

**BEING BYLAWS OF THE BOARD OF DIRECTORS OF
ARROW UTILITIES: A CAPITAL REGION COMMISSION**

WHEREAS ARROW Utilities: A Capital Region Commission was established by ARROW Utilities: A Capital Region Commission Regulation, AR 129/85;

AND WHEREAS the Commission is a continued commission pursuant to s.602.47 of the *Municipal Government Act*, RSA 2000, c. M-26;

AND WHEREAS the Board of Directors of the Commission wishes to enact Bylaws respecting certain matters set out ins. 602.09(1) of the *Municipal Government Act*, RSA 2000, c. M-26, as more particularly set out herein;

NOW THEREFORE the Board of Directors of ARROW Utilities: A Capital Region Commission hereby enacts as follows:

1. DEFINITIONS

1.1 In this By-Law:

- a) "Act" shall mean the *Municipal Government Act* RSA 2000, c. M- 26, as amended from time to time;
- b) "Board" shall mean the Board of Directors of ARROW Utilities: A Capital Region Commission appointed pursuant to Section 4 of this Bylaw;
- c) "Chair" shall mean the Chair of the Board;
- d) "Chief Executive Officer" or "CEO" shall mean the CEO of the Commission appointed by the Board pursuant to Section 5 of this By-Law;
- e) "Commission" shall mean ARROW Utilities: A Capital Region Commission;
- f) "Committee" shall mean any Ad-Hoc Committee established pursuant to Section 6 of this By-Law;
- g) "Members" shall mean the individuals appointed to the Board by the member Municipal Authorities, inclusive of the City of Beaumont, City of Fort Saskatchewan, City of Leduc, City of Spruce Grove, City of St. Albert, Leduc County, Parkland County, Strathcona County, Sturgeon County, Town of Bon Accord, Town of Gibbons, Town of Morinville, and Town of Stony Plain subject to any addition or withdrawal of Members pursuant to Section 10.4 of this Bylaw from time to time;
- h) "Municipal Authorities" means a municipality, improvement district, special area, Metis settlement, Indian reserve, and an armed forces base.
- i) "Vice-Chair" shall mean the Vice-Chair of the Commission appointed pursuant to Section 4 of this By-Law.

2. APPOINTMENT OF BOARD MEMBERS

2.1 The elected Council or governing body of each of the Municipal Authorities shall by resolution appoint one member of their Council or governing body to the Board.

2.2 The term of each Board member's appointment shall be specified by the appointing Municipal Authority.

2.3 In the event that:

- a) A Board member ceases to be a member of Council/governing body;
- b) A Board member is absent from all regular council meetings held during any period of 8 consecutive weeks starting with the date the first meeting is missed, whether or not the absence is excused is authorized pursuant to section 174(2) of the Act or in accordance with a bylaw under s.144.1 of the Act, or;
- c) There are extenuating circumstances which, in the opinion of the majority of the Board, warrant the termination of the appointment of a Board member and appointment of a replacement member by the appointing Municipal Authority.

the appointing Municipal Authority may by resolution terminate the appointment of the Board member and appoint a replacement Board Member at the next council meeting following the event referred to in subsection (a)-(c) herein, but in any event no later than the Council's next organizational meeting.

2.4 A Board member shall not be absent for more than two consecutive meetings without obtaining prior approval from the Board Chair. Failure to comply with this provision may result in a review of the member's status on the Board.

2.5 In the event that a Municipal Authority appoints a member of Council other than the Municipal Authority's chief elected official as a member of the Board, the appointing Municipal Authority's chief elected official shall not be a member of the Board.

3. BOARD MEETINGS AND COMMITTEE MEETINGS

3.1 The Board shall meet on and at such date, time and place determined by the Board or as may be directed from time to time by the Chair.

3.2 A quorum for meetings of the Board shall be a majority of Members of the Board.

3.3 Except as otherwise provided, the business of the Board or of a Committee thereof shall be conducted at meetings of the Members of the Board or the Committee.

3.4 Notice of the time and place of any regularly scheduled meeting of the Board or of a Committee need not be given to the Members of the Board or the Committee.

3.5 Each Member of the Board or of a Committee shall have one (1) vote and all Members

shall vote except in conflict of interest situations of a personal nature.

3.6 A vote on a matter shall not be recorded unless specifically directed by the Chair or requested by any Member of the Board.

3.7 In the absence of the Chair and the Vice-Chair from a meeting of the Board, those present may elect one of their Members to preside as Chair at the meeting.

3.8 The agenda for all meetings of the Board and for meetings of Committees of the Board shall be prepared by the CEO and approved by the Chair or the Chair of the Committee involved as the case may be.

3.9 Members of the Board, at the discretion of the Chair of a meeting of the Board, shall be entitled to speak more than once on any matter before the Board and the mover shall be entitled to close the debate on any matter.

