

Beaver Hills Biosphere Reserve Association Bylaws

February 14, 2019

1.0. Name

- 1.1. The name of the Society shall be the Beaver Hills Biosphere Reserve Association.
- 1.2. The Beaver Hills Biosphere Reserve Association is a not-for-profit organization incorporated under the *Societies Act* of Alberta.
- 1.3. The common or trade name for the Beaver Hills Biosphere Reserve Association shall be the Beaver Hills Biosphere.

2.0. Terminology and Definitions

- 2.1. "Bylaws" mean the bylaws of the Beaver Hills Biosphere Reserve Association, as amended from time to time.
- 2.2. "Director" means a Member of the Beaver Hills Biosphere Reserve Association elected to or appointed to the Board of Directors in accordance with the provisions of these Bylaws.
- 2.3. "General Meeting" means a meeting of the Members as convened by the Board of Directors in accordance with the provisions of these Bylaws.
- 2.4. "Member" means a Member of the Beaver Hills Biosphere Reserve Association as specified in the Bylaws.
- 2.5. "Membership Meeting" means a meeting, both General and Special, of the Members of the Beaver Hills Biosphere Reserve Association as may be convened from time to time in accordance with these Bylaws.
- 2.6. "Officer" means the Chair, Vice-Chair, Secretary, Treasurer or Secretary/Treasurer of the Beaver Hills Biosphere Reserve Association.
- 2.7. "Executive Director" means the person or people hired by contract to administer the activities and finances of the Beaver Hills Biosphere Reserve Association. The Executive Director may be a person, persons, or an organization that is appointed by the Board of Directors to conduct the business of the Beaver Hills Biosphere Reserve Association in pursuit of its Vision, Mission and Goals. It is also the physical space to house records, files and other assets of the Beaver Hills Biosphere Reserve Association.
- 2.8. "BHBRA" means the Beaver Hills Biosphere Reserve Association.
- 2.9. "Special Meeting" means a membership meeting which satisfies the requirements set out in Section 12.2 of these Bylaws.
- 2.10. "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.
- 2.11. "Biosphere Reserve" means a designation of international recognition under the United Nations Educational, Scientific and Cultural Organisation's (UNESCO's) Programme on Man and the Biosphere (MAB) of areas of excellence where local people, government decision makers, managers and scientists collaborate to implement innovative approaches to the conservation of biodiversity while maintaining human well-being and the sustainable development of the economy at a regional scale.
- 2.12. "Beaver Hills Biosphere Reserve" means that region of Alberta designated as a Biosphere Reserve on March 19, 2016 by the United Nations Educational, Scientific and Cultural Organization (UNESCO).

3.0. Membership

- 3.1. Membership in the BHBRA is open to all levels of government, cultural, scientific and environmental organizations, academic and research institutions and individuals, and that is consistent with the Objects of the BHBRA that will adhere to and have interests consistent with the vision, mission and goals of the BHBRA.
- 3.2. Any government, academic and research institutions, cultural, scientific, and environmental organizations who are actively engaged in programming within the Beaver Hills Biosphere Reserve may become a Member of the BHBRA by a three-quarters (75%) majority vote of Members at the Annual General Meeting of the BHBRA.
- 3.3. Any person residing in Alberta, and being of the full age of 18 years, who is neither bankrupt or insolvent and who is not under an order of guardianship or trusteeship, may become a Member in the BHBRA by a three-quarters (75%) majority vote of the Members at the Annual General Meeting of the BHBRA.
- 3.4. Each Member shall appoint one (1) individual person to act as its voting representative at all meetings of the Members. Each Member shall notify the Secretary of the BHBRA in writing of the name, address, telephone number and occupation of the representative. Each Member has the option to appoint one (1) individual person to act as its alternate representative at any meeting the representative cannot attend. Each Member shall notify the Secretary of the BHBRA in writing of the name, address, telephone number and occupation of the alternate representative,
- 3.5. In a voting situation, one Member or their designated alternate equals one vote.
- 3.6. Ratification of the Annual Work Plan and Annual Budget by the membership at the Annual General Meeting by a three-quarters (75%) majority vote confirms the direction of the Board of Directors as detailed within the annual workplan and with respect of the BHBRA.
- 3.7. Confirmation of a proposed slate of the Board of Directors and the Officers of the Board by the membership at the Annual General Meeting upon a three-quarters (75%) majority vote confirms the acceptance of the Board of Directors and Officers of the Board effective immediately and for one calendar year following the Annual General Meeting.
- 3.8. A Member may voluntarily withdraw from the BHBRA, at any time, by advising the Board of Directors in writing.
- 3.9. A Member, upon a three-quarters (75%) majority vote of the membership present, may be expelled from membership for non-compliance with Member rights and responsibilities as stated below.

