



# Alberta Water & Wastewater Operators Association

## Bylaws

# TABLE OF CONTENTS

<b>ARTICLE 1 - PREAMBLE .....</b>	<b>1</b>
Section 1.1    The Association .....	1
Section 1.2    The Bylaws .....	1
<b>ARTICLE 2 - DEFINITIONS AND INTERPRETATION .....</b>	<b>1</b>
Section 2.1    Definitions .....	1
Section 2.2    Interpretation .....	2
<b>ARTICLE 3 - CORPORATE SEAL AND OFFICES .....</b>	<b>2</b>
Section 3.1    Corporate Seal .....	2
Section 3.2    Offices .....	3
<b>ARTICLE 4 - MEMBERSHIP.....</b>	<b>3</b>
Section 4.1    Categories .....	3
Section 4.2    Rights, Privileges and Obligations .....	3
Section 4.3    Termination .....	4
<b>ARTICLE 5 - BOARD OF DIRECTORS .....</b>	<b>4</b>
Section 5.1    Powers, Duties and Responsibilities.....	4
Section 5.2    Composition.....	5
Section 5.3    Term of Office .....	6
Section 5.4    Board Vacancies .....	6
Section 5.5    Meetings .....	6
Section 5.6    Special Meetings .....	7
Section 5.7    Quorum.....	7
Section 5.8    Voting Rights and Procedures.....	7
Section 5.9    Remuneration .....	8
Section 5.10   Removal.....	8
<b>ARTICLE 6 - NOMINATIONS AND ELECTIONS.....</b>	<b>8</b>
Section 6.1    Specific Rules.....	8
Section 6.2    Nomination and Election Process .....	8
<b>ARTICLE 7 - OFFICERS .....</b>	<b>8</b>
Section 7.1    Number of Officers.....	8
Section 7.2    Duties of Officers.....	9
Section 7.3    Term of Office .....	9
Section 7.4    Vacancies .....	9
Section 7.5    Removal of Officers.....	9
Section 7.6    Remuneration .....	10
<b>ARTICLE 8 - COMMITTEES .....</b>	<b>10</b>
Section 8.1    Composition, Terms and Powers .....	10
<b>ARTICLE 9 - MEMBER MEETINGS .....</b>	<b>10</b>
Section 9.1    Annual and Special General Meetings .....	10
Section 9.2    Notice .....	11
Section 9.3    Quorum.....	11
Section 9.4    Order of Business .....	11
Section 9.5    Voting .....	11
<b>ARTICLE 10 - FINANCE.....</b>	<b>12</b>
Section 10.1   Financial Year.....	12
Section 10.2   Signing Authority.....	12
<b>ARTICLE 11 - INDEMNIFICATION.....</b>	<b>12</b>
<b>ARTICLE 12 - AUDITORS .....</b>	<b>13</b>
Section 12.1   Appointment .....	13
Section 12.2   Eligibility .....	13
Section 12.3   Term of Office .....	13
Section 12.4   Remuneration .....	13
<b>ARTICLE 13 - DISSOLUTION .....</b>	<b>13</b>
Section 13.1   Dissolution of the Association.....	13
<b>ARTICLE 14 - BYLAW AMENDMENTS .....</b>	<b>14</b>
Section 14.1   Amendment of Bylaws.....	14

## Article 1 - Preamble

### Section 1.1 The Association

1.1.1 The name of the association is the Alberta Water and Wastewater Operators Association, which may also be known or referred to as AWWOA.

### Section 1.2 The Bylaws

1.2.1 The following articles set forth the Bylaws of the Alberta Water and Wastewater Operators Association.

## Article 2 - Definitions and Interpretation

### Section 2.1 Definitions

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 “Association” means the Alberta Water and Wastewater Operators Association.

2.1.3 “Bylaws” means the Bylaws of this Association as amended.

2.1.4 “Executive Board” means the Board of Directors of this Association.

