

LAKE OF THE WOODS CONTROL BOARD

BYLAWS

PART I - DEFINITIONS

1. In these Bylaws:

- (a) ***The Boundary Waters Treaty, 1909***, is a treaty between the United States and Canada that provides for the settlement of disputes between the two countries and provides for the establishment of the International Joint Commission. (This was signed by Canada and the United States on January 11, 1909; ratified by US April 1, 1910, ratifications exchanged May 5, 1910; Canada Statutes 1-2, George V, Chapter 28.)
- (b) ***Final Report*** is the final report of the International Joint Commission on the Lake of the Woods Reference dated June 27, 1912. (This report was submitted on June 12, 1917.)
- (c) ***The Lake of the Woods Control Board Act, 1921*** is the intended concurrent legislation (Canada and Ontario) providing for the establishment of the Lake of the Woods Control Board and regulation of Lake of the Woods, Lac Seul, the Winnipeg River between Lake of the Woods and its junction with the English River, and the English River between Lac Seul and its junction with the Winnipeg River. (Canada Statutes 11-12, George V, Chapter 10, May 3, 1921.)
- (d) ***The Lake of the Woods Regulation Act, 1921*** was enacted by Canada and declared any works constructed on the water described in (c) to be for the general advantage of Canada, thus giving Canada sole control and allowing Canada to regulate the waters as provided. This legislation was passed because Ontario did not pass The Lake of the Woods Control Board Act in 1921. It contained provision for repeal by the Governor General in Council if Ontario passed The Lake of the Woods Control Board Act. (Canada Statutes 11-12, George V, Chapter 38, June 14, 1921.)
- (e) ***The Lake of the Woods Control Board Act, 1922*** is the Ontario equivalent of (c), but did not come into force until the repeal of (d). (Ontario Statutes 12-13, George V, Chapter 21, June 13, 1922.)
- (f) ***The Tripartite Agreement (Agreement Between Canada, Ontario and Manitoba)*** provides a working basis for the regulation of the English and Winnipeg Rivers contingent on repeal of (d) and sets out the basis for sharing of costs for securing control of the outlets of Lake of the Woods and Lac Seul and, by extension, for sharing costs for future operation and maintenance. (November 15, 1922.)
- (g) ***Convention and Protocol*** is a treaty between the United States and Canada, and provides for the establishment of the Lake of the Woods Control Board and the International Lake of the Woods Control Board, the regulation of Lake of the Woods as recommended in the Final Report of the International Joint Commission, and the joint reference to the IJC of questions concerning the regulation of Rainy Lake and other upper boundary waters. (15 George V, Sessional Paper No. 98, 1925.)

