

MOUNTAIN VIEW REGIONAL WASTE MANAGEMENT COMMISSION

CORPORATE BYLAW NO. 03-15

TABLE OF CONTENTS

ARTICLE 1 AUTHORIZATION 1

1.01 PASSAGE OF BYLAWS 1

ARTICLE 2 INTERPRETATION 1

2.01 DEFINITION AND INTERPRETATION 1

ARTICLE 3 OBJECTIVES OF COMMISSION AND REPEAL OF OLD BYLAW 2

3.01 OBJECTIVES OF COMMISSION 2

3.02 REPEAL OF PREVIOUS BYLAWS 2

ARTICLE 4 MEMBERSHIPS 3

4.01 MEMBERSHIP OF COMMISSION 3

ARTICLE 5 MANAGEMENT 3

5.01 MANAGEMENT OF COMMISSION 3

ARTICLE 6 BOARD OF DIRECTORS 3

6.01 CONDUCT OF BOARD 3

6.02 APPOINTMENT OF DIRECTORS TO BOARD 3

6.03 ALTERNATE DIRECTORS 3

6.04 REMOVING DIRECTORS FROM BOARD 3

6.05 ELECTION OF BOARD POSITIONS 3

6.06 HOLDING REGULAR BOARD MEETINGS 3

6.07 CALLING SPECIAL BOARD MEETINGS 3

6.08 NOTICE OF BOARD MEETINGS 4

6.09 ELECTRONIC PARTICIPATION IN BOARD MEETINGS 4

6.10 MAJORITY VOTE REQUIRED 4

6.11 QUORUM FOR DIRECTOR MEETINGS 4

6.12 PAYMENT OF DIRECTOR’S EXPENSES 4

6.13 MUNICIPAL ADMINISTRATORS ATTENDING BOARD MEETINGS 4

6.14 HOLDING MEETINGS IN PUBLIC 4

6.15 TIE VOTE 4

ARTICLE 7 DUTIES OF THE BOARD 5

ARTICLE 8 GENERAL MEETINGS OF COMMISSION 5

8.01 ANNUAL GENERAL MEETING OF THE COMMISSION 5

8.02 SPECIAL MEETING OF THE COMMISSION 5

8.03 BOARD MEETING OF THE COMMISSION 6

ARTICLE 9 ADMINISTRATION 6

9.01 APPOINTMENT OF OFFICER POSITIONS 6

9.02 CHAIR’S POWERS 6

9.03 VICE-CHAIR 6

9.04 ALTERNATE CHAIR 6

9.05 RESIGNATION BY THE CHAIR 6

9.06 RESIGNATION BY THE VICE-CHAIR 7

9.07 PECUNIARY INTEREST BY AN OFFICER OR DIRECTOR 7

9.08	ABSENTEEISM.....	7
9.09	CAO'S ROLES.....	7
9.10	SELECTION OF CAO.....	8
9.11	OFFICER POSITIONS.....	8
9.12	SIGNING OF DOCUMENTS.....	8
9.13	APPOINTMENT OF ACTING CAO.....	8
9.14	ADVISORY COMMITTEES.....	8
ARTICLE 10	BOOKS, RECORDS AND FINANCIAL REPORTING.....	9
10.01	INSPECTION OF RECORDS.....	9
10.02	APPOINTMENT OF AUDITOR.....	9
10.03	MINUTE TAKING.....	9
10.04	FINANCIAL STATEMENTS.....	9
10.05	ACCOUNTING BY THE COMMISSION.....	9
ARTICLE 11	LIMIT ON EXPENDITURES.....	9
11.01	NON-BUDGETED EXPENDITURE.....	9
11.02	MINISTER'S SETTING OF BUDGET.....	9
ARTICLE 12	AMENDMENTS.....	10
12.01	AMENDMENTS TO BYLAWS.....	10
12.02	NOTIFICATION REQUIRED TO AMEND BYLAWS.....	10
ARTICLE 13	SEVERANCE.....	10
13.01	SEVERANCE OF BYLAW CLAUSES.....	10

**MOUNTAIN VIEW REGIONAL WASTE MANAGEMENT COMMISSION
CORPORATE BYLAW NO. 3**

**BEING A BY-LAW RESPECTING THE GOVERNANCE OF ADMINISTRATION OF THE
COMMISSION**

WHEREAS pursuant to the provisions of the Act, the Board of the Commission may pass Bylaws respecting the provision of the Commission's services and governance of the administration of the Commission; and

NOW THEREFORE the Board enacts the following:

ARTICLE 1 AUTHORIZATION

1.01 Passage of Bylaws

These Bylaws are passed by the Board pursuant to Section 602.07 of the Act.

