

ONTARIO MUNICIPAL ADMINISTRATORS' ASSOCIATION

BY-LAW: **TBD**, 2024

CONTENTS

Interpretation.....	2	Execution of Instruments.....	19
Legal Framework	4	Notice.....	20
Registered Office	4	Amendments	20
Membership	5		
Membership Fees	8		
Meetings of the Members.....	8		
Board.....	12		
Committees.....	16		
Officers	17		
Protection of Directors and Officers	18		
Financial Year	19		
Borrowing.....	19		

IT IS HEREBY ENACTED as a by-law of the Ontario Municipal Administrators' Association as follows:

INTERPRETATION

1. **Definitions.** In this By-law, unless the context otherwise requires:
 - (a) **“Act”** means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time.
 - (b) **“Active Member”** means an individual who was, immediately prior to the enactment of this By-law, an Active Member of the Association and, thereafter, as detailed in section 11(a) of this By-law and **“Active Membership”** has a corresponding meaning.
 - (c) **“Articles”** means any instrument that incorporates a corporation or modifies its incorporating instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or a special Act.
 - (d) **“Associate Member”** means an individual who was, immediately prior to the enactment of this By-law, an Associate Member or Honorary Life Member of the Association and, thereafter, as detailed in subsection 11(b) of this By-law and **“Associate Membership”** has a corresponding meaning.
 - (e) **“Association”** means, Ontario Municipal Administrators' Association.¹
 - (f) **“Board”** means the board of directors of the Association.
 - (g) **“By-law”** means this by-law.
 - (h) **“Chair”** means the chair of the Board.
 - (i) **“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.

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

- (j) **“Contracts, Documents and Instruments in Writing”** includes cheques, drafts, orders for payment, deeds, mortgages, hypothecs, charges, conveyances, 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.
- (k) **“Director”** means a director of the Association.²
- (l) **“Executive Committee”** means the Association’s executive committee.
- (m) **“Executive Director”** means the executive director of the Association.
- (n) **“First Vice-Chair”** means the individual who was, immediately prior to the enactment of this By-law, First Vice-President and, thereafter, the first vice-chair of the Association.
- (o) **“Immediate Past Chair”** means the individual who was, immediately prior to the enactment of this By-law, Immediate Past President and, thereafter, the immediate past chair of the Association.
- (p) **“Member”** means a member of the Association, including Active Members and Associate Members, and **“Membership”** has a corresponding meaning.³
- (q) **“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.
- (r) **“Nominating Committee”** means the Association’s nominating committee.
- (s) **“Officer”** means an officer of the Association and includes Chair, Immediate Past Chair, First Vice-Chair, Second Vice-Chair/Treasurer and Secretary.⁴
- (t) **“Second Vice-Chair/Treasurer”** means the individual who was, immediately prior to the enactment of this By-law, Second Vice-President/Treasurer and, thereafter, the second vice-chair/treasurer of the Association.
- (u) **“Secretary”** means the secretary of the Association.

2. **Interpretation.** Other than as specified in Section 1, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

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 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

⁴ Officers and directors are distinct from one another, although often officers are also directors. This is mandated by subsection 42(2) of the Act in the case of the Chair. Further, the By-laws in this case, mandate that the Immediate Past Chair, Chair, First Vice-Chair, and Second Vice- Chair/Treasurer, be Directors.

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. If any of the provisions contained in this By-law are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.
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 Act.
 - (b) Articles.
 - (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.⁵
8. **Objects as per Articles.** The objects of the Association are as set out in the Articles.⁶
9. **Mission.** The Association’s mission shall be within the scope of the objects of the Association.

⁵ The hierarchy is set by law and therefore it is not possible to change the hierarchy by amending this provision.

⁶ The objects as set out in the Articles 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.
- (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.

REGISTERED OFFICE

10. **Registered Office.** The registered office of the Association shall be in the location required by the Articles 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.⁷

MEMBERSHIP

11. **Classes and Composition.** There shall be two 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 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 14(a) of this By-law. Active Membership is effective upon admission and continues until terminated in accordance with section 20 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 and Honorary Life Members of the 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 14(b) of this By-law. Associate Membership is effective upon admission and continues until terminated in accordance with section 20 of this By-law.
12. **Active Membership Qualifications.** 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, in such amount as is from time to time required by the Board.
13. **Associate Membership Qualifications.** To be eligible for Associate Membership, each candidate shall:
- (a) submit to the Association a completed application form for Associate Membership, in the form from time to time required by the Board, which shall include written support from the CAO in the municipality or reserve in which the candidate resides; and
 - (b) submit to the Association, Associate Membership fees for the year, on a pro-rated basis, in such amount as is from time to time required by the Board.
14. **Admission Process.** Admission to Membership shall be as follows:⁸

⁷ The Articles provide that the head office shall be in the Town of Goderich. See subsection 14(4) of the Act for further detail with respect to changing registered office location.