- (h) ***The Lac Seul Conservation Act, 1928*** is concurrent Canada-Ontario legislation and provides for the construction of a dam at Ear Falls to provide storage in Lac Seul. The federal Act provides for the repeal of The Lake of the Woods Regulation Act, 1921. (Canada Statutes 18-19, George V, Chapter 32, June 11, 1928; Ontario Statute 18, George V, Chapter 12, April 3, 1928.)
- (i) ***The Lake of the Woods Control Board Amendment Act, 1958*** is concurrent Canada-Ontario legislation and provides for reduction in number of Canada Members of the Board from two to one, and gives Manitoba one Member; it also adds provision for Alternate Members and for control of flows from the Lake St. Joseph Diversion into Lac Seul. (Canada Statute 7, Elizabeth II, Chapter 20, August 13, 1958; Ontario Statute, 1958, Chapter 48, March 27, 1958.)
- (j) ***The Lake of the Woods Control Board Act, 1958*** is the Manitoba equivalent of (i). (Manitoba Statute 7, Elizabeth II, 1958, Chapter 30, April 9, 1958.)
- (k) ***The Manitoba-Ontario-Lake St. Joseph Diversion Agreement Act, 1958*** is concurrent Ontario-Manitoba legislation and permits Manitoba Hydro and Ontario Hydro to enter into an agreement respecting the diversion of waters into the Winnipeg River and the energy generated from the diverted water. (Ontario Statutes, 1958, Chapter 56, March 27, 1958; Manitoba Statute 7, Elizabeth II, Chapter 38, April 1958.)
- (l) ***The Draft New Lac Seul Agreement, 1986*** (draft agreement dated 1986.01.03) is a proposed agreement between Canada, Ontario, Manitoba, Winnipeg Hydro, Ontario Hydro and Manitoba Hydro, which was intended to replace the original agreement that forms the Schedule of the Lac Seul Conservation Act, 1928. Although finalizing this agreement was placed "on hold", the six parties agreed that operating and re-habilitation costs should be shared in accordance with its terms, commencing with costs for 1985. (Winnipeg Hydro was acquired by Manitoba Hydro in 2002 and no longer exists.)
- (m) ***The Lac Seul Orders-in-Council*** are Orders-in-Council by each of the three governments which define the water level operating range on Lac Seul, as recommended by the Board. (Canada O-i-C 1990-2656; Manitoba O-i-C 822/90; Ontario O-i-C 176/86 and 2361/91)
- (n) ***"Board"*** means the Lake of the Woods Control Board, as established under the provisions of Article 3 of the Convention and Protocol.
- (o) ***"International Board"*** means the International Lake of the Woods Control Board, as established under the provisions of Article 3 of the Convention and Protocol.
- (p) ***"Member"*** means a Member of the Board appointed by Governor General in Council or Lieutenant Governor of Ontario in Council or Lieutenant Governor of Manitoba in Council.
- (q) ***"International Member"*** means the Canadian Member of the International Lake of the Woods Control Board, appointed by Governor General in Council.
- (r) ***"Alternate"*** means an alternate for a Member, appointed by Governor General in Council or Lieutenant Governor of Ontario or Manitoba in Council.

- (s) *"Chair"* means the Chairperson of the Board.
- (t) *"Past Chair"* means the Member who served as Chair immediately previous to the current Chair.
- (u) *"Secretariat"* means the permanent operational unit established by the Board to carry out its directives.
- (v) *"Executive Engineer"* means the senior employee of the Lake of the Woods Control Board Secretariat.
- (w) *"Applicable Legislation"* means those legislative enactments and the Convention and Protocol whereby the Board receives its mandate.
- (x) *"Memorandum of Understanding"* means the memorandum agreed to by the Board and Environment Canada which governs the housing, financing and administration of the Board's Secretariat.
- (y) *"Parties"* means the three governments formally involved in the Board through legislation, namely Canada, Ontario and Manitoba.
- (z) *"Bylaws"* means the ordinances adopted by the Board for the regulation of the Board's internal affairs.
- (aa) *"Rules and Procedures"* means those rules and procedures adopted by the Board governing the operations of the Secretariat.
- (bb) *"Regulation Meeting"* means a formal meeting of the Board, held for the purpose of reviewing hydrologic conditions in the basin and then making a Regulation Decision for the next period of time.
- (cc) *"Regulation Decision"* means a decision by the Board on one or more of the following: the outflow from Lake of the Woods or Lac Seul, the general regulation policy to be followed, a specific regulation strategy to be carried out by the Secretariat on behalf of the Board, or other decision regarding the control of water level and flow within the Board's jurisdiction.
- (dd) *"Regulation Consultation"* means a conference call with each available Member or his/her Alternate, or a one-by-one polling of each Member or his/her Alternate, generally initiated by the Secretariat, for the purpose of making a Regulation Decision in response to changing conditions in the basin between Regulation Meetings.
- (ee) *"First Nation(s)"* means one or more of the indigenous Indian bands recognized by the Government of Canada and with lands within the Board's geographic area of influence.
- (ff) *"First Nation Advisor(s)"* means a person or persons, named by a Chief of a First Nation or by the Grand Chief of Grand Council Treaty #3, to consult with and advise the Board on the regulation of levels and flows of waters within the Board's jurisdiction.
- (gg) *"Specific Interest Group"* means an agency or group that has sought and been given recognition by the Board as a group with specific interests in matters of water level and

flow regulation, thereby enabling it to present its views on regulation as part of the Board's normal decision-making process.

