

Bylaws of the Mighty Peace Watershed Alliance Society

FINAL
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ARTICLE 1 – PREAMBLE

1.1 The Organization

The name of the organization is the “Mighty Peace Watershed Alliance Society”, which may also be known or referred to as the “MPWA” or, the “Alliance”. The MPWA may by a majority vote of the Membership body change its name.

1.2 The Bylaws

The following articles set forth the bylaws of the MPWA. These bylaws take precedence over any other MPWA governance documents.

ARTICLE 2 – DEFINING AND INTERPRETING THE BYLAWS

2.1 Definitions

In these bylaws, the following words have these meanings.

2.1.1 *Act* means the Societies Act R.S.A. 2000, chapter S-14 as amended, or any statute substituted for it.

2.1.2. *Annual General Meeting* means the annual general meeting described in Article 4.1.

2.1.3. *Board* means the Board of Directors of the MPWA, as described in Article 5.1.

2.1.4 *Bylaws* mean the bylaws of the MPWA as amended.

2.1.5 *Director* means any person elected or appointed to the Board. This includes the Chairperson and the immediate Past-chairperson.

2.1.6 *General Meeting* means the general meeting described in Article 4.2.

2.1.7 *Majority* means seventy-five percent.

2.1.8 *Majority vote* means seventy-five percent of votes cast.

2.1.9 *Member* means a registered Member of the MPWA, as described in Article 3.

2.1.10 *Motion* means a proposal for action or resolution by the group.

2.1.11 *Officer* means any Officer listed in Article 5.2.

2.1.12 *Registered Office* means the registered office of the MPWA, as described in Article 6.1.

2.1.13 *Register of Members* means the register maintained by the Board of Directors containing the names of the Members of the MPWA.

2.1.14 *Resolution* means a written motion adopted by the Board or Members of the MPWA.

- 2.1.15 ***MPWA or the Alliance*** means the Mighty Peace Watershed Alliance Society.
- 2.1.16 ***Simple Majority*** means fifty percent plus one.
- 2.1.17 ***Simple Majority Vote*** means fifty percent plus one votes cast.
- 2.1.18 ***Special General Meeting*** means the special general meeting described in Article 4.3.
- 2.1.19 ***Special Resolution*** means a resolution as defined in the *Societies Act* passed at a Special General Meeting or Annual General Meeting of the Membership of the MPWA. There must be thirty (30) days notice for this meeting. The notice must state the proposed resolution. There must be approval by a vote of seventy-five percent of the votes cast; in person or by a method that allows real-time participation (secret ballot or raised hands). There is no voting by proxy.
- 2.1.20 ***Quorum*** means the minimum members present in order to conduct business.

2.2 **Interpretation**

The following rules of interpretation must be applied in interpreting these bylaws.

- 2.2.1 ***Singular and Plural:*** words indicating the singular number also include the plural, and vice-versa.
- 2.2.2 ***Headings*** are for convenience only. They do not affect the interpretation of these bylaws.
- 2.2.3 ***Liberal Interpretation:*** these bylaws must be interpreted broadly and generously.

ARTICLE 3 - MEMBERSHIP

3.1 **Classification of Members**

The Membership of the MPWA shall be open to all individuals and organizations whose interests are consistent with the Vision, Mission, and Values of the MPWA.

Membership consists of four categories:

- a) Resident Individual (voting member) – an individual who lives (has a primary residence) in the Alberta portion of the Peace watershed.
- b) Resident Organization (voting member) – an organization that carries out its work or has business interests/assets in the Alberta portion of the Peace watershed.
- c) Non-resident Individual (non-voting member) – an individual who does not live (does not have a primary residence) in the Alberta portion of the Peace watershed.
- d) Non-resident Organization (non-voting member) – an organization that does not work or have business interests/assets in the Alberta portion of the Peace watershed.

3.2 **Admission of Members**

Any person or organization may become a Member in the appropriate class by meeting the requirements in Article 3.1 and filling out a membership form. All Memberships must be ratified by the Board of Directors or designate. The Member will then be entered in the Register of Members.

3.3 **Membership Fees**

3.3.1 **Membership Year**

The Membership year is April 1 to March 31.

3.3.2 **Setting Membership Fees**

The Members decide annual Membership fees, if any, for each category of Members at the Annual General Meeting.