⁸ Section 49 of the Act provides that the directors may issue membership in accordance with the articles and any conditions set out in the by-laws.

- (a) **Active Membership.** Those individuals who meet the qualifications set out in section 12 of this By-law, as determined by the Board in its sole discretion, shall be Active Members of the Association. The Board shall review applications for Active Membership to confirm whether such qualifications are met and if so, Active Membership shall be effective as of the date of such confirmation by the Board.
- (b) **Associate Membership.** Those individuals who meet the qualifications set out in section 13 of this By-law and have been accepted by way of majority resolution passed at a meeting of the Board shall be Associate Members of the Association.

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.

15. **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).
- (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.
- (f) **Good Character.** All members shall comply with the OMAA Code of Ethics. Good character is generally held to comprise three elements:
 - i. the ability to tell the difference between right and wrong;
 - ii. the courage to do what's right, no matter the personal consequences; and
 - iii. the ability to assess these issues, within the context of the practice of the profession, in the best interests of the public as a whole.
 All members shall not engage in professional misconduct or conduct unbecoming a member. Any member that commits the tort of economic interference against another member and/or has been found guilty of a crime that involves moral turpitude shall be investigated and expelled from the Association if they cannot supply adequate supporting documents in support of good character.

16. **Consequences of Breach.** Members who breach the conditions of Membership as

outlined in section 15 of this By-law may be subject to have Membership revoked as per subsection 20(c) of this By-law.

17. **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.
 - (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.
18. **Associate Membership Privileges.** Associate Members in good standing shall be entitled to:
 - (a) Notice of all meetings of Members.
 - (b) Attend all meetings of Members.
 - (c) Participate at meetings of Members by being heard (verbally or in writing), and debating. For greater clarity, Associate 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.
19. **Transferability of Membership.**⁹ Membership is in the name of the individual and is not transferable.
20. **Termination of Membership.** Membership terminates upon:
 - (a) **Non-Payment of Membership Fees.** Subject to the waiver provisions of section 23, non-payment of Membership fees by the due date for such Membership fees. Termination in such cases is effective upon notice as required by this By-law. An exemption is granted for a **Member in Transition**, that is a member in good standing has resigned his/her position either voluntarily or involuntarily, as they shall have their membership fees waived for a period of one year.
 - (b) **Death.** Upon the death of the Member.
 - (c) **Breach of Conditions of Membership.** Subject to compliance with section 21, breach of any of the conditions of Membership as outlined in section 15 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

⁹ See subsections 48(3)(b) and 48(8) of the Act re transferability of membership.
Ontario Municipal Administrators' Association, By-law: 2024

Board resolution terminating Membership.

- (d) **Voluntarily.** Notice received in writing from the Member that they wish to withdraw shall be effective to terminate Membership in the Association. No refunds or partial refunds of Membership fees shall be provided.
21. **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-laws.
 - (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.

MEMBERSHIP FEES

22. **Annual Fees.** The Board shall on an annual basis and at least two months prior to the annual meeting, set the amount of annual Membership fees for the ensuing 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 20(a) of this By-law.

MEETINGS OF THE MEMBERS

25. **Calling of Meetings of Members.**
- (a) **Annual Meetings.** The Board shall call an annual meeting not later than fifteen months after the preceding annual meeting.¹⁰
 - (b) **Special Meetings.** Meetings of the Members may otherwise be called by the Chair, the Board or through requisition by the Members who hold at least 10 per cent of the votes that may be cast at the meeting sought to be held within 21 days

¹⁰ See subsection 52(1)(b) of the Act relating to timing of annual general meetings.
Ontario Municipal Administrators' Association, By-law: 2024

after receiving the requisition, unless the Act provides otherwise.¹¹

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.**¹² Subject to sections 26(e) and (f), not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given.
- (c) **To Whom Given and Manner.** In accordance with section 69 of this By-law, notice shall be given to:
 - (i) each Member;
 - (ii) each Director; and
 - (iii) to the auditor or person appointed to conduct a review engagement, if one has been appointed.¹³

Further, notice shall be posted on the Association's website.

