

## North American Stream Hydrographers (NASH)

Affiliate of the Canadian Water Resources Association (CWRA)

BY-LAW REVISION 2022-01 (INITIAL BY-LAW ADOPTION)

BY-LAW ADOPTED, 2022-03, VERSION 3.0)



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### I. Name

The name of the Association is the North American Stream Hydrographers Association, also known by its acronym “NASH” and referenced herein as “NASH” or ‘the Association’ in this document.

### II. General

- 1) In this By-law, “National” shall mean the CWRA (ACRH), a Corporation registered with Industry Canada under the Canada Corporations Act.
- 2) NASH is a non-registered subsidiary of the Canadian Water Resources Association (CWRA) Association Canadienne des Ressources Hydriques) (ACRH). The Canadian Water Resources Association (CWRA) is *Canada Not-for-profit Corporations Act - 2014-08-20*. It is comprised of members from the public, private and academic sectors who are committed to promoting responsible, innovative, and effective water resources management.
- 3) The fiscal year of NASH shall coincide with CWRA’s and shall be January 1<sup>st</sup> to December 31<sup>st</sup>.
- 4) Any monies collected or otherwise gained by NASH shall be transmitted to and administered by CWRA National as part of CWRA’s financial holdings. Monies collected by NASH shall be available for use in the furtherance of NASH’s mission and objectives. CWRA National will oversee NASH finances and maintain authority over the financial decisions made by NASH Executive.
- 5) The President and Secretary of NASH shall normally constitute a joint signing authority for NASH financial and other transactions. Should other arrangements be required, the NASH Executive shall be empowered to designate alternative joint signing authority.

### III. Mission and Objectives

- 1) The mission of the Association is:

*“to better the understanding of the collection, compilation, and use of hydrometric data, along with providing assurance that data production and analysis have been undertaken with appropriate methods with due care to needs of clients and users of hydrometric data”*

- 2) The objectives of NASH are to undertake activities that area in keeping with the objectives of the CWRA, namely:
  - a) to stimulate awareness and understanding of Canada’s water resources;
  - b) to encourage recognition of the high priority and value of water;
  - c) to provide a forum for the exchange of information and opinion relating to the management of Canada’s water;
  - d) to participate with appropriate agencies and organizations in international water management activities.
- 3) In addition to the CWRA objectives, activities of NASH will be undertaken with the following objectives:
  - a) to provide forums for the transfer of knowledge and techniques for all aspects of hydrometric data collection, processing, analysis, and presentation throughout North America;
  - b) to encourage the investigation, evaluation, and implementation of new techniques and methodologies for hydrometric data; and

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- c) to contribute to the knowledge and establishment of standard methodologies for hydrometric data collection, analysis, and dissemination that will allow for ease of data exchange and usage, ease of access to reference material, a shared understanding of the data uncertainty, and confidence in the results.

### IV. Membership and Fees

- 1) Membership in the Association is open to members of CWRA in good standing who have an interest in the measurement, research, dissemination, or use of hydrometric data, and a desire to promote the objectives of NASH.
- 2) The Association membership fees, if any, shall be fixed by the Association Executive Committee from time to time, and shall be collected and administered by CWRA.

### V. General Meetings

- 1) An Annual General Meeting open to all NASH members shall be held once in each calendar year at such a time and place determined by the Association's Executive.
- 2) The President of the Association shall preside at all General Meetings of the Association. If the President is not present then the members present shall elect one of their members present to preside thereat.
- 3) The ordinary business of the Annual General Meeting shall be:
  - a) to confirm the minutes of the last preceding annual general meeting;
  - b) to receive from the NASH Executive Committee reports of activities during the last preceding financial year; and
  - c) to elect the office bearers of the Association.
- 4) Notice of the time and place of any General Meeting shall be given at least twenty-one (21) days before the date thereof. Members may be notified by mail or electronic means using the most recent address recorded on the Association membership roster.
- 5) General Meetings may be held in person, in electronic format, or a combination of the two methods.
- 6) Notice of a General Meeting shall set forth briefly the business proposed to be done at the meeting. All general meetings of the membership other than the Annual General Meeting shall be called Special General Meetings. The NASH Executive Council may, whenever it thinks fit, convene a Special General Meeting of the Association, or a Special General Meeting of the Association shall be summoned by the Secretary-Treasurer on the written request of not less than one-third of members of the Association in good standing. The call for a Special General meeting shall state the objects of the meeting.
- 7) At General Meetings, five (5) members in good standing shall constitute a quorum, of whom two (2) must be members of the Executive Committee and at least one (1) other must be a member of the Extended Executive. Each member in good standing may exercise one vote. Questions arising at any General Meeting shall be decided by a majority of votes unless otherwise specified in the By-laws of the Association. Members may not vote by proxy. The Association President may exercise a tie-breaking vote.
- 8) If a quorum is not present at a General Meeting, the President or other duly authorized presiding officer shall adjourn the meeting to a time and place as determined by the members present. No written notice of the reconvened meeting need be given.

