

AMO BY-LAW NO.2

August 21, 2012

Amended August 19, 2019
Sections 3.4, 4 and 9.1

Table of Contents

PART 1: INTERPRETATION.....	5
1.1 Interpretation.....	5
1.2 Letters Patent.....	6
PART 2: TRANSACTION OF THE AFFAIRS OF THE CORPORATION.....	7
2.1 Head Office	7
2.2 Seal.....	7
2.3 Financial Year	7
2.4 Execution of Instruments.....	7
2.5 Banking Arrangements.....	7
PART 3: BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE – AUTHORITY AND COMPOSITION	7
3.1 Power of the Board of Directors	7
3.2 Composition of the Board of Directors.....	8
3.3 Qualifications of Directors	8
3.4 Composition of the Board’s Caucuses	8
3.5 Executive Committee Composition	10
3.6 Disqualification and Vacation of Office.	10
PART 4: TERMS, VACANCIES AND ROLES.....	11
4.1 Term of the Board.....	11
4.2 Term of President	11
4.3 Term of Secretary-Treasurer.....	12
4.4 Past President and Past Secretary-Treasurer	12
4.5 Caucus Directors	13
4.6 Removal of Directors	14
4.7 Role of President.....	14
4.8 Role of Secretary-Treasurer	14
PART 5: MEETINGS OF DIRECTORS AND EXECUTIVE COMMITTEE.....	14
5.1 Place of meeting	14
5.2 Notice.....	15

5.3	Omission of Notice.....	15
5.4	Adjournment.....	15
5.5	Regular meetings	16
5.6	Board Quorum	16
5.7	Chair	16
5.8	Voting.....	16
5.9	Executive Committee Quorum	16
6.1	President.....	16
6.2	Other Directors	17
PART 7: MEMBERS AND SUPPORTERS		17
7.1	Classes of Members	17
7.2	Member Municipalities.....	17
7.3	Member Directors.....	17
7.4	Associate Supporters	17
7.5	Affiliate Supporters.....	17
7.6	Resignation.....	18
7.7	Termination of Membership.....	18
7.8	Membership fees	18
7.9	Supporters' Benefits	18
PART 8: MEETINGS OF MEMBERS		18
8.1	Annual General Meeting.....	18
8.2	Special Meetings.....	18
8.3	Notice.....	18
8.4	Waiver of Notice	19
8.5	Omission of Notice.....	19
8.6	Votes	19
8.7	Chair of the Meeting.....	19
8.8	Proxies.....	19
8.9	Adjournment.....	19
8.10	Quorum.....	20

8.11	Non-Members.....	20
PART 9: NOMINATION AND ELECTION OF THE BOARD OF DIRECTORS		20
9.1	Nominations Process	20
9.2	Election of Board of Directors including President and Secretary-Treasurer.	21
9.3	Election Procedures.	21
PART 10: OFFICERS		21
10.1	Officers of the Corporation.....	21
10.2	Officers’ Powers and Duties.....	22
10.3	Duties of Officers	22
10.4	Executive Director	22
PART 11: NOTICES AND RULES FOR CONDUCT		22
11.1	Method of Giving Notices	22
11.2	Signature of Notices.....	23
11.3	Computation of Time	23
11.4	Omissions and Errors	23
11.5	Waiver of Notice	23
11.6	Rules for Conduct.....	23
PART 12: FOR THE PROTECTION OF DIRECTORS AND OFFICERS.....		23
12.1	For the protection of Directors and Officers	23
12.2	Code of Conduct.....	24
PART 13: INDEMNITIES TO DIRECTORS AND OTHERS		24
13.1	Indemnities to Directors	24
13.2	Insurance.....	24
PART 14: VOTING SHARES AND SECURITIES.....		24
14.1	Voting Shares and Securities.....	24
15.1	Cheques, Drafts, Notes, etc.	25
PART 16: CUSTODY AND SECURITIES.....		25
16.1	Custody of Securities.....	25
17.1	Dissolution	25
PART 18: AMENDMENT AND REPEAL.....		25

18.1 Amendment 25

18.2 Suspension 25

18.3 Repeal 25

PART 19: EFFECTIVE DATE 25

19.1 Effective Date 25

ASSOCIATION OF MUNICIPALITIES OF ONTARIO
BY-LAW NO. 2

A By-law relating generally to the transaction of the business and affairs of the Association of Municipalities of Ontario (the "Corporation").