ARTICLE 2 INTERPRETATION

2.01 Definition and Interpretation

In these Bylaws, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and the following words shall have the following meanings unless the context otherwise requires:

- (a) "Act" means the *Municipal Government Act*, R.S.A. 2000, c. M-26 and all regulations thereto, as replaced or amended from time to time;
- (b) "Alternate Director" means that person appointed to the Board by a Member as an alternate director in accordance with Amended Bylaw No. 1;
- (c) "Amended Bylaw No. 1" means that amended Bylaw No. 1 which has been approved of by the Minister of Municipal Affairs or, as of the date of this Bylaw No. 3 has yet to be approved of by the Minister of Municipal Affairs regarding the appointment of Directors and designation of the Chair;
- (d) "Annual General Meeting" (AGM) means the meetings of the Board to be held in accordance with Section 8.01 hereof;
- (e) "Auditor" means the auditor appointed in accordance with Section 10.02 hereof;
- (f) "Board" means Board of Directors of the Commission;
- (g) "CAO" means the person appointed by the Board as the Chief Administrative Officer in accordance with this Bylaw;
- (h) "Chair" means the Chair of the Board;
- (i) "Commission" means the Mountain View Regional Waste Management Commission;
- (j) "Director" means that person appointed to the Board by a Member as a director in accordance with Amended Bylaw No. 1;
- (k) "Members" means all of Town of Carstairs, Village of Cremona, Town of Didsbury, Town of Olds, Town of Sundre and Mountain View County and "Member" means any one of them;

- (l) "**Membership Agreement**" means any membership agreement, from time to time, which will address certain key Member responsibilities to the Commission, Commission responsibilities to the Members, funding obligations and remedying of defaults by a Member;
- (m) "**Officers**" means the officer(s) as appointed and/or determined by the Board in accordance with this Bylaw;
- (n) "**Operating Budget**" means the operating budget of the Commission, required by the Act;
- (o) "**Minister**" means the Minister of Municipal Affairs;
- (p) "**Regular Meeting**" means the meetings of the Board to be held in accordance with Section 6.06 hereof;
- (q) "**Special Meeting**" means the meeting of the Board to be held in accordance with Section 6.07 hereof;
- (r) "**Waste Management System**" means landfill and transfer station facilities.

All other words in this Bylaw are as defined or used in the Act or the Regulation.

ARTICLE 3 OBJECTIVES OF COMMISSION AND REPEAL OF OLD BYLAW

3.01 Objectives of Commission

The objectives of the Commission are:

- (a) To plan, implement , own and operate a waste management system;
- (b) To minimize the amount of waste requiring disposal through the education and application of the 4 R's in the following order: reduction, reuse, recycling and recovery;
- (c) To dispose of residual waste in a manner that will protect public health and safety and the environment;
- (d) To continually search for and review new innovation techniques and technology available;
- (e) To maximize the life of the landfill;
- (f) To remain financially sustainable and cost effective through constant review of fee schedules and policies;
- (g) To meet or exceed all regulatory requirements placed upon the Commission by government mandates;
- (h) To have all stakeholders as active participants in the waste management process with Members displaying respect for the opinions of other Members;
- (i) To continually review and update processes to maximize efficiencies.

3.02 Repeal of Previous Bylaws

The Commission hereby repeals any previous bylaws that addresses governance matters and replaces them with this Bylaw No. 3.

ARTICLE 4 MEMBERSHIPS

4.01 Membership of Commission

The only members of the Commission are the Members.

ARTICLE 5 MANAGEMENT

5.01 Management of Commission

Subject to any Membership Agreement to the contrary, the management of the Commission shall be vested in the Board.

ARTICLE 6 BOARD OF DIRECTORS

6.01 Conduct of Board

The proceedings of the Board shall be conducted in accordance with the Act and this Bylaw.

6.02 Appointment of Directors to Board

The Board shall be appointed in accordance with the Amended Bylaw No. 1.

6.03 Alternate Directors

As stated in Amended Bylaw No. 1:

- (a) In the absence of a particular Director attending a meeting of the Board, the Alternate Director as appointed as an alternate by that Member who appointed that absent Director, may exercise the same powers as such Director; and
- (b) If a particular Director as appointed by the Member is in attendance at such Board meeting, then the Alternate Director as appointed by that Member shall have no vote at the Board meeting.

6.04 Removing Directors From Board

A Member may revoke the appointment of its appointed Director or Alternate Director in accordance with Amended Bylaw No. 1.

6.05 Election of Board Positions

The Directors shall elect, from amongst the Board, the Chair and the Vice-Chair in accordance with the Commission's amended Bylaw No. 1.

