

ONTARIO MUNICIPAL ADMINISTRATORS' ASSOCIATION

BY-LAW: JULY 7, 2017

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IT IS HEREBY ENACTED as a by-law of the Association as follows:

INTERPRETATION

1. **Definitions.** In this By-law, unless the context otherwise requires:
- (a) **“Active Member”** means an active member of the Association as detailed in subsection 11(a) of this By-law and **“Active Membership”** has a corresponding meaning.
 - (b) **“Associate Member”** means an associate member of the Association as detailed in subsection 11(b) of this By-law and **“Associate Membership”** has a corresponding meaning.
 - (c) **“Association”** means, Ontario Municipal Administrators' Association.¹
 - (d) **“Board”** means the board of directors of the Association.
 - (e) **“By-law”** means this by-law.
 - (f) **“Chief Administrative Officer”** or **“CAO”** means the person appointed to manage the affairs of the municipality or reserve, by by-law pursuant to either section 229 of the *Ontario Municipal Act, 2001*, as amended, or section 83 (c) of the *Canada Indian Act*, as amended, so long as the individual is employed by a municipality or reserve located in Ontario, and includes those appointed with a comparable title including City Manager, County Manager, Town Manager, Clerk Administrator, First Nation Manager, Band Administrator, Band Manager, Senior Administrative Officer, etc.
 - (g) **“Contracts, Documents and Instruments in Writing”** includes cheques, drafts, orders for payment, deeds, mortgages, hypothecs, charges, conveyances,

¹ The Association is an Ontario, non-share capital corporation, incorporated July 7, 2017 pursuant to the *Ontario Corporations Act* and having Ontario corporation number 1976399.

transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligation, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper and electronic writings.

- (h) “**Director**” means a director of the Association.²
- (i) “**Executive Committee**” means the Association’s executive committee.
- (j) “**Executive Director**” means the executive director of the Association.
- (k) “**First Vice-President**” means the first vice-president of the Association.
- (l) “**Honorary Life Member**” means an honorary life member of the Association as detailed in subsection 11(c) of this By-law and “**Honorary Life Membership**” has a corresponding meaning.
- (m) “**Immediate Past President**” means the immediate past president of the Association.
- (n) “**Letters Patent**” means the letters patent of the Association as amended from time to time by any supplementary letters patent.³
- (o) “**Member**” means a member of the Association, including Active, Associate and Honorary Life Members, and “**Membership**” has a corresponding meaning.⁴
- (p) “**Member in Transition**” means an Active Member who ceases to be employed in a CAO capacity for an Ontario municipality but intends to be reappointed as a CAO for an Ontario municipality.
- (q) “**Nominating Committee**” means the Association’s nominating committee.
- (r) “**Officer**” means an officer of the Association and includes President, Immediate Past President, First Vice-President, Second Vice-President/Treasurer and Secretary.⁵
- (s) “**President**” means the president of the Association.

2 Directors are the individuals who are typically elected by the Members to the Board, but can also be appointed by virtue of their office. This latter type of appointment is referred to as an *ex officio* appointment. Directors, board members and members of the board are synonymous terms and are in contrast to members of the Association.

3 The Letters Patent is the charter or constitution for the Association – the document that brought the Association into existence. The Association’s Letters Patent are dated July 7, 2017. As of the date of this By-law, there are no supplementary letters patent.

4 Members of the Association are parallel to shareholders of a share capital corporation. As a non-share capital corporation, the Association has members and not shareholders. Members of the Association are in contrast to members of the Board of the Association.

5 Officers and directors are distinct from one another, although often officers are also directors. This is mandated by Ontario *Corporations Act* subsection 289(1) in the case of the President. Further, the By-laws in this case, mandate that the Immediate Past President, President, First Vice-President and Second Vice-President/Treasurer, be Directors.

- (t) **“Second Vice-President/Treasurer”** means the second vice-president/treasurer of the Association.
 - (u) **“Secretary”** means the secretary of the Association.
 - (v) **“Unincorporated Association”** means the unincorporated association of Ontario Municipal Administrators’ Association.
2. **Plural.** Words that are in the singular form are deemed to include the plural form and vice versa.
 3. **Include, Etc.** Whenever the words “include,” “includes” or “including” (or similar terms) are used they are deemed to be followed by the words “without limitation.”
 4. **References to Legislation.** Any reference in this By-law to any legislation including any regulations promulgated thereunder or any section thereof shall, unless otherwise expressly stated, be deemed to be a reference to such legislation or section as amended, restated or re-enacted from time to time.
 5. **Severability.** The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.
 6. **Footnotes.** The footnotes in this By-law are inserted for non-binding explanatory purposes only. They are not to be considered or taken into account for the purposes of construing or interpreting the provisions of this By-law nor shall they be used in any way to clarify, modify or explain the effect of any such provisions.

LEGAL FRAMEWORK

7. **Hierarchy.** In order of hierarchy, the legal framework for the Association is as follows:
 - (a) Law of the land, including the Canada *Income Tax Act* and the Ontario *Corporations Act*.
 - (b) Letters Patent.
 - (c) By-laws.
 - (d) Board Policy.
 - (e) Operational Policy.
 In the event of a conflict, the policies at the higher level in the legal framework shall prevail.⁶
8. **Objects as per Letters Patent.** The objects of the Association are as set out in the Letters Patent.⁷

⁶ The hierarchy is set by law and therefore it is not possible to change the hierarchy by amending this provision.

⁷ The objects as set out in the Letters Patent are:

- (a) *Work towards the continuous improvement of municipal government administration in Ontario;*
- (b) *Promote and support good governance by encouraging excellence in chief administrative officer leadership, know how and professional management of municipalities;*
- (c) *Encourage the adoption of the Council-Chief Administrative Officer system of municipal government by Ontario municipalities and promote the value of a strong chief administrative officer and the contribution of this role towards good governance;*

9. **Mission.** The Association's mission shall be within the scope of the objects of the Association.

HEAD OFFICE

10. **Head Office.** The head office of the Association shall be in the location required by the Letters Patent or such other place in Ontario as determined from time to time by special resolution and at such place therein as the Board may from time to time determine.⁸

MEMBERSHIP

11. **Classes and Composition.** There shall be three classes of Membership:
- (a) **Active Membership.** There shall be an Active Membership class, which shall be comprised ex officio of those individuals who are active members of the Unincorporated Association as of the date of this By-law plus such other individuals who meet the qualifications as outlined in section 12 of this By-law and are admitted as such as outlined in subsection 15(a) of this By-law. Active Membership is effective upon admission and continues until terminated in accordance with section 21 of this By-law.
 - (b) **Associate Membership.** There shall be an Associate Membership class, which shall be comprised ex officio of those individuals who are associate members of the Unincorporated Association as of the date of this By-law plus such other individuals who meet the qualifications as outlined in section 13 of this By-law and are admitted as such as outlined in subsection 15(b) of this By-law. Associate Membership is effective upon admission and continues until terminated in accordance with section 21 of this By-law.
 - (c) **Honorary Life Membership.** There shall be an Honorary Life Membership class, which shall be comprised ex officio of those individuals who are honorary members of the Unincorporated Association as of the date of this By-law plus such other individuals who meet the qualifications as outlined in section 14 of this By-law and are admitted as such as outlined in subsection 15(c) of this By-law. Honorary Life Membership is effective upon admission and continues until terminated in accordance with section 21 of this By-law.

