



AMCTO

THE MUNICIPAL EXPERTS

Bylaw No. 1

As Revised June, 2026

Constitution & Bylaws

ARTICLE I - INCORPORATION

The Association is governed under the laws of the Province of Ontario as a Corporation without Share Capital under the Not-for-Profit Corporations Act, 2010 (Ontario) ("Act").

ARTICLE II – ZONES

Section 1 – Zone Structure

For the purposes of this by-law, the Province of Ontario is divided into nine geographic areas as follows ("Zones"):

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 III - MEMBERSHIP

Section 1 – Membership Classes

The Association has three classes of members: (i) FULL MEMBER, (ii) ASSOCIATE MEMBER and (iii) HONOURARY MEMBER. For the purpose of the by-law a Member shall mean either a Full Member, Associate Member or Honourary Member.

Section 2 – Full Member

A Full Member shall be a person who has been admitted to membership in the Association and 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.

Section 3 – Associate Member

An Associate Member shall be a person who has been admitted to membership in the Association, and does not meet the requirements of a Full Member.

Section 4 – Honourary Member

The Board may bestow an honourary membership on any person at any time as determined by the Board.

Section 5 – Member Subclasses

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

Section 6 – Member Qualifications

The following persons shall be eligible for membership in the Corporation:

- (a) Individuals who support the objects and activities of the corporation, meet the qualifications of a Member and who apply to the Directors for admission and who pay the membership fee.

Section 7 – Particulars of Membership

- (a) Annual membership shall be valid for one (1) year from the date of application;
- (b) The benefits included for any category of membership shall be determined from time to time by the Board;
- (c) The amount of the annual membership fee shall be determined from time to time by the Board.

Section 8 – Membership

A membership in the Corporation is not transferrable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Act.

Section 9 – Membership Fees

The Board may fix and collect membership fees in the amount and manner it determines from time to time, provided that membership fees may not be increased more than once in any 12-month period and that membership fees shall be paid in advance of the Annual General Meeting. Any 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 10 – Disciplinary Act or Termination of Membership for Cause

- (a) Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-Law;
- (b) The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15 day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

Section 11 – Membership Rights

Only Full Members, shall be entitled to notice of, attendance at, and a vote at a Members meeting. They shall also be entitled to hold office on the Board of Directors, hold office as an Officer or be a chairperson of a Zone.

Associate Members and Honourary Members shall not be entitled to vote at Members' meetings but are entitled to notice of and attendance at such meetings.

ARTICLE IV – OFFICERS

Section 1 – Officers

At its first meeting following the annual meeting of the Corporation, the Board shall appoint the previous year's Vice-President as the Association President and Chair of

the Board and may appoint any other person to be treasurer and secretary. The office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer. At this same meeting, the Board will also appoint a Vice-President for a one-year term as elected by the membership prior to the Annual General Meeting. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

Section 2 – Office Held at Board’s Discretion

Any Officer shall cease to hold office upon resolution of the Board.

Section 3 – Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

Section 4 – Duties of Chair

The Chair shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

Section 5 – Duties of the President

The President shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

Section 6 – Duties of the Treasurer

The Treasurer shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

Section 7 – Duties of the Secretary

The Secretary shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

ARTICLE V – DIRECTORS

Section 1 – Duties of the Board of Directors

The Board shall:

- (a) manage the affairs of the Corporation;
- (b) employ a qualified person to fulfill the role of Chief Executive Officer;
- (c) determine the policy of the Corporation;
- (d) raise and receive funds for the benefit of the Corporation; and
- (e) perform such duties as are normally performed by a Board of Directors and those duties specifically provided in this by-law.

Section 2 – Board of Directors

The Board shall consist of sixteen (16) Directors.

- (a) Nine (9) **Zone** Directors who are Full Members shall be **the duly elected Zone Representatives for their respective Zone**.
- (b) Four Directors who are Full Members shall be elected at-large.
- (c) The thirteen (13) Directors shall be elected for a two-year term on a staggered basis as set out in this Section. In addition, the President, Vice-President and Immediate Past President shall be Directors by virtue of their offices. The term of office for the President, Vice-President and Immediate Past President shall be

one year each.

- (d) 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 representatives shall be elected annually and ratified at the Annual General Meeting.