3.3.3 **Payment Date for Fees**

The annual Membership fees, if any, must be paid on or before April 1 of every year. Annual membership fees paid after December 1st will be in effect until April 1 of the next year (fifteen months.)

3.4 **Rights and Roles of Members**

3.4.1 **Any Member is entitled to:**

- a) Attend any Members' meetings;
- b) Participate in committees and project teams to undertake MPWA initiatives;
- c) Have access to minutes of all meetings, at a predetermined time and place; and
- d) Have access to MPWA promotional material, resources, and expertise.

3.4.2 In addition to 3.4.1 above, Resident Members (Individuals or Organizations) are also entitled to:

- a) As may be provided in the bylaws, participate in the decision at any Members' meetings;
- b) Serve as a member of the Board of Directors;
- c) Elect the Directors of the Board; and
- d) One vote.

3.4.3 **A Member's role is to:**

- a) Act in accordance with the bylaws and the MPWA Process Guidelines;
- b) Attend Membership meetings;
- c) Function within a collaborative and consensus-based approach to decision-making, and in doing so respect the views of others;
- d) Promote the Vision and Mission of the MPWA within the Member's community and sphere of influence;
- e) Work with other Members to implement MPWA initiatives, projects, and activities;
- f) Share information about their individual and/or organizational goals, objectives, and initiatives with other MPWA Members; and
- g) Advise the MPWA of any change in contact information.

3.5 Termination of Membership

3.5.1 Resignation

3.5.1.2 Any Member may resign from the MPWA by delivering a written notice to the Secretary or Chairperson of the MPWA.

3.5.1.3 Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

3.5.2 Death

The Membership of a Member is ended upon his/her death.

3.5.3 Deemed Withdrawal

3.5.3.1 If a Member has not renewed their Membership, the Member is considered to have submitted their resignation.

3.5.3.2 In this case, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

3.5.4 Expulsion

3.5.4.1 The MPWA may, by majority vote expel any Member for any cause which is deemed sufficient in the interests of the MPWA.

3.5.4.2 The decision can not be appealed.

3.5.4.3 On passage of the Special Resolution, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

3.5.5. There shall be no refund of Membership fees upon termination of Membership.

ARTICLE 4 – MEETINGS OF THE MPWA

4.1 Annual General Meeting

4.1.1 The MPWA holds its Annual General Meeting no later than March 31 of each fiscal year, in various locations in the Alberta portion of the Peace watershed. The Board sets the place, day and time of the meeting.

4.1.2 The Secretary delivers a Notice, together with the agenda, of the Annual General Meeting (AGM) to each Member at least thirty (30) days before the AGM by any of the following: regular mail, email, and fax. This Notice states the place, day

and time of the Annual General Meeting, and any business requiring a resolution or a Special Resolution.

4.1.3 Agenda for the meeting

The Annual General Meeting deals with following matters:

- (a) adopting the agenda;
- (b) adopting the minutes of the last Annual General Meeting;
- (c) considering the Chairperson's report;
- (d) reviewing the Treasurer's report including financial statements setting out the MPWA's income, disbursements, assets and liabilities and the financial review or auditor's report;
- (e) appointing the auditors for the coming year;
- (f) committee reports;
- (g) election of the Board of Directors;
- (h) items of business, such as amendments to objectives and/or bylaws to come before the total Membership of which notice had been given;
- (i) review of the Strategic Plan, Operational Plan, Policies and Procedures;
- (j) items submitted by the Board of Directors as special or urgent;
- (k) approval of Membership fees;
- (l) question period; and
- (m) Establish a date and location for the next Annual General Meeting.

4.1.4 Voting is in person by secret ballot or a show of hands. There is no voting by proxy.

4.1.5 Ten percent (10%) of the membership, to a minimum of 20 voting members in good standing of the MPWA shall constitute quorum at an Annual General Meeting. If a minimum of 20 members are not present, the Chairperson or alternate presiding officer of the meeting may call for a motion from the floor to declare that the members present constitute quorum.

4.2 General Meeting

4.2.1 The MPWA may call a General Meeting which may be held at least once each year on a date other than the date of the Annual General Meeting.

4.2.2 Notice of a General Meeting, together with the agenda shall be sent to Members at least thirty (30) days prior to the date by any of the following: regular mail, email, or fax.

