

**CONSTITUTION
OF
THE CANADIAN RIVER MANAMGENT SOCIETY**

**AN AFFILIATE OF
THE AMERICAN RIVER MANAMGENT SOCIETY
(as Reconstituted as the RIVER MANAMGNENT SOCIETY)**

**Article I
NAME**

The legal name of the Canadian affiliate of the American River Management Society is “The Canadian River Management Society herein after referred to as “CRMS”. The American River Management Society will herein after be referred to as “ARMS” and the River Management Society as “RMS”.

**Article II
PURPOSE**

It is the shared purpose of CRMS and RMS:

- . to educate their respective memberships;
- . to aid in the development of recommendations with public and scientific support concerning river resources;
- . to advance the practice of river management by serving as broadly - based forums for river resource managers, researchers and interested individuals, working together in the development and application of river management concepts through a sharing of information;
- . to produce and issue scholarly and information publications;
- . to hold meetings and workshops;
- . to provide assistance to research; and,
- . through other appropriate means, to promote and encourage the professional development of river managers.

No activity of CRMS will be authorized which will aid or assist any commercial activity or business in such a way that could be construed to contravene the established purposes, articles and principles as set down in the Constitution of the Canadian River Management Society. Further, CRMS is not a special interest, river issue, advocacy group.

Article III
BOARD OF DIRECTORS

ARMS (reconstituted as RMS) is an autonomous organization divided into chapters representing the eastern and western United States and Canada.

Its affiliate, CRMS, consists of an Executive comprised of a President, one or more Vice-Presidents, a Secretary, a Treasurer (or a Secretary-Treasurer) and a Board of Directors consisting of 12 members, one from each of the provinces and territories of Canada. The day-to-day responsibilities and activities of CRMS will be carried out by an Executive Committee composed of the President, Vice Presidents, and Secretary-Treasurer, under the direction of the Board. The Board of Directors shall also have the responsibility for representing the interests of CRMS and making decisions regarding matters of policy.

Article IV
MANAGEMENT

The affairs of CRMS shall be managed by officers, duly elected in accordance with the by-Laws of CRMS.

Article V
MEETINGS

The CRMS Board of Directors shall meet at least every two years or more frequently to address policy matters that may come before it. The meetings shall be held at such time and place as the Board(s) may prescribe. The Executive Committee shall meet at least once per year and then as necessary to conduct such business as may properly come before it. The meetings shall be held at such time and place as the Committee may prescribe. The officers of CRMS shall meet in person or by conference call at least once per year to conduct such business as may properly come before them.

Officers of the Executive Committees of CRMS and ARMS (reconstituted as RMS) shall meet as necessary to conduct such business as is appropriate between them, at a mutually agreeable time and place. The suggested venue is the biennial ARMS conference (RMS conference).

Article VI
TAX-EXEMPT STATUS

The affairs of CRMS shall, at all times, be managed in such a way as to preserve and safeguard its status as a registered charity under the Income Tax Act of Canada. Similarly, the affairs of ARMS (reconstituted as RMS) shall, at all times, be managed in such a way as to preserve and safeguard the tax-exempt status under the laws of the United States of America.

Article VII
BYLAWS

Bylaws not consistent with this constitution shall be adopted by CRMS and may be amended as therein provided.

Article VIII
AMENDMENTS

Amendments to the constitution of CRMS shall be ratified by the CRMS Board of Directors.

**BYLAWS
OF
THE CANADIAN RIVER MANAGEMENT SOCIETY**

**Article I
MEMBERSHIP**

Section 1: Eligibility

Any person currently involved in river management or river-related research, planning, science, or management activity is eligible for full membership in the Canadian River Management Society. All such members shall enjoy full membership rights and privileges, including, but not necessarily limited to voting, subscriptions to society periodicals, service on committees and nomination and election to any office as provided in these bylaws.

Membership is also open on an Associate or other category basis. Individuals ineligible to become full members may apply to become non-voting associate members. Associate members shall be entitled to society periodicals, and may attend meetings and workshops sponsored by the Society, but will not have voting or other service privileges.

All memberships of Canadian River Management Society shall be accepted following the American River Management Society (reconstituted as the River Management Society) fee schedule at par value. For example, a \$ 20 (in US funds) membership will cost the Canadian River Management Society members \$ 20 (in Canadian Funds). For the purposes of consistency, Canadian River Management Society members will be considered Associate members of the American River Management Society (now a \$ 20 US RMS membership), and will be granted full Associate membership privileges in the American River Management Society (now RMS), with the exception of no voting privileges. CRMS members will be registered as Associate members of the Canadian Affiliate of the River Management Society and as full voting members of the Canadian River Management Society.