- (hh) "*Chief Officer*" means the President or Chair (or his/her designated alternate), of a Specific Interest Group.
- (ii) "*Representative*" means a person nominated by the Chief Officer of a Specific Interest Group to present the views of that group on regulation of levels and flows of waters within the Board's jurisdiction, both in person at Regulation Meetings and through regular or periodic contact between meetings.
- (jj) "*Resource Agency*" means a government agency, department or ministry which has a mandate pertaining to the natural resources and environment within the geographical area affected by the Board and which has been requested by the Board to make available appropriate staff to provide expert advice to the Board on resources potentially affected by Board decisions.
- (kk) "*Resource Advisor*" means a staff member named by a Resource Agency to provide expert advice to the Board on specific natural resource or environmental issues.
- (ll) "*Administration Meeting*" means a formal meeting of the Board held for the purpose of addressing administrative matters such as but not limited to budget, staffing, bylaws, rules and procedures. Regulation Decisions will not be made in Administration Meetings.

PART II - BYLAWS

The following shall be the Bylaws of the Lake of the Woods Control Board:

1. Objective

The objective of the Board shall be in accordance with the Applicable Legislation. Generally, this shall be as follows:

- (a) to regulate Lake of the Woods as a multi-purpose reservoir; specifically, to regulate the level of Lake of the Woods to secure to the inhabitants of the United States and Canada the most advantageous use of the waters thereof and of the waters flowing into and from the lake on each side of the boundary between the two countries for domestic and sanitary purposes, for navigation purposes, for fishing purposes, and for power, irrigation and reclamation purposes. The level of Lake of the Woods shall ordinarily be maintained between elevation 1056 ft (321.87 m) and 1061.25 ft (323.47 m) sea-level datum (United States Coast and Geodetic Survey datum of 1912, also known locally as the "Lake of the Woods datum"), and between these two elevations regulation shall be such as to ensure the highest continuous uniform discharge of water from the lake while giving due consideration to the views of First Nations, Specific Interest Groups, Resource Agencies and the general public. During periods of excessive precipitation the total discharge from the lake shall, upon the level reaching elevation 1061 ft (323.39 m), be so regulated as to prevent, if at all possible, the maximum level of the lake exceeding elevation 1062.5 ft (323.85 m). Whenever the level of the lake rises above elevation 1061 ft (323.39 m) or falls below elevation 1056 ft (321.87 m), the rate of total discharge of water from the

lake shall be subject to the approval of the International Lake of the Woods Control Board;

- (b) to regulate Lac Seul primarily as a hydropower reservoir, but with due consideration for other interests; specifically, to regulate and control the outflow of the waters of Lac Seul so as to maintain the level of the lake between such elevations as the Board may from time to time recommend and which shall be approved by the Governor General in Council, the Lieutenant Governor of Ontario in Council, and the Lieutenant Governor of Manitoba in Council, these elevations most recently being defined as the range from 352.4 m (1156.17 ft) to 357.2 m (1171.92 ft) above mean sea level (Geodetic Survey of Canada datum, preliminary adjustment of 1923), with the upper 0.3 m (0.98 ft) considered a flood reserve and the lower 1.2 m (3.94 ft) considered a drought reserve;
- (c) to regulate and control the flow of waters into Lac Seul through the Lake St. Joseph diversion works when the level of Lac Seul rises above elevation 1169 ft (356.31 m) during the months of January and June, above elevation 1168 ft (356.01 m) during the months of February through May, and above elevation 1170 ft (356.62 m) during the months of July through December;
- (d) to regulate and control the flow of the waters of the Winnipeg River between its junction with the English River and the Lake of the Woods, and also the flow of the waters of the English River between its junction with the Winnipeg River and Lac Seul.

2. Membership

In accordance with the Applicable Legislation, the Board shall consist of four Members and four Alternates, all to be duly qualified engineers, who shall be appointed as follows:

- (a) one Member and one Alternate to be appointed by the Governor General in Council;
- (b) one Member and one Alternate to be appointed by the Lieutenant Governor of Manitoba in Council;
- (c) two members and two Alternates to be appointed by the Lieutenant Governor of Ontario in Council.