PART 1: INTERPRETATION

1.1 Interpretation: In this By-law and all other By-laws of the Corporation, unless the context otherwise specifies or requires:

"Act" means the Corporations Act, R.S.O. 1990, c. C.38 as from time to time amended and every statute that may be substituted therefore and, in the case of such substitution, any references in the bylaws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefore in the new statute or statutes;

"Affiliate Supporter" means a municipal employee organization pursuant to the provisions of Section 7.5;

"Annual General Meeting" means the general meeting held every year during the Annual Conference. The time and place for the Conference shall be decided by the Board of Directors;

"Associate Supporter" means a person or organization pursuant to the provisions of Section 7.4;

"Board" or "Board of Directors" means the Board of Directors of the Corporation;

"By-laws" means this By-law and all other By-laws of the Corporation from time to time in force and effect;

"Caucus Directors" means the Directors elected by voting delegates for each caucus and the appointed officials as set out in Sections 3.2 a) and c);

"Ex Officio" is a Director who holds office by virtue of his or her position as Past President and the Past Secretary-Treasurer;

"Letters patent" means the letters patent incorporating the Corporation as from time to time amended and supplemented by supplementary letters patent;

"Meeting of Members" includes an Annual General Meeting of Members and a special meeting of Members;

"Member" means a Member Municipality or Member Director but does not include Affiliate Supporter or Associate Supporter;

"Member Municipality" means a Member of the Corporation pursuant to the provisions of Section 7.2 hereof;

"Municipality" means any incorporated municipality in the Province of Ontario;

"Northeastern Ontario" means the geographical area within the City of Greater Sudbury and the Districts of Algoma, Cochrane, Manitoulin, Nipissing, Parry Sound, and Timiskaming;

"Northwestern Ontario" means the geographical area within the districts of Kenora, Rainy River and Thunder Bay;

"Person" shall include individuals, bodies corporate, corporations, companies, partnerships, syndicates, trusts, and any number or aggregate of persons;

"Regulations" means the Regulations made under the Act as from time to time amended and every regulation that may be substituted therefore and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of the Regulations shall be read as references to the substituted provisions therefore in the new regulations;

"Signing officer" means, in relation to any instrument, any person authorized to sign the same on behalf of the Corporation as set out by Section 2.4 hereof or by a resolution passed;

"Special resolution" means a resolution passed by the Directors and confirmed with or without variation by at least two-thirds (2/3) of the votes cast at a meeting of the Members of the Corporation duly called for that purpose;

"Voting delegate" means:

- a) An elected official of a Member municipality in good standing, or
- b) A Member of the Board of Directors who is in attendance at a meeting of Members of the Corporation and has registered with the Corporation as a voting delegate on or before the first day of such meeting.

Save as aforesaid, words and expressions defined in the Act or the Regulations have the same meanings when used herein;

Words importing the singular number only shall include the plural and vice versa; and

The headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms and provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

1.2 Letters Patent. If any of the provisions contained in this by-law are inconsistent with those in the letters patent, the provisions contained in the letters patent shall prevail.

PART 2: TRANSACTION OF THE AFFAIRS OF THE CORPORATION

2.1 Head Office. The head office of the Corporation shall be located in the City of Toronto, in the Province of Ontario and at such place within the said municipality as the Board of Directors of the Corporation may from time to time determine by resolution. Any change in location of the Head Office shall be by way of special resolution.

2.2 Seal. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

2.3 Financial Year. Until changed by the Board of Directors, the financial year of the Corporation shall end on the 31st day of December in each year.

2.4 Execution of Instruments. Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by the President and the Secretary-Treasurer of the Corporation. In addition, the Board of Directors may by motion from time to time also identify the persons who also have signing authority for all or any particular instrument or class of instruments. Any signing officer may affix the corporate seal to any instrument. Any signing officer may certify a copy of any instrument resolution, by-law or other document of the Corporation to be a true copy thereof.

2.5 Banking Arrangements. The banking business of the Corporation shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the Board of Directors. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board of Directors may from time to time prescribe or authorize.

PART 3: BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE – AUTHORITY AND COMPOSITION

3.1 Power of the Board of Directors.

a) The affairs of the Corporation shall be managed by a Board of Directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation that are not by the by- laws or any special resolution of the Corporation or by statute expressly directed or required to be done in some other manner.

b) The Board of Directors may from time to time:

- i) Appoint municipal elected or staff officials to represent the Association and set out any conditions related to the appointment as deemed necessary;
- ii) Appoint task forces or working groups as it deems necessary for such purposes and with such powers as it shall direct, including the scope of work that it is directed to undertake. Any such group must respect the corporate policies and procedures in effect at the time.
- iii) Municipal officials named to i) and ii) need not be Directors.

c) The affairs of the Corporation can be conducted by the Executive Committee between the meetings of the Board of Directors.

3.2 Composition of the Board of Directors.

a) The Board of Directors is composed of 43 persons to include:

- President;
- Secretary-Treasurer;
- Caucus Directors representing six (6) Caucuses which include: County, Large Urban, Northern, Regional and Single Tier, Rural, Small Urban;
- Past President (Ex Officio); and
- Past Secretary-Treasurer (Ex Officio).

b) If an election of Directors is not held at the proper time, the Directors continue in office until their successors are elected.

3.3 Qualifications of Directors.

a) Every Director shall:

- be an individual of eighteen (18) or more years of age;
- be an elected official of a Member Municipality or an employee of a Member Municipality of the Corporation;
- not be an undischarged bankrupt; and
- not be declared incapable.

b) The position of Secretary-Treasurer is to be filled by an employee of a Member Municipality and also meet the qualifications of 3.3 a).