Section 2: Applications

Applications for membership shall be transmitted to the Secretary (or Secretary - Treasurer) on forms provided by the Canadian River Management Society.

Section 3: Resignations

Resignations from membership shall be transmitted in writing to the Secretary (or Secretary-treasurer). A member who has resigned in good standing may re-apply for membership by writing directly to the Secretary or Secretary-Treasurer). Such members will retain their original date of membership.

Section 4: Suspensions and Terminations

Members of the Canadian River Management Society may be suspended or terminated by the Executive Committee for non-payment of dues (refer to Article V, Section 3) or for conduct deemed adverse to the interests of the CRMS. Prior to taking action, the Executive Committee must notify the member and offer an opportunity for the member to explain his or her actions. A member whose dues are in arrears for six (6) months will be automatically suspended.

Article II MANAGEMENT OF THE SOCIETY

Section 1: Management

The President, Vice-Presidents, Treasurer and Secretary (or Secretary-Treasurer) of the Canadian River Management Society (CRMS) shall be responsible for the management of the affairs of the CRMS.

Section 2: Board of Directors

The Board of Directors of the Canadian River Management Society shall consist of an Executive comprising the President, Vice-Presidents, Secretary, Treasurer (or Secretary-Treasurer) and twelve (12) Provincial and Territorial Directors, one representing each province and territory. Interim directors, appointed by the President from among the Provincial and Territorial Directors shall serve until such time as a fully operation Board of Directors has been established, at which time the Directors shall be elected by the voting members from their own constituencies for a term of three (3) years.

Directors shall have staggered terms to allow for the election or re-election of one-third of the Directors each year. One Director shall be elected by the Board of Directors as Chairman and another as Vice-Chairman, with the expectation that the Vice Chairman shall succeed to the Chairmanship upon the retirement of the Chairman.

The Executive Committee of the Canadian River Management Society shall consist of the President, Vice Presidents, Secretary and Treasurer (or Secretary-Treasurer).

Section 3: Officers

The elected officers of the Board of Directors of the Canadian River Management Society shall consist of the President, Vice Presidents, the Secretary and the Treasurer (or Secretary-Treasurer), and up to three (3) Trustees,. Trustees may be appointed by the Executive Committee on an interim basis at an appropriate date. Neither officers nor trustees shall be paid for acting tin that capacity.

Section 4: Election of Officers

The President, Vice Presidents, Secretary and Treasurer (or Secretary-Treasurer) of the Canadian River Management Society shall be elected by the general membership at least three months prior to expiration of their current term of office from a list of candidates forwarded by a Nominating Committee. The Nominating Committee shall consist of a Chairperson and two other members to be appointed by the Board of Directors. Additional candidates may be nominated by petition of ten members of the Canadian River Management Society, provided that such nominations reach the Chairperson of the Nominating Committee at least 30 days prior to the election. All full members of the Canadian River Management Society shall be eligible for election to any office, except that the President and Vice-Presidents may not be employed by the same agency and must have at least five years of full-time or other related experience in river-related planning, management, research or science in Canada.

Officers thus elected shall serve three (3) year terms.

Section 5: Re-elections

All elected officers shall be voted in by the general membership every three (3) years. Members of the Board of Directors shall be elected by members of the Canadian River Management Society resident in their respective province or territory, or shall be appointed by the President on an interim basis until a reasonable provincial/territorial election can be made.

Section 6: Vacancies

Any vacancy occurring in the Executive Committee shall be filled by presidential appointment from a list of candidates submitted by the Nominating Committee. Should the position of President be vacant, said office shall be filled by one of the Vice-Presidents, or failing that position, the Secretary and then Treasurer, (or Secretary-Treasurer), in that order, until such time as a majority vote of the Executive Committee can be arranged to elect a President from a list of candidates submitted by the Nominating Committee. The term of an appointee shall coincide with the remaining term of the previous office holder.

Section 7: Executive Committee Meetings

The Executive Committee of the Canadian River Management Society shall meet in person or by conference call at least once per year to conduct such business as may properly come before the Society. Such meetings shall be open to the entire membership of the CRMS. A simple majority of the Executive Committee shall constitute a quorum. If less than a quorum is in attendance, no official business shall be conducted and the meeting shall be adjourned.

Section 8: Expenses of Executive Committee

The Executive Committee may be reimbursed from the funds of the Canadian River Management Society for their traveling expenses for the purpose of attending meetings and conferences with advance approval of the Board of Directors.

Article III

POWERS AND DUTIES OF CANADIAN RIVER MANAGEMENT SOCIETY OFFICERS

Section 1: The President

The President shall preside at all meetings of the Canadian River management Society and shall represent all the interests of the Canadian River Management Society including, but not limited to, providing direction to and managing Canadian River Management Society operations and paid staff, if any. In addition, the President is responsible for liaison with respect to the American River Management Society, (reconstituted as the River Management Society).