- (d) **Content.** Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted to the meeting.
- (e) **Adjournments.** If a meeting of the Members is adjourned by one or more adjournments for an aggregate of less than 30 days, it is not necessary that any person be notified of the meeting that continues the adjourned meeting, other than by announcement of all of the following at the time of an adjournment:
 - (i) The time of the continued meeting.
 - (ii) If applicable, the place of the continued meeting.
 - (iii) If applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

- (f) **Waiver.** Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.
- (g) **Evidence of Notice.** The statutory declaration of the Secretary that notice has

¹¹ See section 52 and 60 of the Act which addresses the ability of the membership to requisition a meeting.

¹² See section 55 of the Act, which provides that notice shall be given not less than 10 days and not more than 50 days before the meeting.

¹³ See section 75 of the Act.

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 place within Ontario that the Board may from time to time determine by a majority resolution passed at a meeting of the Board.¹⁴
28. **Chair.** The Chair shall chair meetings of the Members or if absent, unable or unwilling, the First Vice-Chair and in the absence, inability or unwillingness of both the Chair and First Vice-Chair, the Second Vice-Chair/Treasurer and in the absence, inability or unwillingness of all the foregoing, the Members present shall by majority resolution choose another Director or if there are no Directors, an Active Member, to act as chair. 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:
- (a) **Members.** Members shall be entitled to attend all meetings of Members. 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, etc.** The auditor (or the person who has been appointed to conduct a review engagement, if any), 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 them.
 - (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

¹⁴ See section 53(1) of the Act.
Ontario Municipal Administrators' Association, By-law: 2024

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.**¹⁵ 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, provided that if there is a lack of quorum, the Active Members present may:
 - (i) adjourn the meeting to a fixed time and place at least fourteen days after adjourned meeting with the same agenda; and
 - (ii) provided that at least seven days' notice of the meeting to be reconvened is given to the Members, for such reconvened meeting of the Members, quorum shall be one Active Member .
- (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.
 - (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 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.
 - (ii) Unless otherwise required by the Act or this By-law,¹⁶ every question shall be decided by at least a majority of the votes of the Members entitled to vote, present in person.
 - (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

¹⁵ Quorum for a Members' meeting is determined by subsection 57(1) of the Act as a majority of the members entitled to vote at the meeting, whether present in person or by proxy, unless the By-law provides otherwise. The By-law sets quorum at 10% of the Active Members present in person.

¹⁶ Certain decisions are required by the Act to be passed by a two-thirds vote, such as, for example, the decision to amend the Articles of the Association per section 103 of the Act.

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.** Proxy voting shall not be permitted.
32. **Minutes.** The Secretary shall keep or cause to be kept minutes of all meetings of the Members.
33. **Adjournment.** Subject to section 26(e), the chair may, with the majority consent of any Members' meeting and subject to such conditions as the meeting decides, adjourn the same from time to time.¹⁷

BOARD

34. **Governance.** The Board shall manage or supervise the management of the activities and affairs of the Association subject to the Act, the Articles, this By-law, and any applicable law.¹⁸
35. **Qualifications.** Each Director shall at the time of election and throughout his or her term of office:
 - (a) be an Active Member;¹⁹
 - (b) be at least eighteen years of age;²⁰
 - (c) not be an undischarged bankrupt;²¹
 - (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;²²
 - (e) not be a person who has been found to be incapable by any court in Canada or elsewhere.²³
36. **Board Composition.**²⁴ The Active Members shall elect such number of Directors as may be determined from time to time by special resolution, providing such number is not fixed at less than five or more than seven Directors.²⁵ Pursuant to section 37, the Immediate Past-Chair shall be a Director for a term of one year following the end of his or her term as Chair.
37. **Immediate Past-Chair.** The Chair shall, at the expiry of his or her term as Chair and by virtue of being the Immediate Past-Chair, be a Director for a term of one year provided that such individual continues to be qualified to act as a Director. The foregoing does not apply to an individual who resigns or is removed as Chair prior to the expiry of their term.

¹⁷ See section 55(5) of the Act.

¹⁸ See section 21 of the Act.

¹⁹ Subsection 23(2) of the Act provides that a director is not required to be a member unless the by-laws provide otherwise

²⁰ See subsection 23(1)2. of the Act.

²¹ See subsection 23(1)5. of the Act.

²² See subsection 23(1)3. of the Act.

²³ See subsection 23(1)4. of the Act.

²⁴ Articles provide for a minimum of five directors, and a maximum of seven.