3.4 Composition of the Board's Caucuses.

a) Each Director elected to the Board shall be an elected official of a Member Municipality in good standing except for the County Caucus, Large Urban Caucus, Rural Caucus and Small Urban Caucus where one Director elected to the Board in each of these Caucuses shall be an employee of a Member Municipality in good standing.

b) Caucus composition shall be 39 Member Directors as follows:

i) Thirty (30) Member Directors elected as follows:

- Four (4) shall be elected to the County Caucus;
- Five (5) shall be elected to the Rural Caucus;
- Four (4) shall be elected to the Northern Caucus (two (2) of whom shall be from Northeastern Ontario municipalities and two (2) of whom shall be from Northwestern Ontario municipalities);
- Five (5) shall be elected to the Small Urban Caucus;
- Six (6) shall be elected to the Large Urban Caucus,
- Six (6) shall be elected to the Regional and Single Tier Caucus.

ii) Nine (9) Member Directors shall be appointments as follows:

- The Chair of the Eastern Ontario Wardens Group who shall serve on the County Caucus;
- The Chair of the Western Ontario Wardens Group who shall serve on the County Caucus;
- The Chair of the Large Urban Mayors Caucus of Ontario (LUMCO) who shall serve on the Large Urban Caucus;
- The Chair of the Federation of Northern Ontario Municipalities (FONOM) who shall serve on the Northern Caucus;
- The Chair of the Northern Ontario Municipal Association (NOMA) who shall serve on the Northern Caucus;
- The Chair of the Regional Chairs Group who shall serve on the Regional and Single Tier Caucus;
- The Chair of the Rural Ontario Municipal Association (ROMA) who shall serve on the Rural Caucus;
- The Chair of the Organization of Small Urban Municipalities (OSUM) who shall serve on the Small Urban Caucus;
- The Chair of the Association of Francophone Municipalities/Association française des municipalités de l'Ontario (AFMO).

c) Any increase or decrease in the number of Caucus Directors shall be approved by special resolution of the Members, except AMO's Board of Directors is authorized to determine the structure of the City of Toronto's participation and representation on the Board and that its representation will be no more than four (4) Director positions.

d) Such composition of Directors of a Caucus shall remain in force until a Caucus makes a written request to the AMO Board of Directors, no later than the last date on which nominations for Officers and Directors are to be received, that a question be posed on that Caucus's election ballot at the upcoming Annual General Meeting as to whether all of their Caucus Directors shall be elected officials or whether one of their Caucus Directors shall be an employee of a Member Municipality. The result of any such vote shall take effect at the following Annual General Meeting when the Directors of that Caucus are to be elected.

e) No Member Municipality may be represented on the Board by more than one Director elected to the Board (either a municipal elected official or a municipal employee) except in the case where the Director is an appointed Director as set out in Section 3.4 b) ii), or the City of Toronto (Section 3.4 c).

f) Section 3.4 e) does not apply if a municipal employee who is a Member of the Board of Directors changes municipal employer during his/her term on the Board.

g) When a municipal employee who is a Member of the Board of Directors changes municipal employer during the Board Member's term on the Board and is to be employed as a chief administrative officer, the Board Member must submit a council motion of the new

municipal employer to the Secretary-Treasurer within 30 days of the council's hiring bylaw confirming the Board Member can continue sitting on the AMO Board of Directors.

h) When a municipal employee who is a Member of the Board of Directors changes municipal employer during the Board Member's term on the Board and is to be employed in a position that is not the municipal chief administrative officer, the Board Member must submit a letter from the municipal chief administrative officer to the Secretary-Treasurer within 30-days of hire confirming the Board Member can continue sitting on the AMO Board of Directors.

3.5 Executive Committee Composition.

a) The Executive Committee shall consist of eleven (11) Directors who shall be:

- The President;
- Seven (7) Caucus Chairs;
- The Secretary-Treasurer;
- The Past President; and
- The Past Secretary-Treasurer.

b) The Board of Directors may delegate to such Executive Committee any of the powers of the Board of Directors. The Executive Committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit.

3.6 Disqualification and Vacation of Office.

a) The office of a Director shall be vacated upon the occurrence of any of the following events:

- If the Member Municipality of which the Director is an elected official or an employee ceases to be a member of the Corporation;
- If the Director ceases to be an elected official or an employee of a Member Municipality;
- If the Director is found by a competent jurisdiction to be a mentally incompetent person or becomes of unsound mind;
- If by notice in writing to the Corporation by the Director he or she resigns office, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- If the Director dies;
- If the Director is removed from office by the members, in accordance with Section 4.6; or
- If the Director becomes bankrupt or suspends payment of his or her debts generally or compounds with his or her creditors or makes an authorized assignment to his creditors or is declared insolvent.

b) Any Director including an Officer who seeks a party nomination for a provincial or federal election, shall not be entitled to hold her/his position on the Board, and his/her position shall be declared automatically vacated from the time his/her intention to seek nomination is

publicly known. Where a vacancy occurs as a result of this provision, then the appropriate vacancy rule of Section 4 applies. Should an individual holding a Director position be unsuccessful in obtaining a party nomination, he or she shall be eligible to seek election from the Members at any future election of the Board as provided in Section 9.2.

