

ASSOCIATION OF SASKATCHEWAN URBAN PARKS
AND CONSERVATION AGENCIES INC.

CONSTITUTION AND BYLAWS

INTRODUCTION

PREAMBLE

Association of Saskatchewan Urban Parks and Conservation Agencies started informally on August 25, 1988 as a cooperative effort among representatives of four urban parks located in Moose Jaw, Regina, Saskatoon and Swift Current. The Association was expanded on December 5, 1990 to include the Battleford River Valley in North Battleford and on January 23, 1991 to include Tatagwa Parkway in Weyburn. *On June 28, 2001 Prince Albert – Pehônan Parkway – was included.*

The association was incorporated under the Saskatchewan Non-Profit Corporations Act on the 17th day of September 1990 as Association of Saskatchewan Urban Parks and Conservation Agencies Inc.

INTERPRETATION

In the constitution and bylaws:

- a) "ASSOCIATION" means Association of Urban Parks and Conservation Agencies Inc.
- b) "DIRECTOR" means an individual appointed/designated by a member to represent its interests in the association.
- c) "EXECUTIVE" means all of the officers of the association and the chairs of standing committees.

- d) "MEMBER" means an agency meeting the qualifications for membership as defined in the Constitution.
- e) "OFFICER" means a director who is elected to a designated office of the association.
- f) "REPRESENTATIVE" means an individual appointed/designated by a member to represent its interests or assist in the operation of the association but is not a director or an officer.
- g) Any word or expression used but not defined has, unless the context otherwise requires, the same meaning as in the common usage.

ASSOCIATION OF SASKATCHEWAN URBAN PARKS
AND CONSERVATION AGENCIES INC.

CONSTITUTION

ARTICLE I	NAME AND ORGANIZATION
Section 1	The name of this association shall be Association of Saskatchewan Urban Parks and Conservation Agencies Inc.
Section 2	The association is organized and operated by the directors and composed of members.
ARTICLE II	OBJECTIVES
Section 1	The objective of the association is to enhance the ability of members to establish their identity and achieve and fulfill their purposes. Without restriction those purposes include the provision of facilities and services related to culture, conservation, recreation, education and the environment in Saskatchewan's urban parks.
Section 2	The activities of the association are restricted to those which are conducive to the attainment of this objective.
ARTICLE III	MEMBER – QUALIFICATION FOR ADMISSION
Section 1	Membership is restricted to agencies who meet <u>all</u> of the following qualifications: a) Located in an urban centre in Saskatchewan. b) Administer tracts of public or private land: a. For which a Master Plan exists b. Which have a water body abutting or passing through them.
Section 2	Agencies applying for admission to the association shall provide evidence of qualification. Acceptance to membership shall be at the sole discretion and with the unanimous consent of the members.

Section 3 Each member is entitled to appoint/designate up to two persons who shall serve as directors of the association. Representatives may be appointed by each member.

ARTICLE IV DIRECTORS AND ANNUAL MEETING

Section 1 The directors shall elect from among themselves the following officers:
a) a president;
b) a vice-president;
c) a treasurer;
d) a secretary;
all of whom shall represent members who are in good standing in the association.

Section 2 An annual meeting of members shall be held each year in the month of November at a time and place to be fixed thirty (30) days in advance by the directors.

ARTICLE V ELECTION OF DIRECTORS AND OFFICERS

Section 1 The directors shall be declared and the officers shall be elected at the annual meeting of the association.

Section 2 Each officer elected in accordance with Section 1 above shall hold office until the end of the annual meeting following their election.

ARTICLE VI AMENDMENTS

Section 1 Members may, through their directors, amend or repeal the constitution by resolution at the annual meeting. This resolution must have the unanimous consent of the members. Regardless of the number of directors appointed by a member, each member will only have one vote. Proposed amendments to the constitution shall be embodied in the call for the next annual meeting. Proxy votes will be opened at the annual meeting.

ASSOCIATION OF SASKATCHEWAN URBAN PARKS
AND CONSERVATION AGENCIES INC.

BYLAWS

WHEREAS the association is incorporated under the Saskatchewan Non-Profit Corporation Act;

AND WHEREAS the association is empowered under the Act to make bylaws;

THEREFORE, the association makes bylaws as follows:

ARTICLE I

MEMBERSHIP

Section 1

Membership fees payable to the association shall be prescribed by resolution of the association.

Section 2

Any agency which is qualified for admission to membership may upon payment of the prescribed fee, be admitted to membership by resolution of the association.

Section 3

Upon termination of membership for cause or otherwise, a member is not entitled to any refund of membership fees paid.

ARTICLE II

OFFICER'S DUTIES

Section 1

President

It shall be the duty of the president to preside at all meetings and to see that the provisions of the constitution and the bylaws are carried out.

The president shall call all meetings of the executive when deemed necessary or when requested to do so by the executive or upon written request of at least one quarter of the members.

Section 2

Vice-President

In the absence of the president, the vice president shall carry out the provisions of Section 1 of Article II.

