



**AMCTO**  
**THE MUNICIPAL EXPERTS**

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**Constitution & By-laws**

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Revised June, 2009

## **Constitution & Bylaws**

### **ARTICLE I - INCORPORATION**

The Association shall be incorporated under the laws of the Province of Ontario as a Corporation without Share Capital.

### **ARTICLE II – MISSION, VISION AND GOALS**

#### **Section 1 – Mission Statement**

The Mission of the Association is:

- To provide leadership and service to the municipal profession through continuous learning opportunities, member support and recognition and legislative advocacy.

#### **Section 2 – Vision Statement**

The Vision of the Association is to be:

- The leading organization in fostering and sustaining municipal excellence.

#### **Section 3 – Strategic Goal Statements**

The Association’s Strategic Goals are:

- To promote the expertise of our members;
- To increase member attraction, engagement and sense of community;
- To enhance the quality and scope of education and training activities;
- To be an authoritative voice for the municipal sector;
- To enhance the effectiveness and efficiency of the organization.

### **ARTICLE III - ZONES**

#### **Section 1 – Zone Structure**

For the purposes of zone operations, the Province of Ontario is divided into nine geographic areas as follows:

Zone 1 - The Counties of Elgin, Essex, Lambton and Middlesex and the Municipality of Chatham-Kent;

Zone 2 - The Counties of Bruce, Dufferin, Grey, Huron, Perth, Simcoe and Wellington;

Zone 3 - The Counties of Brant, Haldimand, Norfolk and Oxford, the Regional Municipalities of Halton, Niagara and Waterloo, and the City of Hamilton;

Zone 4 – The City of Toronto and the Regional Municipalities of Durham, Peel and York;

Zone 5 - The Counties of Haliburton, Hastings, Lennox and Addington, Northumberland, Peterborough, and Prince Edward, the District Municipality of Muskoka and the City of Kawartha Lakes;

Zone 6 - The Counties of Frontenac, Lanark and Renfrew, the United Counties of Leeds and Grenville, Prescott and Russell, Stormont, Dundas and Glengarry, and the City of Ottawa;

Zone 7 - The Districts of Algoma, Manitoulin, Nipissing, Parry Sound and Sudbury and the City of Greater Sudbury;

Zone 8 - The Districts of Cochrane and Timiskaming, and;

Zone 9 - The Districts of Kenora, Rainy River and Thunder Bay.

**ARTICLE IV - MEMBERSHIP**

**Section 1 – Membership Classes**

The Association has two classes of membership: FULL and ASSOCIATE.

**Section 2 – Full Member**

A Full member shall be a person who has been admitted to membership in the Association, who is employed by, or under contract directly or indirectly with, a municipal corporation or a local board as defined in the Municipal Act, 2001 S.O. 2001 Chapter 25 and:

- (i) Holds a management position with authority over physical resources and/or financial resources and/or human resources or is responsible for corporate policy development, strategic management or policy research and formulation; or
- (ii) Exercises supervisory responsibilities within a key service area, as defined in Section 10 of this Article.

In this section:

- (i) “Authority” is defined as involvement in the decision making processes with respect to physical, budgetary or human resources.
- (ii) “Supervisory responsibilities” is defined as the direction or inspection of the work, actions or performance of others.

The Executive Director/Secretary-Treasurer of the Association shall be a Full member by virtue of holding the office.

**Section 3 – Associate Member**

An associate member shall be a person who has been admitted to membership in the Association, does not qualify as a Full member under Section 2 of this Article, and:

- (i) Is employed by, or under contract with, a municipal corporation or a local board as defined in the Municipal Act, 2001 S.O. 2001 Chapter 25 and exercises supervisory responsibilities within a service area other than a key service area; or
- (ii) Is employed by, or under contract with, a municipal corporation or local board as defined in the Municipal Act, 2001 S.O. 2001 Chapter 25 and performs non-supervisory activities within a key service area; or
- (iii) Holds a management or supervisory position, or a full-time non-supervisory position with an organization directly involved with the activities of a key service area.

In this section:

- (i) “Supervisory responsibilities” is defined as the direction or inspection of the work, actions or performance of others.