4.2.3 Agenda for the meeting:

The General Meeting deals with following matters:

- a) Minutes of the last meeting;
- b) Report of the Chairperson;
- c) Report of the Treasurer;
- d) Committee reports;
- e) Review Strategic Plan, Operational Plan, Policies and Procedures;
- f) Items admitted by the Board of Directors;
- g) Question period; and

h) Date and location for the next General Meeting.

4.2.4 Voting is in person by secret ballot or a show of hands. There is no voting by proxy.

4.2.5 Ten percent (10%) of the membership, to a minimum of 20 voting members in good standing of the MPWA shall constitute quorum at a General Meeting. If ten percent (10%) of members are not present, the Chairperson or alternate presiding officer of the meeting may call for a motion from the floor to declare that the members present constitute quorum.

4.3 Special General Meeting

4.3.1 Calling of a Special General Meeting

A Special General Meeting may be called at any time:

- (a) by a resolution of the Board of Directors to that effect; or
- (b) on the written request of a majority of Directors; or
- (c) on the written request of at least one-third (1/3) of the Members; or
- (d) upon special request of the Chairperson upon unusual circumstances.

The resolution or request must state the reason for the Special General Meeting and the proposed resolution intended to be submitted at such Special General Meeting.

4.3.2 Notice

The Secretary sends a notice to each Member at least fifteen (15) days before the Special General Meeting by any of the following: regular mail, email, and fax. This notice states the place, date, time and purpose of the Special General Meeting.

4.3.3 Agenda for Special General Meeting

Only the matter set out in the notice for the Special General Meeting is considered at the Special General Meeting.

4.3.4 Voting is in person by secret ballot or a show of hands. There is no voting by proxy.

4.3.5 Ten percent (10%) of the membership, to a minimum of 20 voting members of the MPWA shall constitute quorum at a Special Meeting. If ten percent (10%) of members are not present, the Chairperson or alternate presiding officer of the meeting may call for a motion from the floor to declare that the members present constitute quorum.

4.4 Resolution of All Members

All Members may agree to and sign a proposed resolution. This resolution is as valid as one passed at a meeting. It is not necessary to give notice or to call a meeting. The date on the resolution is the date it is passed.

4.5 Proceedings at the Annual, General, or a Special General Meeting

4.5.1 Presiding Officer

4.4.1.1 The Chairperson, Vice-chairperson or designate chairs every meeting of the MPWA.

4.4.1.2 If neither the Chairperson nor designate is present within one-half (1/2) hour after the set time for the meeting, the Directors present choose one (1) of the Directors to chair.

4.5.2 Adjournment

4.5.2.1 The Chairperson may adjourn (suspend or postpone) any meeting with the consent of the Members at the meeting. The adjourned meeting conducts only the unfinished business from the initial meeting.

4.5.2.2 No notice is necessary if the meeting is adjourned for less than thirty (30) days.

4.5.2.3 The MPWA must give notice when a meeting is adjourned for thirty (30) days or more. Notice must be the same as for any meeting.

4.5.3 Decision Making

The MPWA will strive to use consensus in all of its decision-making. Where consensus cannot be reached or where it is administratively expedient, a voting process may be used as follows:

4.5.3.1 Each resident member or resident organization has one (1) vote.

4.5.3.2 A ballot is used if at least five (5) Members request it.

4.5.3.3 A majority (75%) of voting members present decides each motion (except for the election of directors which is described in section 5.1.4.1 below).

4.5.3.4 If there is a tie vote, the motion is defeated. A defeated motion may be brought back to the floor only if new information is presented.

4.5.3.5 Voting is in person by secret ballot or a show of hands.
There is no voting by proxy.

4.5.3.6 The Presiding Officer declares a motion carried or lost. This statement is final, and does not have to include the number of votes for and against the motion.

4.5.3.7 The Presiding Officer decides any dispute on any vote. The Presiding Officer decides in good faith, and this decision is final.

4.5.4 Failure to Give Notice of Meeting

No action taken at a meeting is invalid due to:

- (a) accidental omission to give any notice to any Member;

- (b) any Member not receiving any notice; or
- (c) any error in any notice that does not affect the meaning.