2.1.5 “Director” means any person elected or appointed to the Executive Board in accordance with these Bylaws.

2.1.6 “Member Meeting” refers to an annual or special general meeting of the membership of the Association.

2.1.7 “Public Facility” means non-municipal facilities that provide treatment for potable water or treat domestic wastewater that are required to have an approval or registration from Alberta Environment.

2.1.8 “Special Resolution” means

(a) a resolution passed

i) at a Member Meeting of which not less than 21 days’ notice specifying the intention to propose the resolution has been duly given, and

ii) by the vote of not less than 75% of those Voting Members in attendance at the Member Meeting,

- (b) a resolution proposed and passed as a Special Resolution at a Member Meeting of which less than 21 days' notice has been given, if all Voting Members so agree, or
  - (c) a resolution consented to in writing by all Voting Members.
- 2.1.9 "Voting Member" means a Member eligible to attend and vote at a Member Meeting, and whose member dues are paid in full for the current year, which extends from the Annual General Meeting to one day prior to the next Annual General Meeting. All memberships must be processed 45 days prior to the Annual General Meeting for the member to be eligible to vote at the Annual General meeting.
- 2.1.10 "WCW" means the Western Canada Water Association.
- 2.1.11 "Industry Representative" means a non-voting, non-elected water and wastewater industry representative who provides updates and information from their respective areas to the Association's Board of Directors. Industry Representatives may apply in writing to the Association in order to be considered for placement on the agenda for a future Board of Director's meeting.
- 2.1.12 "Certified Operator" means an Alberta Environment operator as per the requirements of the Provincial certification program.

## **Section 2.2 Interpretation**

- 2.2.1 If any doubt shall arise as to the construction or interpretation of any provision of the Bylaws, the decision of the Executive Board shall be binding on all members of the Association.
- 2.2.2 In these Bylaws and in all other Bylaws of the Association hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

## **Article 3 - Corporate Seal and Offices**

### **Section 3.1 Corporate Seal**

- 3.1.1 The corporate seal shall be used only by the Officers of the Association.
- 3.1.2 The custody of the seal shall be entrusted to the Executive Director or another Officer whom the Executive Board may designate.

## **Section 3.2 Offices**

- 3.2.1 The registered office of the Association shall be located in the Province of Alberta at such location as set by the Executive Board.
- 3.2.2 The business of the Association may from time to time be carried on in other places as the Executive Board may by resolution deem expedient.

# **Article 4 - Membership**

## **Section 4.1 Categories**

- 4.1.1 Membership shall include:
- (a) Full Members: Any person interested in water treatment, wastewater treatment, water distribution or wastewater collection may apply to become a Full Member.
  - (b) Honorary Life Members are those members recognized by the Association in accordance with criteria established and published by the Executive Board.
- 4.1.2 The Executive Board may establish rules for the membership application and approval process.

## **Section 4.2 Rights, Privileges and Obligations**

- 4.2.1 All members of the Association, whose membership dues are paid in full, are entitled to vote at Member Meetings.
- 4.2.2 Members of the Association, who are Certified Operators, may be nominated for and hold elective office.
- 4.2.3 Honorary Life Members are only eligible to be nominated for and elected to the single seat on the Board reserved for Honorary Life Members.
- 4.2.4 Honorary Life Members do not pay membership fees.
- 4.2.5 A Member in good standing is one whose dues are paid in full.
- 4.2.6 Members have the right to inspect the books and records of the Association, at the registered office of the Association, provided that thirty (30) days written notice is received by the Chair stating the purpose of the inspection.

### **Section 4.3 Termination**

- 4.3.1 A person shall cease to be a member of the Association
- a) on his or her death,
  - b) upon voluntary withdrawal from the Association by submitting a request in writing to the AWWOA Executive Director,
  - c) if expelled for non-payment of membership fees,
  - d) if that person no longer qualifies for membership in accordance with these Bylaws, or
  - e) if expelled by a Special Majority vote at a Member Meeting called for that purpose.
- 4.3.2 The termination of membership is effective on the date the member's name is removed from membership.

