

BYLAWS

Winter River-Tracadie Bay Watershed Association Inc.

Bylaw No. 1

A bylaw relating generally to the transaction of the business and affairs of Winter River-Tracadie Bay Watershed Association Inc. (herein after called the "Corporation").

ARTICLE 1: NAME

1.1. The Corporation shall be called the Winter River-Tracadie Bay Watershed Association Inc. and may be hereinafter referred to as the "Corporation."

ARTICLE 2: OBJECTS

2.1. The purposes and objects of the Corporation are as follows:

2.1.1. To protect and enhance the health and aesthetic qualities of the Winter River-Tracadie Bay watershed.

2.1.2. To hold, own, acquire, purchase, sell, mortgage, barter, trade, and deal in land, personal and real property, buildings, dwellings, and building materials.

2.1.3. In connection with the foregoing, to have all the rights, powers, franchises and privileges that a private individual might or could possess or enjoy.

2.1.4. To have all those powers referred to in section 15 of the Companies Act, R.S.P.E.I. 1988, Chapter 14.

ARTICLE 3: Membership

3.1. Membership in the Corporation is open to any watershed resident, landowner, or any other individual or organization in agreement with the purpose and objectives of the Corporation. Members of the Corporation may also be referred to in these Bylaws as the "community of interest".

3.2. Each member shall be entitled to speak at any Annual General Meeting or Special Meeting of the Corporation and shall be entitled to one vote at any meeting of the Corporation.

ARTICLE 4: BOARD OF DIRECTORS

4.1. The affairs of the Corporation shall be managed by a Board of Directors, being not less than 6 and not more than 12, who shall serve without remuneration, each of whom shall be a member of the Corporation, and decisions of the Board of Directors shall be made by a majority of Directors at each meeting.

4.2. Directors shall be elected at the Annual General Meeting of the Corporation or a Special Meeting called for that purpose, and shall hold office, except as hereafter provided, for a period of one year or until their successors are elected. Any member is eligible to stand for election as a director.

4.3. If a Director is absent from three consecutive meetings without sufficient reason, then that Director shall be considered to have withdrawn from the Board of Directors.

4.4. The Board of Directors may remove any Officer or Director for cause by two-thirds (2/3) vote of all Directors then in office, at any regular or Special Meeting of the Board of Directors, provided that a statement of the reason or reasons shall have been communicated in writing to the Officer or Director proposed for removal at least thirty (30) days before any final action is taken by the Board of Directors. This statement shall be accompanied by a notice of the time when, and the place where, the Board of Directors is to take action on the removal. The Officer or Director shall be given an opportunity to be heard and the matter considered by the Board of Directors at the time and place mentioned in the notice.

4.5. If it is necessary to replace a Director for reasons such as resignation, withdrawal, death, or removal from office, a successor may be elected by the members of the Board; such successor shall complete the term of the Director who is replaced.

4.6. The Board of Directors shall liaise with government or other bodies who support the purposes and objectives of the Corporation.

4.7. The Board Directors may employ staff to further the objectives of the Corporation.

ARTICLE 5: MEETINGS

5.1. The Annual General Meeting of the members for the election of directors and for the transaction of other business shall be held at the Office of the Corporation, within seven months of the fiscal year-end, or at such other place, as the Board of Directors may decide. Notice of the time and place of the Annual General Meeting of the Corporation shall be given to the community of interest in writing by ordinary mail or by e-mail at least seven days prior to such meeting. Notice for the Annual General Meeting shall be advertised by the two most commonly used methods to inform the community of interest at least seven days prior to such meeting.

5.2. Special Meetings of the Corporation may be held at such times and places as may be ordered by the Board of Directors or as may be requested in writing to the Chair by three members of the Corporation. Notice of Special Meetings shall be given in the same manner as notice is given for Annual General Meetings. Each notice of Special Meetings shall in every case contain the purpose for which such meeting is being held.

5.3. Annual General Meetings will be open to any interested person.

5.4. Meetings of the Directors shall be held at the call of the Chair or any two Directors.

ARTICLE 6: QUORUM

6.1. At Annual General Meetings or Special Meetings of the Corporation, for the transaction of business, there must be present at least a majority of the members of the Board of Directors.

6.2. At any Meeting of the Directors, a quorum shall consist of a majority of the Directors duly elected.

ARTICLE 7: VOTING

7.1. A majority vote by the members present at a properly constituted meeting of the Corporation shall bind the members of the Corporation.