4.0. Member Rights and Responsibilities

- 4.1. A Member has the right to:
 - 4.1.1. Attend and vote at the Annual General Meeting and special meetings as directed by the BHBRA Board.
- 4.2. A Member is responsible for:
 - 4.2.1. Acting in accordance with and supporting the furtherance of the Bylaws, Objectives and Member Terms of Reference.
 - 4.2.2. Functioning within a collaborative and constructive approach to the decision making policies of the BHBRA.
 - 4.2.3. Advocating for the vision, mission and objectives of BHBRA within their community of practice.
 - 4.2.4. Working with other Members to assist with the implementation of and support for BHBRA projects and activities as detailed within the annual workplan.

5.0. Membership Fees and Contributions

- 5.1. The Board of Directors, as directed by the membership, shall set the membership fee, if any, by amending and ratifying the Member Terms of Reference at the Annual General Meeting.
- 5.2. Nothing herein shall preclude the acceptance of donations or funds from any source in support of the work of BHBRA, but such acceptance shall be subject to review and acceptance by the Board of Directors or designated under authority to the Executive Director.

6.0. Board of Directors

- 6.1. The Board of Directors serves at the pleasure of and is empowered by the membership to conduct business and to make decisions on behalf of the BHBRA membership by virtue of their election and in accordance with the BHBRA Strategic Plan, the BHBRA Nomination Application and the Board of Directors Terms of Reference.
- 6.2. The Board of Directors shall provide governance, strategic direction and oversight to, and general supervision of the affairs of the BHBRA.
- 6.3. The Board of Directors shall meet as required, no less than four times per fiscal year. The agenda of the business to be transacted shall accompany each notice of a Board of Directors meeting.
- 6.4. Notice of the time and place of each meeting of the Directors shall be sent to each Director by electronic mail addressed to the Director not less than twenty – one (21) days before the meeting. A Director who participates in a meeting shall be deemed to have received notice thereof. Notice of meeting can be waived by unanimous consent.
- 6.5. If all the Directors participating in a meeting consent, one or more Directors may participate in a meeting of the Directors by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Directors held while a Director holds office.
- 6.6. The board may from time to time appoint any committee, working group, advisory committee or task team, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit.
- 6.7. Decisions and recommendations will be made by three-quarters (75%) majority vote, provided quorum is present. Quorum will constitute 50% + 1 of Directors.
- 6.8. The Board of Directors shall consist of no less than nine (9) and no more than fifteen (15) individuals. Each of the following government, community and supporting organizations or sectors may nominate up to two (2) individuals to the Board of Directors providing they are Members in good standing and the nomination(s) is consistent with the criteria outlined in 3.5 previously :
 - 6.8.1. Beaver County;
 - 6.8.2. Camrose County;
 - 6.8.3. Lamont County;
 - 6.8.4. Leduc County;
 - 6.8.5. Strathcona County;
 - 6.8.6. Government of Canada;
 - 6.8.7. Government of Alberta
 - 6.8.8. Community Member;

- 6.8.9. Academia/Research Institution;
- 6.8.10. Non – Government Organization;
- 6.8.11. Indigenous Community; and
- 6.8.12. Industry.

- 6.9. Election or appointment of Directors and Officers of the Board will take place at the Annual General Meeting. A person or representative elected or appointed to the Board of Directors must be a BHBRA Member in good standing, must consent to the nomination and election to be valid, and will take office out of interest not obligation. Said person will commit to a minimum three (3) year term of office. Should a vacancy occur, the Board of Directors (on behalf of the membership) may choose to retain the vacancy or fill the vacancy from among the membership prior to an election at the next Annual General Meeting.
- 6.10. A Director may resign from office upon written notice to the Board of Directors at any time prior to the Annual General Meeting.
- 6.11. A Director, upon a three-quarters (75%) majority vote of the Board of Directors, may be removed from office for non-compliance of any roles and responsibilities as outlined within the BHBRA Policies and Procedures and/or the Director's Terms of Reference.
- 6.12. An individually elected or appointed Director, unless otherwise stated under 17.0 Transitional Provisions, shall serve a three (3) year term.
- 6.13. Members may re-appoint Directors for additional terms, but no Director may serve on the board for more than six (6) consecutive years.