## **Article 5 - Board of Directors**

### **Section 5.1 Powers, Duties and Responsibilities**

- 5.1.1 The affairs of the Association shall be governed by the Executive Board, which shall supervise, control and direct all its activities.
- 5.1.2 The Executive Board shall actively pursue the mission and goals of the Association and may adopt such policies for the conduct of its business as may be deemed advisable.
- 5.1.3 The Executive Board, when acting together in the capacity as the Executive Board, may exercise all the powers and do all the acts and things that the Association may exercise and do and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in general meeting, subject nevertheless to all laws affecting the Association and these Bylaws.
- 5.1.4 The Executive Board may hire, supervise, guide, assess and dismiss the Executive Director of the Association, and determine his or her remuneration.
- 5.1.5 Subject to these Bylaws, the Board is hereby authorized, from time to time to borrow money upon the credit of the Association, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board in its discretion may deem expedient; and to limit or increase the amount to be borrowed.
- 5.1.6 The Voting Members may, by special resolution of the members, at a Member Meeting called for that purpose;

- a) Authorize the Executive Board to issue or cause to be issued bonds, debentures or other securities of the Association and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Executive Board;
- b) Secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Association, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Association, and the undertaking and rights of the Association.

5.1.7 The Executive Board may delegate to any committee or Officer any or all powers, duties, and authority of the Executive Board, which may lawfully be granted.

## **Section 5.2 Composition**

5.2.1 Thirteen (13) Directors, who are Full Members of the Association, including a minimum of:

- a) Two (2) elected Directors from municipalities over 150,000 population.
- b) Two (2) elected Directors from communities over 25,000 and at or under 150,000 population.
- c) Three (3) elected Directors from communities over 5,000 and at or under 25,000 population.
- d) Three (3) elected Directors from communities at or under 5,000 populations.
- e) One (1) elected Director who shall be the Alberta Provincial Director appointee to the Western Canada Water Board of Directors.
- f) One (1) elected Director from Public Facilities.
- g) One (1) elected Director who is a Life or Honorary Life Member.

5.2.2 The Chair who shall be an ex officio Director.

5.2.3 The Past Chair who shall be an ex officio Director.

5.2.4 One (1) non-voting and non-elected Industry Representative, who may or may not be a member appointed by the Alberta Government.

5.2.5 One (1) non-voting and non-elected Industry Representative, who may or may not be a member appointed by a post-secondary institution which provides water and wastewater curriculum.

5.2.6 One (1) non-voting and non-elected Industry Representative, who may or may not be a member appointed by Municipal Service Suppliers Association.

5.2.7 The elected Directors must be members in good standing, reside in the Province of Alberta, and elected by the Voting Members in accordance with these Bylaws.

### **Section 5.3 Term of Office**

5.3.1 All Directors shall be elected or appointed to staggered 2-year terms, except for the Alberta Provincial Director who shall be elected to a 3-year term.

5.3.2 Notwithstanding the provisions in this Section, one-year terms may be used to deal with vacancies.

5.3.3 Directors shall take office immediately following the annual general meeting at which they were elected or appointed.

5.3.4 Elected Directors can only serve three (3) consecutive terms, and are then ineligible to be re-nominated for one election year. They are then eligible for as many as three (3) more consecutive terms as Director. The Past Chair's one (1) year ex officio term on the Board shall be considered as a year of election ineligibility.

5.3.5 Directors who miss more than three (3) Executive Board meetings during a term will not be eligible to stand for re-election unless approved by the Officers.

### **Section 5.4 Board Vacancies**

5.4.1 Any vacancy on the Executive Board of an elected Director shall remain vacant until the next annual general meeting unless the Executive Board determines that a by-election is required.

