

Policies and Procedures Manual for the Prairie Conservation Forum

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1.0 Background of the Prairie Conservation Forum

1.1. The Prairie Conservation Forum

The first Prairie Conservation Action Plan (PCAP) was initiated by World Wildlife Fund Canada and the governments of Alberta, Saskatchewan, and Manitoba late in 1988. It was a five-year blueprint aimed at prairie-wide efforts to conserve and manage native prairie species, communities, and habitats. At the conclusion of this initial prairie-wide action plan, the provinces split up to deliver their own action plans, giving birth to Alberta's Prairie Conservation Forum.

The Prairie Conservation Forum exists to provide an ongoing profile for prairie and parkland conservation initiatives and to implement the Prairie Conservation Action Plan. It consists of some fifty member organizations that are involved with the prairies and parkland ecosystems, and members represent all three levels of government, non-government organizations, industry, academia, and agricultural and environmental interest groups.

The Prairie Conservation Forum has five broad aims:

- (1) Defining desired biodiversity outcomes and measuring progress towards outcomes;
- (2) Acquiring and sharing data, information and knowledge;
- (3) Advancing understanding and increasing awareness of the native prairie and parkland landscape and its interdependence with the social and economic needs of society;
- (4) Collaborating to enhance the conservation and compatible use of native prairie and parkland landscapes; and
- (5) Maintaining the stability and building the capacity of the Prairie Conservation Forum.

1.2. The Vision

The Vision of the Prairie Conservation Forum is that the biological diversity of native prairie and parkland ecosystems is secure under thoughtful and committed stewardship of all Albertans.

1.3. Guiding Principles

The guiding principles of the Prairie Conservation Forum are as follows:

- (a) Management responsibilities for native prairie and parkland fall primarily on public agencies (i.e., Federal, Provincial and Local Governments), First Nations and private landowners. The PCF will only support and facilitate discussions concerning actions that contribute positively to the Vision and Mission of the PCF.

- (b) The PCF will facilitate networking, information exchange and discussion amongst member organizations and with other jurisdictions outside of Alberta.
- (c) Partnership activities are based on the belief that the social and economic benefits which are derived from prairie and parkland ecosystems are dependent on the ecological health of these systems. Therefore, management strategies will be promoted that ensure the ongoing health of these ecosystems.
- (d) The PCF Partnership draws together diverse opinions and approaches to ecosystem management. To best ensure the development of collaborative and effective solutions, the Partnership will interact in a manner that is respectful of that diversity.
- (e) PCF members will strive to implement PCF programs and activities in their respective organizations in support of the PCF Vision.
- (f) The Vision can only be achieved by the efforts of many, including the PCF itself and its member organizations, accompanied by effective working relationships with others who share the vision.
- (g) The PCF supports the equitable sharing of social and economic costs and the benefits of maintaining native biodiversity and ecological services among all segments of society.

1.4. Outcomes

The Alberta Prairie Conservation Forum Action Plan is designed to sustain the focus on biodiversity, be relevant to contemporary challenges and align with current trends in environmental governance. The Prairie Conservation Forum believes that the PCAP Vision will only be realized if important strategic or long-term environmental outcomes can be achieved. These outcomes must be closely linked to management and planning decisions by all levels of government and private land owners. These outcomes are closely connected to existing functional ecosystems in prairie and parkland Alberta. Three long term outcomes will be the focus of the PCF:

1.4.1. Outcome 1: Maintain large native prairie and parkland landscapes

The existence of intact and fully functioning native prairie and parkland landscapes in Alberta are the best guarantor of future regional biodiversity and environmental quality.

1.4.2. Outcome 2: Conserve connecting corridors for biodiversity

Habitat connectivity is essential to maintain native biodiversity and ecosystem function. The conservation and restoration of important corridors will help to maintain functional native prairie and parkland landscapes.

1.4.3. Outcome 3: Protect isolated native habitats

Within fragmented landscapes there exist small, isolated pockets of ecological refugia that may be as important for native biodiversity conservation as larger prairie and parkland landscapes. These need to be identified, studied, and possibly protected.

2.0 Decision-Making Process of the Prairie Conservation Forum

The preferred method of decision making within the Prairie Conservation Forum is through consensus. However, if that approach is not feasible, decisions of the Prairie Conservation Forum will be recorded through a vote of the attending membership. A motion will be adopted and implemented if it receives an affirmative vote by two-thirds of the members present at a meeting. All members will have an opportunity for input through discussion at a Prairie Conservation Forum meeting.

- (a) In the event that a decision is required between meetings, membership votes will be obtained through the appropriate referral mechanism (eg. mail, fax, e-mail, phone).
- (b) Minority opinions will be recorded if the member(s) holding those views so request.

All members will receive advance notification and background information concerning upcoming decisions at least 30 days in advance.

When prairie conservation issues are brought to the Forum for comment or deliberation, or when the Forum is asked to provide support for initiatives (research, program proposals, causes, etc.), the Forum will be guided in its deliberations by these Policies and Procedures, as well as by the Alberta Prairie Conservation Action Plan (PCAP).

The Prairie Conservation Forum will register views as a committee on issues which, following discussion, the majority of members feel meet the following criteria:

- (a) The issue relates directly to the Alberta PCAP and is significant (i.e. is provincial in scope or is otherwise of a sufficient magnitude to be considered as a significant prairie conservation issue);
- (b) Prairie Conservation Forum representation would be useful or will likely make a difference to the final outcome (resolution) of the issue.

3.0 Membership

There is an 'open door' policy on membership in the Prairie Conservation Forum, and any organization or individual that has interests consistent with the Vision, Mission, and Guiding Principles of the Society and wishes to participate in the work of the Forum, may join the Prairie Conservation Forum on request. In accordance with the Bylaws:

- (a) An individual is a member upon clearly indicating that they represent themselves by filing a completed membership application;
- (b) An organization is a member upon filing a completed application form and providing a letter affirming their membership and naming their representative;
- (c) One member has one vote, but there can only be one voting member per organization; and
- (d) Membership may be voluntarily withdrawn at any time in writing.