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- (d) *Provide professional development services and support and networking opportunities, which enable members to be the best they can be in serving the public as municipal executives;*
 - (e) *Encourage education and training in public administration;*
 - (f) *Represent and advocate on behalf of members, presenting their views to other associations, government and regulatory bodies; and*
 - (g) *Actively assist and work with provincial authorities and other municipal associations in implementing the foregoing and generally promoting the interests of the corporation's members. This shall include but not be limited to serving on provincial committees and/or task forces*

- 8 The Letters Patent provide that the head office shall be in the Town of Goderich. See Ontario Corporations Act section 277 for further detail with respect to changing head office location.

12. **Active Membership Qualifications.** In order to be eligible for Active Membership, each candidate shall:
- (a) be a CAO of an Ontario municipality or reserve;
 - (b) submit to the Association a completed application form for Active Membership, in the form from time to time required by the Board; and
 - (c) submit to the Association, Active Membership fees for the year, on a pro-rated basis.
13. **Associate Membership Qualifications.** In order to be eligible for Associate Membership, each candidate shall:
- (a) **Meet Sub-classification Requirements.** Meet the requirements of any one or more of the below sub-classifications:
 - (i) **Aspiring Associate Sub-classification.** Be employed in Ontario as a deputy CAO and/or assistant CAO, or any other comparable title, and/or having the authority to act in the absence of the CAO or alternatively exercises broad corporate management responsibilities within their municipality or reserve.
 - (ii) **Partner Associate Sub-classification.** Meet any one or more of the following:
 - (1) Be employed in an executive capacity in a national, Ontario, regional or municipal organization, or at an Ontario reserve, principally dealing with municipal management and administration.
 - (2) Be a representative of the Ontario government ministry, agency or commission.
 - (3) Be an individual who provides professional expertise, management consulting or municipal services to municipalities or Ontario reserves.
 - (iii) **Retired Associate Sub-classification.** Be an individual who has been an Active Member and has retired from municipal or reserve administration.
 - (b) **Submit Completed Application.** Submit to the Association a completed application form for Associate Membership, in the form from time to time required by the Board; and
 - (c) **Submit Membership Fees.** Submit Membership fees in such amount as is from time to time required by the Board.
14. **Honorary Life Membership Qualifications.** In order to be eligible for Honorary Life Membership, each candidate shall be, in the opinion of the Board, someone who the Association should honour, with Honorary Life Membership.
15. **Admission Process.** Admission to Membership shall be as follows:⁹

9 Ontario *Corporations Act* section 124 provides that members may be admitted by resolution of the board or by virtue of their office, with it further provided that the by-laws may provide that admission shall not be effective until confirmed by the members at a general meeting.

- (a) **Active Membership.** Those individuals who meet the qualifications set out in subsection 12(a) of this By-law shall ex officio be Active Members of the Association. The Executive Director shall review applications for Active Membership to confirm whether or not such qualifications are met and if so, Active Membership shall be effective as of the date of such confirmation by the Executive Director.
- (b) **Associate Membership.** Those individuals who meet the qualifications set out in subsection 12(b) of this By-law shall ex officio be Active Members of the Association. The Executive Director shall review applications for Active Membership to confirm whether or not such qualifications are met and if so, Active Membership shall be effective as of the date of such confirmation by the Executive Director.
- (c) **Honorary Life Membership.** The Board shall admit candidates to Honorary Life Membership by way of majority resolution passed at a meeting of the Board.

In all cases, the Secretary shall notify or cause the Member to be notified of both their admission to Membership and the Member's Membership classification.

16. **Conditions of Membership.**

- (a) **Support Objects.** All Members shall support the objects of the Association. Whether or not this condition is satisfied shall be a decision of the Board in its sole discretion.
- (b) **Compliance.** All Members shall comply with this By-law and the rules from time to time established by the Board or anyone authorized by the Board to establish rules, with respect to participation in the programs and services of the Association and use of its facilities.
- (c) **Co-operate in Conflict Management Efforts.** All Members shall co-operate as reasonably requested by the Board in any conflict management efforts.
- (d) **Annual Fees.** The Active and Associate Members shall pay to the Association applicable annual fees as are from time to time established within the time period required (see sections 22-24 of this By-law). For greater clarity, Honorary Life Members shall not be required to pay any annual Membership fees.
- (e) **Other Amounts.** All Members shall pay to the Association all such other amounts as may from time to time be owing by the Member, within such time frames as from time to time required.

17. **Consequences of Breach.** Members who breach the conditions of Membership as outlined in section 16 of this By-law may be subject to have Membership revoked as per subsection 21(c) of this By-law.

18. **Active Membership Privileges.** Active Members in good standing shall be entitled to:

- (a) Notice of all meetings of Members.
- (b) Attend at all meetings of Members.

- (c) Participate at meetings of Members by being heard (verbally or in writing), debating and voting, with each Active Member entitled to one vote on each question arising, except in situations when the Associate Members are entitled to vote separately as a class.
 - (d) Participate in the programs and services and have use of the facilities from time to time offered by the Association, subject to such requirements from time to time set by the Board.
 - (e) Enjoy discounts for the other programs, services and facilities of the Association in such amounts or percentages as are determined from time to time by the Board, subject to such requirements from time to time set by the Board.
19. **Associate Membership and Honorary Life Membership Privileges.** Associate Members and Honorary Life Members in good standing shall be entitled to:
- (a) Notice of all meetings of Members.
 - (b) Attend at all meetings of Members.
 - (c) Participate at meetings of Members by being heard (verbally or in writing), and debating. For greater clarity, Associate Members and Honorary Life Members shall not be entitled to vote.
 - (d) Participate in the programs and services and have use of the facilities from time to time offered by the Association, subject to such requirements from time to time set by the Board.
 - (e) Enjoy discounts for the other programs, services and facilities of the Association in such amounts or percentages as are determined from time to time by the Board, subject to such requirements from time to time set by the Board.
20. **Transferability of Membership.**¹⁰ Membership is in the name of the individual and is not transferable.
21. **Termination of Membership.** Membership terminates upon:
- (a) **Non-Payment of Membership Fees.** Non-payment of Membership fees by the due date for such Membership fees. Termination in such cases is effective immediately after the due date.
 - (b) **Death.** Upon the death of the Member. In the case of Honourary Life Members however, their names shall be retained indefinitely on the Honourary Life Membership Register; however, such Register shall denote such Members as past Honourary Life Members.
 - (c) **Breach of Conditions of Membership.** Breach of any of the conditions of Membership as outlined in section 16 of this By-law, which, in the opinion of the Board, is sufficient cause for termination of Membership. Termination in such cases is effective upon the Board resolution terminating Membership.