3. Chair

The role of Chair shall normally rotate on a calendar year basis among all the Members in the following order: Ontario, Manitoba, Ontario, and Canada. However, subject to discussion and agreement among the Members, the Chair for any given year may be chosen by the Members. The Chair shall be governed by Part III of these Bylaws.

4. Alternate Members

An Alternate shall have the powers of a Member in the absence of the Member for whom he/she was appointed as Alternate.

5. Meetings, Notice and Attendance

Meetings of the Board are usually scheduled several months in advance. However, any Member may request a meeting at any time, in which case the Chair must call the meeting within 30 days.

(a) *Regulation Meetings*

Regulation Meetings shall be held at least three times per year in the Winnipeg River drainage basin. A Regulation Consultation shall not constitute a Regulation Meeting.

(b) *Administration Meetings*

Administration Meetings shall be held when deemed necessary by the Chair and at any location agreed to by the Board. However, Administration Meetings will usually be held in conjunction with Regulation Meetings.

(c) *Notice of Meetings*

Meetings of the Board shall be called with at least 14 days notice, unless every Member agrees otherwise. The notice of meeting shall include an agenda.

(d) *Public Meetings or Open Houses*

The Board shall conduct at least one Public Meeting or Open House each year in the Winnipeg River drainage basin. In the event that hydrologic conditions are "unusual", and the Board wishes to seek or facilitate input from the public, the Board may conduct additional Public Meetings or Open Houses.

(e) *Attendance*

All Members and Alternates, given the status of their governmental Order-in-Council appointments, are expected to place a high priority on attendance at all Board meetings. In any case, in the interest of continuity of knowledge and process, all Alternates are expected to place the highest possible priority on attending at least one Regulation and one Administration meeting a year along with the Member they represent, plus any special purpose meetings called by the Board.

All Representatives of Specific Interest Groups, and all Resource Advisors, are expected to place a high priority on attendance at all Board Regulation Meetings. [See Bylaws 17(f) and 18(c).] Attendance of First Nation Advisors at Regulation Meetings is welcomed and encouraged.

6. Quorum

Meetings of the Board shall be official when all Members and/or their Alternates are present, of which at least two shall be Members.

Regulation Decisions by Regulation Consultation shall not be subject to the Quorum requirements of official meetings. If it is necessary for a Regulation Decision to be made by Regulation Consultation, and if it is not possible to reach any Member (or his/her Alternate),

the Executive Engineer or his/her designated alternate shall contact that Member (or Alternate) at the earliest possible time and advise of the Regulation Decision taken. If the Member (or Alternate) does not agree with the Regulation Decision taken, he/she may request a follow-up conference call of all Members or their Alternates, which shall be conducted at the earliest possible time.

7. Voting

The majority of votes shall determine the Board's decision on any question or matter. The Chair shall have the option of voting on any question or matter.

8. Powers

The Board shall have the powers granted to it in Applicable Legislation.

9. Authority

Within the general responsibilities given to it in the Applicable Legislation, the Board shall determine its technical and administrative functions from time to time and shall decide all matters regarding the authority of the Board and the delegation thereof.

10. Fiscal Year

The fiscal year shall commence on April 1 and shall end on March 31 in the subsequent year.

11. Work Plan and Budget

Each year, the Executive Engineer shall submit to the Board for approval a one-year work plan, based on the anticipated federal budget allocation to the Secretariat, and shall as well submit, for Board consideration, any additional recommended work items which would be contingent on new resources, along with an estimate of the new resource requirements. The Board will consider the proposed funded and unfunded work items, their relative priorities and urgencies. The Board will approve a one-year work plan, based on the assumed budget, and will determine what action to take regarding any essential additional work items and their resource requirements. The work plan will be finalized once federal allotments for the Secretariat budget are set.

12. Secretariat

- (a) In accordance with the terms of the Memorandum of Understanding, there shall be an autonomous Secretariat housed in the offices of Environment Canada in the National Capital Region.
- (b) The Secretariat shall be the "operational arm" of the Board, charged with the responsibility for conducting programs approved by the Board, including regulatory responsibilities in respect of Lake of the Woods and Lac Seul, collating and analysing data, conducting approved studies, and for furthering the policies and objectives of the Board in ways specified by the Board.
- (c) The senior employee of the Secretariat shall be the Executive Engineer whose actions shall at all times be subject to the approval of the Board.