The Board of Directors, in consultation with the membership, shall adopt a Members Terms of Reference and may, from time to time, amend the Members Terms of Reference in consultation with the membership.

From time to time, the Society may issue Membership Certificates in a form prescribed by the Board of Directors.

3.1. Member Rights and Privileges

A member is eligible to:

- (a) Participate in, discuss, pursue consensus and, as may be provided in the Bylaws, vote at all membership meetings and receive, and/or have access to, notes of these meetings;
- (b) Serve as an elected member of the Board of Directors and as an Officer;
- (c) Participate in sessions and forums;
- (d) Share new ideas and concerns for consideration by the membership and Board of Directors;
- (e) Participate in committees and project teams to undertake PCF initiatives;
- (f) Receive copies, and/or have access to, PCF newsletters and publications;
- (g) Be included in the PCF database and resource material;
- (h) Make use of PCF promotional material, website, resources and expertise.

3.2. Responsibilities of Members

A member is responsible to:

- (a) Act in accordance with the Prairie Conservation Forum Bylaws, Policies and Procedures, and Terms of Reference;
- (b) Attend membership meetings;
- (c) Function within a collaborative, consensus based approach to decision making and in doing so, respect the views of others;
- (d) Adhere to and promote the Vision, Mission and Principles of the Society within their community and sphere of influence;
- (e) Be active in securing and/or contributing to funding to carry out the Vision of the PCF;
- (f) Be active in the affairs of the Society, including working with other members to implement Society projects and undertake Society activities;
- (g) Share information about their individual and/or organizations goals, objectives and initiatives with other prairie and parkland issues with the prairie and parkland community;
- (h) Express appreciation and recognition of positive prairie and parkland initiatives;
- (i) Pay fees if fees are charged; and
- (j) Advise the coordinator of any change in contact information.

The Board of Directors, by consensus, may revoke a membership for just cause, including, but not limited to:

- (a) Lack of activity or other contribution by the member, based on a review by the Board of Directors of the membership list and activity of members;
- (b) The conduct of a member, as determined by the Board of Directors, is not in keeping with the responsibilities of membership or with the Vision, Mission, and Guiding Principles of the Forum;
- (c) The member fails to keep their contact information current.

3.3. Membership Fees

Membership fees, if any, shall be determined by the Board of Directors and must be paid, in full, upon the member being accepted into the Society. A member will cease to be a member in good standing upon failing to pay the required membership fee and the member's rights will be suspended until the membership fee is paid in full. Any member whose membership fee remains unpaid from the previous

year will be deemed to have withdrawn from membership and will not regain membership without submitting a new application form and paying the prevailing membership fee and any amounts specified by the Board of Directors as due owing from previous membership.

4.0 Prairie Conservation Forum Board of Directors

The Prairie Conservation Forum Board of Directors is elected by the membership at the Annual General Meeting in January, and can serve a term of up to two years for three consecutive terms. A nominating committee will provide a nomination report to the members, but nominations may also be made by any member from the floor. Nominated members must agree to participate within the office of Director to be elected, and so understand the time commitment required for this position. Representatives from all sectors of the membership are to be included in the Board of Directors, and if possible, there will be up to two representatives from each of the following organizations (including the Chair, Vice-Chair, and Treasurer): environmental NGO's, land resource industry, agriculture, municipal government, provincial government, federal government, academia, tourism, First Nations. Individual members will be eligible to fill any remaining positions on the Board.

By virtue of their election from and by the membership, the Board of Directors is authorized to conduct business and make decisions on behalf of the Society in accordance with the Board of Directors Terms of Reference. The Board will maintain a professional nature, whereby any discipline needed to govern with excellence will be carried out by the Board. An annual performance review of the Board will be conducted by the Board itself, although an outside facilitator may be used to assist in the review, and will be measured against outcomes that have been established.

4.1. Responsibilities of Directors

Directors are responsible to:

- (a) Attend meetings;
- (b) Participate and represent their organization and sector within the Forum;
- (c) Work towards securing long-term funding for the Forum;
- (d) Monitor projects and provide strategic direction for the Forum;
- (e) Appoint committees and/or project teams as required;
- (f) Hire a coordinator and/or other staff for the Forum and provide work plans for these staff;
- (g) Monitor, manage and report the finances of the Forum, including providing an annual budget;
- (h) Monitor and regularly discuss the Board's own process and performance;

- (i) Be accountable to the members for competent, conscientious and effective accomplishments; and
- (j) Direct, control and inspire the organization through careful thought, discussion and establishment of policies.

Any director, upon a majority vote of the Board of Directors or the membership, may be removed from office for any cause which the society may deem reasonable. Just cause may include (but is not limited to):

- (a) An unexcused absence from three consecutive Board meetings;
- (b) Failure to adhere to the Vision and Guiding Principles of the Society;
- (c) Unprofessional behaviour towards members, employees, or the public.

4.2. Chair

The **Chair** is elected from and by the Directors at the first board of directors meeting following the Annual General Meeting, and will be made by a simple majority vote of the directors attending the meeting. There is no limit to the number of times PCF members can be elected to serve as Chair, provided no more than two consecutive terms are served at one time. The official duties of the Chair include:

- (a) Shall be an official spokesperson of the Society and represent the Society on behalf of all the membership;
- (b) Shall chair all board meetings and membership meetings;
- (c) Shall exercise general supervision over all Society activities according to the Bylaws;
- (d) Shall be responsible for the preparation and presentation of the annual report to the members at the annual general meeting;
- (e) Shall be an ex-officio member of all committees and/or project teams;
- (f) Act as one of the signing officers for cheques and other documents, such as grant applications and contracts.

4.3. Vice-Chair

The **Vice-Chair** is elected from and by the Directors at the first board of directors meeting following the Annual General Meeting, and will be made by a simple majority vote of attending directors. The primary role of the Vice-Chair is to assist the Chair in supervising the activities of the Society. In the event that the Chair cannot be present at a meeting, it falls upon the Vice-Chair to chair the meeting.

4.4. Treasurer

The **Treasurer** is elected from and by the Directors at the first board of directors meeting following the Annual General Meeting, and will be made by a simple majority vote of attending directors. The primary role of the Treasurer is to assist the Chair in monitoring and reporting the finances of the Society.