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- 9) The order of business at any General Meeting shall be as determined by the members present, based on the business proposed in the meeting notice and a proposed agenda authorized by the Executive Committee. No other substantive business shall be conducted at a General Meeting. In particular, no items dealing with changes to the By-laws of the Association can be added to the agenda if these items were not identified in the meeting notice.

### VI. Election of Executive Committee and Extended Executive (Members-at-Large)

- 1) At Annual General Meetings biennially, the members shall elect the following four (4) Executive Committee members:
  - a) President;
  - b) Vice President;
  - c) Secretary; and
  - d) Director of Communications
- 2) In addition to the positions outlined in (1) above, the members shall also elect at least three (3) Members-at-Large thereby forming the Extended Executive.
- 3) All elections shall be made from among any members in good standing nominated from the floor.
- 4) Terms for the Executive Committee positions are for two (2) years, with a maximum of two (2) consecutive terms.
- 5) Terms for the Extended Executive positions are for two (2) years, with a maximum of two (2) consecutive terms.
- 6) Terms will not be considered consecutive for the purposes of term limits if a member switches positions within the Executive Committee or switches positions between the Executive Committee and the Extended Executive committee.
- 7) At the Annual General Meeting, the Association President plus up to three (3) additional Association members in good standing may be appointed to the CWRA Board of Directors. Such appointments shall be valid until the next Annual General Meeting, with no limit on the number of consecutive terms.
- 8) In the event of a casual vacancy occurring in one of the office bearers of the NASH Executive or Extended Executive, then the NASH Executive Committee may appoint a member of the Association to the vacancy, and the member so appointed shall hold office until the next Annual General Meeting.

### VII. Responsibilities of the Executive Committee

- 1) The NASH Executive Committee shall control and manage the day-to-day business and affairs of the Association and, subject to these By-laws, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by the By-laws to be exercised by general meetings of members of the Association.
- 2) The NASH Executive Committee shall administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, contracts which the Association may lawfully enter into, and generally may exercise all such other powers and do all such other acts and things as the Association is by these By-laws authorized to exercise and do. All decisions of financial impact shall receive approval from CWRA prior to entering into any contractual obligation except when a contract or a number of related contracts cumulatively are within the NASH annual budget as assigned by CWRA. Approval for NASH spending obligations (or potential

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spending obligations due to contractual commitments) above this amount must have the written approval of the CWRA Treasurer.

- 3) Furthermore, the NASH Executive Committee:
  - a) may delegate to any member such authority as it deems appropriate;
  - b) may remove from office any member of the Association Executive Committee or Extended Executive following due process as outlined in CWRA By-laws ; and
  - c) may establish rules for the reimbursement of the out-of-pocket expenses incurred by the Executive Committee, Extended Executive, or other members conducting Association business.
  - d) shall have the power to appoint sub-committees for the purpose of carrying out functions of the Association. Such sub-committees may include non-members of the Association but must include at least one member of the Association who is responsible for the activities of that sub-committee.
- 4) The Executive Committee, with assistance from the Extended Executive, shall prepare and approve an annual budget for the Association, to be submitted to CWRA before the beginning of each fiscal year.