PART 4: TERMS, VACANCIES AND ROLES

4.1 Term of the Board. The Board shall hold a two (2) year term from the taking of office at the Annual General Meeting or as otherwise provided for when a vacancy occurs.

4.2 Term of President.

- a) The term for the President, who shall be the Chair of the Board, is two (2) years from the taking of office at the Annual General Meeting.

- b) The President shall not be eligible for re-election in the next following term except as provided in Section 4.2 c) iii).

- c) Vacancy:
 - i) If during the first year of a President's two year term, the President's position becomes vacant, the Board of Directors will ask the Past President to assume the position of President until the next Annual General Meeting at which the municipal Membership can elect a President to complete the term. If the Past President accepts, the position of Past President shall not be filled for the duration of its vacancy and the individual will resume his/her position as Past President upon election of a new President.

 - ii) If during the first year of a President's two year term, the President's position becomes vacant and the Past President declines the appointment, then the Board of Directors will elect a President from among the Board Members to assume the position of President until the next Annual General Meeting. In this circumstance, the individual elected by the Board is ineligible to run for President to complete the last year of the President's term. The individual will resume his/her Director position for the remainder of the term.

 - iii) If during the second year of a President's two year term, the President's position is becomes vacant and the Past President declines the appointment, then the Board of Directors will elect a President from the Board Members to assume the position of President to complete the term. In this circumstance, the individual elected by the Board is eligible to run for President for the next following two year term and if the individual is successful as the President, then there is no Past President. If an individual is unsuccessful as a candidate, the individual would become Past President.

4.3 Term of Secretary-Treasurer.

a) The term for the Secretary-Treasurer is two (2) years from the taking of office at the Annual General Meeting.

b) The Secretary-Treasurer shall not be eligible for re-election in the next following term except as provided in Section 4.3 c) iii).

c) Vacancy:

i) If during the first year of a Secretary-Treasurer's two year term, the Secretary-Treasurer position becomes vacant, the Board of Directors will ask the Past Secretary-Treasurer to assume the position of Secretary-Treasurer until the next Annual General Meeting at which the municipal Membership shall elect a Secretary-Treasurer to complete the term. If the Past Secretary-Treasurer accepts, the position of Past Secretary-Treasurer shall not be filled for the duration of its vacancy and the individual will resume his/her position as Past Secretary-Treasurer upon election of a new Secretary-Treasurer.

ii) If during the first year of a Secretary-Treasurer's two year term, the Secretary-Treasurer's position becomes vacant and the Past Secretary-Treasurer declines the appointment, then the Board of Directors shall elect a Secretary-Treasurer from among the Board Members to assume the position of Secretary-Treasurer until the next Annual General Meeting. In this circumstance, the individual elected by the Board is ineligible to run for Secretary-Treasurer to complete the last year of the Secretary-Treasurer term. The individual will resume his/her Director position for the remainder of the term.

iii) If during the second year of a Secretary-Treasurer's two year term, the Secretary-Treasurer's position becomes vacant and the Past Secretary-Treasurer declines the appointment, then the Board of Directors shall elect a Secretary-Treasurer from the Board Members to assume the position of Secretary-Treasurer to complete the term. In this circumstance, the individual elected by the Board is eligible to run for Secretary-Treasurer for the next following two year term and if the individual is successful as the Secretary-Treasurer, then there is no Past Secretary-Treasurer. If the individual is unsuccessful as a candidate, the individual would become Past Secretary-Treasurer.

4.4 Past President and Past Secretary-Treasurer.

a) Term:

i) The term of the Past President and Past Secretary-Treasurer is two (2) years commencing from the date the individual finishes his/her term as President or Secretary-Treasurer respectively, at which point the individual becomes a Director Ex Officio.

- ii) If either the Past President or Past Secretary-Treasurer position becomes vacant for any reason, the Board of Directors will not fill the vacancy.