Section 3 – Quorum

Nine (9) Directors shall constitute a quorum at any meeting of the Board.

Section 4 – Vacancies

The office of a Director shall be vacated immediately:

- (a) If the Director resigns office by written notice to the secretary, which resignation shall be effective at the time it is received by the secretary or at the time specified in the notice, whichever is later;
- (b) If the Director dies or becomes bankrupt;
- (c) If the Director is found to be incapable of managing property by a court or under Ontario law; or
- (d) If, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

Section 5 – Filling Vacancies

A vacancy on the Board shall be filled as follows:

- (a) A quorum of Directors may fill a vacancy among the Directors;
- (b) If there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
- (c) If the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
- (d) The Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

Section 6 – Qualification & Term Limits

- (a) Only a Full Member of the Corporation may be elected a Director and any Director so elected shall cease to be a Director after thirty (30) days written notice from the Secretary that his/her membership has lapsed and he/she has ceased to be a duly enrolled member of the Corporation; and
- (b) The Director shall be at least 18 years of age and meet such qualifications as prescribed by the Act.
- (c) Zone Directors and At-Large

Directors may serve no more than four (4) consecutive full terms. For clarity, any time served by an appointed Director to fill a vacancy for the remainder of a vacated term shall not be counted toward this limit.

- (d) Notwithstanding subsection (c), a Director who has completed four consecutive full terms remains eligible to be a Director for subsequent terms if they are elected Vice President. Such a Director may serve the full three-year Presidential sequence (i.e. as Vice-President, President, and Immediate Past President) without regard to the limit at subsection (c).
- (e) Any Director whose term ends for any reason, whether expiry of their term, resignation, removal or otherwise who has reached the four-term limit or who has completed their service in the full three-year Presidential sequence, whether fully or partially, shall be ineligible to serve as a Director for one (1) full term following the expiration of the term in which they cease to be a Director.

Section 7 – Removal

The members may by special resolution passed by at least two-thirds of the votes cast at a general meeting of members of which notice specifying the intention to pass such resolution has been given, remove any Director elected by the members before the expiration of his/her term of office and may, by a majority of the votes cast elect any member in his/her stead for the remainder of his/her term.

Section 8 – Remuneration

The Directors shall serve without

remuneration, provided that the Board may by resolution from time to time award special remuneration or pay sums in respect of out-of-pocket expenses out of the funds of the Corporation to any Director who performs any special work or service for, or undertakes any special commission on behalf of, the Corporation outside the work or services ordinarily required by a Director. Confirmation by the members of any such remuneration or payment shall not be required.

Section 9 – Directors Interested in Other Companies etc.

Inasmuch as the Directors are likely to be associated with other companies, corporations or associations with which from time to time the Corporation must or may have business dealings, no contract or other transaction between the Corporation or any other company, corporation, or association shall be affected by the fact that Directors are interested in or are shareholders, directors or officers of such other company, corporation or association.

Section 10 – Declaration of Interest

It shall be the duty of every Director who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Corporation to declare such interest to the extent, in the manner and at the time required by the applicable provisions of the Act and to refrain from voting in respect of the contract or arrangement or proposed contract or proposed arrangement of and when prohibited by the Act.

Section 11 – Directors Contracting with Corporation

No Director or officer shall be disqualified from contracting with the Corporation either as vendor, purchaser or otherwise, nor shall any contract or arrangement with the Corporation entered into by any Director or officer or in which any Director or officer is

interested or any transaction on behalf of the Corporation conducted by a member or officer which transaction such member or officer shall himself/herself be a party or in which he/she is otherwise personally interested be avoided, nor shall any member or officer so contracting or being so interested be liable to account to the Corporation for any profit realized by him/her from or in connection with any such contract or arrangement or transaction by reason of such member or officer holding office in the Corporation or by reason of the fiduciary relationship thereby established.

Section 12 – Committees

- (a) The Board of Directors from time to time shall set up as needed committees for various matters specifying the purpose, number of committee members and their respective duties and authority except those for which their powers set out in the Act are not permitted to be delegated; and
- (b) The Board may dissolve any committee by resolution at any time.