5.4.2 Any vacancy on the Board of an appointed Director may be filled by an appointment in accordance with these Bylaws.

### **Section 5.5 Meetings**

5.5.1 The Executive Board shall meet at such times and places and using whatever communication methods as the Chair may designate, providing such methods are acceptable to a majority of Directors eligible to vote.

5.5.2 Any or all members of the Executive Board or committees of the Executive Board may participate by telephone or other communications 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.

5.5.3 Directors shall be given reasonable notice of meetings of the Executive Board, and such



notice may be provided by electronic means.

- 5.5.4 No error or omission in giving notice of any meeting of the Executive Board or any adjourned meeting of the Executive Board shall invalidate such meeting, or make void any proceedings taken thereat, and any Director may at any time waive notice of any such meeting, and may ratify, approve and confirm any or all proceedings taken or had thereat.
- 5.5.5 All meetings of the Executive Board shall be chaired by the Chair. In the absence of the Chair, the Vice Chair shall chair the meeting. In the absence of both the Chair and Vice Chair, the Executive Board may appoint another Director to chair the meeting.
- 5.5.6 The Chair or their designee shall be responsible for the recording of meeting minutes, which shall be retained at the registered office of the Association.

## **Section 5.6 Special Meetings**

- 5.6.1 The Chair shall call a special meeting of the Executive Board at any time and place specified in a written demand by a majority of the members of the Executive Board. The business to be transacted at such special meetings shall be stated in the notice thereof, and no other business may be considered at that meeting.

## **Section 5.7 Quorum**

- 5.7.1 At any meeting of the Executive Board, a quorum shall consist of a 50% of those entitled to be present and vote.
- 5.7.2 Directors who declare a conflict of interest shall nonetheless be counted in determining a quorum.
- 5.7.3 If the number of Directors present at an Executive Board meeting falls below the number required for a quorum, there can be no further valid transaction of business until a quorum is again present.

## **Section 5.8 Voting Rights and Procedures**

- 5.8.1 Only Directors eligible to vote and present at any meeting of the Executive Board may vote.
- 5.8.2 In the case of an equality of votes, the motion shall be defeated.
- 5.8.3 Proxies are not accepted at meetings of the Executive Board.

**Section 5.9 Remuneration**

- 5.9.1 Directors shall receive no remuneration for duties performed on behalf of the Association.
- 5.9.2 Directors and Industry Representatives may be reimbursed for reasonable expenses incurred while performing such duties.
- 5.9.3 Nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation therefor.

**Section 5.10 Removal**

- 5.10.1 A Director may be removed from the Executive Board by a unanimous vote of the other Directors.
- 5.10.2 Any Director may be removed by a Special Resolution at a Member Meeting called for that purpose.
- 5.10.3 Any appointed Director may be removed through the appointment of a successor in accordance with these Bylaws.

**Article 6 - Nominations and Elections****Section 6.1 Specific Rules**

- 6.1.1 All Voting Members will be provided with a ballot for the election of Directors.
- 6.1.2 The ballots for the election of Directors must be cast, in the specified manner, prior to 12:00 noon on the day of the annual general meeting.

**Section 6.2 Nomination and Election Process**

- 6.2.1 The Executive Board shall determine the nomination and election processes for Directors, other than those specified in these Bylaws.

**Article 7 - Officers****Section 7.1 Number of Officers**

7.1.1 The Officers of the Association shall be the Chair, the Vice-Chair, the Chair of the Finance Committee, the Past Chair and the Executive Director who shall be an ex officio non-voting Officer.

## **Section 7.2 Duties of Officers**

- 7.2.1 The duties of the Officers shall be such as their titles by general usage would indicate, as may be required by law, noting:
- a) The Chair will call and chair the meetings of the Executive Board and will implement policies governing the Executive Board.
  - b) The Chair shall chair all Member Meetings.
  - c) In the event of the Chair's absence, disability, or refusal to act, the Vice Chair shall chair the meetings.
  - d) The Chair of the Finance Committee will assist in the preparation of the annual budget and make financial information available to the Executive Board.
  - e) The Officers will perform those duties as assigned by the Executive Board from time to time.