7.2. The Chair of the meeting shall, in case of a tie vote in any meeting of the Corporation or of the directors, have an additional vote to break the tie.

7.3. Voting shall be by secret ballot only when requested by a member of the Corporation.

ARTICLE 8: BYLAWS

8.1. Bylaws may only be amended by a majority vote at an Annual General Meeting, or any Special Meeting held for that purpose.

8.2. Proposed amendments must be reviewed by the Board of Directors at least 28 days before the meeting.

8.3. Proposed amendments are to be advertised publicly and to the community of interest at least seven days before the meeting.

ARTICLE 9: OFFICERS

9.1. The Officers of the Corporation shall be a Chairperson, a Vice Chairperson, a Secretary, and a Treasurer, each of whom shall be elected from and by the Board of Directors within 30 days of the Annual General Meeting, and shall serve without remuneration.

9.2. The Offices of Secretary and Treasurer may be held by one and the same person at the same time.

9.3. If the work of the Secretary and Treasurer or the person holding the position as Secretary-Treasurer requires the employment of an assistant, the Board of Directors may appoint such assistant or assistants.

9.4. Each officer of the Corporation shall hold office, unless disqualified, for a period of one year or until a successor is appointed.

ARTICLE 10: DUTIES OF OFFICERS

10.1. Chair

10.1.1. It is the duty of the Chair to preside at all meetings of the Corporation and of the Directors.

10.1.2. The Chair and the Secretary sign all Deeds and documents having to do with the real estate of the Corporation.

10.1.3. The Chair shall, under the direction of the Directors, name and appoint such committees as are required for carrying out the purpose of the Corporation.

10.1.4. The Chair shall perform such other duties as may be required as Chair of the Corporation by the Board of Directors.

10.1.5. In the absence or incapacity of the Chair, at any meeting of the Corporation or of the Directors, the Vice-Chairperson shall act as Chairperson of such Meeting. They shall have the same power and authority as the regular Chairperson.

10.1.6. The Chair shall give notice of regular meetings of the Corporation or of Special Meetings on request, in writing, of three members of the Corporation.

10.2. Secretary

10.2.1. It is the duty of the Secretary to keep minutes of all meetings of the Corporation and of the Board of Directors.

10.2.2. The Secretary shall have custody of the Corporate Seal of the Corporation, which seal shall be in the form impressed hereon.

10.2.3. At the termination of his or her service, the Secretary shall deliver to the Board of Directors the Corporate Seal and all records and books which he or she may have in his/her possession belonging to the Corporation.

10.3. Treasurer

10.3.1. The Treasurer shall receive and is the custodian of all monies of the Corporation.

10.3.2. The Treasurer shall disburse monies of the Corporation only upon the Order of the Board of Directors, and only with the signatures of two authorized individuals (such as Directors or Watershed Coordinator), one of whom shall be the Treasurer or, in the absence of the Treasurer, the chair.

ARTICLE 11: AUDIT OF ACCOUNTS

11.1. The accounts of the Corporation shall be audited annually or at shorter intervals if required by the members of the Corporation.

11.2. The annual financial statement of the Corporation shall be the Annual Audit, which will be the accepted financial statement required and presented at the Annual General Meeting.

11.3. Auditors shall be appointed by the Board of Directors as needed.

ARTICLE 12: FISCAL YEAR

12.1. The fiscal year of the Corporation shall run from April 1 to March 31.

ARTICLE 13: BANKING

13.1. The Bank account of the Corporation shall be kept in such bank or banks as the Directors may from time to time determine.

ARTICLE 14: VALIDATION

14.1. No act of a Director or of a member of the Corporation acting as such shall be invalid by reason of some defect in appointment of that person or by want of some personal qualification to hold or exercise the office or function to which he or she has been appointed, and all acts of such members, Directors and of all committees which they comprise shall be as valid as if every members thereof was duly qualified and had been duly appointed.

ARTICLE 15: DISSOLUTION

15.1. Upon dissolution of the Corporation, any assets remaining after payment of debts and liabilities shall be distributed to another non-profit, charitable organization or organizations in Prince Edward Island or elsewhere in Canada. Assets acquired through the Ecological Gifts Program shall be distributed to one or more eligible Ecological Gifts Program recipients as determined by the Board of Directors.

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