ARTICLE 5 – THE GOVERNMENT OF THE MPWA

5.1 The Board of Directors

5.1.1 Governance and Management of the MPWA

The Board governs and manages the affairs of the MPWA. The Board may hire an Executive Director to carry out management functions under the direction and supervision of the Board.

5.1.2 Powers and Duties of the Board

The Board has the powers of the MPWA, except as stated in the *Societies Act*. The powers and duties of the Board include:

- (a) Promoting the Vision and Mission of the MPWA;
- (b) Implementation of the Strategic and Operational Plans of the MPWA;
- (c) Promoting membership in the MPWA;
- (d) Hiring an Executive Director to operate the MPWA;
- (e) Regulating the Executive Director's duties and setting their salary;
- (f) Maintaining and protecting the MPWA's assets and property;
- (g) Ratifying an annual budget for the MPWA;
- (h) Paying persons for services and protecting persons from debts of the MPWA;
- (i) Approving all contracts for the MPWA;
- (j) Appointing legal counsel as necessary;
- (k) Making policies, rules and regulations for operating the MPWA and using its facilities and assets;
- (l) Appointing standing or ad-hoc committees to advise the Board;
- (m) Selling, or disposing of any or all of the property of the MPWA; and
- (n) Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or the Executive Director of the MPWA.

5.1.3 Composition of the Board of Directors

5.1.3.1 Every Director, from the time of their election or appointment to the end of their term, shall be a Member in good standing of the MPWA.

5.1.3.2 The Board of Directors will be composed of a minimum of 12 and a maximum of 24 Directors representing a number of sector seats as described in the Board of Directors Terms of Reference in the *MPWA Process Guide*.

5.1.4 Election of the Board of Directors

5.1.4.1 The Board of Directors is elected at an Annual General Meeting by secret ballot where nominees with the highest number of votes are accepted under each of the sector seats as outlined in the Board of Directors Terms of Reference in the *MPWA Process Guide*.

5.1.4.2 Board members must provide substantial commitment and actively participate in the MPWA.

5.1.5 Resignation, Death or Removal of a Director

5.1.5.1 A Director including the Chairperson, immediate Past-chairman or any other Officer may resign from office by giving one (1) month's notice in writing.

5.1.5.2 Members may remove any Director including the Chairperson, immediate Past-chairperson, or any other Officer before the end of their term. There must be a majority vote at any meeting (annual, general or special) called for this purpose.

5.1.5.3 If there is a vacancy on the Board, the remaining Directors may appoint someone to fill the vacancy for the remainder of the term. This does not apply to the position of immediate Past-chairperson. This position remains vacant until the next AGM.

5.1.6 Meetings of the Board

5.1.6.1 The Board holds at least four (4) meetings each year.

5.1.6.2 The Chairperson calls the meetings. The Chairperson also calls a meeting if any two (2) Directors make a request in writing and state the business for the meeting.

5.1.6.3 Directors will be notified at least seven (7) days in advance of Board meetings by written notice, e-mail, fax or phone call. Board members may unanimously waive notice.

5.1.6.4 A simple majority of Directors at any Board meeting, with at least one representative from three of the four broad categories (government, industry, non-government organization and Aboriginal community) present, is quorum.

5.1.6.5 If there is no quorum, the Chairperson postpones the meeting to a time when quorum can be achieved.

5.1.6.6 Each Director, including the Chairperson and the Past-chairperson, has one (1) vote.

5.1.6.7 If there is a tie vote a motion is defeated. A defeated motion may be brought back to the floor only if new information is presented.

5.1.6.8 Meetings of the Board are open to Members of the MPWA as observers, but only Directors can make decisions. A simple majority of the Directors present may ask any other Members, or other persons present, to leave. In-camera meetings may be held by the Board to address sensitive issues.

- 5.1.6.9 All Directors may agree to and sign a resolution. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.
- 5.1.6.10 A meeting of the Board may be held using real time media. Directors who participate in such a meeting are considered present.
- 5.1.6.11 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

5.2 Officers

- 5.2.1 The Officers of the MPWA are the Chairperson, Vice-chairperson, Secretary, Treasurer, and immediate Past-chairperson and together form the Executive Committee.
- 5.2.2 From the elected Directors at the AGM, the Board selects from among the Directors, the Chairperson and the remaining Officers for the term outlined in the Board Terms of Reference in the *MPWA Process Guide*.