## **Section 7.3 Term of Office**

- 7.3.1 The Officers shall remain in office until the election or appointment of their successors, with the exception of the Executive Director whose term, by resolution of the Board, shall be subject to terms and conditions of employment.
- 7.3.2 At the first Executive Board meeting following the annual general meeting, the Executive Board shall elect a Director to serve as Vice Chair for a one (1) year term.
- 7.3.3 At the first Executive Board meeting following the annual general meeting, the Executive Board shall elect a Director to serve as Finance Committee Chair for a one (1) year term.
- 7.3.4 The office of Chair in any year shall be filled by the Vice Chair of the preceding year.
- 7.3.5 At the conclusion of his or her term, the Chair shall assume the office of Past Chair.

## **Section 7.4 Vacancies**

- 7.4.1 If any office becomes vacant, that office shall be filled by election from within and by the Executive Board.

## **Section 7.5 Removal of Officers**

7.5.1 The Executive Board may, through a majority vote, remove any Officer who is not fulfilling his or her duties.

### **Section 7.6 Remuneration**

7.6.1 Officers, other than Executive Director, shall receive no remuneration for duties performed on behalf of the Association, with the exception of the Executive Director whose remuneration shall be established by the Executive Board.

7.6.2 Officers may be reimbursed for reasonable expenses incurred while performing such duties.

## **Article 8 - Committees**

### **Section 8.1 Composition, Terms and Powers**

8.1.1 The Executive Board may by resolution appoint committees to carry out any designated duties, and delegate to a committee such duties and powers as it deems to be in the interests of the Association.

8.1.2 The Executive Board shall set such committee's composition, mandate, power and term.

8.1.3 No member of a committee shall receive remuneration for duties performed on behalf of the Association but may be reimbursed for reasonable expenses incurred while performing such duties with the approval of the Executive Board. Nothing herein contained shall be construed to preclude any committee member from serving the Association in any other capacity and receiving compensation therefor.

8.1.4 Any member of a committee may be removed by a majority vote of the Executive Board.

## **Article 9 - Member Meetings**

### **Section 9.1 Annual and Special General Meetings**

9.1.1 The annual general meeting, held once within each calendar year, shall be held in conjunction with the Annual Alberta Operators' Seminar, or at such other place and on such date as designated by the Executive Board. This is the only general meeting of the members of the Association.

9.1.2 Special general meetings of the Association may be held upon the call of the Executive Board at such times and places as it may designate, including in conjunction with the

Annual Convention of the Western Canada Water and Wastewater Association.

- 9.1.3 The Chair shall call a special general meeting upon the written request of at least 5% of the Voting Members within 90 days after the filing of such a request with the Executive Director. The business to be transacted at such special general meetings shall be stated in the notice thereof, and no other business may be considered at those meetings.
- 9.1.4 The Chair or their designee shall be responsible for the recording of the Annual and Special General Meeting minutes.
- 9.1.5 The Annual and Special General Meeting minutes shall be retained at the registered office of the Association.

## **Section 9.2 Notice**

- 9.2.1 At least 30 days' notice of annual or special general meetings shall be given in writing and/or by electronic means.

## **Section 9.3 Quorum**

- 9.3.1 At any Member Meeting, 20 Voting Members present in person or by proxy, as verified by the Executive Director, shall constitute a quorum. Should the number of Voting Members present in person or by proxy at a Member Meeting fall below the number required for a quorum, there can be no further valid transaction of business until a quorum is again present.