- (d) The Board may arrange by agreement for secondment to the Secretariat the employees of one or any of the Parties or their agencies, at cost, whenever, in the opinion of the Party concerned, the services of such employees are available. Such employees shall remain under the administrative control and service regulations of the appropriate Party or agency.
- (e) In accordance with the Memorandum of Understanding, the Board will authorize the Secretariat to perform certain data collecting, analysing, reporting and other functions for the International Rainy Lake Board of Control and/or the International Lake of the Woods Control Board.

13. Assignments to Associated Agencies and/or Consultants

- (a) The Board shall have the authority to engage agencies of the Parties, at cost, to undertake assignments from the Board whenever in the opinion of the Party concerned the services of such agencies are available.
- (b) The Board may engage consultants to undertake assignments from the Board whenever such services are deemed necessary.
- (c) The services of consultants and of agencies of the Parties shall be engaged under contractual arrangements. Contracts shall be entered into by the Executive Engineer, on behalf of the Board, subject to delegated authorities under federal contract regulations. Contracts for services shall also be subject to budgetary appropriations and any other controls imposed by the Board for the conduct of the work. Agencies may enter into sub-contracts with consultants subject to the approval of the Executive Engineer.

14. Cost Allocation

- (a) In accordance with the terms of the Memorandum of Understanding, the expenses of the Secretariat incurred in fulfilling its duties will be paid in the proportions agreed to in the Tripartite Agreement, 1922.
- (b) In accordance with the terms of the Memorandum of Understanding, Environment Canada will assume the costs of housing the Secretariat.
- (c) All costs related to hydrologic, meteorologic or other data collection, except as may be provided for by particular agreement in connection with a specific project, shall be borne as follows:
 - (i) For that portion of the basin downstream from the dam at Fort Frances - International Falls but upstream from the confluence of the English and Winnipeg rivers but excluding therefrom the basin of the English River upstream from its confluence with the Winnipeg River, all costs shall be proportioned as provided in the Tripartite Agreement, 1922.
 - (ii) For the basin of the English River upstream from its confluence with the Winnipeg River, all costs shall be proportioned as provided in the Draft New Lac Seul Agreement, 1986.

- (iii) In accordance with Bylaw 7, the Board may decide to expend funds on data collection in other geographic areas, such as the Lake St. Joseph basin and the Rainy Lake basin. In such instances the proportioning of costs between Canada, Ontario and Manitoba shall be subject to negotiation and will be specified in the Board motion authorizing such expenditures.
- (d) All other expenditures agreed to by the Board will be proportioned according to the Tripartite Agreement (1922) unless, by their nature, they are considered by the Board to be of particularly narrow interest and value, in which case the expenditures will be proportioned according to Bylaw 14(c)(iii).
- (e) Costs incurred by Members, Alternates, First Nation Advisors, Representatives and Resource Advisors, or by any others, in attending any meetings or functions of the Board shall be paid by their respective First Nations, agencies or interest groups, or by themselves.

15. Financing the Operations of the Board

- (a) Canada shall assume responsibility for financing the operations of the Secretariat under the terms and conditions set out in Bylaws 15(b), 15(c), and 15(d) and the Rules and Procedures adopted by the Board concerning the operations of the Secretariat.
- (b) As arranged and agreed to by the Parties, the Ontario and Manitoba shares of approved Board expenses, as provided in Bylaw 14, will be paid directly to Canada by Ontario Power Generation and by Manitoba Hydro respectively. Ontario and Manitoba will ensure that these shares are paid.
- (c) In December of each year, the Executive Engineer will prepare the Board's financial statement for the current fiscal year, based on costs incurred by the Secretariat and on gauge network costs incurred by Environment Canada. Secretariat costs will be based on actual costs for the period from April 1 to November 30 of the current fiscal year, estimated costs for the period from December 1 to March 31 of the current fiscal year, and an adjustment for the difference between actual and previously estimated costs for the period from December 1 to March 31 of the previous fiscal year. Gauge network costs will be based on costing procedures and formulas agreed to by Environment Canada and the provinces of Ontario and Manitoba under their standard hydrometric agreements for the current fiscal year.
- (d) Once the financial statement has been prepared, an appropriate Environment Canada representative (on behalf of Canada) will review the statement and discuss any concerns with the Board's Executive Engineer. When the statement has been agreed to, and no later than December 31 of each year, the Executive Engineer will inform Ontario Power Generation and Manitoba Hydro of the amounts to be paid by them, and Environment Canada will initiate the preparation and submission of invoices to these agencies for the Ontario and Manitoba shares of Board costs, based on the financial statement.
- (e) Provided that the invoices prepared in accordance with the above are received by January 24, Ontario and Manitoba shall ensure that Canada is reimbursed by February 28 for their shares of Board expenditures for the current fiscal year.