4.5 Caucus Directors.

a) Term: The term of office for Caucus Directors shall be two (2) years from the taking of office at the Annual General Meeting until the next Annual General Meeting for which an election is required or until his/her successor shall have been duly elected or appointed, whichever comes first.

b) Caucus Chair:

- i) The Directors elected by voting delegates in a particular caucus constitute the Caucus. Each Caucus, save and except the Northern Caucus, shall select from among their number one person to be the Caucus Chair. The individual must be an elected official from a Member Municipality.
- ii) The Northern Caucus Members from Northeastern Ontario shall select from among their number one person who shall be an elected official from a Member Municipality to be a Caucus Chair. The Northern Caucus Members from Northwestern Ontario shall select from among their number, one person who shall be an elected official from a Member Municipality to be a Caucus Chair.
- iii) The Chair of each Caucus will sit on the Corporation's Executive Committee.
- iv) Notwithstanding the two (2) year term of a Caucus, the position of Chair shall be confirmed by the Caucus at the Board meeting preceding the Annual Conference.

c) Vacancy:

- i) If a Caucus Director's position becomes vacant for any reason, the Board of Directors shall ask the affected Caucus, provided there is a quorum of Caucus Directors, to fill the vacancy. A quorum of Caucus Directors shall be a majority of the Directors of that Caucus.
- ii) The Board of Directors will establish a policy for the process and timing of filling any vacated Caucus Director position by a Caucus.
- iii) Where a Caucus does not have quorum of Directors, or does not fill a vacancy as provided in adopted Board policy (ii) above), then the Board of Directors shall fill the vacancy.
- iv) In filling any Caucus vacancy, the qualifications and representation provisions of Section 3.3 apply.

- v) An individual appointed to fill a Caucus Director vacancy will complete the remainder of the term. The individual is eligible to be a candidate in the next Caucus election where the Members votes.

4.6 Removal of Directors. The voting delegates entitled to elect a Director (or, with respect to the President, the Secretary-Treasurer, or an Ex Officio Director), all of the voting delegates may, by resolution passed by at least two thirds (2/3) of the votes cast at a meeting of Members of which notice specifying the intention to pass such resolution has been given, remove any elected or Ex Officio Director before the expiration of his or her term of office and may, by majority of the votes cast at such meeting, elect any person in his or her stead for the remainder of the term except that no replacement shall be elected for an Ex Officio Director.

4.7 Role of President. The President shall, subject to any special resolution of the Corporation, when present, preside at all meetings of the Board of Directors and of the Executive Committee and of Members of the Corporation.

4.8 Role of Secretary-Treasurer. The Secretary Treasurer shall give or cause to be given notices for all meetings of the Board of Directors, of the Executive Committee and of Members when directed to do so and shall have charge of the minute books of the Corporation and of the documents and registers referred to in Section 300 of the Act. Subject to the provisions of any resolution of the Board of Directors, the Secretary Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depository or depositories as the Board of Directors may direct. The Secretary Treasurer shall keep or cause to be kept the books of account and accounting records referred to in Section 302 of the Act. The Secretary Treasurer may be required to give such bond for the faithful performance of his or her duties as the Board of Directors in its uncontrolled discretion may require but no Director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.

4.9 Leave of Absence. A Board Member may, in writing to the Board of Directors, request with reason, a leave of absence for a stated timeframe beyond 90 days or three missed Board meetings. The Board, on a case by case basis, will consider whether it is in the best interest of the Board and municipal representation to grant the requested leave or that the position be considered vacated.

PART 5: MEETINGS OF DIRECTORS AND EXECUTIVE COMMITTEE

5.1 Place of meeting. Meetings of the Board of Directors and of the Executive Committee may be held either at the head office of the Corporation or at any place within Ontario and may be held by teleconference or by other electronic means.

A Director may participate in a meeting of the Board of Directors, and a Member of the Executive Committee may participate in a meeting of the Executive Committee by means of such telephone or communication facilities as permit all persons participating in the meeting to hear each other, and a

Director or Executive Committee Member participating in the meeting by that means is deemed to be present at the meeting. A Director or Executive Committee Member intending to participate in a meeting other than in person shall give the Association as much notice as is reasonable practicable in order to facilitate that person's participation.

5.2 Notice. A meeting of the Board of Directors may be convened at any time by:

- The President;
- The Executive Committee;
- By the petition of at least ten (10) Directors.

The Secretary Treasurer, when directed or authorized by any of such Officers or by petition, shall convene a meeting of Directors. The notice of any meeting convened as aforesaid need not specify the purpose of or the business to be transacted at the meeting. Notice of any such meeting shall be served in the manner specified in Section 11.1 not less than two (2) days before the meeting is to take place; provided always that a Director may in any manner and at any time waive notice of a meeting of Directors (before or after the meeting to which such waiver relates) and attendance of a Director at a meeting of Directors shall constitute a waiver of notice of the meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called; provided further that meetings of Directors may be held at any time without notice if all the Directors are present (except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all of the absent Directors waive notice before or after the date of such meetings.

If the first meeting of the Board of Directors following the election of Directors by the Members is held immediately thereafter, then for such meeting or for a meeting of the Board of Directors at which a Director is appointed to fill a vacancy in the Board of Directors, no notice shall be necessary to the newly elected or appointed Directors or Director in order to legally constitute the meeting, provided that a quorum of the Directors is present.

5.3 Omission of Notice. The accidental omission to give notice of any meeting of Directors to, or the non-receipt of any such notice by, any person shall not invalidate any resolution passed or any proceeding taken at such meeting.