4.5. Secretary

Currently, there is no secretary position within the PCF. However, in the event that no coordinator is hired/working for a period of time, a secretary will be chosen by the Board of Directors and will take on the duties of the coordinator as necessary.

4.6. Policy Development

The Policies and Procedures of the Prairie Conservation Forum are meant to provide effective parameters and broad guidelines of activities of the Society and the Society's Board of Directors. The Board of Directors has the responsibility for making policy and can be directed by the following considerations:

- (a) Ensure that policies of the PCF are compliant with relevant legislation or regulation, by-laws, and with existing PCF policies or agreements;
- (b) Governance policies will be statements of values or approaches that address:
 - a. Ends/outcomes of projects/decisions that are delivered to specific groups of people;
 - b. Constraints placed upon specific positions within the Society (such as the Chair, Coordinator, etc.) that define boundaries of the positions and define acceptable levels of activity, decisions, and organizational activities.
 - c. Board governance and how it conceives, carries out, and monitors its own tasks.
 - d. The delegation of authority, the relationship and the monitoring of authority.
- (c) In setting policy, broad, general statements can be refined into more specific statements if needed;

- (d) The Chair and Coordinator are responsible for the implementation of policy within the PCF;
- (e) Input on policy will be sought from members, staff, and other Boards of similar organizations.

4.7. Board of Directors Meetings and Responsibilities

The Board of Directors will meet at the minimum of three times per year to guide the Prairie Conservation Forum in implementing the Alberta Prairie Conservation Action Plan (PCAP) and related initiatives. Implementation of the PCAP includes:

- (a) Constituting a cooperative partnership between different levels of government and non-government organizations in sharing major responsibility for implementing the Alberta PCAP, and also allowing both groups to share their experiences and strengthen mutual goals and objectives;
- (b) Assessing and making recommendations on overall priorities for implementation of the Alberta PCAP to those member organizations that are involved in implementation actions. Provide advice to those same members on program or project design and implementation;
- (c) Encourage members to tailor their own programs, policies or initiatives to meet the goals of the Alberta PCAP;
- (d) Review progress in implementing the Alberta PCAP;
- (e) Identify gaps and recommend measures to rectify such areas as inventory deficiencies or new program requirements; and
- (f) Encourage coordination and compatibility amongst major conservation-related initiatives such as the Prairie Conservation Action Plans, the North American Waterfowl Management Plan, habitat conservation, wetland conservation, cover programs, protected areas programs, and biodiversity initiatives.

The Board of Directors is also involved in public awareness and education through:

- (a) Adopting media communication strategies as appropriate to ensure that significant initiatives and accomplishments are widely communicated publicly; and
- (b) Developing educational resources to enhance awareness of the value and importance of biological diversity and Alberta's native prairie and parkland (If there is an education committee, then they will take over this responsibility).

The Board of Directors will prepare an agenda for Prairie Conservation Forum general meetings and will provide the date(s) and locations of the general meetings.

Board of Directors meetings will be called by the Chair or as directed by the Board with as much notice as possible between Forum meetings, with the best times for Board meetings a month or two in advance of general meetings. Special meetings of the Board may be called on the instructions of any four directors through request in writing to the Chair. The specific business being brought to the meeting must be provided prior to the Chair calling a special meeting, and the meeting will only cover this specific topic.

Decisions of the Executive Committee will be made by consensus. In the event that a consensus cannot be reached, decisions will be made based on a two-thirds majority vote by the Directors present and voting.

5.0 Employees of the Prairie Conservation Forum

The coordinator is hired by the Prairie Conservation Forum through funds obtained from member organizations. The coordinator is an independent contractor, and as such, is not an employee or agent of the Prairie Conservation Forum. A contract will be set up and signed on an annual basis by the coordinator and the chair of the PCF, with contracts ending at the end of the fiscal year (December 31). The contract will outline the legal rights and/or privileges of both the coordinator and the PCF, as well as provide wage information and responsibilities of the coordinator. The Board of Directors will determine the value and details of the coordinator's contract.

The Coordinator is responsible for enabling the PCF membership to pursue its Visions and Goals in accordance with the Bylaws, policies and values of the PCF. He or she is responsible for conducting the on-going business of the PCF, including managing its finances, acting as the official spokesperson of the PCF, and making decisions consistent with the Bylaws, business plans, strategic plans and other directions of the Board of Directors and membership.

5.1. Qualifications of the Coordinator

To accomplish the goals of the PCF, the qualifications of the coordinator should include:

- (a) A post-secondary education, preferably related to ecology, environmental science, or other such similar fields;
- (b) Work experience related to the sustainability of landscapes, including land-use, aquatic and riparian systems;
- (c) Good working knowledge of the prairie ecosystem and experience working and/or living in the prairie ecosystem;
- (d) Strong organizational skills, versatility and creativity;

- (e) Strong interpersonal, written and oral communication skills;
- (f) Strong project management skills;
- (g) Experience in business administration, fundraising and working with non-profit organizations and volunteer boards;
- (h) Familiarity with watershed issues and management;
- (i) A working knowledge of watershed-related and land-use legislation and policy;
- (j) Ability to travel throughout the prairie, parkland, and other locations to perform the duties of the Coordinator.

5.2. Duties of the Coordinator

The duties of the coordinator will include:

- (a) Promoting and encouraging collaborative dialogue and information exchange regarding the prairie and parkland community, including but not limited to:
 - a. Providing news and updates to the membership via email on a regular basis;
 - b. Development of three newsletters per year that showcase work being done in the prairies;
 - c. Keeping the website updated;
 - d. Responding to inquiries from the public and/or members;
 - e. Answer requests for documents;
 - f. Update the membership mailing list at every Forum meeting (or whenever necessary), and provide it to members upon request;
 - g. Preparing and circulating meeting minutes to members; and
 - h. Following up on action items.
- (b) Promoting and encouraging collaborative decision-making among the members of the PCF;
- (c) Promoting growth in the membership of the PCF, both in terms of numbers and active involvement;
- (d) Seek to establish meaningful partnerships;
- (e) Undertake general office duties of the PCF, including but not limited to:
 - a. Reviewing incoming mail and making appropriate circulation notes;
 - b. Keeping updated paper and electronic files;
 - c. Backing up electronic files annually;
 - d. Preparing the annual report of the PCF;
 - e. Helping the Treasurer maintain financial tracking spreadsheets; and
 - f. Preparing invoices and depositing cheques into PCF bank account.