5.3 Duties of the Officers of the MPWA

- 5.3.1 The Chairperson:
- supervises the affairs of the Board;
 - when present, chairs all meetings of the MPWA, the Board and the Executive Committee;
 - is an *ex officio* member of all Committees, except the Nominating Committee where one exists; and
 - carries out other duties of the MPWA.
- 5.3.2 The Vice-chairperson:
- presides at meetings in the Chairperson's absence - if the Vice-chairperson is absent, the Directors select a Chairperson for the meeting;
 - replaces the Chairperson at various functions when asked to do so by the Chairperson or the Board;
 - is a member of the Executive Committee; and
 - carries out other duties of the MPWA.
- 5.3.3 The Secretary:
- sends notification of and attends all meetings of the MPWA, the Board and the Executive Committee;
 - ensures accurate minutes of these meetings are taken as required;
 - ensures minutes of meetings are circulated within 14 days following a meeting;
 - sees that the records of the MPWA are available for inspection by the Members at the Annual General Meeting;
 - has charge of the Board's correspondence;
 - ensures the Membership register is maintained;
 - keeps the Seal of the MPWA;

- files the annual return of the MPWA; and
- carries out other duties of the MPWA.

5.3.4 The Treasurer

- ensures all monies paid to the MPWA are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
- ensures a detailed account of revenues and expenditures is presented to the Board as requested;
- ensures a statement of the financial position of the MPWA is prepared, audited or reviewed, and presented at the Annual General Meeting;
- presents a proposed annual budget for the coming year to the Board for adoption;
- is a member of the Executive Committee; and
- carries out other duties of the MPWA.

5.3.5 The Past-chairperson:

- carries out duties assigned by the Board.
- chairs the nominating committee.

5.4 Board Committees

5.4.1 Establishing Committees

The Board may appoint standing or ad-hoc committees (including working groups and project teams) to advise the Board.

5.4.2 General Procedures for Committees

5.4.2.1 Usually, a Board Member chairs each committee created by the Board.

5.4.2.2 The committee chairperson calls committee meetings. Each committee:

- records minutes of its meetings;
- distributes these minutes to the committee Members and to the registered office of the MPWA; and
- provides reports at each Board meeting.

5.4.2.3 Seven (7) days' notice is sent to each member of the committee via mail, e-mail, telephone or fax. The notice states the date, place and time of the committee meeting. Committee members may unanimously waive notice.

5.4.2.4 A simple majority of the committee members at a meeting is quorum.

5.4.2.5 Committees strive for consensus decision-making. Where consensus cannot be reached, each member of the committee, including the committee chairperson, has one (1) vote at the committee meeting. A tie vote means the motion is defeated.

5.4.2.6 A meeting of a Committee may be held using any method that allows real time participation. There is no voting by proxy.

5.4.2.7 Irregularities or errors done in good faith do not invalidate acts done by any meeting of a Committee.

5.5 Standing Committees

The Board establishes the Executive Committee and others as required.

5.5.1 The Executive Committee:

- (a) Consists of the Chairperson, Past-chairperson, Vice-chairperson, Secretary and Treasurer.
- (b) Is responsible for:
 - planning agendas for Board meetings;
 - carrying out emergency and unusual business between Board meetings;
 - reporting to the Board on actions taken between Board meetings; and
 - carrying out other duties as assigned by the Board.
- (c) May meet at times other than Board meetings.
The meetings are called by the Chairperson or on the request of any two (2) other Officers. They must request the Chairperson in writing to call a meeting and state the business of the meeting.

5.6 The Executive Director

5.6.1 The Board may hire an Executive Director to carry out assigned duties.

5.6.2 The Executive Director reports and is responsible to the Board, and acts as an advisor to the Board and to all Board Committees. The Executive Director does not vote at any meeting.

5.6.3 The Executive Director acts as the administrative officer of the Board in:

- attending Board and other meetings as required;
- hiring, supervising, evaluating and releasing all other paid staff;
- interpreting and applying the Board's policies;
- keeping the Board informed about the affairs of the MPWA;
- maintaining the MPWA's books;
- preparing budgets for Board approval;
- planning programs and services based on the Board's priorities; and
- carrying out other duties assigned by the Board

ARTICLE 6 – FINANCE AND OTHER MANAGEMENT MATTERS

6.1 The Registered Office

The Registered Office of the MPWA is located in Alberta. The exact office location may be established at the Annual General Meeting or by resolution of the Board.