Section 13 – Protection of Directors and Officers and Committee members

No Director, officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipts or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy,

insolvency 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 whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- (a) Complied with the Act and the Corporation's articles and By-laws; and
- (b) Exercised their powers and discharged their duties in accordance with the Act.

Section 14 – Indemnity of Directors, Officers and Committee members

Every Director and every officer and member of each committee of the Board and his/her 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 Corporation from and against:

- (a) all costs, charges, and expenses whatsoever which such Director, officer or member sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her office;
- (b) all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs of the Corporation;

except such costs, charges or expenses as are occasioned by his/her own wilful neglect or default.

ARTICLE VI - NOMINATIONS

Section 1 - Elections

The manner of holding elections including the forms to be used, the method of voting and the rules of procedure pertaining thereto, shall be prescribed by the Board of Directors.

Section 2 - 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.

Section 3 – Restriction

If an eligible Member of the Corporation who has been nominated for a position on the Board of Director is nominated for another position on the Board, the first nomination shall be deemed to have been withdrawn at the time the second nomination is filed.

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

- (a) 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.
- (b) 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.
- (c) The remuneration of the auditor or auditors shall be fixed by the Directors.
- (d) 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.
- (e) 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, and no more

than 50 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 and other general meetings, the lesser of 50 members or 10% of the total membership, present in person, who are eligible to vote as per ARTICLE III – Section 11 shall constitute a quorum.

If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

Section 2 – Tabling of Resolutions at Meetings of Members

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 Association's by-laws must be filed in accordance with ARTICLE XI – 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 – First Meeting of New Board

Each newly elected Board may, if a quorum be present, without notice hold its first meeting for the purpose of organization and the election and appointment of officers immediately following the Annual Meeting at which the election and appointment of the Board is recorded.

Section 4 – Regular Meeting of the Board

Meetings of the Board shall be held from time to time at the call of the Chairperson or a Vice-Chairperson or any two (2) Directors, and the Secretary shall call a meeting when directed or authorized by the Chairperson or a Vice-Chairperson or any two (2) Directors. Notice of every meeting so called shall be given to each Director not less than twenty-four (24) hours before the time when the meeting is to be held.

Section 5 – Place of Meeting

Meetings of the Board may be held at the head office of the Corporation or at any other convenient place as designated by the Board from time to time. The Chairperson shall preside at all meetings of the Board and, in his absence, a Vice-Chairperson shall preside, and, in the absence of the Chairperson and Vice-Chairperson the Directors present shall elect one (1) of their number to preside.

Section 6 – Special Meeting of the Board

Special meetings of the Board of Directors shall be held at the call of the Chairperson or on written request of any five members of the Board.

Section 7 – Notice of Special Meeting of the Board

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 8 – Committee Meetings

Board Committees and Special 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 9 – 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.

Section 10 – Virtual Meetings

Meetings of Members, of the Board, and of any Zones or Committees may be held by means of virtual conferencing technology in a hybrid format or a fully remote format, provided that the technology used permits all participants to communicate with each other adequately, and that the technology provides privacy and security that satisfies the Board. Individuals who participate in a meeting via virtual conferencing technology are deemed to be present at the meeting.

ARTICLE IX - ACCREDITATION

Section 1 – Accreditation Criteria

Accreditation criteria and any changes thereto shall be determined by the Board of Directors.

Section 2 – Ineligibility for Accreditation

Non-members are not eligible to receive or retain the Certified Municipal Officer (CMO) designation, the Accredited Municipal Professional (AMP) designation, or the Accredited Ontario Municipal Clerk (AOMC) designation.

Section 3 – Certified Municipal Officer (CMO), Accredited Municipal Professional (AMP), and Accredited Ontario Municipal Clerk (AOMC)

The Association shall confer the Certified Municipal Officer (CMO) designation, the

Accredited Municipal Professional (AMP) designation, and the Accredited Ontario Municipal Clerk (AOMC) designation upon individuals that comply with the criteria established by the Association and the Association's Code of Ethics and Values 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 31st 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 31st, 1998.

ARTICLE X - PROFESSIONAL CONDUCT

Section 1 – Code of Ethics and Values

The Corporation has adopted a Code of Ethics and Values to govern the actions of the Members.

The members of the Association accept these Ethics and Values as a desirable means to achieving increased professional status for the Association.