MEMBERSHIP FEES

22. **Annual Fees.** The Board shall on annual basis and at least two months prior to the annual general meeting, set the amount of annual Membership fees for the ensuing

¹⁰ See Ontario *Corporations Act* subsection 128(1) re transferability of membership.

year, failing which, the annual Membership fees for the ensuing year shall be deemed to be the same as the previous year. The Board shall have discretion to set different fees for the different classes of Membership and to bundle Membership packages, such as for example, including one fee for specific grouping of Memberships.

23. **Waiver.** Membership fees may be waived by the Board in specific cases based on extenuating circumstances, such as for example in the event a Member no longer holds their employment position or a Member in Transition. However, any such waiver shall be limited to a period not exceeding one year at a time and not exceeding two years on a cumulative basis.
24. **Deadline for Payment of Membership Fees.** Membership fees in the case of Active and Associate Members are initially due and payable along with the application for Membership. Thereafter, Membership fees become due and payable by the end of each annual general meeting for the ensuing year. If payment is not made within the required time frame, Membership shall be terminated in accordance with subsection 21(a) of this By-law.

MEETINGS OF THE MEMBERS

25. **Calling of Meetings of Members.**
- (a) **Annual General Meetings.** The Board shall call an annual general meeting of the Members to be held no later than eighteen months after incorporation and subsequently to be held not later than fifteen months after the preceding annual general meeting.¹¹
- (b) **Special General Meetings.** Meetings of the Members may otherwise be called by the President, the Board or through requisition by the Members in accordance with the *Ontario Corporations Act*.¹²
26. **Notice.** Notice of meetings of Members shall be subject to and in accordance with the following:
- (a) **Responsibility.** The Secretary shall give or cause to be given the required notice.
- (b) **Amount of Notice.** Subject to subsections 26(e) and (f), at least fourteen days' notice (exclusive of the day on which the notice is sent or delivered but inclusive of the day for which notice is given) shall be given in the case of the annual general meeting and at least ten days' notice (exclusive of the day on which the notice is sent or delivered but inclusive of the day for which notice is given) shall be given for special general meetings.¹³

11 See *Ontario Corporations Act* section 293 relating to timing of annual general meetings.

12 See *Ontario Corporations Act* section 295 which addresses the ability of the membership to requisition a meeting.

13 See *Ontario Corporations Act* subsection 93(2) made operative by subsection 133(1) provides that the by-laws shall not provide fewer than ten days' notice of meetings of members.

- (c) **To Whom Given and Manner.** Notice shall be given to:
 - (i) Each Member; and¹⁴
 - (ii) the auditor, if one has been appointed,¹⁵
 in the manner specified in section 67 of this By-law. Further, notice shall:
 - (iii) be posted on the Association's website.
 - (d) **Content.** Notice shall include the date, time and place, as well as an agenda describing the nature of the business to be transacted in sufficient detail to allow a Member to make an informed decision of whether or not to attend.
 - (e) **Adjournments.** No notice shall be required of any adjourned meeting.
 - (f) **Waiver.** Meetings of Members may be held without notice if all the Members entitled to notice and the auditor, if an auditor has been appointed, have waived in writing the notice, provided that attendance of any such person at a Members' meeting shall constitute a waiver of notice of the meeting except where such person attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or held.
 - (g) **Evidence of Notice.** The statutory declaration of the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.
27. **Place of Meetings.** Meetings of Members shall be held at the head office of the Association or elsewhere in Ontario as the Board may from time to time determine by a majority resolution passed at a meeting of the Board.¹⁶
28. **Chair.** The President shall chair meetings of the Members or if absent, unable or unwilling, the First Vice-President and in the absence, inability or unwillingness of both the President and First Vice-President, the Second Vice-President/Treasurer and in the absence, inability or unwillingness of all the foregoing, the Members present in person or by proxy shall by majority resolution choose another Director or if there are no Directors, an Active Member, to act as chair.¹⁷ The chair shall:
- (a) establish and maintain order and decorum (civility and mutual respect) at the meeting;
 - (b) ensure the protocols with respect to meetings of the Members as outlined in this By-law are followed;
 - (c) balance: those entitled to participate (making sure everyone has an opportunity to contribute to the discussion), issues (making sure issues are explored fully) and time (making sure time is managed appropriately and the meeting proceeds within the scheduled time frames); and
 - (d) ensure clarity at the meeting through appropriate commentary and questions.
29. **Attendance and Participation.** The below individuals shall be entitled to attend meetings of Members and to the extent indicated below, participate thereat as follows:

14 See Ontario *Corporations Act* paragraph 93(1)(a) made operative by subsection 133(1).

15 See Ontario *Corporations Act* subsection 96(6) made operative by subsection 133(1).

16 The head office is at 14 Caledonia Terrace, Goderich, Ontario. See Ontario *Corporations Act* section 82 made operative by subsection 133(1) for further detail with respect to place of meetings.

17 See Ontario *Corporations Act* clause 93(1)(e) made operative by subsection 133(1).

- (a) **Members.** Members shall be entitled to attend all meetings of Members in person or by proxy. All Members shall be entitled to participate thereat by being heard (verbally or in writing) and debating but only the Active members shall be further entitled to participate by voting.
- (b) **Officers.** Officers shall be entitled to attend all meetings of Members in person. Officers shall not be entitled to participate at meetings of Members by voting or debating, but shall be entitled to participate by being heard (verbally or in writing) if recognized by the chair.
- (c) **Auditor.** The auditor, if one has been appointed, shall be entitled to attend all meetings of Members in person and shall be entitled to participate by being heard (verbally or in writing) on any matter that concerns the auditor as auditor.¹⁸
- (d) **Staff.** Staff shall be entitled to attend all meetings of Members in person. Staff shall not be entitled to participate at meetings of Members by voting or debating, but shall be entitled to participate by being heard (verbally or in writing) if recognized by the chair.
- (e) **Invited Guests.** Invited guests shall be entitled to attend all meetings of Members in person on invitation of the Board or with the consent of the meeting. Invited guests shall not be entitled to participate at meetings of Members by voting or debating, but shall be entitled to participate by being heard (verbally or in writing) if recognized by the chair.

For greater clarity, if an individual attends a meeting of the Members in more than one capacity, such individual may participate in any and all capacities as the individual in his/her sole discretion may determine.