- (f) When engaged by the Board, the agencies of the Parties or consultants shall keep complete records of all expenditures and shall support such expenditures with proper documentation. These records and documents shall be made available for inspection on request.

16. **First Nations**

- (a) Grand Council Treaty #3, the political territorial organization for 28 First Nations in the Treaty #3 area, was recognized by the Board as a “Specific Interest Group” in 1980. In fact, it was the result of actions by Grand Council Treaty #3 and the Ear Falls - Perrault Falls Outfitters Association that led to the establishment of Specific Interest Groups by the Board as a new way of ensuring that input on regulation was received from all interests. Since then, based on the affirmation of Aboriginal and Treaty Rights in the Canadian Constitution (1982, s 35), the governments of Canada, Ontario and Manitoba have moved towards greater recognition of, and new relationships with, First Nations. Accordingly, and after discussions between staff of the Board and Grand Council Treaty #3 in 2005, the Board decided to no longer consider Grand Council Treaty #3 as a Specific Interest Group but instead to seek interaction with First Nations in their own right.
- (b) Grand Council Treaty #3, and individual First Nations, are encouraged to name First Nations Advisors to consult with and advise the Board.
- (c) The Grand Chief or other Chiefs, as appropriate, will supply to the Executive Engineer the name and contact information for any First Nation Advisors named by them.
- (d) First Nation Advisors are encouraged to attend Regulation Meetings to present the views and advice of the peoples they represent on regulation of the levels and flows of any waters under the Board’s jurisdiction.
- (e) First Nation Advisors may be accompanied by up to two support persons at Regulation Meetings. In addition, First Nation Chiefs are welcome at any Regulation Meeting.
- (f) The Board understands that participation of First Nations at Regulation Meetings, or any other interaction between First Nations and the Board regarding water level and flow regulation, will not affect any aboriginal or treaty rights, or any negotiations between First Nations and governments.
- (g) Once each year, the Board will seek to meet separately with Chiefs or staff representing Grand Council Treaty #3, in order to discuss any issues of concern related to the Board’s mandate and to ensure effective communication.
- (h) Grand Council Treaty #3, and any named First Nations Advisors, will be notified at least two weeks in advance of all Regulation Meetings and will be provided with copies of minutes of Regulation Meetings and other related written materials.
- (i) The Secretariat shall normally contact First Nations Advisors for their views prior to Regulation Consultations of the Board and shall provide First Nations Advisors and Grand Council Treaty #3 with notice of changes in outflow made between Regulation Meetings.

- (j) First Nation Advisors are encouraged to contact the Secretariat at any time between Regulation Meetings to express concerns, provide advice or seek information.