- (f) Coordinate, direct and participate on committees, projects and initiatives as required;
- (g) Raise awareness of, and promote the PCF among the wider community;
- (h) Hire and supervise staff and/or engage and supervise outside expertise;
- (i) Undertake and/or direct the organization and facilitation of meetings (including Forum meetings and Board of Directors meetings), functions and events, including but not limited to:
 - a. Booking facilities;
 - b. Arranging catering services;
 - c. Providing a list of accommodations to members;
 - d. Keeping track of the number of members attending the meeting;
 - e. Finding guest speakers;
 - f. Finding Field Guides (i.e. professionals in the area of the meeting that can provide professional expertise on the issues being looked at) for field trips;
 - g. Ensuring that equipment such as projectors, T.V.'s, laptops, etc. are available at the meeting; and
 - h. Preparing and circulating agendas and other documents required for meetings.
- (j) Develop and maintain resources and databases;
- (k) Liaise with PCF Members, partner organizations, the government, the public and media;
- (l) Provide regular activity reports to the Board of Directors; and
- (m) Perform other duties as deemed necessary by the Board of Directors.

5.3. Employee Rights

The Board of Directors has responsibilities towards the Prairie Conservation Forum coordinator to ensure a fair, good workplace, including:

- (a) Treating staff with respect and consideration;
- (b) Not subjecting staff to unsafe and/or unhealthy working conditions;
- (c) Not discriminating against staff members;
- (d) Ensuring confidentiality in all matters;
- (e) Informing staff of significant policies and procedures of the PCF;
- (f) Ensuring new staff is fully oriented to the organization;

- (g) Clarify performance expectations and provide feedback on an annual basis;
- (h) Follow a consistent, fair and open recruitment selection and promotion process;
- (i) Provide a clear message that harassment of any nature is not acceptable.

5.4. Performance Evaluation

The performance of employees will be reviewed annually by a committee consisting of the Chair and two additional members of the Board of Directors. The review will be based on the achievement of tasks completed and adherence to Board policies. A draft memo will be written up by the Review Committee and sent to all of the Directors.

6.0 Spokespersons of the Prairie Conservation Forum

There are various people involved with the PCF that can be termed spokespersons. The official spokespersons are the Chair and the Coordinator, both of whom shall represent fairly the views of the Board of Directors and/or membership on all matters. Other spokespersons may be the Vice-chairman, the Treasurer, the Chair of a committee, and/or the Chair of a project team. All spokespersons are expected to fairly represent the views of the body on which behalf he/she is speaking (eg. the general membership, Board of Directors, committee, project team), and to respect the views of others, including those of members within the PCF and stakeholders outside of the PCF.

While a member who is not an officer or chair of a committee or project team should defer representation to the appropriate officer or chair, the member may represent views on behalf of the PCF if they are significantly familiar with the matter at hand. Such views shall fairly represent the views of the Board of Directors and/or membership on all matters.

Nothing above prohibits any member of the PCF to represent his/her views outside a meeting or other function of the PCF as long as the member makes it clear that the views expressed are his/her personal views.

7.0 Working Committees

Committees other than the Executive Committee may be set up and disbanded as needed by the Prairie Conservation Forum. These committees are made up of Prairie Conservation Forum members, but may, on occasion, involve people that are not members of the Forum. Committees may be set up to:

- (a) Work towards specific goals of the Alberta PCAP;
- (b) Accomplish particular tasks that the Prairie Conservation Forum is involved in;

- (c) Devise and implement new strategies for the Prairie Conservation Forum;
- (d) Deliver materials to the public (such as through the website) or to Prairie Conservation Member Organizations;
- (e) Provide expertise to the Prairie Conservation Forum and/or to the public.

Committees are required to come up with their own work plans that are reviewed and approved or rejected by the Board of Directors.

Committee updates are given at all member meetings, at which time the membership can voice their opinions on the work plans and deliverable results of these committees.

8.0 Prairie Conservation Forum General Meetings

The Prairie Conservation Forum will conduct three general meetings per year, which all members are invited to attend. The Board of Directors will set the meeting agenda, location, date and time, however, the Annual General Meeting will be held in the winter (typically the third Thursday in January), and the other two general meetings will be held in the spring (typically the third Wednesday and Thursday of June) and fall (typically the third Wednesday and Thursday of September). The Annual General Meeting is typically held in Okotoks, whereas the spring and fall meetings will be held in different locations throughout the prairie and parkland region of Alberta. Additional Prairie Conservation Forum meetings may be called at the discretion of the board of directors when circumstances warrant. Notification of the date(s), location and anticipated agenda items will be emailed and/or mailed to all members at least 30 days in advance of the meeting.

The spring and fall meetings will span two days, with the meeting one day and a field trip the other day. Field trips can include anything that is of interest to Prairie Conservation Forum members, such as, but not limited to, visits to parks and natural areas, visits to working farms/ranches, visits to areas experiencing industrial use (such as oil and gas developments), visits to rural or urban communities involved in conservation issues, and visits to structures of importance on the landscape (such as dams, windmills, mines, etc.). There is no field trip associated with the winter meeting, which will only span one day in length. This meeting, termed the Annual General Meeting, will have an agenda that includes, but is not limited to:

- (a) A report on the activities of the Society over the past year and plans for the forthcoming year;
- (b) A report on the finances of the Society, including a summary of the audited statement of finances for the previous year;
- (c) The budget for the current fiscal year;

- (d) The election of Directors.