²⁵ "Special resolution" is defined by section 1 of the Act to mean a resolution that "(a) is submitted to a special meeting of the members of a corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast; or (b) consented to by each member of the corporation entitled to vote at a meeting of the members of the corporation or the member's attorney."

38. **Nominations.** Nominations for all elected positions shall be subject to and in accordance with the following:
- (a) **Call for Nominations.** Subject to section 42(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 42(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 Chair, 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 to make nominations from the floor at any meeting at which elections take place.
39. **Term.** The term of office, meaning the length of time that the Director shall remain in their position as such, shall be until the second annual meeting after their election.²⁶
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 a majority of the votes cast by the Active Members at a meeting of Active Members for which notice specifying the intention to pass such resolution has been given to the Membership.²⁷ For clarity, the Association acknowledges that active participation as a Director is expected, and it will be considered grounds for removal if a 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.
 - (c) **Written Resignation.** By the Director delivering notice of resignation in writing to the Association in which case, such resignation shall be effective at the time specified in the notice or upon receipt of the notice by the Association, whichever is later.
 - (d) **Death.** Upon the death of the Director.

²⁶ Section 24(3) of the Act confirms that it is not necessary that all directors elected at a meeting of the members hold office for the same term.

²⁷ The members of a corporation may remove a director, except individuals that are directors by virtue of their office, by "ordinary resolution", which is a simple majority. See subsection 26(1) of the Act.

- (e) **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(b) of this By-law, then the Active Members present may (but are not required) by majority resolution at a meeting of Members to elect any individual in his or her stead for the remainder of his or her term.²⁸
- (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.²⁹ If the Board does not see fit to do so, such vacancies shall be filled at the next annual meeting at which the Directors for the ensuing year are elected.
 - (ii) **If No Quorum Remains.** If a quorum of Directors does not remain, the remaining Directors shall forthwith initiate the nomination process contemplated by section 38(a) of this By-law on an expedited basis and call a meeting of the Members to fill the vacancy.³⁰

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.** 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 Chair or by any three Directors.
46. **Place of Meetings.** Meetings of the Board shall be held at the registered office of the Association or at such other place as the Board may from time to time determine including by telephonic or electronic means.

²⁸ See subsection 26(3) of the Act.

²⁹ See subsection 28(1) of the Act.

³⁰ See subsection 28(2) of the Act.

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.
 - (b) **Amount of Notice.** Subject to sections 47(e), (f) and (g), at least seventy-two hours shall be given.³¹
 - (c) **Content.** Include the date, time, and place, as well as a description of the nature of the business to be transacted, provided that a notice of a meeting of Directors need not specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If the Directors may attend a meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
 - (d) **To Whom Given and Manner.** Given to each Director in the manner specified in section 69 of this By-law.
 - (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 Meeting.** A meeting of the Board may be held, without notice, immediately following the annual meeting of the Association.
 - (g) **Adjournments.** Subject to section 51, 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

³¹ See subsection 34(1) of the Act.
Ontario Municipal Administrators' Association, By-law: 2024

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, and otherwise ensure compliance with the conflict of interest provisions of the Act.³²

- (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.

- 49. **Chair.** The Chair shall chair meetings of the Board or if absent, unable or unwilling, the First Vice-Chair and in the absence, inability or unwillingness of both the Chair and First Vice-Chair, the Second Vice-Chair/Treasurer and in the absence, inability or unwillingness of the Chair, First Vice-Chair and Second Vice-Chair/Treasurer, the Immediate Past Chair 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.** Provided that a minimum of three Directors are present, a majority of the number of Directors constitutes a quorum at any meeting of Directors.³³
- (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.³⁴
- (c) **Voting.** Each Director shall be entitled to one vote. A tie shall be considered a lost vote

- 51. **Adjournment.** Notice of a meeting that continues an adjourned meeting of Directors is not required to be given if all of the following are announced at the time of adjournment:

- (a) The time of the continued meeting.
- (b) If applicable, the place of the continued meeting.
- (c) If applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

³² Section 41 of the Act provides a comprehensive set of rules relating to disclosure of conflicts by directors and officers.

³³ See subsection 34(2) of the Act. Quorum for a directors' meeting can be set at a number determined appropriate.

³⁴ See subsection 34(6) of the Act. A directors' meeting can be held entirely by electronic means.

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 the limitations on delegation set out in the Act and 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.³⁵
53. **Nominating Committee.** There shall be a Nominating Committee established in accordance with terms of reference determined by the Board.
54. **Other.** Subject to the limitation on delegation set out in the Act, 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.