7.0. Officers of the Board

- 7.1. Following election or appointment by the membership at each Annual General Meeting, the Board of Directors shall appoint from among its Members, a Chair, Vice-Chair, Secretary and Treasurer for the purpose of meeting regulatory requirements. The positions of Secretary and Treasurer may be combined as a single position of Secretary/Treasurer.
- 7.2. The Chair shall be an ex-officio member of all Committees of the Board. The Chair shall, when present, preside at all meetings of the Board. In the Chair's absence, the Vice-Chair shall preside at any such meetings. In the absence of both, a chairperson may be appointed at the meeting to preside.
- 7.3. Decisions of the board will be made by three-quarters (75%) majority vote of all Directors in attendance at any duly called and constituted meeting.
- 7.4. The Vice-Chair shall assist the Chair in supervising the activities of the board including participating on various committees.
- 7.5. It shall be the duty of the Secretary to attend all meetings of the board and to ensure accurate minutes of the same are kept. The Secretary shall ensure completion and submission of an annual return to Corporate Registry as directed by the Board of Directors. The duties of the Secretary may be discharged to the Executive Director as appointed by the Board of Directors.
- 7.6. It shall be the duty of the Treasurer to attend all meetings of the Board, to properly account for the funds of the BHBRA and keep such books as may be directed. The Treasurer shall prepare a statement of financial standing of the BHBRA for every Annual General Meeting.
- 7.7. The Officers of the Board, in consultation with the Executive Director, will ensure sound financial management, bookkeeping and generally accepted accounting practices are in place, and ensure adequate policies and procedures are in place as they relate to financial management of the BHBRA.

- 7.8. The Officers of the Board are responsible to recruit and determine the remuneration and terms and conditions of employment of the Executive Director.
- 7.9. The Officers of the Board will supervise and give direction to the Executive Director.
- 7.10. Any Officer, upon a three-quarters (75%) majority vote of the Board of Directors, may be removed from office for any cause which the Board of Directors may deem reasonable.

8.0. Inspection and Confirmation of Records

- 8.1. The fiscal year-end of the BHBRA shall be December 31.
- 8.2. An Audit of the financial records shall be completed following the close of the fiscal year by a duly qualified accountant. The Audit for the previous fiscal year shall be presented to the membership by the Treasurer (or designate) at the Annual General Meeting.
- 8.3. Members may request, in writing, to inspect the books and records of the BHBRA within 30 days from the date of the request, at the regular business offices of the BHBRA.

9.0. Corporate Seal

- 9.1. The corporate seal of the BHBRA shall be in the form as approved by the Board of Directors from time to time. The corporate seal shall be kept in the custody of the Secretary or nominee of the BHBRA, and shall not be affixed to any documents except by authority of the Board of Directors.

10.0. Quorum

- 10.1. Quorum for Board of Directors business will constitute 50% + 1 of Directors or their alternates.

11.0. Meetings of the BHBRA

- 11.1. The BHBRA shall hold an Annual General Meeting on or before April 1 in each year, of which notice in writing to the last known address of each Member shall be delivered via email, fax or letter at least fifteen (15) days prior to the date of the meeting.
- 11.2. The Board of Directors may call a Special Meeting of the BHBRA with at least fifteen (15) days notice, either in response to a written request from no less than five (5) Members of the BHBRA, or as deemed necessary by the Executive Director or the Board of Directors.
- 11.3. A quorum at any meeting will constitute 50% +1 of members in good standing.

12.0. Decision-Making of the Membership

- 12.1. Decisions will be made by three-quarters (75%) of majority vote, provided quorum is present.
- 12.2. Each Member in good standing shall have one vote and an equal voice in decision making at any membership meeting, special meeting or Annual General Meeting of the BHBRA. Such votes must be made in person and not by proxy or otherwise.
- 12.3. Should a tie vote result, the Chair shall cast the deciding vote.