30. **Transaction of Business.** Transaction of business at meetings of the Members shall be subject to and in accordance with the following:

- (a) **Quorum.**¹⁹ No business shall be transacted in the absence of quorum. Quorum shall be ten percent of the Active Members in good standing present in person or by proxy, provided that if there is a lack of quorum, the chair of the meeting may adjourn and reconvene the meeting at a later date, which is at least fourteen days later, with the same agenda and for such reconvened meeting of the Members, quorum shall be one Active Member provided that at least seven days' notice of the meeting to be reconvened is given to the Members.
- (b) **Debate and Decorum.**
 - (i) No Member shall speak:
 - (1) Unless recognized by the chair.
 - (2) To a question at any one time for longer than three minutes.
 - (3) If to do so would interrupt an individual who is speaking except to raise a question of privilege or point of order.
 - (ii) Members shall obey any proper direction of the chair.

¹⁸ See Ontario *Corporations Act* clause 96(6) made operative by subsection 133(1).

¹⁹ Note there is no statutory requirement for quorum for Members' meetings. In the absence of any quorum provision in the by-laws at common law, it is a majority.

- (iii) Members shall conduct themselves with decorum and shall refrain from disturbing the proper conduct of the proceedings or otherwise conducting themselves in a disorderly or unseemly manner, failing which such individual may be ordered by the chair of the meeting to leave the meeting.
- (c) **Voting.** Members shall have voting entitlements subject to and in accordance with the following:
- (i) All Active Members in good standing shall have one vote. For greater clarity, the Associate Members and the Honorary Life Members shall not be entitled to vote. Further for greater clarity, the chair in his or her capacity as an Active Member shall be entitled to vote and in the event of a tie, the chair shall also have a second and casting vote.²⁰
 - (ii) Unless otherwise required, every question shall be decided by at least a majority of the votes of the Members entitled to vote, present in person or by proxy.²¹
 - (iii) Unless otherwise specified, every question shall be decided in the first instance by a show of hands unless a poll be demanded by any Member. If a poll be demanded and not withdrawn, the poll shall be taken in such manner as the chair shall direct.
 - (iv) A declaration by the chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the Association shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution.
31. **Proxies.** Every Member may by means of a proxy appoint a person who need not be a Member, as nominee for the Member, to attend and act at the meeting in the manner, to the extent, and with the power conferred by the proxy, subject to and in accordance with the following:
- (a) **In Writing and Signed.** A proxy shall be in writing, shall be executed by the Member or the attorney of the Member authorized in writing, or, if the Member is a body corporate, under its corporate seal or by an officer or attorney thereof duly authorized.
 - (b) **Validity.** A proxy shall cease to be valid one year from its date.
 - (c) **Form.** Subject to the requirements of the Ontario *Corporations Act*, a proxy may be in the form attached as Attachment 1 to this By-law or such other form as the Board may from time to time prescribe or as the chair of the meeting may accept as sufficient.
 - (d) **Deposit.** Proxies shall be deposited with the Secretary at least forty-eight hours before the time of the relevant meeting.²²

20 See Ontario *Corporations Act* paragraph 93(1)(c) made operative by subsection 133(1).

21 Certain decisions are required by the Ontario *Corporations Act* to be passed by a two-thirds vote, such as, for example, the decision to remove a director as per Ontario *Corporations Act* subsection 67(1) made operative by subsection 133(1).

22 See Ontario *Corporations Act* section 84 made operative by subsection 133(1).

32. **Minutes.** The Secretary shall keep or cause to be kept minutes of all meetings of the Members.
33. **Adjournment.** The chair presiding at a Membership meeting, with the consent of the meeting and subject to such conditions as the meeting decides, shall adjourn the meeting from time to time and from place to place.²³

BOARD

34. **Governance.** The Board shall administer the affairs of the Association subject to any applicable law, the Letters Patent and this By-law.²⁴
35. **Qualifications.** Each Director shall at the time of election and throughout his or her term of office:
- (a) be an Active Member;²⁵
 - (b) be at least eighteen years of age;²⁶
 - (c) not be an undischarged bankrupt;²⁷
 - (d) not be a person who has been found under the Ontario *Substitute Decisions Act, 1992* or under the Ontario *Mental Health Act* to be incapable of managing property;²⁸
 - (e) not be a person who has been found to be incapable by any court in Canada or elsewhere.²⁹
36. **Board Composition.**³⁰ The Board shall be comprised as follows:
- (a) **Until First Annual General Meeting.** As of the date of this By-law and continuing until the first annual general meeting of the Association, the board of the Unincorporated Association shall ex officio comprise the Board.
 - (b) **At First Annual General Meeting.** At the first annual general meeting following confirmation of this By-law, the Board shall be comprised as follows:

23 See Ontario *Corporations Act* clause 93(1)(d) made operative by subsection 133(1).

24 See Ontario *Corporations Act* subsection 283(1).

25 Ontario *Corporations Act* subsection 286(1) requires Directors to be members or become so within 10 days of election.

26 See Ontario *Corporations Act* subsection 286(4). Note paragraph 23(1)2 of the Ontario *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15, which will not come into force any earlier than twenty-four months after notice is given of the proposed proclamation date, with no such notice haven been given, sets out the same requirement.

27 See Ontario *Corporations Act* subsection 286(5). Note paragraph 23(1)5 of the Ontario *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15, which will not come into force any earlier than twenty-four months after notice is given of the proposed proclamation date, with no such notice haven been given, sets out the same requirement.

28 This qualification is as per Ontario *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15 clause 23(1)3, which will not come into force any earlier than twenty-four months after notice is given of the proposed proclamation date, with no such notice haven been given.

29 This qualification is as per Ontario *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15 clause 23(1)4, which will not come into force any earlier than twenty-four months after notice is given of the proposed proclamation date, with no such notice haven been given.

30 Ontario *Corporations Act* subsection 283(2) requires a fixed number of directors not fewer than three (3).

- (i) **Officers.** The Immediate Past President; the President; the First Vice-President; and the Second Vice-President/Treasurer, shall *ex officio* each be Directors.³¹
- (ii) **Additional Elected Directors.** Such additional number of Directors as may be determined from time to time by special resolution³², providing such number is not fixed at less than five or more than seven Directors.

37. **Nominations.** Nominations for all elected positions shall be subject to and in accordance with the following:

- (a) **Call for Nominations.** Subject to section 43(b)(ii), the Nominating Committee shall make a call for nominations, at least two months but no more than four months prior to the meeting at which the election is to take place. Subject to section 43(b)(ii), the call shall be open for at least two weeks and shall provide notice of the deadline for nominations, which shall be at least one month prior to the meeting but no more than one and a half months before the meeting at which the elections are to take place. Nominations may be made by the Active Members and/or the President, by submitting the same to the Nominating Committee in such form as may from time to time be required by the Nominating Committee. The Nominating Committee shall vet all nominations properly submitted and recommend to the Membership a slate to be elected from among the nominees.
- (b) **Nominations from the Floor.** For greater clarity, Active Members shall be entitled make nominations from the floor at any meeting at which elections take place.