Section 3

Secretary

All resolutions and proceedings of meetings shall be recorded in the minute books of the association whether it be an annual meeting, regular meeting or a meeting of the executive. The secretary shall conduct all correspondence and bring same to the attention of the membership at a regular meeting. The secretary shall issue all notices of meetings together with an agenda at the call of the president, vice-president or executive. The secretary shall keep a register of all members, directors and officers showing date of membership in the association. The secretary shall present the minutes of the previous meeting and see they are signed by the president or presiding officer. The secretary shall be responsible for the safekeeping of all records in his/her care and shall present same to the auditor upon request.

Section 4

Treasurer

The treasurer shall keep a complete set of records and record all collections and payments as transacted. All payments up to \$1,000 made by the association shall be by cheque signed by the treasurer.

Payments of \$1,000 or more shall be made by cheques signed by the treasurer and any one of the following: president or vice-president.

The treasurer shall prepare and submit all funding applications and follow-up reports to all funding agencies.

The treasurer shall apply for any rebates, including G.S.T.

The treasurer shall produce all records when so requested by the president or executive. The treasurer shall deposit as often as the executive may direct in the current bank account of the association all monies collected.

The treasurer shall be responsible for the safekeeping of all records in his/her care.

Section 5

The Executive

Its duty shall be to carry out the intent of the constitution and all bylaws included and attached to same. It shall meet when required, but as often as it may direct.

It shall keep a complete record of its proceeding in a special minute book for the purpose.

It shall make a report to the annual meeting of the activities of the association.

An annual budget setting forth details of the estimated revenues and expenditures of the association for the fiscal year shall be prepared and submitted to the directors by July 31st.

The executive shall appoint a returning officer at least 15 days prior to the annual meeting, but no one who is a candidate for election shall be so appointed.

Section 6

Committees

The executive shall have the power to appoint standing committees.

The president or, in the absence of the president, the vice-president shall be ex officio a member of all committees.

ARTICLE III

MEETINGS OF THE ASSOCIATION

Section 1

Regular Meetings

Regular meetings of the association will be at a time and place established by the directors and at least three regular meetings shall be held between annual meetings.

- Section 10 The conduct of meetings shall be governed by the latest revised edition of “Roberts Rules of Order”.
- ARTICLE IV DIRECTORS
- Section 1 The directors may, by ordinary resolution, at a regular meeting called for the purpose, remove any officer or officers from office.
- Section 2 The directors during a regular meeting may fill any vacancy among the officers by appointment for the unexpired term of the officer being replaced.
- Section 3 The directors shall manage the activities and affairs of the association.
- Section 4 Every director of the association shall act honestly and in good faith with a view to the best interests of the association and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- ARTICLE V COMMITTEES
- Section 1 The directors may provide for special committees and may assign duties to them.
- Section 2 The committee chairman shall be appointed from among the directors by the president but every appointment shall be subject to confirmation by the directors.
- Section 3 The personnel constituting each committee shall be appointed from among the directors or representatives or by its chairman.
- Section 4 The number of members on a committee shall be determined by the chairman of the committee but all appointments shall be subject to confirmation by the directors.
- Section 5 Committee members may meet, adjourn and otherwise regulate their meetings as they may determine.

ARTICLE VI

FINANCIAL DISCLOSURE

Section 1

The directors shall place before the members at every annual meeting:

- a) financial statements for the year ended;
- b) the report of the auditor; and
- c) any further information respecting the financial affairs of the association.

Section 2

The members shall approve the financial statements and shall evidence their approval by the signature of two directors representing two members.

Section 3

No financial statement shall be released or circulated unless it has been approved by the directors and is accompanied by the report of the auditor.

Section 4

The association shall supply to each member financial statements and the report of the author.

Section 5

The association shall send a copy of its financial statements and report of the auditor to the Director, Corporations Branch, at least 15 days before the annual meeting.

ARTICLE VII

FUNDS

Section 1

All funds of the association shall be deposited in one or more accounts in the name of the association at a chartered bank, trust company or credit union, designated by the directors.

Section 2

All cheques, promissory notes, bills of exchange or other negotiable instruments shall be executed in the name of the association and signed in accordance with resolutions passed by the directors for that purpose.

ARTICLE VIII

REMUNERATION

Section 1

No remuneration shall be paid to the representatives, directors or officers other than compensation for travel and sustenance while on association business at rates approved by the members in regular meetings.

ARTICLE IX

LIQUIDATION AND DISSOLUTION

Section 1

The remaining property of the association shall, in the course of liquidation and dissolution, be distributed in accordance with the articles of the association.

Section 2

The articles provide that the remaining property of the association shall, in the course of liquidation and dissolution, be transferred to the members.

ARTICLE X

AMENDMENT OF BYLAWS

Section 1

The directors may, by resolution, amend, repeal or make any bylaws that regulate the activities and affairs of the association.

Section 2

The directors shall submit any bylaws or any amendment or repeal thereof to the next regular meeting and the members acting through their directors may, by ordinary resolution, confirm, reject, or amend the bylaws, amendment or repeal.

Section 3

Except in the case of first bylaws made by the members, every bylaw, amendment or repeal thereof shall state an effective date which shall not be more than 30 days from the day on which the bylaw amendment or repeal is made.

Section 4

Every bylaw and every amendment or repeal thereof shall be distributed to the membership before its effective date.

Effective Date:

November 21, 2001