These Ethics and Values are based on principles that the members accept as necessary for maintaining the high standards of behaviour to which the membership adheres. These Ethics and Values will be applied under stated guidelines to ensure the protection of the rights of any member of the Association whose conduct allegedly violates them.

Section 2 - 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 Ethics and Values 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 3 - Charge

A charge, that a member (hereinafter called the 'respondent') has violated the Ethics and Values 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 and must be signed by the complainant, who must be a member in good standing of the Association. The Chair of the Disciplinary Board shall, within fourteen (14) days, acknowledge receipt of the complaint from the complainant.

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 the Ethics and Values. The

notice to the respondent shall also 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 the Ethics and Values. 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 complainant, the respondent and legal counsel for the complainant, 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.

Section 10 – Annual Ethics Report

Annually, the association will release an ethics report highlighting any action the Disciplinary Board has taken while maintaining the confidentiality of any affected individuals.

ARTICLE XI – 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:

- (a) Resolution of the Board of Directors or;
- (b) 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 XII - 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.

SCHEDULE A
Position Description of the Chairperson

Responsibilities and Expectations

compensation review, consistent with Board policy.

Leadership

Guides and directs the governance process, centering the work of the board on the organization's mission, vision and strategic direction.

Board conduct

Sets a high standard for Board conduct by modeling, articulating and upholding rules of conduct set out in Board By-laws and policies. Intervenes when necessary in instances involving conflict-of-interest, confidentiality and other Board policies.

Agendas

Establishes agendas for Board and Committee meetings, in collaboration with the Executive Director.

Board learning and development

Leads the development of the Board's knowledge and capabilities by playing a central role in orientation of new Board members, mentoring a Chair-elect and providing continuing education for the entire board.

Meeting management

Presides over Board and Committee meetings in a manner that encourages participation and information sharing while moving the Board toward timely closure and prudent decision-making.

Succession planning

Participates in the recruitment of new Board members and in the process of identifying candidates to serve as Chairperson-elect.

Committee direction

Appoints Committee chairs and members, subject to Board approval. Works with Committee chairpersons to align the work of Committees with the vision and goals.

Executive Director relationship

Serves as the board's central point of official communication with the Executive Director. Develops a positive, collaborative relationship with the Executive Director, including acting as a sounding board for the Executive Director on emerging issues and alternative courses of action. Stays up-to-date about the organization and determines when an issue needs to be brought to the attention of the full board or a committee.

Executive Director performance appraisal

Leads the processes of Executive Director goal-setting, performance evaluation and

Position Description of the President

Role Statement

The President provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The President co-ordinates Board activities in fulfilling its governance responsibilities and facilitates a co-operative relationship among Directors and between the Board and senior management of the Corporation. The President ensures the Board discusses all matters relating to the Board's mandate.

Responsibilities

Agendas

Establish agendas aligned with annual Board goals and preside over Board meetings. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

Direction

Serve as the Board's central point of communication with the senior management of the Corporation; provide guidance to senior management regarding the Board's expectations and concerns. In collaboration with senior management, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies and planning and performance information are appropriately presented to the Board.

Work Plan

Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

Representation

Serve as the Board's primary contact with the public.

Reporting

Report regularly to the Board on issues relevant to its governance responsibilities.

Board Conduct

Set high standards for Board conduct and enforce policies and By-laws concerning Directors' conduct.

Mentorship

Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

Succession Planning

Ensure succession planning occurs for senior management and Board.

Committee Membership

Serve as member on all Board committees.

Position Description of the Treasurer

Role Statement

The Treasurer works collaboratively with the President and senior management to support the Board in achieving its fiduciary responsibilities.

Responsibilities

Custody of Funds

The Treasurer shall have custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The Treasurer shall also perform such other duties as may from time to time be directed by the Board.

Board Conduct

Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Financial Statements

Present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

Position Description of the Secretary

Role Statement

The Secretary works collaboratively with the President to support the Board in fulfilling its records management responsibilities.

Responsibilities

Board Conduct

Support the President in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on records management responsibilities.

Document Management

Keep a roll of the names and addresses of the Members. Ensure the proper

recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

Meetings

Give such notice as required by the By-laws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation, the Board and Board committees.