**Section 4 – Associate Member Subclasses**

The Associate member class may have subclasses of membership as determined by the Board of Directors from time to time and approved by the membership.

**Section 5 – Classification of Members**

Persons may be admitted to membership by resolution of the Board of Directors. Application for membership shall be by form as prescribed by the Board of Directors.

**Section 6 – Rejection of Members**

The right to reject any application for membership or the renewal of any membership is hereby reserved to the Board of Directors as the final authority.

**Section 7 – Annual Membership Fees**

Members of the Association, other than the Executive Director and Honourary members, shall pay such annual fees for each class, or subclass, of membership as may be determined by the Board of Directors from time to time and ratified by the membership.

**Section 8 – Delinquent Membership Fees**

All membership fees shall be paid in advance of the Annual General Meeting. Any Full members delinquent in the payment of fees on the date of the Annual General Meeting will not be entitled to vote on matters raised at the Meeting. Any members delinquent in the payment of fees subsequent to the Annual General Meeting shall have their member privileges revoked and their membership suspended by resolution of the Board of Directors.

**Section 9 – Member Entitlement**

Only FULL members as defined in Section 2 of this Article, shall be entitled to vote, hold office on the Board of Directors, or be chairpersons of Standing Committees and Zone Executives.

**Section 10 – Key Service Area**

For the purposes of determining eligibility for membership, “key service area” means a department, division or section, which delivers services that can be classified under one of the following categories:

- (i) Finance, Clerks, Records Management, Legal, General Administration (Council/CAO), Provincial Offences/Court Management, or By-law/Licensing.

**ARTICLE V - OFFICERS**

**Section 1 – Right to Hold Office**

The right to hold office is reserved for Full members as defined in ARTICLE IV, Section 2 (i).

The President of the Association must be accredited as defined under ARTICLE X.

Individuals elected as Zone Directors must work in, or reside in, the Zone which they have been elected to represent, throughout their term of office.

**Section 2 - Directors**

There shall be a Board of Directors consisting of fifteen persons. Nine Directors who are Full Members shall be elected, one from each Zone, at a regularly scheduled Zone meeting preceding the Annual General Meeting. Four Directors who are Full Members shall be elected at-large. The thirteen Directors shall be elected for a two-year term on a staggered basis as set out in Section 9 of this Article. In addition, the President and Immediate Past President shall be Directors by virtue of their offices. The term of office for the President and Immediate Past President shall be one year each.

**Section 3 – Vice-President**

The members of the Board of Directors shall elect the Vice-President from among their number and this individual shall automatically assume the position of President the following year. The individual elected to the position of Vice-President shall not be required to be elected to the Board of Directors by the membership at the next Annual General Meeting.

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### Section 4 - Representation

The composition of the Board of Directors should include, wherever practical, representation from the following:

- (i) Each zone;
- (ii) Various disciplines within the membership;
- (iii) Various types of municipalities within Ontario.

### Section 5 - Authority

The Board may pass By-laws regarding such matters as are necessary to conduct the business and carry out the objects of the Association and, without restricting the generality of the foregoing, the Board may pass By-laws,

- (i) Establishing the qualification for and conditions of registration for members;
- (ii) Establishing a curriculum and courses of study to be pursued by students and members and the subjects upon which students and members of the Association shall be examined and for granting certificates to students and candidates who have successfully passed the examination;
- (iii) Regulating and governing the conduct of members of the Association in the practices of their business or profession, by prescribing a code of ethics, rules of professional conduct and standards of practice, and for providing for the suspension, expulsion or other penalty for professional misconduct, incapacity or incompetence;
- (iv) Prescribing fees payable to the Association, other than annual membership fees;
- (v) Governing the calling, conducting and holding of meetings of the Board and of the members of the Association;

(vi) Authorizing the spending of funds for any purpose that may tend to advance the knowledge and education of members, improve the standards of practice in municipal administration, or support and encourage public information and interest in the past and present role of municipal managers, clerks and treasurers in society;

(vii) Establishing such categories of membership in the Association as the Board considers appropriate and establishing the qualifications for membership in the various categories established;

(viii) Providing for the custody and use of the Seal of the Association;

(ix) Providing for the manner in which records and the making of reports are maintained and kept for and by the Association.