17. **Specific Interest Groups**

- (a) The recognition of any group as a Specific Interest Group shall be at the sole discretion of the Board. In the case of several interest groups, each deemed by the Board to represent the same interest, the Board retains the right to select among these groups in order to achieve good representation of the specific interest in question without duplication. The Board retains the right to withdraw its recognition of any Specific Interest Group at any time and shall communicate the reason(s) for such withdrawal of recognition in writing to the Chief Officer of that Specific Interest Group within one week of such decision being taken by the Board.
- (b) Each Specific Interest Group shall be allowed one Representative.
- (c) Each Specific Interest Group shall supply to the Executive Engineer:
 - (i) name of its Chief Officer;
 - (ii) the names of any other organized council, association, agency, corporation or other group which is a member organization of the Specific Interest Group; and
 - (iii) the name, address (regular mail and email) and telephone number of its Representative (and alternate Representative if appropriate).
- (d) Each Representative shall present to the Executive Engineer, prior to the commencement of the first Regulation Meeting attended, a letter of appointment signed by the Chief Officer of the Specific Interest Group represented.
- (e) If a Representative is unable to attend a Board Regulation Meeting, the Chief Officer of the Specific Interest Group may appoint an alternate Representative. Such alternate Representative shall present to the Executive Engineer, prior to the commencement of the Regulation Meeting, a letter of appointment signed by the Chief Officer of the Specific Interest Group.
- (f) Each Representative is expected to place a high priority on attendance at all Board Regulation Meetings. If a Representative is unable to attend a meeting, he/she is expected to so advise the Chief Officer of the represented Specific Interest Group so that arrangements can be made for an alternate Representative to attend the meeting. In this case, the Representative should provide the alternate Representative with all relevant Board materials and a briefing as necessary to bring the alternate Representative up to date. If it is absolutely not possible for the Specific Interest Group to be represented at a Board Regulation Meeting, then the Representative and/or the Chief Officer should ensure that their views or concerns regarding regulation are provided in writing to the Board's Secretariat in advance of the meeting.
- (g) A Representative may be accompanied at Regulation Meetings by the Chief Officer of his Specific Interest Group and, with the prior approval of the Executive Engineer, up to two support persons.

- (h) All Specific Interest Groups shall be notified at least two weeks in advance of all Regulation Meetings.
- (i) Each Representative shall present to the Executive Engineer, prior to the commencement of the Regulation Meeting, not less than five copies of any written material he and/or his support person(s) intend to present at the meeting. Preferably, enough copies will be provided for all regular attendees of Regulation Meetings.
- (j) A Representative and/or his support person(s) shall only address the meeting when recognized by the Chair.
- (k) A Representative and/or his support person(s) may present the views of the Specific Interest Group they represent on regulation of the levels and flows of any waters under the Board's jurisdiction.
- (l) Representatives may participate in debate on the formulation of Regulation Decisions and other directly related matters when invited to do so by the Chair who may, at his/her discretion, limit discussion, close debate or call for the Regulation Decision to be made.
- (m) The Chair may, for cause, direct the withdrawal of any or all Representatives and/or support persons from a Regulation Meeting.
- (n) Representatives shall be supplied with a copy of minutes of Regulation Meetings, including copies of written materials supplied to the Executive Engineer by other Representatives and/or Advisors.
- (o) The Secretariat shall normally contact all Representatives for their views prior to Regulation Consultations of the Board and shall provide Representatives with notice of changes in outflow made between Regulation Meetings.
- (p) Representatives are encouraged to contact the Secretariat at any time between Regulation Meetings to express concerns, provide advice or seek information.
- (q) Representatives are expected to inform the executive and general membership of their Specific Interest Group, on a regular basis, about water level and flow regulation, regulation issues, and the views and concerns of other interests. Effort should be made, when possible, to educate their membership about the regulation process, the uncertainties of inflows, the need for compromise and the Board's overall decision-making process. Representatives should not hesitate to refer their members to the Board's Secretariat for further information.

18. Resource Agencies

- (a) The selection of any government agency, department or ministry, or one or more of their local offices, as a Resource Agency shall be at the sole discretion of the Board. The selection of Resource Agencies will be based on their mandate and geographic area of jurisdiction regarding aspects of natural resources and the environment which may be impacted by Board decisions.
- (b) Management of the selected Resource Agencies will be requested by the Board to identify an employee to serve as a Resource Advisor to the Board, to provide the Board

with expert advice on specific natural resources and on environmental issues, usually in a specific area.