5.4 Adjournment. Any meeting of Directors may be adjourned from time to time by the chair of the meeting, with the consent of the meeting, to a fixed time and place. Notice of any adjourned meeting shall be announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The Directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. 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.

5.5 Regular meetings. The Board of Directors may appoint a day or days in any month or months for regular meetings of the Board of Directors at a place or hour to be named by the Board of Directors and a copy of any resolution of the Board of Directors fixing the place and time of regular meetings of the Board of Directors shall be sent to each Director forthwith after being passed, but no further notice shall be required for any such regular meetings.

5.6 Board Quorum. Eighteen (18) Directors, less any positions which have been vacated through attrition which cannot be filled by anyone other than the incumbent, shall constitute a quorum. The Board may exercise all the powers of the Board of Directors as long as quorum of the Board of Directors remains for the meeting or parts thereof. Notwithstanding vacancies in the Board of Directors, its remaining Directors may exercise all the powers of the Board of Directors as long as a quorum of the Board of Directors remains in office.

5.7 Chair. The Chair of each meeting of the Board of Directors and Executive Committee shall be the President or such other Director as the President may from time to time designate for that purpose or, failing such designation, as the Board of Directors may select.

5.8 Voting. Questions arising at any meeting of Directors shall be decided by a majority of votes. Notwithstanding the first sentence, a motion on a question of municipal policy shall not be approved by the Board if:

(a) the motion is inconsistent in substance with a written statement on such question adopted by one or more caucuses of the Corporation within whose jurisdiction the question falls; and

(b) a majority of the Members of any caucus which has adopted a written statement as outlined in (a) above votes against the motion.

A motion approved by the Board on a question of municipal policy shall be communicated by the Corporation to senior levels of government, as appropriate. Where the Board has not approved a motion as a result of the approval restrictions set out above, the Corporation nevertheless shall assist a caucus or caucuses which has or have adopted a written statement on a question of municipal policy to communicate its or their positions to senior levels of government, as appropriate.

5.9 Executive Committee Quorum. A majority of the Members of the Executive Committee shall constitute a quorum.

PART 6: REMUNERATION OF DIRECTORS

6.1 President: The President will be eligible to receive an annual honorarium. The honorarium will be \$1,000.00 per month beginning on the day the President takes office. It will be paid at the end of each month. In the case where the position becomes vacant during the two year term, the individual vacating the position of President will receive a prorated honorarium based on the week

in the month in which the position was vacated. The individual that fills a President vacancy shall be compensated on the same monthly basis until the end of her/his term and on a prorated basis based on the week in the month in which the position was assumed and the week in the month in which the duty as President ceases.

a) The individual holding the office of President shall advise the Association's Executive Director whether the honorarium will be accepted or not.

b) The Board of Directors shall develop and adopt a policy that sets out how and when there will be a periodic review of the honorarium amount. Any future adjustment in the amount of the honorarium shall be adopted by the Board in advance and made available as information at of the call for nominations. Any future adjustment of the amount shall only occur at the beginning of a President's term.

6.2 Other Directors: All other Directors shall serve without remuneration. A Director may be paid reasonable expenses incurred by her/him in the performance of her/his duties according to the expense policy of the Association, or of the municipality which he/she represents. No Director shall directly or indirectly receive any profit or remuneration in any capacity whatsoever from her/his position as Director.

PART 7: MEMBERS AND SUPPORTERS

7.1 Classes of Members. There shall be two (2) classes of Members of the Corporation:

- (a) Member Municipalities; and
- (b) Member Directors

Member Municipalities shall be entitled to appoint voting delegates in accordance with Section 7.2 to vote at any meeting of Members of the Corporation.

7.2 Member Municipalities. Every municipality in Ontario shall be eligible to become a Member Municipality subject to payment of the applicable Membership fees.

7.3 Member Directors. Each Director, whether elected to the Board or serving Ex Officio, or an official appointed to the Board shall automatically be a Member of the Corporation, in the class of Member Director, for his or her term of office.

7.4 Associate Supporters. The Board of Directors may by resolution and upon application accept as Associate Supporters, such persons or organizations whose principal purpose and interest are complementary to that of the Corporation, or who in the opinion of the Board of Directors may make a contribution to the benefit of the Corporation.

7.5 Affiliate Supporters. The Board of Directors may by resolution and upon application accept as Affiliate Supporter, a municipal employee organization or other municipal association of Ontario.

7.6 Resignation. Members may resign by resignation in writing which shall be effective from acceptance thereof by the Board of Directors. In the case of resignation, a Member shall remain liable for payment of any assessment or other sum levied or which became payable by it to the Corporation.

7.7 Termination of Membership. The interest of a Member in the Corporation is not transferable and lapses and ceases to exist upon death of Member Director or dissolution of Member Municipality, or when his or her or its period of Membership expires, or when the Member resigns or otherwise ceases to be a Member in accordance with the by-laws; provided always that the Members of the Corporation may, by resolution passed by at least two thirds (2/3) of the votes cast at a meeting of which notice specifying the intention to pass such resolution has been given, terminate the Membership of any Member of the Corporation.