Section 2: The Vice-President(s)

The First Vice-President shall assist the President by acting as liaison between the Canadian River Management Society and the American River Management Society (as reconstituted as RMS). The First Vice-President shall serve to coordinate the affairs of the Canadian River Management Society and to disseminate information, actions, and needs to the Canadian Board of Directors and perform similar functions with respect to the American River Management Society (or RMS) through the respective Executive Committees.

A Second and/or Third Vice-President position may be established as the Executive Committee sees fit to further the goals of the Canadian River Management Society, for example, for the furtherance of Communication and Technology.

Section 3: The Secretary

The Secretary shall be responsible for correspondence and preparation of the minutes of Canadian River Management Society meetings, and shall have authority and responsibility to review and approve membership applications submitted under the Bylaws, Article I, Sections 1 and 2, and shall also assist the Executive Committee in dealing with resignations, suspensions, and terminations under Bylaw Article 1, Sections 3 and 4, all subject to the review of the Executive Committee and upon request of the Committee.

Section 4: The Treasurer

The Treasurer, under the direction of the President, shall collect and disburse all funds of the Canadian River Management Society, except those for which other provision shall have been made in the Bylaws or through vote of the Executive Committee. All funds, securities, and other investments of the Canadian River Management Society shall be deposited in the name of the Canadian River Management Society in the custody of a bank or trust company designated by the officers. The Treasurer shall keep records of all receipts and disbursements and other financial transactions and of the funds, securities, and other investments of the Canadian River Management Society.

The Treasurer shall submit quarterly status reports and an official annual report to the President. A status report shall be published quarterly in the Canadian River Management Society Newsletter. The annual report shall be made available to members upon request, at the member's own expense.

Section 5: Execution of Instruments

Agreements, conveyances, transfers, obligations, certificates and other instruments and documents may be executed and delivered or accepted on behalf of the Canadian River Management Society by the President, or his/her representative provided, however, that all expenditures involving monies or obligations of \$500 (Canadian) or more, must be first submitted to the Executive Committee for approval. Two signatures are required for all disbursements exceeding \$ 100 (Canadian).

Article IV

COMMITTEES

Section 1: Committees

The President shall appoint standing committees as listed in Section 2, hereunder, and may appoint special committees as may, from time to time, be deemed necessary. All such committees shall be advisory in character and shall report to and act under the direction of the Executive Committee. The Canadian River Management Society may reimburse the members of such Committees for the travelling expenses which they incur when attending regular meetings of their committees authorized by the Executive Committee. The President, or a representative authorized by the President, shall be an ex-officio member of every committee.

Section 2: Standing Committees

Once the Canadian River Management Society is fully operational, the President of the Canadian River Management Society shall appoint a Canadian representative for the following standing committees of the American River Management Society (as reconstituted as RMS), each year.

River Management and Public Policy
Nominations
Communications
Workshops and Symposiums
Awards

The interim appointee for all standing committees shall be the President or the First Vice-President at the President's direction, or other person(s) so designated by the President.

Similar standing committees of the Canadian River Management Society may be established by the Executive Committee of the Canadian River Management Society, if and when desirable.

Section 3: Duties

If and when established, the duties of each standing committee and special committee of the Canadian River Management Society shall be determined by the President of the Canadian River Management Society. Each standing and special committee shall report its activities to the Executive Committee of the Canadian River Management Society at such times as the said Executive Committee may direct.

Article V

FINANCES

Section 1: Fiscal Year

The fiscal year of the Canadian River Management Society shall coincide with the calendar year.

Section 2: Annual Dues

Dues shall be payable to the Secretary of the Canadian River Management Society at one-year intervals. To retain membership, all members must pay dues as determined by the Executive Committee. Dues shall be set by the Board of Directors of the Canadian River Management Society. The Canadian River Management Society shall function independently, apportioning approximately 80% of dues collected to the American River Management Society (reconstituted as RMS), in exchange for services and benefits provided and agreed upon by the respective Board of Directors of the Canadian River Management Society and the American River Management Society (as reconstituted as RMS). All memberships collected shall be apportioned in this manner. Any charitable donations received by the Canadian River Management Society will be retained for use in Canada or in international projects which documented benefits to river management in Canada.

All Life Members dues collected for the Canadian River Management Society shall be retained in Canada for operational requirements, apportioning annual membership fees at 80% of the annual rate to the American River Management Society (reconstituted as RMS) to provide the Canadian River Management Society Life Members with Associate memberships in the American River Management Society (RMS) and all the benefits that entails on an annual basis.