### Section 6 – Confirmation of Action

No by-law passed by the Board comes into force until it is confirmed or amended and confirmed by the membership.

### Section 7 - Quorum

For the purpose of transacting official business, a quorum of the Board of Directors shall consist of a majority of the members of the Board of Directors.

### Section 8 - Vacancies

(i) The seat of a member of the Board of Directors becomes vacant if the member:

- (a) dies;
- (b) becomes disqualified due to the requirements of ARTICLE V – Section 1;
- (c) is absent from the meetings of the Board for three successive meetings without being authorized

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- to do so by a resolution of the Board;
  - (d) is absent from a total of six Board meetings during their term of office;
  - (e) submits a written notice of resignation to the Board;
  - (f) is appointed or elected to fill a vacancy in any other office, other than the office of Vice-President, on the Board.
- (ii) Where vacancies occur in the membership of the Board of Directors elected at-large between the Annual General Meetings of the Association and prior to January 31st, the remaining members of the Board of Directors, shall by resolution appoint a qualified Full Member to fill the vacancy until the next annual election; and

Where vacancies occur in the membership of the Board of Directors elected by a Zone prior to January 31st in the second year of the member's term, the remaining members of the Board shall provide an opportunity for the Zone to fill the vacancy through a by-election at a Zone meeting to be held prior to March 1<sup>st</sup> in the second year of the member's term. If the Zone chooses not to hold a by-election to elect a Director, the Board shall appoint a qualified Full Member to fill the vacancy until the next Annual General Meeting of the Association; and

Where the vacancies occur in the membership of the Board of Directors after January 31st in its term of office, the remaining members of the Board of Directors may deem that the vacancy not be filled until the next annual election.

- (ii) If the office of President becomes vacant between Annual General Meetings and prior to January 31<sup>st</sup> the Vice-President shall automatically

become the President to serve until the next annual election.

If the office of President becomes vacant after January 31<sup>st</sup>, the Immediate Past President shall become the Acting President to serve until the next annual election.

- (iv) If the office of Vice-President becomes vacant the remaining members of the Board of Directors shall elect one of its members to serve as Vice-President until the next annual election.
- (v) In the event of simultaneous vacancies in the offices of President and Vice-President, the first Immediate Past President, who is a member, shall become Acting President to serve until the next annual election.

**Section 9 – Election of Board Members**

For the purpose of staggering the election of Zone representatives to the Board of Directors, Zones 1, 3, 5, 7 and 9 will elect representatives on the even-numbered years, and, Zones 2, 4, 6 and 8 will elect representatives on the odd-numbered years. Two Director-at-Large positions shall be filled annually at the Annual General Meeting.

**Section 10 - Appointments**

- (i) EXECUTIVE DIRECTOR - The Board of Directors may appoint an Executive Director who shall be charged with the general administration of the affairs of the Association, subject to the provisions of a Special Act, the Association By-laws and such regulations as may be adopted by the Board of Directors.
- (ii) SECRETARY - The Board of Directors shall appoint a Secretary who shall be charged with the duty to truly record all resolutions, decisions and other proceedings of the Annual General Meeting and of meetings of the Board of

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Directors, to give all members of the Association proper notice of the Annual General Meeting and Special Meetings of the Association, and to keep in the Association office or any place appointed for that purpose, the originals of all by-laws and of all minutes of the proceedings of Annual Meetings and of meetings of the Board of Directors.

- (iii) **TREASURER** - The Board of Directors shall appoint a Treasurer who shall be responsible for any monies of the Association, for the keeping of accounting records and the preparation of financial statements in such form and in accordance with such procedures as may be required by the Board of Directors.
- (iv) **REGISTRAR** - The Board of Directors shall appoint a Registrar who shall perform the duties assigned to the Registrar under a Special Act including the maintenance of a listing of all members of the Association in good standing and showing their categories of membership.
- (v) **ASSIGNMENT OF DUTIES** - The Board of Directors may assign any or all of the above duties to one or more persons who need not be a member of the Board.