3.10 With respect to motions before the Board the following shall apply:

- a) General - no seconder required;
- b) Referral or Deferral - debatable;
- c) Tabling - nondebatable;
- d) Amending - no seconder required;
- e) Separation - can be requested
- f) Reconsideration - must be made by voter on prevailing side of original motion at same meeting or by notice of motion;
- g) Notices of Motion In writing prior to distribution of Agenda or by proper waiving of Rules of Procedure or by verbal notice at a meeting for the next meeting.

3.11 In the event that a question shall arise as to the rules of procedure to be followed at a meeting of the Board or a Committee thereof, and if the procedure to be followed has not been otherwise dealt with in a bylaw, policy or procedure adopted by the Board, Robert Rules of Order shall apply to such question.

3.12 Any motion to waive a rule of procedure established by a bylaw of the Board, or, in the absence of a bylaw, by Roberts Rules of Order, shall require an affirmative vote by two-thirds (2/3) of all Board Members in attendance at the meeting.

3.13 The Board and any Committee thereof shall cause minutes to be kept of each Board or Committee meeting and minutes of all Committee meetings, once adopted, shall be distributed promptly to all Board Members.

4. CHAIR AND VICE-CHAIR

4.1 The Board shall annually elect from amongst its members a Chairman to serve for a term beginning no earlier than November 1 of the year in which the appointment occurs and ending no later than November 30 of the following year.

4.2 The Board shall annually elect from amongst its Members a Vice-Chair to serve for a term, beginning no earlier than November 1 of the year in which the appointment occurs and ending no later than November 30 of the following year.

4.3 In the absence of the Chair, the Vice-Chair shall preside at all regular and special meetings of the Board and shall perform all other duties of the Chair.

4.4 The Chair shall be paid such remuneration, travelling and other expenses by the Commission as may be approved from time to time by the Board.

4.5 The Chair shall be an ex-officio Member of any committee appointed by the Board from time to time in addition to any other Members appointed to such committee.

4.6 Notwithstanding that the term of office of the Chair or the Vice-Chair may have expired, the Chair and the Vice-Chair shall remain in office until such time as a successor has been appointed.

5. CEO AND OTHER OFFICIALS

5.1 The Board shall appoint a CEO who shall act as the administrative head of the Commission.

5.2 The CEO shall:

- a) Ensure that the Commission's programs and policies, as approved by the Board, are implemented;
- b) Advise and inform the Board on the operation and affairs of the Commission, and;
- c) Perform the duties and functions and exercise the powers assigned to the CEO by the Board from time to time.

5.3 The Board may appoint such other officials as the Board shall deem necessary from time to time to serve the needs of the Commission and shall define the duties and responsibilities of any such official so appointed.

6. AD HOC COMMITTEES

6.1 The Board may establish Hoc Committees as the Board deems necessary and expedient for the orderly and efficient handling of the affairs of the Commission. The Board will also establish the terms of reference for such Committees, the duties and responsibilities, and the duration of the Committee.

6.2 The Chair of any Committee shall be selected by the Committee.

6.3 The Chair of any Committee shall preside at meetings of the Committee and in the absence of the Committee Chair those present may elect one of their Members to preside as Chair at the meeting.

6.4 Meetings of any Committee shall be held on such day, time and place as may be determined from time to time by the Committee and the Committee Chair shall be at liberty to call a special meeting of the Committee.

6.5 The quorum for Committee meetings shall be the majority of Members that comprise the Committee.

7. SEAL

7.1 The Board shall adopt a seal of the Commission and the seal shall be in the custody of the CEO.

7.2 The seal of the Commission shall only be affixed to any document by the CEO, or their delegate, as authorized by the Board.

8. FINANCIAL REPORTS AND BANKING

8.1 The Board shall cause to be kept proper books of account and records and such books of account and records together with all papers and other documents relating to the Commission shall be kept at the office of the Commission and shall be open during reasonable business hours to the inspection and examination of every Member of the Board.

8.2 The Board shall appoint an auditor or auditors who are permitted to conduct audits in the Province of Alberta.

8.3 The Board shall cause minutes to be made and books to be provided for the purpose of recording all Resolutions passed by and of all proceedings of any meeting of the Board and any Committee and shall cause to be recorded the names of all persons present at such meeting.

8.4 The Board shall at all times ensure that the requirements of the Act relating to the delivery of reports, financial statements and information to the Members of the Commission are met.

8.5 The Board shall from time to time appoint a bank or banks as banker or bankers for the Commission and the Board shall designate those officials and Members of the Board who are authorized to sign cheques on behalf of the Board.

9. HONORARIA AND EXPENSES FOR BOARD MEMBERS

9.1 The Board shall from time to time designate the remuneration payable to Members of the Board and provide for the reimbursement of Members of the Board for expenses incurred in the course of their duties as Members of the Board.

10. ADDITION AND REMOVAL OF MUNICIPALITIES

10.1 The Commission may agree to the addition of a Municipal Authority as a member of the Commission if, in the sole discretion of the Commission, there is sufficient capacity for the supply of services to the Municipal Authority and the addition of the Municipal Authority as a member is in the best interest of the Commission.

