

**Redberry Lake Biosphere Reserve Association Inc.
Bylaws**

PREAMBLE

1. This bylaw, as amended from time to time, is intended to be the bylaws of the Corporation.

DEFINITIONS AND INTERPRETATION

2. In these and all other bylaws of the Corporation, unless otherwise specified or the context otherwise requires,
 - 2.1. "Act" means the Non-Profit Corporations Act, 1995, as amended or replaced from time to time, and in the case of such amendment, any references in the bylaws of the Corporation shall be read as referring to the amended provisions.
 - 2.2. "Board" means the Board of Directors of the Redberry Lake Biosphere Reserve Association Inc.
 - 2.3. "Corporation" means the Redberry Lake Biosphere Reserve Association Inc., a non-share, non-profit Corporation.
 - 2.4. "Immediate family" means parent, spouse, son or daughter, son-in-law or daughter-in-law, and brother or sister.
 - 2.5. "Member" means a Regular or Associate member of the Corporation confirmed in accordance with the bylaw.
3. In this bylaw and subsequent bylaws of the Corporation, unless the context otherwise requires, words of the singular 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.

HEAD OFFICE

4. Until changed in accordance with the Act, the Head Office of the Redberry Lake Biosphere Reserve Association Inc. shall be in the town of Hafford, in the Province of Saskatchewan.

MEMBERSHIP

5. Membership in the Corporation shall be available to persons interested in furthering the objectives of the Corporation and whose application for admission as a member has received the approval of the Board.
6. The membership of the Corporation shall consist of Regular members and Associate members.
 - 6.1. A Regular member is entitled to all privileges of membership including the right to vote at meetings of members.

- 6.2. An Associate member is entitled to all privileges of membership except the right to vote at meetings of members and the right to be elected as a director.
7. There shall be no membership fees or dues unless otherwise directed by the Board.
8. Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the Secretary of the Corporation.
9. Any member may be required to resign by a vote of three-quarters (3/4) of the members at an annual meeting.

MEETINGS OF MEMBERS

10. The annual meeting of the Corporation shall be held within fifteen (15) months of the last preceding annual meeting at such date, time and place as determined by the Board for the purpose of:
 - a) Considering and approving the minutes of the previous annual meeting and any special general meeting that may have been held since the last annual meeting;
 - b) Receiving and considering financial statements for the preceding fiscal year;
 - c) Receiving and considering such other reports and statements as are required by the Corporations Act;
 - d) Appointing auditors for the next fiscal year;
 - e) Transacting any other business properly brought before the meeting.
11. The Board shall call a special general meeting of members at the request of the Board or upon receiving a written request signed by thirty (30) percent of the members and stipulating the purpose of such meeting. Such meeting shall be scheduled within thirty (30) days of receipt of the request at a date, time and place as determined by the Board.
12. Notice for any meeting of members shall be given at least fifteen (15) days in advance of the date of the meeting and shall include the date, time, place, agenda and general nature of business to be transacted. Only business on the agenda or related thereto shall be transacted at such meeting unless:
 - a) A notice of motion to place an item on the agenda shall have been delivered to the Secretary at least ten (10) days prior to such meeting;
 - b) Subject to the Corporations Act, the notice provision is waived by a majority vote of those present and entitled to vote at such meeting.
13. Quorum for members meetings shall be the majority of voting members in good standing.

BOARD OF DIRECTORS

14. The property and business of the Corporation shall be managed by a Board of Directors, comprised of a minimum of seven (7) and maximum of ten (10) Directors. The number of Directors shall be determined from time to time by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of the majority of the members at a meeting duly called for the purpose of determining the number of Directors to be appointed to the Board. Directors must be individuals, 18 years of age or older, with power under law to contract. Directors must be members in good standing.
15. The applicants for incorporation shall become the first Directors of the Corporation whose term of office on the Board of Directors shall continue until their successors are elected.
16. The office of Director shall be automatically vacated:
 - a) If at a special general meeting of members, a resolution is passed by the members present at the meeting that he be removed from office;
 - b) If a Director has resigned his office by delivering a written resignation to the secretary of the Corporation;
 - c) If he is found by a court to be of unsound mind;
 - d) If he becomes bankrupt or suspends payment or compounds with his creditors;
 - e) On death.
17. The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his position. Directors may receive reasonable compensation for expenses incurred by them in the normal course of their duties.
18. A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.