**Section 11 – Corporate Seal**

The Seal of the Corporation shall be in the form impressed on the margin hereof:

**Section 12 – Signing Officers**

Contracts, documents or any instruments in writing which are required to be under Seal, shall be signed by any two, of the President, Vice-President and the Executive Director/ Secretary-Treasurer, as the Board of Directors may by resolution prescribe, together with an impression of the Corporate Seal.

**ARTICLE VI - NOMINATIONS**

**Section 1 – Nominating Committee**

Annually a Nominating Committee, composed of:

- (i) the Immediate Past President;
- (ii) the next two preceding Past Presidents, who are active members;
- (iii) the Chairs of the Communications and Marketing, Professional Development and Legislative Committees, who have signified to the President of the Association prior to the first meeting of the Nominating Committee that they do not propose to be a candidate for election to the Board of Directors for that current year. Where the Chair of an AMCTO Standing Committee is unable to take their seat on the Nominating Committee, the Vice-Chair of the Standing Committee is deemed to be the representative to the Nominating Committee, unless that person is ineligible to be a member of the Nominating Committee.

shall prepare and circulate a report to the membership recommending nominations of persons who may stand to be elected to the Board of Directors. This Report shall be circulated no less than sixty (60) days in advance of the Annual General Meeting and shall include sufficient numbers to ensure that the required complement on the Board is filled but may include more than that minimum number of members.

Three members of the above shall represent a quorum. The Immediate Past President will act as Chair and in the absence of this person the next Immediate Past President will act as Chair.

**Section 2 - Elections**

The manner of holding elections including the forms to be used, the method of voting and the

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rules of procedure pertaining thereto, shall be prescribed by the Board of Directors.

### **Section 3 - Nominations**

The methods to be used to solicit and accept nominations, including the forms to be used, the conditions pertaining to the acceptance of nominations, the timing of nominations and any other rules or procedures pertaining to the nominations process shall be established and amended from time to time by the Board of Directors. Any provision related to nominations and adopted by the Board of Directors shall be sent to all members of the Association within 60 days of its adoption by the Board.

## **ARTICLE VII - FINANCES**

### **Section 1 – Incurring Debt**

The Board of Directors shall not incur any debt for which Association funds are not on hand and available.

### **Section 2 – Fiscal Year**

The Fiscal Year of the Association shall be from January 1st to December 31st.

### **Section 3 - Audit**

- (i) There shall be an annual audit of the accounts of the Association by an auditor appointed by the membership at each Annual General Meeting who shall not be a member of the Association.
- (ii) The auditor or auditors so appointed shall hold office until the next Annual General Meeting, and if an appointment is not then made, shall continue in office until a successor is appointed.
- (iii) The remuneration of the auditor or auditors shall be fixed by the Directors.
- (iv) The report of the auditor or auditors to the members shall be presented at the

Annual General Meeting and shall be open to inspection by any member.

- (v) The auditor or auditors shall be given notice of any Annual or Special General Meeting of the members in the same manner in which members of the Association are given notice and shall have the right to attend, at their expense, any Annual General Meeting or any Special General Meeting of the members at which any financial statement of the Association is to be discussed, for the purpose of explaining the statement or any part thereof.

## **ARTICLE VIII – MEETINGS**

### **Section 1 – Annual General Meeting and Other General Meetings**

The Annual General Meeting and other general meetings of the members of the Association shall be held at a time and place designated by the Board of Directors. At least thirty days notice shall be given to the membership of such dates and places as may be designated for such meetings.

For the purpose of transacting business at the Annual General Meeting, the number of individuals present at the meeting must be equal to or greater than a majority of the total number of members registered to attend the annual Professional Development Institute, who are eligible to vote as per ARTICLE IV – Section 9.

For the purpose of transacting business at other general meetings, a minimum of 10% of the number of members, who are eligible to vote as per ARTICLE IV – Section 9 must be present.