### VIII. Responsibilities of the President

The President shall be the **Lead Officer** of the **Association** and shall:

- a) schedule and Chair NASH Annual General Meeting in accordance with NASH By-laws;
- b) schedule and Chair NASH Executive Committee meetings;
- c) attend CWRA National Board and CWRA National Executive Committee meetings; and
- d) represent the CWRA at committees of other external organizations at the request of CWRA

### IX. Responsibilities of the Vice-President

The Vice President shall:

- a) be responsible for educational and developmental and execution of related activities including workshops, short courses and online webinars;
- b) be responsible for the final development of the full program for the NASH session at the annual CWRA conference, and serve as the Program Chair for same, except in cases where NASH Executive appoints a program chair external to the Executive; and
- c) attend all NASH and, where possible, all CWRA Board meetings, including filling in for the NASH President at CWRA Executive meetings and otherwise if they are unable to attend.

### X. Responsibilities of the Secretary

The Secretary shall:

- a) attend the NASH AGM and report on NASH finances and documents;
- b) record and balance receipts and expenditures;
- c) coordinate generally on all financial matters with the CWRA Treasurer;
- d) prepare and present an annual financial statement;
- e) maintain official NASH files;
- f) organize NASH Executive meetings as required; and
- g) ensure that minutes are recorded during NASH meetings.

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## **XI. Responsibilities of the Director of Communications**

The Director of Communications shall:

- a) be responsible for updates of the Association's online presence on the the CWRA website, including static content, scheduled NASH events, and meeting minutes via the CWRA Website Committee;
- b) be responsible for the dissemination of NASH news to other representatives of NASH at the various branches of CWRA;
- c) be responsible for the maintenance of any NASH social media accounts
- d) email NASH members as required;
- e) be responsible for the dissemination of NASH news to the NASH membership via the CWRA Communications Committee; and
- f) maintain an updated copy of the NASH membership list in coordination with CWRA.

## **XII. Responsibilities of the Members-at-Large**

The Members-at-Large shall:

- a) stand ready to assist NASH Executive Committee with any items of business;
- b) attend the NASH Executive meetings; and
- c) attend the NASH Annual General Meeting.

## **XIII. Amendments to the NASH By-laws**

- 1) Any member desiring to introduce any amendment to any By-law of the Association shall send a draft thereof to the Secretary for submission to the Board of Directors or the Executive Committee at least sixty (60) days prior to a General Meeting of the Association.
- 2) The Executive Committee shall consider and report to the General Meeting all proposed amendments received.
- 3) Amendment to any By-law shall be considered unless the member desiring to introduce the same has not complied with the provisions of this article.
- 4) Notice of any amendment, so proposed by any member, shall be circulated with due notice of the General Meeting.
- 5) No amendment to any By-Law may be made unless it is approved by a vote of two-thirds of all voting members present at the NASH Annual General Meeting or at a NASH Special General Meeting.
- 6) These By-laws and all By-laws and any amendments hereafter made when finally passed shall be signed by the President and by the Secretary and deposited with the Secretary and shall be binding upon all members of the Association to the same extent as if each member has subscribed his or her name thereto and there were in the By-laws covenant on the part of the member to conform thereto.

## **XIV. Dissolution and/or Separation from CWRA**

- 1) The intent to dissolve the Association and reference to all relevant details for the action of dissolution must be outlined in a motion passed at the NASH Annual General Meeting or at a NASH Special General Meeting. A corresponding motion of recognition will be made by CWRA I at the CWRA Annual General Meeting or at a CWRA Special General Meeting once mutually agreeable terms, processes and timelines have been determined.

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- 2) The intent to separate the Association from being an affiliate of CWRA must be outlined in a motion passed at the NASH Annual General Meeting or at a NASH Special General Meeting. A corresponding motion of recognition will be made by CWRA at the CWRA Annual General Meeting or at a CWRA Special General Meeting, once mutually agreeable terms, processes and timelines have been determined.
  - 3) Regardless of terms determined otherwise, CWRA will have no financial obligation to NASH if NASH were to separate itself from being an affiliate of CWRA.
  - 4) Upon Dissolution or Separation as outlined in 1) and 2) above, members of the CWRA Board of Directors who were appointed by NASH will no longer serve on the CWRA Board.