OFFICERS

55. **Election or Appointment.** At the first meeting of the Board after each election of

³⁵ Section 36 of the Act specifically permits delegation to committees, however the following powers cannot be delegated:

1. To submit to the members any question or matter requiring the approval of the members.
2. To fill a vacancy among the directors or in the position of auditor or of a person appointed to conduct a review engagement of the corporation.
3. To appoint additional directors.
4. To issue debt obligations except as authorized by the directors.
5. To approve any financial statements.
6. To adopt, amend or repeal by-laws.
7. To establish contributions to be made, or dues to be paid, by members.

Directors, the Board shall elect or appoint a Chair, a First Vice-Chair and a Second Vice-Chair/Treasurer and such other officers as the Board may determine. The appointment of all officers shall be at the pleasure of the Board.

56. **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.

57. **Officers.** There shall be the following Officers:³⁶

- (a) Immediate Past Chair, who shall hold office in accordance with section 36;
- (b) Chair;
- (c) First Vice-Chair;
- (d) Second Vice-Chair/Treasurer; and
- (e) Secretary, who shall, *ex officio* be the Executive Director.

No one individual may hold more than one Officer's position.

58. **Job Descriptions.** The Directors may specify the Officers' duties and delegate to them powers to manage the activities and affairs of the Association. Officers shall be responsible for all duties assigned to them and they may not delegate to others the performance of any or all of such duties.

59. **Removal.** Officers shall be subject to removal by resolution of the Board at any time.

60. **Remuneration.** Officers shall not receive remuneration or profit from their positions as such.

PROTECTION OF DIRECTORS AND OFFICERS

61. **Indemnification by the Association.**³⁷ 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
- (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;⁵⁰

provided that, no Director, Officer or such other person shall be indemnified by the Association unless:

³⁶ Subsection 42(2) requires the appointment of a Chair from amongst the Directors.

³⁷ Section 46 of the Act sets out requirements with respect to indemnification, including the preconditions for indemnification as set out in 61(c) and (d).

- (c) the individual acted honestly and in good faith with a view to the best interests of the Association; and
- (d) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

62. **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 provided that they have:
- (a) complied with the Act and the Association's Articles and By-laws; and
 - (b) exercised their powers and discharged their duties in accordance with the Act.
63. **Insurance.** The Association may purchase and maintain insurance for the benefit of any person entitled to be indemnified as the Board may determine from time to time against any liability incurred by the individual:
- (a) in the individual's capacity as a Director, Officer or similar capacity of the Association; or
 - (b) in the individual's capacity as a director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Association's request.

FINANCIAL YEAR

64. **Year End.** The fiscal year of the Association shall end on the 31st of December in each year.³⁸

BORROWING

65. **Borrowing.**³⁹ With authorization of the Active Members, the Directors 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.

³⁸ 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>.

³⁹ Subsection 85(1) of the Act permits borrowing by the directors without authorization of the members, unless the by-laws provide otherwise. Section 64 has been changed to require member authorization.

EXECUTION OF INSTRUMENTS

66. **Execution of Instruments.** Contracts, Documents, Instruments in Writing requiring the signature of the Association may be signed by any two of the Immediate Past Chair, Chair, First Vice-Chair, Second Vice-Chair/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.
67. **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.
68. **Corporate Seal.** The Association shall not have a corporate seal.⁴⁰

NOTICE

69. **Notice.** Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of the Association shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Association; and to such Director at his or her latest address as shown in the records of the Association or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.
70. **Error or Omission in Giving Notice.** The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Association has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

AMENDMENTS

71. **By-laws.** Amendments to this By-law shall not be effective until confirmed by the Active Members.
72. **Identification and Repeal of Former By-laws.** [NTD: confirm name of current By-law, for example, "By-law No. 1"] of the Association dated [] (the "prior by-laws") are repealed and replaced effective immediately upon the confirmation of this By-law by the Active Members.

The said repeal of such prior by-laws shall not affect the previous operations of such

⁴⁰ See section 13 of the Act which provides that a corporation need not have a seal.
Ontario Municipal Administrators' Association, By-law: 2024

prior by-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such prior by-laws prior to its repeal. All Officers and persons acting under such prior by-laws so repealed shall continue to act as if appointed under the provisions of this By-law. All Board or Members' resolutions, with continuing effect, passed under such repealed prior by-laws shall continue to be valid, except to the extent inconsistent with this By-law, and until amended or repealed.

Passed by the Board: [insert].

[insert] – Chair

[insert] – Secretary

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

[insert] – Chair

[insert] – Secretary