- (c) Each Resource Advisor is expected to place a high priority on attendance at all Board Regulation Meetings, and also to be regularly available to Board Members and the Secretariat for consultation.
- (d) Each Resource Advisor may be accompanied at Board Regulation Meetings by their Manager, and also by up to two fellow employees if their particular expertise would be useful to the Board in its deliberations.
- (e) Any Resource Advisor who is unable to attend a Regulation Meeting is expected to arrange for a fellow employee to attend in his/her place if at all possible, or to provide appropriate input and information to the Board's Secretariat in advance of the meeting.
- (f) As with Representatives of Specific Interest Groups, Resource Advisors are expected to inform the Manager and fellow employees of their Resource Agency about the Board and its decision-making process, and are encouraged to refer fellow employees and members of the general public to the Secretariat for more information.
- (g) As with Representatives, all Resource Advisors shall be supplied with a copy of minutes of Regulation Meetings, including copies of related materials, shall normally be contacted by the Secretariat for their views prior to Regulation Consultations of the Board, and shall be provided with notice of changes in outflow made between Regulation Meetings.
- (h) Resource Advisors are encouraged to contact the Secretariat at any time between Regulation Meetings to express concerns, provide advice or seek information.

19. Invited Persons

- (a) Board Members, Alternate Members and/or the Executive Engineer may from time to time invite one or more persons to attend part or all of any meeting.
- (b) If requested by any Member, Alternate or the Executive Engineer, the first item on the agenda of a Board Meeting attended by one or more invited persons shall be to confirm the appropriateness of their attendance and their acceptability to the Board. At the request of any Member, all invited persons shall be excluded from the Board Meeting to allow the Board to discuss the appropriateness of the attendance of any of the invited persons and to decide on this, if necessary, by the usual voting procedure.

20. Amendment of Bylaws

- (a) Bylaws may be enacted, amended or repealed in accordance with Article 7 of Part II of these Bylaws. Notice of intent to enact, amend or repeal Bylaws shall normally be served on Members at least fourteen (14) days prior to a vote on such an issue. Shorter notice must be unanimously agreed upon.
- (b) Bylaws involving the financial and administrative aspects of the Secretariat may be subject to negotiations with Canada if covered by the Memorandum of Understanding.

21. Rules and Procedures

The Board shall formulate and adopt "Rules and Procedures" governing the day-to-day affairs of the Board and the operations of the Secretariat. These "Rules and Procedures" may be amended, adopted or repealed in accordance with Article 19 of these Bylaws, excepting those which pertain to the financial obligations of the Parties which may be subject to negotiation among the Parties.

PART III - CHAIR

1. The Chair shall be responsible for chairing all meetings, including conference calls, of the Board.
2. The Chair will sign Board documents and letters on behalf of the Board when deemed appropriate by the Board.
3. The Chair shall, if required by the Board or requested by the Executive Engineer, provide advice and instructions to the Executive Engineer on policies, procedures and other matters as may be appropriate.
4. In the absence of the Chair, the Past Chair shall serve as the Acting Chair. If the Past Chair is absent, the voting Members and Alternates present shall choose an Acting Chair from among themselves.

PART IV - EXECUTIVE ENGINEER

1. Functions

The Executive Engineer shall:

- (a) be the senior employee of the Secretariat, be subject to the Board's direction, and, in consultation as may be appropriate with the Chair, shall carry out the day-to-day management of the responsibilities of the Board and direct and control the technical and administrative activities of the Secretariat.
- (b) keep the Board informed at all times of matters relevant to the programs and operations of the Board and the Secretariat.
- (c) recommend appropriate action and procedures for consideration by the Board to meet its obligations and further its objectives.
- (d) implement all orders and resolutions of the Board and perform any other duties that the Board may prescribe.
- (e) give or cause to be given notice of all meetings of the Board.
- (f) record or cause to be recorded all votes and minutes of all proceedings.

- (g) have charge of all records of the Board, together with all reports made by the Board and such other documents or files as the Board may direct.
 - (h) prepare and sign Board documents and letters on behalf of the Board when dealing with routine matters of the Board, with matters for which the Board has established a precedent, or on specific matters as requested by the Board.
 - (i) prepare Board work plan, budget and financial statement documents in accordance with Bylaws 11 and 15.
2. The Executive Engineer shall not be a Member of the Board and shall not be affiliated with any Specific Interest Group.