6.06 Holding Regular Board Meetings

The Board, by resolution, may establish the date and number of Regular Meetings held during a year, however, there shall be not less than quarterly Regular Meetings per year.

6.07 Calling Special Board Meetings

The Board shall call a Special Meeting upon receipt of written or electronic request by the Chair or at least two (2) Directors.

6.08 **Notice of Board Meetings**

Notice of the time and place of every Board meeting shall be given to each Director personally, by telephone or by electronic means not less than seven (7) days before the time fixed for the holding of such Board meeting, provided that any Board meeting may be held at any time and place without such notice if:

- (a) all the Directors are present thereat and signify their waiver of such notice at such meeting; or
- (b) all the Directors present thereat signify their waiver of such notice and all the Directors that are absent have signified their consent to the meeting being held in their absence.

6.09 **Electronic Participation in Board Meetings**

A Director may participate in a Board meeting or at a meeting of a committee of the Board by means of telephone conference or other electronic communications media that permits each of the Directors to hear each of the other Directors and to be heard by each of the other Directors.

6.10 **Majority Vote Required**

Any matter properly placed before a meeting shall be decided by a majority of the votes cast. Every question shall be decided in the first instance by a show of hands unless any participant of the meeting has demanded a poll.

- (a) Upon a show of hands, every Director shall have one vote and, unless a poll has been demanded, a declaration by the Chair that a resolution has been carried or not carried and any entry to that effect in the minutes of the Commission shall be sufficient evidence of the fact without proof of the number or proportion of the vote accorded in favour of or against such resolution.
- (b) In the event that any Director has participated in the meeting via electronic media or telephone conference, then that Director's votes shall be recorded by a yea or nay vote.

6.11 **Quorum for Director Meetings**

A quorum of the Board shall be two thirds of the Directors or Alternate Directors, as the case may be.

6.12 **Payment of Director's Expenses**

The Directors shall receive for attending any Board meeting or for carrying out any Director's responsibilities, meeting fees and expenses including travel expenses as permitted by the rates and fees set out in a policy approved in the Operating Budget.

6.13 **Municipal Administrators Attending Board Meetings**

Each Member may have administrative representation at any Board or Committee meeting but shall have no vote.

6.14 **Holding Meetings in Public**

Each meeting of the Board must be held in public, subject to Section 602.08(2) of the Act. When a meeting is closed in public, no resolution or bylaw of the Board may be passed, except a resolution to revert to a meeting held in public.

6.15 **Tie Vote**

A tie vote is a defeated motion.

ARTICLE 7 DUTIES OF THE BOARD

In the course of operating the waste management system the Commission will be responsible for planning, implementing and operating programs and activities related to the management, minimization and disposal of waste within the Commission boundaries using powers which include, but are not restricted to:

- (a) Establishing procedure and policy for Commission meetings;
- (b) Establishing policies, regulations and rules relating to waste management and the reduction, reuse, recycling and recovery of waste;
- (c) Entering into agreements to carry out the Commission's purpose;
- (d) Setting rates and fees through the adoption of a rates bylaw;
- (e) Establishing standing committees as required;
- (f) Approving an annual budget that will provide the resources to fulfill the Commission's mandate;
- (g) The purchase of land for the use of waste transfer stations to serve participating Members;
- (h) Creating a five year business plan and reviewing the business plan annually at the Annual General Meeting with amendments submitted to each Member municipality.

ARTICLE 8 GENERAL MEETINGS OF COMMISSION

8.01 Annual General Meeting of the Commission

- (a) The Commission shall in May each calendar year convene an Annual General Meeting of its Members.
- (b) In addition to any other business which may be transacted at an Annual General Meeting, the business of an annual general meeting shall be:
 - (i) To confirm the minutes of the last preceding Annual General Meeting and of any general meeting held since that meeting;
 - (ii) To receive reports on the activities of the Commission during the last preceding fiscal year;
 - (iii) To receive and consider the audited financial statements and any reports that are required to be submitted;
 - (iv) To appoint an auditor.
- (c) At least fourteen days written notice of an Annual General Meeting of the Commission shall be given to each Director and each Member.

8.02 Special Meeting of the Commission

- (a) The Chair may call a special meeting of the Commission at any time and shall always do so upon the written request of at least two Directors.
- (b) Where the Chair calls a special meeting of the Commission he shall give at least twenty four hours' notice in writing or by other means, to each Director and each Member and shall indicate the matters or discussion at the special meeting.

8.03 **Board Meeting of the Commission**

The Commission must hold a board meeting annually not later than three weeks after the 3rd Monday in October.