38. **Election.** At each annual general meeting there shall be an election for the Second Vice-President/Treasurer and such additional Directors as are required, provided that the succession contemplated by section 56 of this By-law has occurred, failing which any vacancies in Immediate Past President; President or First Vice-President shall additionally be filled.

39. **Term.** The term of office, meaning the length of time that the Director shall remain in their position as such, shall commence immediately following election and subject to early removal continue, in the case of the Immediate Past President, President, First Vice-President and Second Vice-President/Treasurer as per the succession contemplated by section 55 of this By-law, and in the case of the additional elected Directors, shall be as follows:

- (a) **At First Annual General Meeting.** At the first annual general meeting of the Association following confirmation of this By-law,
 - (i) the greatest whole number not less than fifty per cent of the additional Directors to be elected, shall be elected to hold office until the second annual general meeting after their election; and

31 See Ontario *Corporations Act* section 127.

32 "Special resolution" is defined by Ontario *Corporations Act* section 1 as a, "resolution passed by the directors and confirmed with or without variation by at least two-thirds of the votes cast at a general meeting of the shareholders or members of the corporation duly called for that purpose, or, in lieu of such confirmation, by the consent in writing of all the shareholders or members entitled to vote at such meeting."

- (ii) the remaining additional Directors to be elected, shall be elected to hold office until the first annual general meeting after their election.
 - (b) **Subsequent to First Annual General Meeting.** Subsequent to the first annual general meeting of the Association, all of the additional Directors to be elected, shall be elected to hold office until the second annual general meeting after their election, provided always that at least three Directors (whether ex officio or additional elected) retire in each year.³³
40. **Limit of Terms.** Directors if qualified are eligible for re-election at the end of their terms, providing that no Director shall serve for more than eight consecutive years without taking at least one year off.
41. **Vacation of Office.** The office of a Director shall be vacated:
- (a) **Ex Officio.** In the case of an *ex officio* Director, if the Director no longer holds the position in connection with which his or her *ex officio* status was obtained.
 - (b) **Removal by Active Membership.** Upon resolution to remove the Director, passed by at least two-thirds of the votes cast by the Active Members present in person or by proxy at a meeting of Active Members for which notice specifying the intention to pass such resolution has been given to the Membership.³⁴
 - (c) **Written Resignation.** By the Director delivering notice of resignation in writing to the Secretary in which case, such resignation shall be effective at the time specified in the notice or at the first Board meeting following receipt of the notice by the Secretary, whichever is later.
 - (d) **Failure to Attend Three Consecutive Meetings.** If the Director fails to attend three consecutive meetings of the Board and she or he also fails, within thirty days, to respond positively to a letter from the Association requesting that the Director confirm that she or he wishes to continue as a Director. In such case, the vacancy will be deemed to have become effective at the end of the said thirty day period. For greater clarity, the Board shall have the discretion whether or not to send the letter referred to above.
 - (e) **Death.** Upon the death of the Director.
 - (f) **No Longer Qualified.** Upon a Director ceasing to be qualified pursuant to section 35 of this By-law. In such case, the vacancy will be deemed to have become effective on the date that the Director ceased to be qualified.
42. **Filling Vacancies.** Directors' vacancies shall be filled as follows:
- (a) **If Removed by Active Members.** In the event a vacancy is created by the removal of a Director in accordance with subsection 41(d) of this By-law, then the Active Members present in person or by proxy may (but are not required) by

33 Ontario *Corporations Act* subsection 287(5) permits retirement in rotation providing that at least three (3) directors retire each year.

34 See Ontario *Corporations Act* subsections 67(1) made operative by subsection 133(1).

majority resolution at a meeting of Members elect any individual in his or her stead for the remainder of his or her term.³⁵

- (b) **Otherwise.** Vacancies may otherwise be filled as follows:
- (i) **If Quorum Remains.** So long as a quorum of Directors remain in office, vacancies may be filled by majority resolution of the Board passed at a meeting of the Board, if the Board shall see fit to do so. If the Board does not see fit to do so, such vacancies shall be filled at the next annual general meeting at which the Directors for the ensuing year are elected.³⁶
 - (ii) **If No Quorum Remains.** If a quorum of Directors does not remain, the remaining Directors shall forthwith initiate the nomination process contemplated by subsection 37(a) of this By-law on an expedited basis and call a meeting of the Members to fill the vacancy.³⁷

If the number of Directors is increased between the terms, a vacancy to the number of the authorized increase shall thereby be deemed to have occurred, which may be filled in the manner above provided.

43. **No Remuneration.** Individuals who are Directors shall not receive remuneration in any capacity or any direct or indirect profit from their positions, provided that Directors may be reimbursed for reasonable expenses incurred by them in the performance of their duties as long as they have complied with any expense reimbursement policies from time to time in place.

MEETINGS OF THE BOARD

44. **Number of Board Meetings.** The Board shall meet as necessary to fulfil the Board's duties.
45. **Calling of Meetings.** Meetings of the Board may be called by the President or by any three Directors.
46. **Place of Meetings.** Meetings of the Board shall be held at the head office of the Association or at such other place as the Board may from time to time determine.³⁸
47. **Notice.** Notice of meetings of the Board shall be subject to and in accordance with the following:
- (a) **Responsibility.** The Secretary shall give or cause to be given the required notice.

36 See Ontario *Corporations Act* subsection 288(2).

37 See Ontario *Corporations Act* subsection 288(3).

38 See Ontario *Corporations Act* section 82 made operative by subsection 133(1).

- (b) **Amount of Notice.** Subject to subsections 47(e), (f) and (g), at least seventy-two hours shall be given.³⁹
 - (c) **Content.** Include the date, time and place, as well as a description of the nature of the business to be transacted.
 - (d) **To Whom Given and Manner.** Given to each Director in the manner specified in section 67 of this By-law.⁴⁰
 - (e) **Regular Meetings.** The Board may by majority resolution passed by the Board at a meeting of the Board appoint a day or days in any month or months for regular meetings of the Board at an hour to be named and in respect of such regular meetings no notice need be sent.
 - (f) **Board Meeting Following Annual General Meeting.** A meeting of the Board may be held, without notice, immediately following the annual general meeting of the Association.
 - (g) **Adjournments.** No notice shall be required of any adjourned meeting.
 - (h) **Waiver.** No formal notice of a meeting of the Board is necessary if all the Directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence. Further, any Director may at any time waive notice of a Board meeting.
 - (i) **Evidence of Notice.** The statutory declaration of the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.
 - (j) **Errors or Omission.** No error or omission in giving notice for a meeting of the Board shall invalidate such meeting or invalidate or make void any proceedings taken or had at a Board meeting.
48. **Attendance and Participation.** The below listed individuals shall be entitled to attend meetings of the Board and, to the extent indicated below, participate thereat as follows:
- (a) **Directors.** Directors shall be entitled to attend all meetings of the Board and shall be entitled to participate thereat by being heard (verbally or in writing), debating and voting in accordance with this By-law, except in the event of a conflict of interest or inability to exercise independent judgment, in which case the subject Director shall absent him or herself from the meeting and not otherwise attempt to influence decision making.
 - (b) **Invited Guests.** Invited guests, which may include staff of the Association, shall be entitled to attend all meetings of the Board, on invitation of the Board or with the consent of the meeting. Invited guests shall not be entitled to participate in meetings of the Board by voting or debating, but shall be entitled to participate by being heard (verbally or in writing), if recognized by the chair.