8.1. Meeting Agenda

The basic agenda for all three general meetings, which can be modified as needed, includes:

- (a) A call to order from the chair of the Prairie Conservation Forum, who is also responsible for chairing these meetings;
- (b) Introductions;
- (c) A review of the agenda;
- (d) A review of the last Prairie Conservation Forum meeting minutes;
- (e) Prairie Conservation Forum Board of Directors updates;
- (f) Prairie Conservation Forum Working Committee updates;
- (g) Member updates;
- (h) Member profiles;
- (i) Guest Speakers.

9.0 Finances

Prior to each Annual General Meeting, the Executive Committee shall prepare, for the approval of the Board of Directors, a budget setting out estimated revenue and costs for the operation of the Society. The budget shall take into account all funds from fundraising activities, from donations and/or grants, as well as all expenses for the administration of and carrying out the objects of the Society. The financial statement for the previous year will be provided at the Annual General Meetings.

Each year the Executive Committee shall prepare, as part of its budget and business plan development process, a fundraising campaign intended to assist the Society in procuring the funds required to accomplish the objects of the Society. The fundraising campaign shall set out expectations and performance measures.

The Society, on the approval of the Board of Directors, may contract and/or hire individuals and/or firms to assist it in fundraising activities.

Each member of the Society is:

- (a) Encouraged to be actively involved in promoting the Society and in securing funds necessary for the carrying out of the objects of the Society, and
- (b) Expected to contribute money, property and/or in-kind services to the Society.

For the purpose of carrying out its Mission, the Society may borrow or raise or secure the payment of money in such manner as it deems appropriate, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Society, and in no case shall debentures be issued without the approval of a Special Resolution by the Members of the Society.

The Board of Directors shall establish policies governing the management of funds for investment purposes and establish any other financial procedures required for the operation of the Society. Directors will have access to all books, records and minutes of the Society. Signing authority will be given to the Chair and anyone else the Board of Directors chooses to have signing authority, up to a maximum of four people.

The financial records of the Society will be reviewed annually by the Board of Directors.

10.0 Media Relations

Relations with the media shall be carried out by the Chair and/or Coordinator of the Prairie Conservation Forum. Each of these has the authority to issue press releases and respond to the media on behalf of the Prairie Conservation Forum. Directors and members of the Forum can only respond to media regarding the PCF if they have full approval from the Board of Directors, and if the PCF fully supports what this person is saying on behalf of the PCF.

11.0 Prairie Conservation Forum Website

The official website address of the Prairie Conservation Forum is located at: <http://www.albertapcf.org>

The webmaster works for the Alberta Department of Environment and updates the website based on information provided by the coordinator of the Prairie Conservation Forum. The webmaster and/or coordinator are responsible for:

- (a) Updating the website with new material;
- (b) Formatting the website to maintain a consistent look and professional appearance;
- (c) Verify the spelling on the website;
- (d) Ensuring that no copyright laws are broken;

- (e) Ensuring that the website can be viewed by a variety of web browsers;
- (f) Ensuring that the website loads quickly and efficiently; and
- (g) Provides contact information for the Prairie Conservation Forum coordinator.

A member's only section of the website will also be updated on a regular basis to provide members with current publications/notes, current membership lists, updates on meetings/conferences, meeting minutes, and anything else of interest to members. This site will be accessed only by use of a password that members are given.

12.0 Production of Reports and Extension Materials

12.1. Prairie Conservation Forum Action Plans

Prairie Conservation Forum Action Plans are five-year blueprints aimed at prairie-wide efforts to conserve and manage native prairie species, communities, and habitats. Every five years, the current action plan is reviewed and a new, revised action plan is constructed and implemented. Members have a voice in what the new action plan encompasses, however, the action plans all adhere to the basic principles and goals of the Prairie Conservation Forum. Included in (but not limited to) the action plan reports is:

- (a) Minister's forward, expressing government support of the action plan;
- (b) Preface, generally written by the current Chair of the Prairie Conservation Forum;
- (c) The current and historical role of prairie conservation in Alberta;
- (d) The vision of the Prairie Conservation Forum;
- (e) The mission of the Prairie Conservation Forum;
- (f) The guiding principles of the Prairie Conservation Forum;
- (g) The goals/outcomes of the Prairie Conservation Forum;
- (h) Glossary;
- (i) List of current membership; and
- (j) List of reports, papers, and/or other publications produced by the Prairie Conservation Forum.

Prairie Conservation Forum Action Plans are professionally printed up and distributed every five years.

12.2. Prairie Conservation Forum Annual Reports

Prairie Conservation Forum Annual Reports are prepared and distributed to members annually. Included in (but not limited to) these reports are:

- (a) Chairman's report;
- (b) Strategic priorities of the Prairie Conservation Forum, such as:
 - a. Outcomes of working committees and/or task groups;
 - b. Other activities worthy of mention;
 - c. Any documents/reports/extension materials produced.
- (c) List of member organizations;
- (d) Vision, goals, and objectives of the Prairie Conservation Forum;
- (e) Financial Report; and
- (f) Recognition of Prairie Conservation Forum supporters.

12.3. Prairie Conservation Forum Extension Materials

The Prairie Conservation Forum prints up, or posts on its website, various forms of extension materials/documents for use by members as well as the public. Included in these are:

- (a) Occasional Papers – Occasional papers are intended to make a substantive contribution to our perception, understanding, and use of the prairie environment. This series offers an alternative to scholarly journals for those authors who would like to get their message into the hands of a wider audience, including landholders, industry representatives, environmental advocates, farmers, ranchers, government and non-government resource management professionals, and members of the broader public.
 - a. A proposal from a prospective author can be made to the coordinator, who will then take the proposal to the Board of Directors for review and acceptance or rejection;
 - b. Occasional papers that take a holistic perspective on issues affecting prairie conservation, that synthesize existing knowledge, that offer practical and applied advice on best management practices, that question existing points of view or that open doors to new ways of seeking harmony and promoting the sustainability of our prairie environment are especially encouraged;
 - c. Occasional papers that offer information about new methods/ideas being used in prairie conservation are also accepted, provided that they are being used to

address some of the larger issues faced by prairie conservation and can provide significant insights into methods currently and previously used in the field of prairie conservation.