### **Section 2 – Tabling of Resolutions**

Any resolution, other than a resolution to amend the Association's by-laws, to be tabled at a meeting, must be filed with the Secretary at least 14 days prior to the date fixed for the meeting. Resolutions proposing to amend the

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Association's by-laws must be filed in accordance with ARTICLE XII – Section 1.

The Secretary shall send a notice of the agenda for the meeting to the members not less than seven days prior to the date fixed for the meeting. No other resolution shall be permitted to be proposed at the meeting without the consent of a two-thirds vote of the members present at the meeting.

### **Section 3 – Board of Directors' Meeting**

The Board of Directors shall hold a meeting immediately following the Annual General Meeting of the members. Special meetings of the Board of Directors shall be held at the call of the President or on written request of any five members of the Board.

### **Section 4 – Notice of Meeting**

At least five days' notice of the time, place and purpose of all special meetings of the Board of Directors shall be given to each member of the Board by the Secretary. Such notice may be given in person, by telephone, or by mail, facsimile transmission, or electronic mail sent to the member's last known address.

### **Section 5 – Committee Meetings**

Board Committees, Special Committees and Standing Committees of the Association shall hold meetings in accordance with their Terms of Reference as established by the Board of Directors. All meetings of Committees shall be held at the call of the Chair or on written request of a majority of the members of the Committee.

### **Section 6 – Zone Meetings**

In order to extend the educational and professional development activities of the Association, the formation of Zone Meetings shall be encouraged and authorized. The Terms of Reference for all Association Zones shall be established by the Board of Directors.

## **ARTICLE IX - COMMITTEES**

### **Section 1 – Board Committees**

The Board of Directors shall annually appoint a Management Committee and, biannually, Standing Committees during the Annual General Meeting and Professional Development Institute. The composition of such committees as well as their Terms of Reference shall be established by the Board of Directors.

### **Section 2 – Special Committees**

- (i) The Board of Directors may from time to time appoint such committees as they may deem desirable, composed of members of the Association or of members and other persons.
- (ii) The President, or a designated Presidential alternate, shall be a member of all committees.
- (iii) A majority of the members shall constitute a quorum at a meeting of a committee.

### **Section 3 – Standing Committees**

The Board of Directors shall appoint the Standing Committees of the Association, namely, a Communications and Marketing Committee, a Legislative Committee and a Professional Development Committee with power to appoint Project Teams with expertise on specific subjects. The Board of Directors shall establish the composition of such Committees as well as their Terms of Reference.

## **ARTICLE X - ACCREDITATION**

### **Section 1 – Accreditation Criteria**

Accreditation criteria and any changes thereto as determined by the Board of Directors from time to time must be adopted by the membership.

### **Section 2 – Ineligibility for Accreditation**

Non-members are not eligible to receive or retain the Certified Municipal Officer (CMO) designation.

**Section 3 – Certified Municipal Officer (CMO)**

The Association shall confer the Certified Municipal Officer (CMO) designation upon individuals that comply with the criteria established by the Association and the Association’s Rules of Behaviour and who are recommended to the Board of Directors by the Registrar.

**Section 4 – Accredited Municipal Clerk Treasurer (AMCT) and Accredited Municipal Clerk Treasurer – Associate (AMCT(A)) Transitional Provision**

The Association shall confer the Accredited Municipal Clerk Treasurer (AMCT) accreditation upon those individuals who, prior to December 31<sup>st</sup> 1998, held the Accredited Municipal Clerk Treasurer or Accredited Municipal Clerk Treasurer – Associate accreditation or became eligible to hold the Accredited Municipal Clerk Treasurer accreditation in accordance with the criteria established by the Association. No further Accredited Municipal Clerk Treasurer or Accredited Municipal Clerk Treasurer – Associate accreditations will be conferred following December 31<sup>st</sup>, 1998.

**ARTICLE XI - PROFESSIONAL CONDUCT**

**Section 1 - Rules of Behaviour**

The members of the Association accept these Rules as a desirable method of achieving increased professional status for the Association. These Rules are based on principles that the members accept as necessary for maintaining the high standards of behaviour to which the membership adheres. These Rules will be applied under stated guidelines to ensure the protection of the rights of any member of the

Association whose conduct allegedly violates the said Rules.