## **Section 9.4 Order of Business**

- 9.4.1 The official business to be conducted at the annual general meeting shall include:
- a) Reporting of results for the election of Directors
  - b) Ratification of any proposed amendments to the Bylaws
  - c) Appointment of auditor
  - d) Presentation of annual audited financial statements
- 9.4.2 All matters of procedure not specifically provided for by these Bylaws shall be governed by the latest published edition of Robert's Rules of Order.

## **Section 9.5 Voting**

- 9.5.1 Each Voting Member present or by proxy verified by the Chair or their designee, shall have one vote at Member Meetings.

- 9.5.2 Except where a Special Resolution is required, a majority of those Voting Members present in person shall be competent to do and perform all acts that are or shall be directed to be done at any such meeting. In the event of a tie, a motion shall be lost.

## **Article 10 - Finance**

### **Section 10.1 Financial Year**

- 10.1.1 Unless otherwise ordered by the Executive Board, the fiscal year of the Association shall be August 1 to July 31.

### **Section 10.2 Signing Authority**

- 10.2.1 All transactions on behalf of the Association shall be managed and signed by Officers, Directors, employees, or agents of the Association in such manner as shall be determined by resolution of the Executive Board.

## **Article 11 - Indemnification**

- 11.1.1 All Directors and Officers of the Association and their heirs, executors, administrators, assigns and estate shall, from time to time, and at all times, be indemnified and saved harmless, out of the funds of the Association, from and against:
- a) All costs, charges and expenses whatsoever that Directors or Officers sustain or incur in or about any action, suit or proceeding which is brought, commenced or prosecuted against them, for or in respect of any act, deed, matter or thing howsoever made, done or permitted by them in or about the execution, in good faith, of the duties of their offices or in respect of any such liability; and,
  - b) All other costs, charges and expenses that they may sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.
- 11.1.2 The Association shall carry such sufficient indemnification insurance as is currently available and can be reasonably afforded by the Association.
- 11.1.3 No Director or Officer of the Association shall be liable for the acts, receipts, neglects, or defaults of any other Director, Officer, or employee, or for joining in any receipt, act for conformity, or for loss, damage, or expense happening to the Association through the insufficiency of title to any property acquired by the Association, or for, or on behalf of, the Association, or for the insufficiency or deficiency of any security in or upon which any moneys of, or belonging to, the Association shall be placed out or invested, or for any

loss or damage arising from bankruptcy, insolvency, or tortuous act of any person, firm, or corporation deposited or for any other loss, damage or misfortune whatever which may happen in the execution of his/her respective office or trust, or in relation thereto, unless the same shall happen by or through his/her own wilful act or through his/her own wilful neglect or default.

## **Article 12 - Auditors**

### **Section 12.1 Appointment**

12.1.1 The Voting Members shall, at each annual general meeting, appoint an auditor to audit the accounts and annual financial statements of the Association for report to the Voting Members at the next annual general meeting.

### **Section 12.2 Eligibility**

12.2.1 To be eligible for appointment, the auditor must be licensed or authorized in Alberta to render an opinion on the financial statements.

### **Section 12.3 Term of Office**

12.3.1 The auditor shall hold office until the next annual general meeting provided that the Executive Board may fill any casual vacancy in the office of the auditor.

### **Section 12.4 Remuneration**

12.4.1 The remuneration of the auditor shall be fixed by the Executive Board.

## **Article 13 - Dissolution**

### **Section 13.1 Dissolution of the Association**

13.1.1 In the event that the Association is dissolved, and after payment of all indebtedness of the Association, the remaining funds, investments, and other assets shall be distributed to one or more organizations in Canada carrying on similar activities in Alberta.

13.1.2 No part of the income or capital of the Association shall be payable to or otherwise made available for the personal benefit of any of its members.

## **Article 14 - Bylaw Amendments**

### **Section 14.1 Amendment of Bylaws**

14.1.1 These Bylaws may be rescinded, altered or added to by way of Special Resolution.

14.1.2 Amended Bylaws do not take effect until registered in accordance with the Act.