13.0. Borrowing Powers

- 13.1. For the purpose of carrying out its purpose, the BHBRA may borrow or raise or secure the payment of money in such manner as it deems appropriate and in accordance with the Alberta *Societies Act*, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the BHBRA, and in no case shall debentures be issued

without the sanction of a special resolution of the BHBRA membership and passed by a unanimous (100%) decision of a special vote of the Members.

14.0. Remuneration

- 14.1. Unless authorized at any Board of Directors meeting and in accordance with any allocations contained within the annual budget of the BHBRA for that specific fiscal year, no Member of the BHBRA shall receive any remuneration for his/her services and/or expenses.
- 14.2. Unless authorized at any Board of Directors meeting and in accordance with any allocations contained within the annual budget of the BHBRA for that specific fiscal year, no Director or Officer of the BHBRA shall receive any remuneration for his/her services.
- 14.3. Expenses incurred by Directors will be reimbursed as per BHBRA Policies and Procedures. Reimbursement of expenses is subject to the Board of Directors' discretion.

15.0. Bylaws

- 15.1. The Bylaws may be rescinded, amended or added to by a "special resolution." Proposed amendments to the Bylaws of the BHBRA shall be submitted in writing by a declared Member not less than thirty (30) days prior to the date of an Annual General Meeting of the BHBRA. Section 1 (d) of the *Societies Act* requires a minimum of 21 days' notice be provided to the Members if a special resolution is going to be held. This section of the Act also requires approval of three-quarters (75%) of the Members in attendance in order to pass the special resolution. Copies of the accepted amendments must then be forwarded to the Registrar for societies under the *Societies Act* of Alberta.
- 15.2. The Bylaws will undergo a periodic review by the Board as a whole, or by a designated authority of the Board, once every three (3) years.

16.0. Protection of Board of Directors, Officers and Members

- 16.1. The BHBRA shall obtain a bond covering all Officers, Directors and employees who handle funds on behalf of the organization. The bond shall provide indemnity to the BHBRA for any losses incurred by the BHBRA through fraudulent or dishonest acts by its Directors, Officers or employees. The bond shall be to a sum prescribed by the Board of Directors but not less than two million (\$2,000,000) dollars.
- 16.2. No Directors, Officers, Members of the BHBRA or its employees shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee of the BHBRA, or for the insufficiency or deficiency of any security in or upon which any of the monies of the BHBRA 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 BHBRA 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.
- 16.3. Current and former Directors of the Board, Officers and former Officers, 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 BHBRA 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 of the BHBRA may be entitle to at law or in equity.

17.0. Dissolution

17.1. Should the BHBRA dissolve, the property of the BHBRA shall be converted to cash and added to the funds of the BHBRA. The funds shall first be distributed in amounts necessary to pay all outstanding debts and liabilities of the BHBRA. Any remaining funds will be distributed to one or more non-profit organization with goals similar to those of the BHBRA and no remaining property or assets will be given to, delivered to or otherwise benefit the Members.

18.0. Transitional Provisions

- 18.1. All nominations for the Board of Directors shall be received prior to the Annual General Meeting in accordance with policies and procedures.
- 18.2. A slate of nominated persons for the Board of Directors will be presented to the membership at the Annual General Meeting. Any person so nominated shall verbally or in writing agree to the nomination.
- 18.3. For the initial BHBRA Board of Directors, at least five (5) of the Directors shall be elected or appointed for a three (3) year term and the balance for a two (2) year term. Thereafter, any individual elected or appointed to be a Director shall serve a three (3) year term.

Date: September 4, 2019

Signature _____
Guy Stretton Swinnerton
FOIP s. 17(1)

Signature _____
Glen Harold Lawrence
FOIP s. 17(1)

Signature _____
Sharina Evelyn Kennedy
FOIP s. 17(1)

Signature _____
Dale Allan Kirkland
FOIP s. 17(1)

Signature _____
Keith Douglas Bocking
FOIP s. 17(1)

Signature _____
William David Tonita
FOIP s. 17(1)

Witness Signature _____
Brian Edward Ilnicki
FOIP s. 17(1)