- (b) Prairie Notes – Prairie Notes are intended to provide an open forum for non-technical perspectives on prairie conservation issues. Authors are free to present their insights and ‘world view’ on any prairie conservation issue. A source of material for Prairie Notes is ‘Straight Talk’, a standing agenda item at Prairie Conservation Forum meetings where topical prairie issues are candidly discussed and are usually introduced by an invited speaker.
 - a. Prairie Notes can be everything from presentations to personal opinions to the presentation of scientific research in a form easily understood by the general public.
- (c) Brochures – brochures are typically produced to provide information to the public. There is currently a brochure about the Prairie Conservation Forum, with its vision and goals outlined. Other brochures are produced as needed, such as when the Prairie Conservation Forum was working to establish a provincial grass.
- (d) Fact Sheets – Fact sheets are produced to provide specific information to particular groups of people, such as landowners or the general public. They may provide information on anything about particular prairie wildlife species, to grazing management practices, to control of invasive weeds.
- (e) Educational Materials – Educational materials are produced to provide resources for teachers, instructors, and professors teaching in all levels of education. An example of educational materials that are produced include the prairie education kit, which includes lesson plans and resources to teachers of grades 7 through 9.
- (f) Presentations – A basic Prairie Conservation Forum presentation is available to professionals and members that wish to use it. It includes many important aspects of prairie conservation and serves to teach people about prairie conservation.
- (g) Newsletters – Three issues of the Prairie Conservation Forum Newsletter are produced each year and electronically distributed to the membership. The newsletters can offer messages from the Chairperson and/or the Coordinator as well as feature stories on member projects or projects of interest to the membership, committee updates, notification of upcoming PCF meetings, and to give recognition to PCF sponsors.

13.0 ALBERTA PRAIRIE CONSERVATION FORUM SOCIETY BYLAWS

13.1. Name

- 13.1.0. The name of the Society shall be the Alberta Prairie Conservation Forum.
- 13.1.1. The official abbreviation for the Alberta Prairie Conservation Forum Society shall be PCF.

13.2. Membership

- 13.2.0. The membership of the Society is open to all organizations and individuals that have interests consistent with the Vision, Principles and Goals of the Society. A Member does not need to live and/or operate within the Alberta prairie or parkland region.
- 13.2.1. The Society membership application form will require an applicant to:
 - (a) Provide his/her name and contact information;
 - (b) Indicate if the applicant represents himself/herself or an organization;
 - (c) Sign a statement whereby the applicant indicates agreement with the goals of the society and a willingness to be an active member;
 - (d) Provide other information as may be required by the Board of Directors.
- 13.2.2. Membership in the Society shall consist of Individual Members and Organizational Members, including, but not restricted to the following categories:
 - (a) Environmental, being not-for profit environmental organizations and local stewardship groups that have a demonstrated interest in one or more aspects of prairie or parkland landscape conservation, use or management;
 - (b) Land Resource Industry including energy development, infrastructure development, associations, companies and corporations;
 - (c) Agricultural, being producer groups, cow-calf operations or rangeland management;
 - (d) Municipal Government, being rural and urban;
 - (e) Provincial Agencies;
 - (f) Federal Departments;
 - (g) Academia, including universities and colleges;
 - (h) Tourism, including Eco-tourism groups;
 - (i) First Nations;

- (j) Individual, being individuals having an interest in prairie or parkland landscape conservation, use or management, especially within the Alberta prairie or parkland environment.
- 13.2.3. No organization or agency may have more than one voting member nor be a voting member of more than one category of membership.
- 13.2.4. An Organizational Member:
- (a) Shall appoint one person to be the primary representative of the Organization in the Society;
 - (b) May appoint one person to serve as an alternate representative should the primary representative not be able to attend a meeting or activity of the Society;
 - (c) Shall advise the society annually of the names and contact information of the primary and alternate representatives.
- 13.2.5. It is the responsibility of Members to keep their contact information current. If the Society is not informed of changes within four (4) months of undelivered contact information, the Board of Directors may revoke the Member's membership.
- 13.2.6. Any Member wishing to withdraw from membership may do so upon written notice to the Society of his/her intention to withdraw from membership. The Member shall cease to be a Member upon the date specified in the notice or its earlier acceptance by the Board of Directors.
- 13.2.7. A Member will cease to be a Member in good standing upon failing to pay the required membership fee, if any is established by the Society, within 60 days of being invoiced by the Society and the Member's rights will be suspended until the membership fee is paid in full. Any member whose membership fee remains unpaid from the previous year will be deemed to have withdrawn from membership and will not regain membership without submitting a new application form and paying the prevailing membership fee and any amounts specified by the Board of Directors as due owing from previous membership.
- 13.2.8. The Board of Directors by consensus, or if consensus is not reached by two-thirds majority vote of the Directors present and voting, may revoke a membership for just cause, including but not limited to:
- (a) Lack of activity or other contribution by the Member, based on a review by the Board of Directors of the membership list and activity of members;
 - (b) The conduct of a Member where such conduct following a review by the Board of Directors is determined by Directors as not in keeping with the responsibilities of membership.
- 13.2.9. A Member in good standing shall be entitled to cast one vote on each matter at any Members meeting. A vote made by a Member shall be in person unless the Board of Directors has approved a proxy vote.

- 13.2.10. A Member in good standing has the right to:
- (a) Attend and participate in consensus based planning and decision making meetings, sessions and forums;
 - (b) Attend and vote at the Annual General Meeting and all General and Special meetings;
 - (c) Receive and/or have access to all Society newsletters and other publications of the Society.
- 13.2.11. A Member is responsible to:
- (a) Act in accordance with these bylaws;
 - (b) Function within a collaborative, consensus based approach to decision making and in doing so respect the views of others;
 - (c) Promote the Vision, Principles and Goals of the Society within their community and sphere of influence; and
 - (d) Be active in the affairs of the society, including working with other members to implement Society projects and undertake Society activities.
- 13.2.12. An Alternate Representative can not serve as a Director or Officer and thus may not represent the Primary Representative at meetings of the Board of Directors or Officers, but may represent the Primary Representative at an Annual General Meeting, other special and member meetings, and applicable committee and project team meetings.