39 Ontario *Corporations Act* section 93 made operative by subsection 133(1) details notice requirements.

40 Ontario *Corporations Act* section 93 made operative by subsection 133(1) details notice requirements.

49. **Chair.** The President shall chair meetings of the Board or if absent, unable or unwilling, the First Vice-President and in the absence, inability or unwillingness of both the President and First Vice-President, the Second Vice-President/Treasurer and in the absence, inability or unwillingness of the President, First Vice-President and Second Vice-President/Treasurer, the Immediate Past President and in the absence, inability or unwillingness of all the foregoing, the Directors present shall by majority resolution choose another Director to act as chair.
50. **Transaction of Business.**
- (a) **Quorum.** Five Directors shall form a quorum for the transaction of business by the Board, provided always that at least two of the Directors forming quorum hold Officer's positions.⁴¹
 - (b) **Means of Meetings.** If all the Directors present at or participating in the meeting consent, a meeting of the Board may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in the meeting by those means is deemed to be present at the meeting.⁴²
 - (c) **Voting.** Each Director shall be entitled to one vote, except that the chair shall have a second or casting vote in the event of a tie.⁴³ Unless otherwise provided in this By-law, questions arising at any meeting of the Board shall be decided by a majority of votes.⁴⁴
51. **Adjournment.** Meetings of the Board may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. Such adjournment may be made notwithstanding that no quorum is present.

COMMITTEES

52. **Executive Committee.** The Board, whenever it consists of more than six Directors, may from time to time elect, by majority resolution of the Board passed at a meeting of the Board, from among its number an executive committee consisting of not less than three members. During the intervals between the meetings of the Board, the executive committee shall possess and may exercise (subject to any regulations or directions which the Board may from time to time impose) all the powers of the Board in the management of the affairs of the Association.⁴⁵

41 Ontario *Corporations Act* subsection 288(1) provides for a minimum allowable quorum of not less than two-fifths of the Board. Note, quorum is calculated on the number of directors a corporation should have – not on the number it actually has.

42 This provision tracks the language of Ontario *Corporations Act* subsection 283(3.1).

43 Contrary to popular belief, the chair has a vote like any other director. See "The Guide to Better Meetings for Directors of Non-Profit Organizations" published by the Canadian Society of Corporation Executives (2000).

44 Note that Directors cannot participate or vote at Directors' meetings by way of proxy.

45 Directors have a duty not to fetter their discretion or delegate decision making. Executive committees are a statutory exception, hence the reason for its differentiation in the By-laws. See Ontario *Corporations Act*

53. **Nominating Committee.** There shall be a Nominating Committee established in accordance with the terms of reference attached to this By-law.
54. **Other.** The Board may establish such standing committees and such ad hoc committees as the Board from time to time determines appropriate. Committees of the Board shall be in accordance with and subject to the following:
- (a) **Purpose.** Committees of the Board shall be established to make recommendations to the Board and/or carry out work as outlined in terms of reference.
 - (b) **Power.** Committees of the Board (with the exception of an executive committee established pursuant to section 52 of this By-law) shall not have the power to act for or on behalf of the Association or otherwise commit or bind the Association to any course of action and shall only have the power to make recommendations to the Board unless by the committee's terms of reference, the committee has been delegated specific powers or unless the Board has provided specific authority in that regard, in which case such committee may only act for or on behalf of the Association or otherwise commit or bind the Association within the parameters outlined in the terms of reference.
 - (c) **Terms of Reference.** The Board shall by majority resolution passed at a meeting of the Board establish and amend from time to time as appropriate terms of reference for all committees of the Board.
 - (d) **Appointment and Composition of Nominating Committee.** There shall be a Nominating Committee established in accordance with the terms of reference attached to this By-law.

OFFICERS

55. **Qualifications.** Each Officer shall at the time of election and throughout his or her term of office meet the same qualifications as Directors as set out in section 35 of this By-law.
56. **Officers.** There shall be the following Officers:⁴⁶
- (a) Immediate Past President, who shall *ex officio*, be the immediate past president of the Unincorporated Association as of the date of this By-law and continuing until the first annual general meeting of the Association. At the first annual meeting following confirmation of this By-law the Immediate Past President shall *ex officio* be the President, provided that if the President is unwilling or unable, the position shall be elected at the annual general meeting;
 - (b) President, who shall *ex officio*, be the president of the Unincorporated Association as of the date of this By-law and continuing until the first annual general meeting of the Association. At the first annual meeting following

section 70 made operative by subsection 133(1) for further detail with respect to establishing an executive committee.

46 Ontario *Corporations Act* section 289 requires appointment of a President who need be a Director and a Secretary who need not be a Director.

confirmation of this By-law the President shall *ex officio* be the First Vice-President, provided that if the First Vice-President is unwilling or unable, the position shall be elected at the annual general meeting;⁴⁷

- (c) First Vice-President, who shall *ex officio*, be the Second Vice-President of the Unincorporated Association as of the date of this By-law and continuing until the first annual general meeting of the Association. At the first annual meeting following confirmation of this By-law the First Vice President shall *ex officio* be the Second Vice-President/Treasurer, provided that if the Second Vice-President/Treasurer is unwilling or unable, the position shall be elected at the annual general meeting;
 - (d) Second Vice-President/Treasurer, who shall *ex officio*, be the Second Vice-President / Treasurer of the Unincorporated Association as of the date of this By-law and continuing until the first annual general meeting of the Association. At the first annual meeting following confirmation of this By-law the Second Vice-President / Treasurer shall be elected at the annual general meeting; and
 - (e) Secretary, who shall, *ex officio* be the Executive Director.⁴⁸
- No one individual may hold more than one Officer's position.

- 57. **Job Descriptions.** Job descriptions for Officers' positions shall from time to time be prepared and amended by a majority resolution of the Board at a meeting of the Board but shall not become operative until confirmed by majority resolution of the Active Members present in person or by proxy at a meeting of Active Members, with such job descriptions to be attached to this By-law.
- 58. **Removal.** Officers shall be subject to removal by resolution of the Board at any time.
- 59. **Remuneration.** Officers shall not receive remuneration or profit from their positions as such.