ARTICLE 9 ADMINISTRATION

9.01 **Appointment of Officer Positions**

There shall be a Chair, a Vice-Chair and a CAO and such other Officers as determined by the Board in its discretion confirmed from time to time. The term of office of the Chair is one year.

9.02 **Chair's Powers**

The Chair shall:

- (a) preside over each Regular Meeting , Special Meeting and AGM of the Commission;
- (b) appoint all officials and committees as directed by the Board;
- (c) be an ex-officio member of all committees;
- (d) vote on all matters before the Board; and
- (e) perform all other and such other duties as are usually performed by the Chair.

9.03 **Vice-Chair**

- (a) The Vice-Chair shall act and perform the duties of the Chair in his absence in the conduct of his office.
- (b) The term of office for the Vice-Chair is one year.
- (c) In the absence of the Chair at any meeting, the Vice-Chair shall preside over the meeting for that meeting only.

9.04 **Alternate Chair**

During the absence or inability of the Chair and Vice-Chair, a Director appointed by the Board for that purpose shall exercise the duties and powers of the Chair.

9.05 **Resignation by the Chair**

- (a) When the Chair resigns the chair for any cause, the Vice-Chair shall act as Chair until the next Commission meeting.
- (b) At the next Commission meeting following the resignation of the chair, and election shall be conducted to elect a Chair.
- (c) If the Vice-Chair is elected as Chair, he shall immediately assume that office and shall have the Commission elect another Vice-Chair.
- (d) The Chair elected to fill a vacancy in the Chair holds the office for the unexpired term of his/her predecessor.

9.06 **Resignation by the Vice-Chair**

- (a) Where the Vice-Chair vacates his office for any cause, the Commission shall elect a new Vice-Chair at the next Commission meeting.
- (b) The Vice-Chair elected during a term of office holds the office for the unexpired term of his/her predecessor.

9.07 **Pecuniary Interest by an Officer or Director**

- (a) All Officers and Directors shall:
 - (i) Disclose when he or his agent, partner, spouse, parent or child has an interest in land, buildings, or corporations that could make a financial profit (hereinafter referred to as pecuniary interest) from a Commission decision;
 - (ii) Not participate in a discussion at a Commission meeting where he, his agent, partner, spouse or child has a pecuniary interest in the Commission's decision;
 - (iii) Excuse himself from the Commission meeting so as not to be involved with or seen to be involved with making or influencing the Commission's decision where he, his agent, partner, spouse, parent or child has a pecuniary interest in the decision; and
 - (iv) Exclude himself from the Commission meeting until the Commission has completed voting on the matter that may affect his or his agent's, partners, spouses, parents or child's pecuniary interest.
- (b) Where a Director has been found to have contravened these sections, by a resolution of the Commission and without in any way affecting, altering, reducing or modifying the Commission's legal rights and remedies, the Commission shall make a resolution requesting that the Member remove the Director from the Commission.
- (c) Where an Officer has been found to have contravened these sections, by a resolution of the Commission, that Officer may be removed as an Officer.

9.08 **Absenteeism**

A Commission Officer or Director shall not be absent from three successive Commission meetings without sufficient cause. In the event that the Director is absent and has not been represented by the Alternative Director during that time, the appointing Member shall be notified.

9.09 **CAO's Roles**

The CAO shall act as the administrative head of the Commission and without limiting the foregoing, the CAO shall:

- (a) provide recommendations to the Board on policies and programs and ensure that the policies and programs of the Commission are implemented;
- (b) advise and inform the Board on the operations and affairs of the Commission;
- (c) maintain custody of the seal of the Commission and when required on any instrument requiring the seal of the Commission, affix the same together with one of the Chair or the Vice-Chair and further in the presence of a Director;
- (d) perform the duties and exercise the powers assigned to the CAO in this Bylaw in the Act or any other applicable regulation;

- (e) cause the funds of the Commission to be received and disbursed in accordance with the directions of the Board, subject to this Bylaw;
- (f) cause detailed accounts of all income and expenditures including proper vouchers to be kept for all disbursements of the Commission;
- (g) cause to be rendered to the Board at Regular Meetings or whenever required by the Board an account of all transactions of the Commission and the financial position of the Commission;
- (h) cause notices to be given to Members and to Directors required by this bylaw;
- (i) cause all facts and minutes of all proceedings to be kept on all meetings of the Commission;
- (j) cause to be kept all books, papers, records, correspondence, contracts and other documents belonging to the Commission and shall cause the same to be delivered when required by the Act or when authorized by the Board to such person as may be named by the Board;
- (k) carry out any lawful direction of the Board from time to time; and
- (l) hire all employees as necessary in carrying out the business of the Commission.