13.3. Fees

- 13.3.0. The Board of Directors may establish a membership fee and, from time to time, amend the membership fee.
- 13.3.1. The membership fee for an individual membership may be different from the membership fee for an Organization Membership.

13.4. Board of Directors

- 13.4.0. By virtue of their election from and by the membership, the Board of Directors is authorized to conduct business and make decisions on behalf of the Society in accordance with the Board of Directors Terms of Reference.
- 13.4.1. The Board of Directors shall consist of no more than fifteen (15) Directors and the Past Chair, with a maximum of two (2) members from each of the member categories listed in section 13.2.2 of these bylaws.

- 13.4.2. At no time shall the Board of Directors consist of less than seven (7) Directors.
- 13.4.3. For the first Board of Directors, the elected Directors shall determine which Directors will serve a one-year term and which Directors will serve a two-year term. If an even number of Directors is elected, one-half shall be for a one-year term and one-half for a two-year term. If an odd number of Directors is elected, one-half plus one shall be for a two-year term and the remaining number for a one-year term. Thereafter, a Member elected to be a Director should be elected for a two-year term to a maximum of three (3) consecutive terms.
- 13.4.4. The formal nomination and election of the Board of Directors will take place at the Annual General Meeting. As part of the notice of the Annual General Meeting, a Nomination Committee will provide a nomination report to the Members, but nominations may also be made from the floor. A nominated Member must consent to the nomination and thereby recognize the substantial commitment to participate in the activities of the Society.
- 13.4.5. A Director may resign from office upon written notice to the Board of Directors. The Member shall cease to be a Member of the Board of Directors upon the date specified in the notice or its earlier acceptance by the Board of Directors.
- 13.4.6. Should a vacancy occur on the Board of Directors the remaining Directors may appoint a Member from among the membership in the category vacated to fill the vacancy until the next Annual General Meeting.
- 13.4.7. A Director ceases to be a Director if he/she misses three (3) consecutive meetings without the prior approval of or notice to the Board of Directors.
- 13.4.8. At the first Annual General Meeting the Society shall adopt a Board of Directors Terms of Reference. Within two years and periodically thereafter, the Society shall review the Board of Directors Terms of Reference and adopt amendments as deemed appropriate. The Board of Directors Terms of Reference shall include, but not be limited to:
- (a) The purpose of the Board of Directors;
 - (b) The authority to hire a Coordinator and to authorize the hiring of additional staff;
 - (c) The requirement to hold an Annual General Meeting and present an annual budget and related activity/work program;
 - (d) The authority to appoint committees and/or project teams;
 - (e) The requirement to monitor, manage and report the activities and finances of the Society; and
 - (f) The frequency and process of meetings, including the preparation of agendas, meeting notes/minutes.
- 13.4.9. The Board of Directors shall meet at the call of the Chair, but not less than three times a year.

- 13.4.10. The Board of Directors may by resolution adopt procedures and practices related to the governance of meetings as long as the procedures and practices comply with the objects and Bylaws of the Society.
- 13.4.11. Decisions and recommendations of the Board of Directors shall be made by consensus. In the event that consensus cannot be reached, decisions will be made by voting whereby a motion to pass requires at least a two-thirds majority of the Directors present and voting, provided a quorum is present.
- 13.4.12. A quorum of the Board of Directors is a simple majority of the Directors holding office.
- 13.4.13. A Director may be removed from office for just cause by a two-thirds majority vote of the Members in good standing present and voting at a Special Meeting.

13.5. Executive Committee and Officers

- 13.5.0. The Executive Committee consists of the Officers of the Society, as follows:
 - (a) The Chair;
 - (b) The Vice-Chair, and;
 - (c) The Treasurer.
- 13.5.1. The Chair shall be elected from and by the Directors at the first Board of Directors meeting following the Annual General Meeting by simple majority vote of the Directors present and voting, provided a quorum is present.
- 13.5.2. The Vice-Chair and Treasurer shall be elected from and by the Directors at the first Board of Directors meeting following the Annual General Meeting by simple majority vote of the Directors present and voting, provided a quorum is present.
- 13.5.3. The Chair:
 - (a) Shall be an official spokesperson of the Society and represent the Society on behalf of all the membership;
 - (b) Shall chair all Board Meetings and Membership Meetings;
 - (c) Shall exercise general supervision over all Society activities according to the objects and Bylaws of the Society, including those in Section 13.5.5 and 13.5.6;
 - (d) Shall be responsible for the preparation and presentation of the annual report to the Members at the Annual General Meeting;
 - (e) Shall be an ex-officio member of all committees and/or project teams, and;

- (f) May delegate any or all of the duties of the Chair to the Vice-Chair.
- 13.5.4. In the case the Chair is unable to attend a meeting of the Executive Committee, the Board of Directors or meeting of the Society, the Vice-Chair, or in the absence of the Vice-Chair, the Treasurer shall chair the meeting.
- 13.5.5. The Vice-Chair shall assist the Chair in supervising the activities of the Society.
- 13.5.6. The Treasurer shall assist the Chair in monitoring the finances of the Society and the reporting thereof.
- 13.5.7. The Executive Committee shall meet at the call of the Chair or as directed by the Board.
- 13.5.8. Decisions of the Executive Committee shall be made by consensus. In the event that consensus cannot be reached, decisions will be made by voting whereby a motion to pass requires at least a two-thirds majority of the Officers present and voting, provided a quorum is present.

13.6. General and Special Meetings – Notice, Quorum and Decision Making

- 13.6.0. There shall be at least one (1) General Meeting of the Society held in each calendar year, of which would be the Annual General Meeting. The Board of Directors shall determine the dates, times and places for any General Meetings, but the Annual General Meeting shall be held no later than February 15 of each year.
- 13.6.1. At least twenty-one (21) days written notice of the date, time and place of an Annual General Meeting and fourteen (14) days written notice of the date, time and place of a General Meeting shall be provided to each Member of the Society.
- 13.6.2. A Special Meeting shall be called by the Chair, or his/her designate, upon:
 - (a) Receipt of a written request signed by no less than fifteen (15) Members in good standing, such written request setting forth the reasons for calling a Special Meeting; or
 - (b) The request of at least two-thirds of the Directors currently holding office, such request setting forth the reasons for calling a Special Meeting; or
 - (c) As may be otherwise provided for in these Bylaws.
- 13.6.3. A Special Meeting shall deal with only the matters for which the meeting was called.