**RULES**

RULE 1: No member of the Association shall commit a criminal offence which brings discredit and/or embarrassment to other members of their profession in the Association.

RULE 2: No member of the Association shall commit any offence or serious misconduct pertaining to the funds and/or property of any branch of Municipal Government.

RULE 3: No member shall be guilty of serious and improper action in the performance of his or her duties that brings discredit and/or embarrassment to other members of the Association.

RULE 4: No member shall participate directly in partisan political activities related to the election of a member of the municipal council by which that member is employed or any other political activity, which would impair the member's impartiality in the performance of any duties.

RULE 5: Members shall resist any encroachment upon any responsibilities which would interfere with the legislated duties or members' freedom to carry out official policies and handle any problem without discrimination on the basis of principle and justice.

RULE 6: No member shall disclose to others or use to further personal interests, confidential information acquired in the course of conducting official duties.

RULE 7: No member shall falsify or intentionally misrepresent information in the performance of their official duties, or in connection with their Association membership or accreditation.

RULE 8: No member shall hold an investment directly or indirectly in any commercial enterprise or engage in any private transaction which creates a conflict with any official duties.

RULE 9: No member shall engage in, solicit, negotiate for or promise to accept private employment or render services for private interests or conduct a private business when such employment, service or business creates a conflict with or impairs proper discharge of any official duties.

### **Section 2 - Charge**

A charge, that a member (hereinafter called the 'respondent') has violated the Rules of Behaviour of the Association, shall be made in writing to the Chair of the Disciplinary Board. The complaint must contain a clear and concise statement including pertinent dates outlining the alleged breach of the Rules and must be signed by the complainant. It is not necessary that the complainant be a member of the Association. The Chair of the Disciplinary Board shall, within fourteen (14) days, acknowledge receipt of the complaint from the complainant.

### **Section 3 - Disciplinary Board**

The Disciplinary Board shall be composed of the Immediate Past President of the AMCTO, as Chair, and the next two preceding Past Presidents, who are active members. The Disciplinary Board shall be cognizant of frivolous complaints and shall, at all times, bear in mind the spirit of the Rules of Behaviour of the Association and observe judicial confidentiality in reviewing all charges of violation. It is not the purpose of the Disciplinary Board to inquire into matters which are more properly considered the affairs of a particular municipality.

### **Section 4 - Notification of the Disciplinary Board on the Respondent**

The Chair of the Disciplinary Board shall, upon receipt of the complaint, forward a copy to the members of the Disciplinary Board and advise the respondent, in writing, of the statement of alleged facts constituting the breach of Rules. The notice to the respondent shall not identify the complainant.

### **Section 5 - Informal Procedure**

The Disciplinary Board shall, at a meeting convened within thirty (30) days of receipt of the complaint, decide if the nature of the alleged breach makes it subject to informal resolution. This decision shall be based on the Disciplinary Board's opinion as to whether the alleged breach could be mediated by informal discussion by the complainant and the respondent. If this is the case, a member of the Disciplinary Board shall be appointed to approach the complainant and the respondent separately to determine what they believe should be the outcome of the complaint procedure. Upon the agreement of both parties, the appointed member of the Disciplinary Board shall attempt to achieve this outcome through discussion and/or correspondence, if agreed to by the Disciplinary Board, without resorting to the formal complaint procedure. If the desired outcome is not achieved, any person may bring the complaint forward.

### **Section 6 - Investigation**

In the event that the informal procedure is not applicable or is unsuccessful, the Disciplinary Board may appoint one or two of its members to investigate the complaint. These investigators shall undertake an objective review of the circumstances surrounding the alleged breach of Rules. The investigators shall offer the complainant and the respondent an opportunity to submit a written statement of position or evidence with respect to the allegations. The investigators shall, within ninety (90) days of the receipt of the complaint, submit their findings to the Disciplinary Board. These findings shall not include any recommendation concerning the complaint.