7.8 Membership fees. Membership fees payable by Member Municipalities shall from time to time be fixed by resolution of the Board of Directors. The Secretary-Treasurer shall notify the Members of the fees at any time payable by them and, if such fees are not paid on or before May 31 in the year for which such fees are payable, the Members in default shall thereupon automatically cease to be Members of the Corporation, but such defaulting Members may on payment of all unpaid fees be reinstated. No Membership fees shall be payable by Member Directors.

7.9 Supporters' Benefits. The Board shall from time to time fix by resolution the benefits and related fees for Associate Supporters and Affiliate Supporters or other types of supporters it may establish.

PART 8: MEETINGS OF MEMBERS

8.1 Annual General Meeting. Subject to compliance with Section 293 of the Act, the Annual General Meeting of the Members shall be held at the Association's annual conference to be held any place within Ontario on such day in each year and at such time as the Directors may by resolution determine or, in the absence of such determination, at the place where the head office of the Corporation is located.

8.2 Special Meetings. Other meetings of the Members may be convened by the President or the Board of Directors at any date and time and at any place within Ontario or, in the absence of such determination, at the place where the head office of the Corporation is located.

8.3 Notice. Notice stating the day, hour and place of meeting shall be given as provided in Section 11.1 and the general nature of the business to be transacted shall be given by serving such notice on each Member entitled to notice of such meeting and to the auditor of the Corporation not less than twenty-one (21) days and not more than sixty (60) days before the date of the meeting. Each Member Municipality in good standing shall be entitled to notice of a meeting of Members as shall Member Directors.

8.4 Waiver of Notice. A Member and any other person entitled to attend any meeting of Members may in any manner waive notice of a meeting of Members and attendance of any such person at a meeting of Members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

8.5 Omission of Notice. The accidental omission to give notice of any meeting to, or the non-receipt of any notice by, any Member or Members or the auditor of the Corporation or any irregularity in the notice of any meeting, shall not invalidate any resolution passed or any proceedings taken at any meeting of Members.

8.6 Votes. Each voting delegate shall be entitled to one vote at any meeting of Members of the Corporation.

Except as provided in the vacancy provisions of Part 4 and Section 9.2 (Election of the Board) every question submitted to any meeting of Members shall be decided in the first instance by a show of hands. In the case of an equality of votes, the question shall fail and the chair of the meeting shall not on a show of hands or at a poll have a second or casting vote in addition to the vote to which she or he may be otherwise entitled.

At any meeting of Members, unless a poll is demanded, a declaration by the chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority shall be conclusive evidence of the fact.

A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at the meeting.

If at any meeting a poll is demanded on the election of a chair of the meeting or on the question of adjournment it shall be taken forthwith without adjournment. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

8.7 Chair of the Meeting. In the event that the President is absent, and there is no Caucus Chair present who is a Director, and there is no Ex Officio Director who is a Director, then the persons who are present and entitled to vote shall choose another Director of the Board as chair of the meeting; however, if no Director is present or if all the Directors present decline to take the chair then the persons who are present and entitled to vote shall choose one of their number to be chair.

8.8 Proxies. Votes at meetings of the Members must be given personally and not by proxy. Upon a poll or by ballot, every voting delegate who is entitled to vote at the meeting and is present in person shall have one vote.

8.9 Adjournment. The chair of any meeting of Members may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjourned meeting need be given to the Members. 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.

8.10 Quorum. A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act or by the Corporation's letters patent or any other by law) shall be voting delegates present being not fewer than two hundred and fifty (250) in number and representing not fewer than thirty (30) Member Municipalities. No business shall be transacted at any meeting unless the requisite quorum is present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of Members or within such reasonable time thereafter as the voting delegates present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of Section 8.3 with regard to notice shall apply to such adjournment.

8.11 Non-Members. The Board of Directors may by resolution permit non-Members to attend a meeting of Members and may make provision for their attendance and that of any guests and visitors at any such meeting.

PART 9: NOMINATION AND ELECTION OF THE BOARD OF DIRECTORS

9.1 Nominations Process.

- a) For each annual meeting, the Secretary-Treasurer shall prepare a report for circulation to all Member Municipalities at least eight (8) weeks prior to the Annual General Meeting inviting nominations of qualified candidates.
- b) The Secretary-Treasurer shall prepare a further report for presentation to the Members at least two (2) weeks prior to the annual meeting of the Corporation naming all those qualified candidates for the positions of Officers and Directors of the Corporation whose nominations have been received by the Secretary-Treasurer on or before the last day of the month preceding the month in which the Annual General Meeting is held.
- c) A person duly nominated for more than one office shall select one office for which he or she intends to stand prior to the last day of the month preceding the month in which the Annual General Meeting is held and, if he or she fails to do so, he or she shall be deemed to be nominated for the highest office for which he or she was nominated and to have withdrawn his or her nomination(s) for any other office(s). A person duly nominated to be elected as a Director for more than one caucus shall select the caucus for which he or she intends to stand prior to the last day of the month preceding the month in which the Annual General Meeting is held and, if he or she fails to do so, the Secretary-Treasurer and the Executive Director shall decide for which caucus the person shall be nominated. In no event may a person stand for election for more than one elected office or as a Member of more than one caucus.
- d) Qualified candidates must submit a resolution of their council supporting their candidacy for one of AMO's named caucuses.