- 13.6.4. At least twenty-one (21) days written notice of the date, time and place of a Special Meeting, shall be provided to each Member of the Society, such notice to include the reasons for such meeting.
- 13.6.5. Written notice for any meeting of the Society will be valid if delivered by email, fax and/or letter, including personal delivery, to the last known contact address shown on the records of the Society.
- 13.6.6. Meeting quorums shall be:
- (a) For an Annual General Meeting, twenty-five % (25%) of the Membership;
 - (b) For a General Meeting, twenty-five % (25%) of the Membership;
 - (c) For a Special Meeting, twenty-five % (25%) of the Membership.
- 13.6.7. Group consensus will be the usual foundation upon which decisions are made except where otherwise provided for in these Bylaws.
- 13.6.8. Where consensus cannot be reached, a vote will occur.
- 13.6.9. Unless otherwise provided for in these Bylaws, a simple majority of the Members present and voting shall pass a motion, provided there is a quorum present.
- 13.6.10. For a Special Resolution to pass it must have the approval of at least sixty-six (66) percent of the Members:
- (a) Present and voting, provided there is a quorum present, or
 - (b) Voting by proxy if a proxy vote has been approved for the Special Resolution by the Board of Directors, provided the number of proxy votes represents a quorum.
- 13.6.11. At a General Meeting with respect to determining support for an initiative or directive, the general favour of the membership shall be by consensus. In the event that consensus cannot be reached, decisions will be made by voting whereby a motion to pass requires at least a two-thirds majority of the members present and voting, provided a quorum is present.

13.7. Remuneration

- 13.7.0. Unless authorized by the Board of Directors, no Officer, Director or Member shall receive a fee for his/her services.
- 13.7.1. The Board of Directors may approve the payment of expenses, or a portion thereof, incurred by Officers, Directors or Members in exercising the activities of the Society where the expenses for such activities have been pre-authorized by the Board of Directors or are in accordance with the budget.

13.8. Audit and Inspection

- 13.8.0. The financial records of the Society shall be reviewed each year by a PCF board member or qualified chartered accountant or certified public accountant appointed by the Board of Directors. The fiscal year of the Society shall be the calendar year.
- 13.8.1. The financial statement for the previous year shall be provided at the Annual General Meeting.
- 13.8.2. A Member in good standing may request, in writing, to inspect the minutes of meetings of the Society, including General, Special, Board of Directors and Executive Committee meetings, the financial records of the Society and the membership list. Within thirty (30) days of receipt of the request, the Member will be permitted to inspect the books and/or records during regular business hours of the Society.
- 13.8.3. A Director shall have access to all books, records and minutes of the Society during regular business hours of the Society.

13.9. Bylaws and Amending Procedure

- 13.9.0. The Bylaws of the Society may be amended or rescinded only by the adoption of a Special Resolution by the Members of the Society.
- 13.9.1. The Board of Directors and any Member in good standing may propose to amend the Bylaws of the Society. A proposed amendment must be submitted in writing to the Chair not less than thirty-five (35) days prior to an Annual General Meeting or Special Meeting.
- 13.9.2. Written notice of the proposed amendment shall be sent at least twenty-one (21) days to each Member of the Society, such written notice to include the text of the proposed amendment and the date, time and place of the Annual General Meeting or Special Meeting at which the Special Resolution will be considered.
- 13.9.3. A copy of adopted amendments of the Bylaws shall be forwarded to the Registrar of Societies under the Societies Act of Alberta.

13.10. Signing Authority

- 13.10.0. The Board shall determine the signing authorities on behalf of the Society.
- 13.10.1. The Society does not possess or use an official seal.

13.11. Dissolution

13.11.0. Should the Society dissolve, the property of the Society shall be converted to cash and added to the funds of the Society. The funds shall first be distributed in amounts necessary to pay all outstanding debts and liabilities of the society. Any remaining funds will be distributed to one or more organizations with goals similar to the Society.

13.12. Transitional Provisions

13.12.0. Being the formation meeting of the Society, at the first Annual General Meeting a report of a Nominating Committee pursuant to Section 13.4.4 of these Bylaws may not be required. All nominations for Directors shall come from the floor and any person so nominated shall verbally or in writing agree to the nomination.

14.0 Terminology and Definitions

14.0.0. "Bylaws" mean the Bylaws of the Alberta Prairie Conservation Forum Society, as amended from time to time.

14.0.1. "Consensus" means unanimous consent, whereby an abstention by any Member does not preclude a consensus decision. One or more Members indicating opposition to a call for agreement or motion prevents a consensus decision.

14.0.2. "Director" means a Member of the Society elected or appointed to the Board of Directors in accordance with the provisions of these Bylaws.

14.0.3. "Executive Meeting" means a meeting of the Officers of the Society duly convened in accordance with the provisions in these Bylaws.

14.0.4. "General Meeting" means a meeting of the Members as convened by the Board of Directors in accordance with the provisions of these Bylaws.

14.0.5. "Coordinator" means the person hired by contract or as an employee to administer the activities and finances of the Society.

14.0.6. "Member" means a Member of the Alberta Prairie Conservation Forum Society as specified in the Bylaws.

14.0.7. "Membership Meeting" means a meeting, both General and Special, of the Members of the Society as may be convened from time to time in accordance with these Bylaws.

- 14.0.8. "Objects" means the Mission of the Alberta Prairie Conservation Forum Society.
- 14.0.9. "Officers" mean the Chair, Vice-Chair and Treasurer of the Society.
- 14.0.10. "Society" means the Alberta Prairie Conservation Forum Society.
- 14.0.11. "Special Meeting" means a Membership Meeting, which satisfies the requirements set out in Section 6 of these Bylaws.
- 14.0.12. "Special Resolution" means a resolution as defined in Section 1(d) of the Societies Act, including resolutions to amend these Bylaws and to borrow funds.