POWERS OF DIRECTORS

19. The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.
20. The Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution sanctioned by a majority of the votes cast at a special general meeting to an officer or officers of the Corporation the right to employ and pay salaries to employees.

21. The Board of Directors is hereby authorized, from time to time

- a) to borrow money upon the credit of the Corporation, 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 of Directors in its discretion may deem expedient;
- b) to limit or increase the amount to be borrowed;
- c) to issue or cause to be issued bonds, debentures or other securities of the Corporation 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 Board of Directors;
- d) to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

22. The Board of Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the mission of the Corporation.

POWERS OF INDIVIDUAL DIRECTORS

23. No individual Director shall have any authority to act on behalf of the Board with respect to agents or employees of the Corporation except as provided in this bylaw or by resolution of the Board. No individual Director shall have any authority to act on behalf of the Corporation with respect to the transaction of the affairs of the Corporation except as provided in this bylaw or by resolution of the Board.

DIRECTORS' MEETINGS

24. Every Director shall be given, by letter, telephone or otherwise, at least 7 days notice of every meeting of Directors.

25. Meetings of the Board of Directors may be held at such time and place as the Board may from time to time determine. The Board shall meet 4 times each year. The Board may use teleconferencing as an alternative to meetings in person but, in no instance, shall it meet in person less than three times a year.

26. A majority of Directors in office, but no less than three Directors, shall constitute quorum for meetings of the Board of Directors. Any meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the bylaws of the Corporation.

ERRORS OR OMISSIONS IN NOTICE

27. An accidental error or omission in giving notice of any meeting required by this bylaw or the non-receipt of such notice by any Director or by the auditor or any error in any notice not affecting its substance shall not invalidate such meeting or void the proceedings and decisions of that meeting. Any Director, member or the auditor of the Corporation may waive notice of any such meeting and may ratify and approve of any or all proceedings taken at such meeting.

CONFLICT OF INTEREST

28. Where a Director, either on his behalf or while acting for, by, with or through another, has any pecuniary or personal interest, direct or indirect, in any matter, or otherwise has a conflict of interest, as a Director, he:

- a) Shall disclose his interest fully at a meeting of the Directors in the manner prescribed by the Non Profit Corporations Act;
- b) Shall disclose his interest and the general nature thereof prior to any consideration of the matter in the meeting;
- c) Shall not take part in the discussion of or vote on any question in respect of the matter; and,
- d) Shall not in any way whether before, after or during the meeting to influence the voting on any such question.

The pecuniary or personal interest, direct or indirect, of an immediate family member shall, if known to the Director, be deemed to be also the pecuniary interest of the Director.

Every declaration of interest and the general nature thereof shall be recorded in the minutes of the meeting.

INDEMNITIES TO DIRECTORS AND OTHERS

29. Every Director or officer of the Corporation and his executors, administrators and estate shall be indemnified and saved harmless, out of the funds of the Corporation, from and against:

- a) All costs, charges and expenses whatsoever that the Director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution, in good faith, of the duties of his office or in respect of any such liability;
- b) All other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

OFFICERS

30. The Board of directors shall elect the positions of chair, vice-chair, secretary, treasurer, or secretary-treasurer from among the number.
31. The officers of the Corporation shall hold office for two years from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the Board of Directors at any time, and can serve in their position a maximum of three (3) consecutive terms.

DUTIES OF OFFICERS

32. The chair shall, when present, preside at all meetings of the Corporation and, along with the Board, generally oversee and supervise the governance of the Corporation including the signing of bylaws, special resolutions and other such documents requiring his signature and such other duties as may from time to time be prescribed by resolution of the Board or that are otherwise incidental to this office.
33. The vice-chair shall, in the absence of the chair, preside over meetings of the Corporation and of the Board and otherwise exercise all the powers and duties of the chair. The Board, in the absence of the chair and vice-chair, may appoint from among its numbers, an acting chairperson.
34. The treasurer shall keep or cause to be kept full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit or cause to be deposited all monies or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board.