PROTECTION OF DIRECTORS AND OFFICERS

- 60. **Indemnification by the Association.**⁴⁹ Every Director, Officer and other person who has undertaken or is about to undertake any liability on behalf of the Association and their heirs, executors and administrators, and estate and effects, respectively shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Association, from and against:
 - (a) all costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced, or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office or in respect of any such liabilities; and

⁴⁷ Ontario *Corporations Act* section 289 requires appointment of a President who need be a Director.

⁴⁸ Ontario *Corporations Act* section 289 requires appointment of a Secretary who need not be a Director.

⁴⁹ Ontario *Corporations Act* section 80 made operative by section 133(1) and subsection 283(5) set out requirements with respect to indemnification. Further, Ontario *Charities Accounting Act* Regulation 4/01 section 2 set out additional requirements with respect to indemnification and purchase of directors and officers insurance.

- (b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default or that relate to his or her failure to act honestly and in good faith in performing his or her duties.⁵⁰

61. **No Liability.** No Director or Officer for the time being of the Association shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, solvency or tortious act of any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any other loss, damage, or misfortune whatsoever which may happen in the execution or supposed execution of the duties of his or her respective office or trust or in relation thereto, unless the same shall happen by or through his or her own wilful act or his or her own wilful default or that relate to his or her failure to act honestly and in good faith in performing his or her duties.⁵¹

FINANCIAL YEAR

62. **Year End.** The fiscal year of the Association shall end on the 31st of December in each year.⁵²

BORROWING

63. **Borrowing.**⁵³ The Association may from time to time:
- (a) borrow money on the credit of the Association;
 - (b) issue, sell or pledge securities of the Association; and
 - (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Association, including book debts rights, powers, franchises and undertakings, to secure any money borrowed, debt, or any other obligation or liability of the Association.

EXECUTION OF INSTRUMENTS

64. **Execution of Instruments.** Contracts, Documents, Instruments in Writing requiring the

50 Ontario *Charities Accounting Act* Regulation 4/01 section 2 prohibits indemnification for liability that relates to a failure to act honestly or in good faith in the performance of duties.

51 Ontario *Charities Accounting Act* Regulation 4/01 section 2 prohibits indemnification for liability that relates to a failure to act honestly or in good faith in the performance of duties.

52 Note, before year end can be changed Canada Revenue Agency approval is required. Details with respect to changing year end are available on Canada Revenue Agency's website under the heading, "Asking for a fiscal period end change," <http://www.cra-arc.gc.ca/chrts-gvng/chrts/prtng/rqsts/fp-eng.html>.

53 Ontario *Corporations Act* section 59 made operative by section 133(1) addresses the passing of borrowing by-laws requiring a 2/3rds confirmation vote of the Members. Note the Ontario Public Guardian and Trustee currently requires inclusion of a special provision in the letters patent restricting borrowing to current operating expenses subject to certain exceptions.

signature of the Association may be signed by any two of the Immediate Past President, President, First Vice-President, Second Vice-President/Treasurer and Secretary and all Contracts, Documents, Instruments in Writing and other documents so signed shall be binding upon the Association without any further authorization or formality.

65. **Other Authorization.** Notwithstanding any provisions to the contrary contained in this By-law of the Association, the Board may at any time by resolution direct the manner in which and the person or persons by whom any particular instrument, contract or obligation of the Association may or shall be executed.
66. **Corporate Seal.** The Association shall not have a corporate seal.⁵⁴

NOTICE

67. **Notice.** Unless otherwise required, any notice required to be given under the Ontario *Corporations Act*, the Letters Patent, the By-laws or otherwise by an individual person holding Membership, Director, Officer or auditor shall be in writing and shall be delivered, mailed, or sent by facsimile or electronic mail as follows:
- (a) delivered personally in which case it will be deemed to have been given on the date delivered;
 - (b) delivered to the person's address as recorded in the Association's records, in which case it will be deemed to have been given on the date delivered;
 - (c) mailed to the person's address as recorded in the Association's records by prepaid mail, in which case it will be deemed to be delivered five days after the date of mailing; or
 - (d) sent to the person's address as recorded in the Association's records by facsimile or electronic mail in which case it will be deemed to be delivered one day after the date of transmittal.

AMENDMENTS

68. **By-laws.** Amendments to this By-law shall not be effective until confirmed by the Active Members.

Passed by the Board: **[insert]**.

[insert] – President

[insert] – Secretary

Unanimously approved, ratified, sanctioned and confirmed by the Active Members of the Association: **[insert]**.

[insert] – President

[insert] – Secretary

⁵⁴ Ontario *Corporations Act* section 279 provides that a corporation need not have a seal.

ATTACHMENT 1: PROXY

PROXY

ONTARIO MUNICIPAL ADMINISTRATORS' ASSOCIATION

The undersigned Member holding Membership in the Ontario Municipal Administrators' Association (the "Association") hereby appoints with power of substitution _____ (name of appointee) of _____ (town/city) as the proxy of the undersigned to attend and act at the _____ (name of meeting) meeting of the Membership of the Association to be held on the ____ day of _____, 20____, and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

DATED the ____ day of _____, 20____.

Signature of Member ↑

Print Name of Member ↑

ATTACHMENT 2: TERMS OF REFERENCE - NOMINATING COMMITTEE

ESTABLISHMENT

1. By these terms of reference, the "Nominating Committee" is established.

MANDATE

2. The Nominating Committee shall:
 - (a) Verify vacancies on the Board.
 - (b) Call for nominations in accordance with the By-laws.
 - (c) Receive and review nominations.
 - (b) Make recommendations to the Board in connection with the vacancies to be filled with the idea that the Board will in turn make recommendations to the Active Membership.
 - (c) Outline acclamations and required elections to be held if necessary.

COMPOSITION AND REMOVAL

3. There shall be three members of the Nominating Committee who shall be appointed by the President on an annual basis from among the Active Members who do not hold Officers positions.
4. Members of the Nominating Committee shall be subject to removal by the Board at any time.
5. The Nominating Committee shall select a committee chair from among its number.

MEETINGS

6. The Nominating Committee shall meet as often as is required in order to fulfil its mandate and responsibilities.

CALLING OF MEETINGS

7. Meetings of the Nominating Committee may be called by the chair or any two members.

NOTICE OF MEETINGS

8. Notice of meetings of the Nominating Committee shall be subject to and in accordance with the following:
 - (a) **Responsibility.** The Nominating Committee chair shall give or cause to be given the required notice.
 - (b) **Amount.** At least twenty-four hours' notice (exclusive of the day on which the notice is delivered or sent but inclusive of the day for which notice is given) shall be given.