6.2 Finance and Auditing

6.2.1 The fiscal year of the MPWA ends on March 31 of each year.

6.2.2 There must be an audit of the books, accounts and records of the MPWA at least once each year. The audited financial statements are presented at the Annual General Meeting.

6.2.3 The MPWA may retain an external auditor if needed or may be audited by two appointed members of the MPWA.

6.2.4 Each Director shall at all times have access to such books and records.

6.3 Seal of the MPWA

6.3.1 The Board may adopt a seal as the Seal of the MPWA.

6.3.2 The Secretary has control and custody of the seal, unless the Board decides otherwise.

6.4 Cheques and Contracts of the MPWA

6.4.1 The Board will designate five signing officers and any two of the five may sign cheques drawn on the monies of the MPWA. The Board may authorize the Executive Director to sign cheques for certain amounts and circumstances. The Executive Director may not sign their own paycheque or expense accounts.

6.4.2 All contracts of the MPWA must be signed by the Officers or other persons authorized to do so by resolution of the Board.

6.5 Keeping and Inspection of the Books and Records of the MPWA

6.5.1 The Board keeps and files all necessary books and records of the MPWA as required by these bylaws, the *Societies Act*, or any other statute or laws. These records are kept at the Registered Office of the MPWA.

6.5.2 A Member wishing to inspect the books or records of the MPWA must give reasonable notice to the Chairperson or the Secretary of their intention to do so.

6.5.3 Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the MPWA, during normal business hours.

- 6.5.4 Other records of the MPWA are also open for inspection, except for records that the Board designates as confidential.

6.6 Borrowing Powers

- 6.6.1 The MPWA may raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money. The MPWA will not borrow funds nor enter into a mortgage.

6.7 Payments

- 6.7.1 In general, no Member, Director, or Officer of the MPWA receives payment for services as a Member, Director or Officer. The Board of Directors can give special approval for payments to Members or Directors.
- 6.7.2 Reasonable expenses incurred while carrying out duties of the MPWA may be reimbursed upon Board approval.

6.8 Protection and Indemnity of Directors and Officers

- 6.8.1 Each Director or Officer holds office with protection from the MPWA. The MPWA indemnifies each Director or Officer against all costs or charges that result from any act done in their role for the MPWA. The MPWA does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- 6.8.2 No Director or Officer is liable for the acts of any other Director, Officer, member or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the MPWA. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in their role for the MPWA, unless the act is fraud, dishonesty or bad faith.
- 6.8.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the MPWA's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

6.9 Property and Funds

- 6.9.1 Title to the real property of the MPWA shall be vested in the MPWA except upon authorization by the Board of Directors at a duly constituted meeting.

ARTICLE 7 – AMENDING THE BYLAWS

7.1 Process and Effect

- 7.1.1 These bylaws may be cancelled, altered or added to by a Special Resolution of the MPWA.

- 7.1.2 The Thirty (30) days' notice of the Annual General or 15 for Special General Meeting of the MPWA must include details of the proposed resolution to change the bylaws.
- 7.1.3 The amended bylaws take effect after approval of the Special Resolution at the Annual General Meeting, or Special General Meeting and acceptance by the Corporate Registry of Alberta.

ARTICLE 8 – DISTRIBUTING ASSETS AND DISSOLVING THE MPWA

8.1 Payments and Distribution

- 8.1.1 The MPWA does not pay any dividends or distribute its property among its Members.
- 8.1.2 If the MPWA is dissolved, any funds or assets remaining after paying all debts will be distributed to one (1) or more charitable organizations. A committee will be formed comprised of the Chairperson, Treasurer, two (2) Directors, and two (2) Members-at-large to manage the disposition of assets and the dissolution of the MPWA. In no event, do any Members receive any assets of the MPWA.

Dated this 21st day of March, 2014.

Signature:	Address		
	City/Town	Province	Postal Code
Print Name:			

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WITNESS

Signature:	Address	Box 217	
	City/Town	Province	Postal Code
Print Name: Rhonda Clarke-Gauthier	McLennan	AB	T0H 2L0