9.10 Selection of CAO

The Board may select as CAO:

- (a) an individual that is an employee of a Member;
- (b) an individual that is an employee of the Commission; or
- (c) an individual, municipality or firm engaged on a contractual basis; on such terms and conditions as may be acceptable to the Board.

9.11 Officer Positions

In addition to the duties set forth herein, the Officers shall have such duties as the Board may from time to time determine.

9.12 Signing of Documents

Any one of the Chair or other duly appointed member of the Board, together with the CAO or other duly appointed agent of the Commission are authorized to execute and deliver any cheques, promissory notes, bills of exchange and other instruments, whether negotiable or not, on behalf of the Commission.

9.13 Appointment of Acting CAO

The Board may, from time to time appoint an acting CAO who shall be authorized, in the absence of the CAO, to perform the CAO's duties set out in this Bylaw.

9.14 Advisory Committees

- (a) The Board may create Advisory committees and may assign duties to them.
- (b) Where an Advisory committee is created by the Board:
 - (i) a Committee Chair shall be appointed from among the Directors with the Chair subject to confirmation by the Board;

- (c) Other Committee members shall be appointed by the Board and may be Directors of the Commission, representatives of the advisory or consulting groups, or from the public at large;
- (d) The number of Committee members shall be determined by the Board;
- (e) Committee participants may meet, adjourn, and otherwise regulate their meetings as they may determine.

ARTICLE 10 BOOKS, RECORDS AND FINANCIAL REPORTING

10.01 Inspection of Records

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 Director and Alternate Director.

10.02 Appointment of Auditor

The Board shall appoint an auditor or auditors who shall be a member or members of the Institute of Chartered Accountants and who shall audit the accounts and affairs of the Commission in accordance with the requirements of the Act.

10.03 Minute Taking

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

10.04 Financial Statements

The Board shall at all times ensure that the requirements of the Act relating to the delivery of reports, returns, financial statements and information to the Municipalities and the Minister of Municipal Affairs and Housing from the Commission are met.

10.05 Accounting by the Commission

- (a) The Commission shall keep distinct and regular accounts of its receipts, payments, assets and liabilities.
- (b) The auditors of the Commission shall annually audit the accounts using generally accepted and appropriate audit procedures. The audit shall be completed by April 30th.

ARTICLE 11 LIMIT ON EXPENDITURES

11.01 Non-Budgeted Expenditure

The Commission shall not make any expenditure which is not contemplated in an approved budget, unless:

- (a) it is first authorized by a resolution of the Directors passed by a majority of the Directors; or
- (b) it is for an emergency.

11.02 Minister's Setting of Budget

If the Minister establishes a budget for the Commission under Section 602.21 of the Act, the Commission may not make an expenditure that is not included in an approved budget unless the expenditure is:

- (a) authorized by the Minister,
- (b) for an emergency,
- (c) legally required to be paid.

ARTICLE 12 AMENDMENTS

12.01 Amendments to Bylaws

Any amendment to this Bylaw may be passed by the Board upon a two thirds majority vote of the Directors.

12.02 Notification Required to Amend Bylaws

Written notice of a proposed amendment to the Bylaw shall be provided to each Director and each Member not less than thirty (30) days in advance of the Regular Meeting or the Special Meeting at which the amendment is to be considered.

ARTICLE 13 SEVERANCE

13.01 Severance of Bylaw Clauses

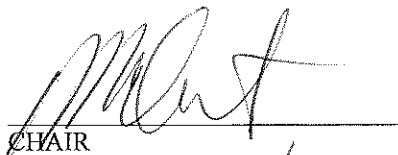
Should any article, section or part of this Bylaw be found to be improperly enacted or *ultra vires*, for any reason, then such article, section or part shall be regarded as being severable from the Bylaw and the Bylaw remaining after such severance shall be effective and enforceable.

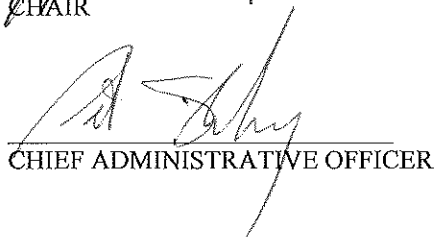
READ A FIRST TIME this 26th day of October, 2015.

READ A SECOND TIME this 26th day of October, 2015.

Unanimously approved for presentation for third reading this 26th day of October, 2015.

READ A THIRD TIME this 26th day of October, 2015.


CHAIR


CHIEF ADMINISTRATIVE OFFICER