

**By-Law Number One of The
Citizens for Protecting Our Northern Waterways Inc.
Enacted: Date, 2020**

1. **NAME:** The name of the organization shall be: Citizens for Protecting Our Northern Waterways Inc., hereinafter referred to as CPONW.
2. **OBJECTIVE:** The objective of CPONW is to assist the efforts of the Province of Manitoba to prevent and control the spread of Aquatic Invasive Species throughout the waters of Northern Manitoba within the Grass River, Saskatchewan River and Nelson River watersheds through public awareness, outreach and advocacy.
3. **PROPERTY:** CPONW may acquire, hold and dispose of real and other property for the purpose of carrying out its objectives.
4. **MEMBERSHIP:** Membership in the CPONW is open to organizations and individuals who support the objectives of CPONW.
5. **GOVERNANCE:** CPONW will be governed by a Board of Directors and supported by Regional Representatives.
 - 5.1 **Board of Directors:** CPONW shall be governed by a Board of Directors (BOD) of not less than three (3) and no more than seven (7) persons elected by the membership. The roles of the BOD are herinafter described in Clause 9.2.
 - 5.2 **Regional Representation:** The Board of Directors will be supported by regional representatives within watersheds as described in clause two (2). The roles of the Regional Representatives are herinafter described in Clause 9.3
6. **Meetings:**
 - 6.1 **Notice to Members of Membership Meetings:** Publication of the notice in the CPONW Newsletter, through Social Media Outlets, the CPONW Website and through e-mail.
 - 6.2 **Annual General Meeting (AGM):** Shall be held within 30 to 60 days of the end of the fiscal year, with at least 15 days' notice to the members. The Board shall report on the activities of the past year, on proposed activities for the coming year, present a financial report for the past year that has been reviewed for good accounting practices, and present a budget for the coming year for approval by the membership. An election for directors shall be conducted. Other business may be conducted.
 - 6.3 **Special Meetings:** may be called by the Board of Directors with at least 15 days' notice to members. Such notice shall indicate the time and place of the meeting and the subject of the meeting. The business of the meeting shall be limited to that specified in the notice. The Board shall call a special general meeting upon petition of 20% of the membership.
 - 6.4 **Membership:** Each member shall be entitled to one vote at members meetings.
 - 6.5 **Quorum:** A quorum for members shall be 10 members or 30% of the membership, whichever is less.
 - 6.6 **Minutes:** Minutes from all meetings shall be reviewed, corrected and approved as necessary.

7. By-Law Change:

- 7.1** Any change or alteration to the By-Laws including any amendment, deletion, or creation of a By-Law of the corporation shall only occur at the annual meeting of the corporation.
- 7.2** Notice of any change or alteration to the By-Laws shall be provided to each member of the corporation recorded in the records of the corporation on the date of the last annual meeting not less than thirty (30) days prior to the date of the annual meeting at which the proposed change or alteration of any By-Law is to be considered.
- 7.3** Any change or alteration of the By-Laws shall be decided by a majority of the members of the corporation in attendance at the annual meeting at which any such change or alteration is to be decided.
- 7.4** In the event of a tie vote concerning any proposed change or alteration to the By-Laws of the corporation a deciding vote shall be cast by the President, who shall not cast a vote when the proposed change or alteration is first voted upon by the members of the corporation.

8. BOARD OF DIRECTORS (The Board):

- 8.1 Composition:** The Board shall include a minimum of three (3) members and a maximum of seven (7) members, who shall be members in good standing and residents of Northern Manitoba as described in Clause 4.
- 8.2 Election and Appointment:** Directors shall be elected at the AGM for a 2-year term; provided that the first term of the position of President and Secretary shall be two years, and the first term of the Treasurer and vice president shall be one year. Provided further, the Board may appoint a Director to fill the unexpired term of a Director whose position becomes vacant.
- 8.3 Ex-Officio:** Ex-Officio members to the corporation may be named at any time. The Board of directors may name Ex-Officio members to any committee at its discretion. Ex-Officio members are non-voting members.
- 8.4 Duties:** The board shall have the overall supervision of the affairs of the CPONW in the pursuit of its objectives and mission.
- 8.5 Remuneration:** Directors and Area Representatives shall not receive any remuneration for services as Directors/Area Representatives. Remuneration may occur for receipted reasonable expenses as approved by the Board prior to incurring the expense for such activities such as attending meetings, or in carrying out the affairs of CPONW according to policies as may be adopted by the Board.
- 8.6 Conflict of Interest:** A Director shall be deemed to be in a conflict-of interest position when, at any meetings of the Directors, questions arise such that a Director either directly or indirectly has personal financial interest, expresses a moral obligation/conflict, or places the interests, goals, or objectives of the CPONW secondary to those of any other organization. Where questions arising at any meeting of Directors present a conflict-of-interest for any Director, such Director shall be excused from the meeting during any discussion and voting on those questions. If someone leaves it has to be recorded in the minutes (conflict declared in minutes). The then remaining Directors shall constitute a quorum for purposes of voting on such questions.