- (c) **Content.** Include the date, time and place, as well as a description of the nature of the business to be transacted.
- (d) **To Whom Given.** Given to each member of the Nominating Committee.

TRANSACTION OF BUSINESS

- 9. Transaction of business of the Nominating Committee shall be subject to and in accordance with the following:
 - (a) **Chair.** The committee chair shall preside at meetings of the Nominating Committee.
 - (b) **Quorum.** Quorum shall be a majority of committee members.
 - (c) **Voting.** Questions arising at any Nominating Committee meeting shall be decided by a majority of votes.
 - (d) **Participation.** Attendance may be by such telephone, electronic or other communication facilities as permit all individuals participating in the meeting to communicate with each other simultaneously and instantaneously, and if so attending by those means is deemed to be present at the meeting. Individuals so participating from a remote location shall:
 - (i) ensure that no unauthorized individuals are present with him or her;
 - (ii) direct all his or her attention to the meeting; and
 - (iii) preserve confidentiality by ensuring that the proceedings cannot be overheard by any other individuals and by such other means as are appropriate.

RECORD KEEPING

- 10. The chair shall keep or cause to be kept minutes of all Nominating Committee meetings, which shall include the following:
 - (a) name of the committee;
 - (b) date, time and place of meeting;
 - (c) attendance at the meeting;
 - (d) declarations of conflict of interest or inability to exercise independent judgment;
 - (e) succinctly, accurately and clearly the material aspects of the committee's deliberations relative to the subject matter;
 - (f) precise wording of all motions but not the mover or seconder;
 - (g) whether the motion carried but not the number of votes for and against or which member voted which way; and
 - (h) any objections or dissent requested by the maker to be put on record but otherwise shall not attribute specific comments to specific individuals.

ACCOUNTABILITY

- 11. Minutes of Nominating Committee meetings shall be forwarded to the Board and the Nominating Committee shall at all times be accountable and subject to direction of the Board.

ATTACHMENT 3: IMMEDIATE PAST PRESIDENT JOB DESCRIPTION

The duties and responsibilities of the Immediate Past President shall, in addition to those as set out in the By-laws and other Board policies, be as noted below. For greater clarity, the Immediate Past President shall have no independent power or authority.

1. Provide a consultative role to the President, the First Vice-President and the Second Vice-President/Treasurer.
2. Ensure continuity of knowledge.
3. Ensure smooth Board transition.

ATTACHMENT 4: PRESIDENT JOB DESCRIPTION

The duties and responsibilities of the President shall, in addition to those as set out in the By-laws and other Board policies, be as noted below. For greater clarity, the President shall have no independent power or authority.

1. **Facilitation.** The role of the President is principally one of facilitation. The President facilitates the Board's work. More specifically:
 - **Before meetings the President is responsible for:**
 - Planning the agenda with any input offered by different persons as appropriate, including: Directors and Members.
 - Ensuring that meeting agendas and supporting materials necessary to make needed decisions, are made available to Directors with enough time in advance to give them an opportunity to review and consider the materials before the meeting.
 - **During meetings, the President is responsible for chairing the meeting and in connection therewith:**
 - **Balancing** those entitled to speak (making sure everyone has an opportunity to contribute to the discussion), **issues** (making sure issues are explored fully) and **time** (making sure time is managed appropriately and the meeting proceeds within the scheduled time frames).
 - Establishing and maintaining **decorum** – civility and mutual respect.
 - Ensuring **clarity** through appropriate commentary and questions.
 - **After and in between meetings, the President is responsible for:**
 - Establishing and continually updating an annual agenda.
 - Encouraging Directors to bring forward agenda items and liaise with them about where on the annual agenda those items might best be addressed.
 - Continually reviewing and considering how meetings can be improved.
 - Liaising with the First Vice-President to ensure that the First Vice-President is prepared in the event he or she is required to act for the President.
2. **Procedural Compliance Monitoring.** The President is responsible to monitor or cause the monitoring of the conduct of the Board as a whole to ensure that it is consistent with the By-laws and applicable Board policies and to bring to the Board's attention any non-compliance. Further the President is responsible to monitor or cause the monitoring of individual Director compliance with the By-laws and any other applicable procedural requirements and is responsible for addressing non-compliance (e.g., repeated absences) by following up with individual Directors to ascertain reasons for the same with a view to providing supports/remediation, failing which bringing the matter to the Board's attention.
3. **Liaison of the Board vis-à-vis the Executive Director.** The President is the agent of the Board in its relationship with the Executive Director. For greater clarity, the President acts on behalf of the Board and has no individual authority to make decisions or supervise or direct employees or other representatives of the Association.
4. **Representation.** The President together and in cooperation with the Executive Director, has the role of communicating the Association's position to the community and outside parties, in the absence of any contrary direction or the Board having delegated that role to others.

ATTACHMENT 5: FIRST VICE-PRESIDENT JOB DESCRIPTION

The duties and responsibilities of the First Vice-President shall, in addition to those as set out in the By-laws and other Board policies, be as noted below. For greater clarity, the First Vice-President shall have no independent power or authority.

1. Liaise with the President to ensure that the First Vice-President is prepared in the event he or she is required to act for the President.
2. Act for the President if the President is absent, unable or unwilling to act as such.
3. Prepare him or herself to succeed into the position of President by taking full advantage of learning opportunities.

ATTACHMENT 6: SECOND VICE-PRESIDENT/TREASURER JOB DESCRIPTION

The duties and responsibilities of the Second Vice-President/Treasurer shall, in addition to those as set out in the By-laws and other Board policies, be as noted below. For greater clarity, the Second Vice-President/Treasurer shall have no independent power or authority.

1. Liaise with the President to ensure that the Second Vice-President is prepared in the event he or she is required to act for the President.
2. Act for the President if the President and the First Vice-President are absent, unable or unwilling to act as such.
3. Prepare him or herself to succeed into the position of First Vice-President by taking full advantage of learning opportunities.
4. Advise and assist the Board with understanding Association's finances.
5. Suggest appropriate Board financial policies and procedures for monitoring the Association's finances.
6. Ensure at least the quarterly preparation of financial statements for the Association and present the same to the Board.
7. Work collaboratively with Association's auditor to ensure that an annual audit is completed, if required.
8. Ensure treasury books and records are maintained as required by law, contract or other authority.
9. Ensure treasury books and records are made available to authorized persons when required.
10. Act for the Secretary if the Secretary is absent, unable or unwilling to act as such.

ATTACHMENT 7: SECRETARY JOB DESCRIPTION

The duties and responsibilities of the Secretary shall, in addition to those as set out in the By-laws and other Board policies, be as noted below. For greater clarity, the Secretary shall have no independent power or authority.

1. Ensure appropriate documenting of the business of the Board sufficient to meet its legal, contractual and other requirements.
2. Ensure that the corporate records of Association are maintained as required by law, contract or other authority and made available to authorized persons when required.