Section 3: Arrears

Members whose dues have not been paid within 60 days of invoice, following their anniversary date shall be deemed in arrears and they shall not be entitled to the rights and privileges of the Canadian River Management Society and American River Management Society (RMS) membership, including the receipt of their respective newsletters, or the Canadian River Management Society and American River Management Society publications, until such dues have been paid and shall be so notified by the Secretary. Members whose dues have not been paid for one hundred and eighty days (180) after their anniversary date, shall be suspended from membership in the Canadian River Management Society and the American River Management Society (RMS).

Section 4: Gifts and Bequests

The Canadian River Management Society may accept gifts and bequests at the discretion of the President, providing that such donations do not carry any implications or special considerations towards any outside interest group regarding river management policy. These gifts and bequests are subject to final approval by the Executive Committee of the Canadian River Management Society or of the American River Management Society (RMS) depending upon the nature and origin of the bequests and gifts.

Article VI

PUBLICATIONS

Consistent with the stated purposes of the Canadian River Management Society, or the American River Management Society (reconstituted as RMS), arrangements shall be made to provide for the publication and distribution of media, including but not limited to, River Digests, newsletters, and/or journals, to all members. The Canadian River Management Society and the American River Management Society (RMS) may also arrange for publication of scholarly and other papers such as symposium proceedings, memoirs, special volumes, or other media (electronic, video, etc.) production and communications for the transmittal of information and education about river management.

The Canadian River Management Society shall appoint an individual to assist with the work of producing publications and other forms of media products through such tasks as the preparation, coordination and production of newsletter and journal articles, critical review and editing of the Canadian River Management Society media submissions, the development of innovative electronic education and interactive research, management planning and development packages, and provision of Canadian content to the American River Management Society (RMS) newsletters. The post shall be held by a Canadian River Management Society Vice-President, until such time as another individual may be appointed.

Article VII

CHAPTERS

Section 1: Chapters

The American River Management Society (as reconstituted as the River Management Society) has a provision which allows the approval of the Executive Committee of that Society, the organization of chapters of the American River Management Society (now known as RMS). The Canadian River Management Society, as agreed by the American River Management Society Executive (and consequently by the RMS Executive), shall have full status as a Chapter Affiliate of the American River Management Society (and consequently of RMS), pursuant to this provision. All American River Management Society members (and, subsequently, all RMS members) working or residing within the geographical limits of the Canadian River Management Society, may apply for membership in the Canadian River Management Society.

The American River Management Society skills bank and membership lists (and subsequently those of RMS), will record all Canadian members of ARMS and RMS as Associate Members of ARMS (and subsequently of RMS) and as members of its Canadian Chapter. , and further, as full members of the Canadian River Management Society.

Section 2: Chapter Bylaws

The Canadian River Management Society shall adopt its own bylaws consistent with its constitution and with the constitution and bylaws of the American River Management Society (and as reconstituted as RMS).

Section 3: Chapter Meetings

The Canadian River Management Society and CRMS Provincial and Territorial Directors may organize meetings as a part of and in association with the American River Management Society (RMS) meetings, at other times as determined by the Officers or Directors of the Canadian River Management Society, and the American River Management Society (reconstituted as RMS).

Section 4: Finances

The Canadian River Management Society will make its own arrangements for the raising of the necessary funds for the proper conduct of its own operations so long as such fundraising actions do not imply any special considerations to an outside interest group. Such fundraising swill be approved by the Canadian River Management Society President and Board of Directors. The President of the Canadian River Management Society. or his/her representative shall render to the American River Management Society (RMS) an annual report. The report shall briefly describe the activities of the Canadian River Management Society during the previous year, and include a summary of its financial status.

Article VIII

AMENDMENT OF BYLAWS

The Canadian River Management Society Bylaws must be ratified by the Executive Committee of the Canadian River Management Society. Amendments may be made to the Bylaws by a majority of the Executive Committee. Such amendments should be consistent with the constitutions of both the Canadian River Management Society and the American River Management Society (as reconstituted as River Management Society.

Similarly, the Canadian River Management Society and the American River Management Society may adopt specific bylaws to assist in the policy development and operational capabilities of the CRMS and ARMS (RMS), in consultation with each organization, none of which should or should appear to be, in conflict with the policies and bylaws of ARMS (RMS) or CRMS, nor lead to or have the potential of leading to, any jeopardization of the “charitable” or “not for profit” status of the CRMS or ARMS (RMS), respectively.

Such being the case, any such action which might have, or might be perceived to have, a detrimental effect on either the Canadian River Management Society, or the American River Management Society (reconstituted as the River Management Society) could lead to a decision by the CRMS or ARMS (or RMS) or by the Executive Committees of either Society, to sever relations with the other.