8.7 Removal from Office: The Office of the Director shall, by resolution passed by 2/3 vote, be immediately terminated if the Board determines that any provision of a by-law, policy or resolution has been breached by such Director. A waiver by the Board of any breach of such provision shall not be deemed to be a waiver in respect of any other or subsequent breach. The failure of the Board to enforce at any time any provisions shall in no way be interpreted as a waiver of such provision.

The office of the Director may be terminated by a resolution passed by a 2/3 vote if the Board determines that the Director has been guilty of conduct arising out of bad faith, tending to injure the good name of CPONW, disturbing its wellbeing, or hampering its work. The absence of a Director for 3 consecutive regular Board Meetings or 51% of regular called Board meetings in each fiscal year without Board approval may be considered just cause for expulsion and shall receive a letter of dismissal from the Board. It shall be the policy of the Board of Directors not to withhold the granting of leaves of absence from time to time in conjunction with personal needs of the Directors.

8.8 Meetings of Board: Meetings, other than regularly scheduled meetings, may be called by the President or any two Directors with 7 days' notice indicating the time and place and the subject of the meeting. Notice may be given by Telephone including a message left on an answering machine, by e-mail, by fax, with all notices directed to the last contact information supplied by the Director. Notice of a meeting may be waived if all Directors are present at the meeting, or if the Directors who are absent give written consent to the holding of the meeting, either before or after the meeting. A quorum shall be a minimum of three Directors. Unless specified otherwise

in the Bylaws, all questions shall be decided by majority vote. The chair shall not vote except to break a tie. Absentee Directors may assign a Proxy to vote on their behalf.

8.9 Hiring of Staff: The Board may hire and release staff or advisors and establish terms of employment and remunerations for such staff.

8.10 Contracts: The Board may enter into contracts for the purchase or sale of goods and services and real property. Contracts shall require authorization by a resolution of the Board. The Board may delegate authority to make small or routine purchases.

9. Officers

9.1 List of Officers:

- President
- Vice President
- Secretary
- Treasurer

9.2 Duties of Officers

President

- Provide overall direction and exercise supervision over the affairs of CPONW.
- Normally call and chair all meetings of the Board and Members.
- Shall not be a voting member of the Board unless to resolve a tie.
- Be a signing officer of CPONW
- Carry out such duties as may be assigned by the Board

Vice-President

- Act for the President in the President's absence.
- Shall be a voting member of the Board
- Be a signing officer of the Board
- Carry out such duties as may be assigned by the Board

Secretary

- Record the minutes of all Board and Member meetings
- Maintain current copies of the by-law and related documents at meetings and provide advice as necessary
- Shall be a voting member of the Board
- Be a signing officer of the Board.
- Submit annual report required under Corporations Act if applicable
- Carry out such other duties as may be assigned by the Board

Treasurer

- Receive and disburse all funds of CPONW
- Keep accurate records of all transactions with supporting detail
- Shall be a voting member of the Board
- Be a signing Officer of CPONW
- Prepare an annual financial report prior to the AGM
- Prepare an annual budget for approval by the Board prior to the AGM
- Prepare financial reports for Board meetings
- Submit annual reports required by Revenue Canada re: Charitable status if applicable
- Carry out such other duties as may be assigned by the Board

9.3 Regional Representatives

- Regional representatives will be identified by the membership at the AGM for areas within the interest of CPONW as outlined in Clause 4.
- Will support the Board by providing perspectives, challenges and needs for their region consistent with the goals of CPONW.
- Assist the Board in delivering public awareness, outreach and advocacy for their region as requested by the Board
- Shall be a non voting Ex-officio member

10. Committees: The Board may establish standing committees and/or ad-hoc committees with specified terms of reference as it sees fit.

10.1 Committee Responsibilities: All committees shall report to the Board through a Chairperson whom the Board has designated as a member of the Committee.

The designated chairperson shall recruit members to the committee, and chair the organizing meeting. The committee shall organize itself as it sees fit. All committees shall provide reports on activities as required by the Board of Directors

11. Financial

- 11.1** Treasurer: Funds shall be received and disbursed by the Treasurer
- 11.2** Bank: Funds shall be held in a chartered bank, trust company or credit union.
- 11.3** Cheques: Cheques shall be signed by any two of President, Vice-president, Secretary or Treasurer; provided always that the Treasurer shall be one of the signatories.
- 11.4** Expenditures: expenditures up to \$300 do not require approval by the Board.
- 11.5** Financial Reporting: Shall be undertaken in accordance with Clause 11.2.
- 11.6** Fiscal Year: The fiscal year shall be the government year end (March 31)
- 11.7** Budget: The Board shall develop and approve a budget and present it to the AGM as information for Membership ratification at an AGM (or special meeting as applicable).

12. OFFICE AND ADDRESS: The office shall be at a location in Manitoba as determined by the Board.

13. PARLIEMENTARY AUTHORITY: The parliamentary authority shall be Robert's Rules of Order, Newly Revised.

14. DISSOLUTION: If, upon winding up or dissolution of the CPONW, there remains after satisfaction of its debts and liabilities any property. Such property shall not be paid or distributed among the members but shall be paid or distributed among one or more registered charities" as defined under Paragraph 1 10(8) (c) of the Income Act (Canada) or any successor legislation thereto.

Bylaw enacted on:

President

Secretary

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