### **Section 7 - Notice of Hearing**

Upon receipt of the investigator's report, the Disciplinary Board shall enquire as to whether or not the respondent wishes to attend a hearing before the Board. In the event that the respondent declines or fails to respond within ten (10) days, the Committee shall convene a hearing. In any event, a hearing shall be held as soon as is practical.

### **Section 8 - Hearing**

The Disciplinary Board shall conduct a hearing with the purpose of outlining pertinent facts. Attendance at the hearing shall be limited to members of the Disciplinary Board, the respondent and legal counsel for the respondent and the Association. Additional persons may be allowed to attend with the agreement of the respondent.

### **Section 9 - Findings and Decision**

Subsequent to the hearing or subsequent to an admission of a breach of the Rules by the respondent, the Disciplinary Board shall make its findings based on the evidence brought before it at the hearing. The decision reached by the Board shall be limited to, (a) dismissing the complaint or taking one or more of the following actions, (b) reprimanding the respondent and/or (c) rescinding the respondent's accreditation and/or (d) temporarily or permanently suspending the respondent from the Association and confiscating the rights and privileges associated with the said membership. The Disciplinary Board shall advise the respondent, in writing, within ten (10) days of the hearing of the Board's findings. The respondent may, within fourteen (14) days of the receipt of the Disciplinary Board's findings, apply to the Board of Directors of the Association for permission for a review before the Board of Directors. Such a request will be dealt with by the Board of Directors within thirty days and if so agreed to by the Board of Directors, a rehearing will be held as soon as is practical. No further appeal will be allowed.

## **ARTICLE XII – BY-LAWS**

### **Section 1 - Amendments**

The by-laws may be amended at the Annual General Meeting of the members by a majority of the individuals required, in accordance with ARTICLE VIII – Section 1, to be present at the meeting. Amendments to be made at the Annual

General Meeting of the members may be proposed either by:

- Resolution of the Board of Directors or;
- By petition of any two Full members and submitted to the Secretary not less than sixty days prior to the date of the Annual General Meeting.

Notice of such petition or resolution shall be mailed to all members not less than thirty (30) days prior to the Annual General Meeting at which such proposed amendment or amendments will be voted on.

### **Section 2 – Interim Action**

Any action, by-law or resolution that might have been adopted by the Board of Directors shall be valid if written memorandum of such action, by-law or resolution is served by the Secretary at the direction of the President, upon all persons entitled to vote thereon and approved in writing by a quorum of the Board of Directors. For this purpose, mailing such memorandum to the last known address of the member shall be deemed sufficient service.

## **ARTICLE XIII - PROCEDURE**

### **Section 1 – Ruling on Procedure**

In all matters of procedure arising at any meeting not provided for by law, or by this by-law, the question shall be decided by the President and in making such a ruling, the President shall base the decision on Roberts Rules of Order.

### **References:**

- By-law No. 1 adopted June 19th, 1963
- By-law No. 2 adopted June 23rd, 1965
- By-law No. 3 adopted June 22nd, 1966
- By-law No. 4 adopted June 21st, 1967
- By-law No. 5 adopted June 26th, 1968
- By-law No. 6 adopted June 23rd, 1971
- By-law No. 7 adopted June 20th, 1973

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By-law No. 8 adopted June 18th, 1974  
By-law No. 9 adopted June 23rd, 1976  
By-law No. 10 adopted June 19th, 1979  
By-law No. 11 adopted June 17th, 1980  
By-law No. 12 adopted June 23rd, 1981  
By-law No. 13 adopted July 1st, 1983  
By-law No. 14 adopted July 2nd, 1984  
By-law No. 15 adopted July 8th, 1985  
By-law No. 16 adopted July 3rd, 1991

By-law No. 17 adopted June 21st, 1994  
By-law No. 18 adopted June 20th, 1995  
By-law No. 19 adopted June 17th, 1998  
By-law No. 20 adopted June 10th, 2003  
By-law No. 21 adopted June 15th, 2004  
By-law No. 22 adopted June 12th, 2006  
By-law No. 23 adopted June 11th, 2007  
By-law No. 24 adopted June 9<sup>th</sup>, 2008  
By-law No. 25 adopted June 15<sup>th</sup> 2009