10.2 The addition of a Municipal Authority as a member of the Commission shall require the approval of two-thirds (2/3) of the Members of the Board and be subject to any terms and conditions established by the Board.

10.3 Without limitation to Section 10.2 herein, the Board may in its sole discretion require a Municipal Authority to make a payment to the Commission as a condition of the addition of that Municipal Authority as a member of the Commission. Any such payment shall be an amount determined by the Board to be reasonable, and may include but shall not be limited to:

- a) A one-time membership fee payable to the Commission reflecting a proportionate share of the formation costs of the Commission plus applicable debt servicing costs;
- b) A proportionate share of the capital costs incurred by the Commission for the provision of services; and
- c) Any costs related to the provision of services by the Commission to the new member.

10.4 The withdrawal of any one or more of the Municipal Authorities as a member of the Commission shall require the approval of two-thirds (2/3) of the Members of the Board and be subject to any terms and conditions established by the Board.

10.5 Without limitation to Section 10.4 herein, the Board may require a Municipal Authority to enter into an agreement with the Commission as a condition of withdrawal of the Municipal Authority as a member of the Commission. The form and terms and conditions of such agreement shall be determined by the Board, and may include but shall not be limited to:

- a) the transition period for the withdrawal of the Municipal Authority as a member of the Commission;
- b) the withdrawing Municipal Authority's entitlement, if any, to services from the Commission after its withdrawal;
- c) the withdrawing Municipal Authority's responsibility, if any, to pay for a portion of the Commission's debt servicing or capital costs;
- d) the withdrawing Municipal Authority's entitlement, if any, to ownership of any portion of the assets of the Commission used in the delivery of services, and;

- e) any other matter determined by the Board to be required to be addressed as a term of condition of the Member's withdrawal.

10.6 The Commission shall notify the Minister of Municipal Affairs of any change in the membership of the Commission within 60 days of the change in membership.

11. DISPOSAL OF ASSETS BY THE MEMBERS

11.1 The CEO, or their designate, has the authority to dispose of any assets owned by the Commission, including machinery, equipment, computers and office supplies, subject to the following restrictions:

- a) The disposal of any asset or assets with a fair market value or proposed sale price of more than fifty thousand (\$50,000.00) dollars shall require the approval of two-thirds (2/3) of the Members of the Board and be subject to any terms and conditions established by the Board;
- b) The disposal of any land or assets identified as engineering structures shall require the approval of two-thirds (2/3) of the Members of the Board and be subject to any terms and conditions established by the Board.

11.2 The CEO may seek the Board's approval to dispose of an asset or assets other than those identified in Subsections 11.1(a) and (b) above if, in the opinion of the CEO, the approval of the Board is necessary or desirable.

12. DISESTABLISHMENT

12.1 Approval of (two-thirds) 2/3 of the Members of the Board is required to disestablish the Commission.

12.2 In the event that the Board approves the disestablishment of the Commission, the Board must at the time of approval specify further particulars of the procedure for the disestablishment including:

- a) a timeline for disestablishment of the Commission, and;
- b) the treatment of assets and liabilities upon disestablishment of the Commission, which shall take into account each Municipal Authority's respective contributions to the Commission in the form of any assets contributed to the Commission and historical consumption by the Municipal Authority and include a process for the collection and disposition of any property and assets owned by the Commission and the discharge, assignment or transfer of the Commission's obligations.

12.3 The Commission shall, as of the date of the Board's decision to approve disestablishment of the Commission, cease to provide services or begin the process of ceasing to provide services except to the extent that the Commission is legally required to do so or as required for the beneficial winding-up of the business or affairs of the Commission.

13. PROVISION OF COMMISSION'S SERVICES

13.1 The Commission is authorized to supply sewage transmission and treatment services to its Members and to any additional persons to whom the Board decides to supply services to from time to time (the "Wastewater Services")

13.2 Without limitation to Section 13.1 herein, the Commission may in its discretion supply reclaimed water generated by the provision of the Treatment Services to any person to whom the Board decides to supply such reclaimed water to from time to time. The rates and applicable terms and conditions with respect to the supply of effluent water referred to herein shall be determined by the Board.

14. AMENDMENTS

14.1 This Bylaw may be amended from time to time upon thirty (30) days' notice of motion and approval of two-thirds (2/3) of the Members of the Board.

15. SEVERABILITY AND REPEAL

15.1 Should any provision or part of this Bylaw be found to have been improperly enacted, for any reason, then such provision or part shall be severable from the remainder of this Bylaw and the Bylaw remaining after such severance shall be effective and enforceable as if the provision or part found to be improperly enacted had not been enacted as part of this Bylaw.

15.2 Bylaws No. 1, 2, 3, 4, 5 and 6 of the Board of Directors of ARROW Utilities: A Capital Region Commission are hereby repealed as of the effective date of this Bylaw.

ENACTED at a meeting of the Board of Directors of ARROW Utilities: A Capital Region Commission at a meeting duly held on the 13th day of September, 2024.

Chairperson

Chief Executive Officer