The treasurer shall, under the direction of the Board, disburse or cause to be disbursed, the funds of the Corporation, taking proper vouchers therefore and shall render to the Board at regular meetings thereof, or whenever required, an account of all such transactions and the financial position of the Corporation. He shall also perform such other duties as may from time to time be directed by the Board of Directors.

35. The secretary shall give, or cause to be given, notices of meetings, keeping records of all meetings of the members and the Board, signing of minutes, and, such other duties as may from time to time be assigned by resolution of the Board.
36. The Board may hire or appoint an Executive Director to manage the affairs of the Corporation under the general direction of the Board and direct supervision of the chair. The Executive Director shall hold office at the pleasure of the Board or until he resigns the office.

He shall be accountable to the Board for the proper and legal conduct of the business of the Corporation according to the policies from time to time established by the Board. He shall be responsible for the work of the organization and for the engagement, supervision, direction and discharge of all employed personnel in accordance with the personnel policies from time to time established by the Board.

The Executive Director shall, ex officio, also be a non voting officer of the Corporation and

shall be entitled to receive notice and attend all meetings of the Board and its committees.

37. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

COMMITTEES

38. The Board shall establish three standing committees that shall represent the three pillars of UNESCO: Education, Science, and Culture. Each committee will have a director from the Board as a member of the committee, who shall not serve as a committee chair and shall consider such matters as are referred to it by the Board, shall keep records of its membership, activities and recommendations, and shall report to the Board at such intervals as required by the Board.
39. The Board may establish ad hoc committees with such duties and powers as it deems to be in the interests of the Corporation. Each such committee will have a director from the board as a member of the committee, and shall consider such matters as are referred to it by the Board, shall keep records of its activities and recommendations, and shall report to the Board at such intervals as required by the Board.

EXECUTION OF DOCUMENTS

40. Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint an officer or officers or the executive Director on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The Directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation.

FINANCIAL YEAR

41. Unless otherwise ordered by the Board of Directors, the fiscal year end of the Corporation shall be December 31.

FINANCIAL DISCLOSURE

42. The Directors shall place before the members at every annual meeting:
- a. Financial statements for the year ended not more than 4 months before the annual meeting;
 - b. The report of the auditor; and
 - c. Any further information respecting the financial affairs of the association.
43. 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.

AMENDMENT OF BYLAWS

44. The Bylaws of the Corporation not embodied in the letters patent may be repealed or amended by bylaw enactment supported by unanimous consent of each and every Director of the Corporation signified in writing and shall hold force and effect until it is sanctioned by an affirmative vote of the majority of the members at a meeting duly called for the purpose of considering the said bylaw. If such bylaw enactment is not so sanctioned it shall cease to hold force and effect immediately the resolution proposing such amendment is defeated.

AUDITORS

45. The members shall, at each annual meeting, appoint an auditor to assess the accounts and annual financial statements of the Corporation for report to the members at the next annual meeting.

BOOKS AND RECORDS

46. The Directors shall see that all necessary books and records of the Corporation required by the bylaws of the Corporation or by any applicable statute or law are regularly and properly kept.

LIQUIDATION AND DISSOLUTION

47. The remaining property of the corporation shall, in the course of liquidation and dissolution, be transferred equally to the Town of Hafford and the Rural Municipality of Redberry.

RULES AND REGULATIONS

48. The Board of Directors may prescribe such rules and regulations consistent with these bylaws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

Signature _____

Name (print) _____

Signature _____

Name (print) _____

Amendment to the By-Laws – Membership
for recommendation to the 2006 Annual Meeting of the Boards Redberry Lake Biosphere Reserve Association Inc.

Whereas the acronym UNESCO stands for United Nations Education, Science, and Cultural Organizations, and

Whereas it will be useful to the Redberry Lake Biosphere Reserve Association to further its activities in the fields of Education, Science, and Culture, and

Whereas it would be appropriate to strengthen these activities and their involvement in the deliberations and decisions of the Association,

Therefore it is recommended that the following voting membership positions be added to the Board of Directors, and that the Board make every effort to fill these positions with professional representatives from their respective fields:

- *Appointed to a renewable two-year term by the Board of Directors:* the Chair of the Education Committee.
- *Appointed to a renewable two-year term by the Board of Directors:* the Chair of the Science Committee.
- *Appointed to a renewable two-year term by the Board of Directors:* the Chair of the Cultural Committee.