or are in accordance with the budget. Expenses will generally not be paid to Members who are paid by their employer to participate in the Society.

14.0 Audit and Inspection

14.1 The financial records of the Society shall have a review engagement each year by a qualified accountant appointed at the Annual General Meeting. The fiscal year of the Society shall be April 1 to March 31.

14.2 The audited statement for the previous year that ended on March 31 shall be provided at the Annual General Meeting held before June 30th.

14.3 A Member in good standing may request, in writing, to inspect the minutes of meetings of the Society, including General, Special, Board of Directors and Executive Committee meetings, the financial records of the Society and the Membership list. Within thirty (30) days of receipt of the request, the Member will be permitted to inspect the books and/or records during regular business hours of the Society.

14.4 A Director may request, in writing to have access to all books, records and minutes of the Society within thirty (30) working days during regular business hours of the Society.

15.0 Bylaws and Amending Procedure

15.1 The Bylaws of the Society may be amended or rescinded only by the adoption of a Special Resolution by the Members of the Society.

15.2 The Board of Directors or any Member in good standing may propose to amend the Bylaws of the Society. A proposed amendment must be submitted in writing to the General Manager not less than thirty-five (35) days prior to an Annual General Meeting or Special Meeting.

15.3 Written and/or electronic notice of the proposed amendment shall be sent at least twenty-one (21) days to each Member of the Society,

such written notice to include the text of the proposed amendment and the date, time and place of the Annual General Meeting or Special Meeting at which the Special Resolution will be considered.

15.4 For a Special Resolution to amend or rescind the Bylaws to pass, it must have the approval of at least seventy-five (75) percent of the Members present and voting, provided there is a quorum present.

15.5 A copy of adopted amendments of the Bylaws shall be forwarded to the Registrar of Societies under the Societies Act of Alberta.

16.0 Signing Authority

16.1 The signing authorities on behalf of the Society shall be any two of the Chairperson, Vice-Chairperson and Treasurer, and General Manager. The Directors may revise or add to this list of authorized signing authorities through a motion at a regular meeting of the Board of Directors.

16.2 On behalf of the Society and its activities, the signing officers shall have the authority:

- (a) to sign cheques;
- (b) to sign, make and accept Bills of Exchange, Promissory Notes and other negotiable instruments;
- (c) to sign any contract, document or other instrument pertaining to the activities of the Society.
- d. Conduct Society business as necessary between board meetings

17.0 Dissolution

17.1 Should the Society dissolve, the property of the Society shall be converted to cash and added to the funds of the Society. The funds shall first be distributed in amounts necessary to pay all outstanding debts and liabilities of the Society. Any remaining funds will be distributed to one or more organizations with goals similar to the Society, as determined by the Board of Directors.

18.0 Terminology and Definitions

18.1 "Bylaws" mean the Bylaws of the Battle River Watershed Alliance Society, as amended from time to time.

18.2 "Consensus" is not necessarily unanimous agreement. Members may consent to a decision they disagree with, but recognize the decision meets the needs of the group and therefore give permission to move forward. Dissenting opinions may be recorded in meeting records. BRWA's follows the Clean Air Strategic Alliance's consensus-based approach that is well suited to addressing complex issues as it includes diverse interests, knowledge and expertise. Consensus depends heavily on goodwill and a sincere desire by participants to reach a decision that everyone can "live with." BRWA uses an interest based approach to achieve consensus where the focus is on finding solutions to a specific set of problems. Consensus approaches almost always generate innovative solutions that can accommodate differing interests. There are other ways to reach decisions but with this approach, the agreement or solution is likely to be far more innovative and enduring.

18.3 "Director" means a Member of the Society elected or appointed to the Board of Directors in accordance with the provisions of these Bylaws.

18.4 "Executive Meeting" means a meeting of the Officers of the Society duly convened in accordance with the provisions in these Bylaws.

18.5 "General Meeting" means a meeting of the Members as convened by the Board of Directors in accordance with the provisions of these Bylaws.

18.6 "General Manager" means the person hired by contract to administer the activities and finances of the Society.

18.7 "Member" means a Member of the Battle River Watershed Alliance Society as specified in the Bylaws.

18.8 "Membership Meeting" means a meeting, both General and Special, of the Members of the Society as may be convened from time to time in accordance with these Bylaws.

18.9 "Objects" means the Mission, Vision and Goals of the Battle River Watershed Alliance Society.

18.10 "Officers" mean the Chairperson, Vice-Chairperson, Treasurer and General Manager of the Society.

18.11 "Society" means the Battle River Watershed Alliance Society.

18.12 "Special Meeting" means a Membership Meeting which satisfies the requirements set out in Section 12 of these Bylaws.

18.13 "Special Resolution" means a resolution as defined in Section 1(d) of the Societies Act, including resolutions to amend these Bylaws and to borrow funds.

18.14 Ex officio "voice without vote" for BRWA a person may be an ex-officio Board member, meaning that he or she is a Board member without being elected. In BRWA's case this is the past chair, the AESRD designated representative and the General Manager. The person can attend meeting, enter into debate and provide input however they do not vote.