Notwithstanding this provision, if a Board Member is elected to a Member Municipality's council that is different from the Member Municipal council which passed the resolution supporting the Board Member's candidacy for the Board, the Board Member must seek a new resolution of support of the Member Municipal council to which the Board Member was elected and that resolution must be received by the Secretary-Treasurer within 30 days of taking council office. If this new resolution of support is not received within the 30 days, then the Board seat is declared vacated. The Board seat will also be declared vacant if there is already a Board Member of that Member Municipality sitting on the Board, in keeping with the principle of Section 3.4 e).

e) The eligibility of nominees for any office of the Corporation shall be verified by the Secretary-Treasurer and the Executive Director, and any dispute in respect of the eligibility of a nominee any Director of the Corporation shall be decided in the same manner and any decision of the Secretary-Treasurer and the Executive Director shall be deemed conclusive.

9.2 Election of Board of Directors including President and Secretary-Treasurer.

a) Each of the Board's positions shall be elected by the Members during the Annual General Meeting. Election shall be by secret ballot.

b) All of the voting delegates shall elect the President and Secretary-Treasurer.

c) Voting delegates of each Caucus shall elect their specific Caucus Directors.

9.3 Election Procedures. The elections shall take place during the annual meeting in a manner and at a time to be designated by the Executive Committee. The Executive Committee shall prescribe the manner of holding elections, including forms to be used, the method of voting and such rules and procedures pertaining thereto so as to enhance the fair and proper conduct of elections. Furthermore, for the purposes of the conduct of the elections at the annual meeting, the President shall appoint a Chief Returning Officer, who shall be responsible for the preparation of the ballot in accordance with the requirements of this by-law and the procedures established by the Executive Committee, the conduct at the election polls, the tallying of ballots cast and the appointment of additional election officers as deemed appropriate. The Chief Returning Officer or appointed election officials shall not be candidates for election to office at the annual meeting of members.

PART 10: OFFICERS

10.1 Officers of the Corporation. The Officers of the Corporation shall be the President, the Chairs of each Caucus and the Secretary-Treasurer. The Board of Directors may appoint such other officers and agents who are not Members of the Board of Directors as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board of Directors. Any other officer appointed by the Board of Directors may be terminated by the Board of Directors.

10.2 Officers' Powers and Duties. All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board of Directors; subject however, to any special resolution of the Corporation.

10.3 Duties of Officers.

- a) The duties of Officers may be delegated. In case of absence or inability to act of any Officer of the Corporation or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate all or any of the powers of any such Officer to any other Officer or to any Director for the time being.

- b) One of the Members of the Executive Committee, as determined by the Board of Directors, shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President.

10.4 Executive Director. The Board of Directors may from time to time appoint an Executive Director and may delegate full power to manage and direct the business and affairs of the Corporation (except such business and affairs of the Corporation as must be transacted or performed by other officers, by the Board of Directors or by the Members) and to employ and discharge agents and employees of the Corporation or may delegate to him or her any lesser authority. An Executive Director shall conform to all lawful orders given by the Board of Directors and such matters and duties as are contained in the by-laws of the Corporation and adopted corporate policies, including without limitation, any special resolution of the Corporation and shall at all reasonable times give to the Directors or any of them all information they may require regarding the affairs of the Corporation. Other officers or the Executive Director shall be subject to discharge by the Board of Directors.

PART 11: NOTICES AND RULES FOR CONDUCT

11.1 Method of Giving Notices. Any notice (which term includes any communication or document) to be given (which includes sent, delivered or served) pursuant to the Act, the Regulations, the letters patent, the By-laws or otherwise to a Member, Director, Officer, auditor or Member of a committee of the Board of Directors shall be sufficiently given if delivered personally or by facsimile, e-mail, telephone, or by other means of transmitted communication if delivered, mailed, sent to the person's recorded address by any means including electronic address.

The Secretary-Treasurer may change or cause to be changed the recorded address of any Member, Director, Officer, auditor or Member of a committee of the Board of Directors in accordance with any information believed by him to be reliable.

11.2 Signature of Notices. The signature of any Director or Officer of the Corporation to any notice or document to be given by the Corporation may be written, stamped, typewritten or printed.

11.3 Computation of Time. In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

11.4 Omissions and Errors. The accidental omission to give any notice to any Member, Director, officer or auditor or the non-receipt of any notice by any Member, Director, Officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

11.5 Waiver of Notice. Any Member, director, officer or auditor may waive any notice required to be given and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

11.6 Rules for Conduct. In any case where reference to procedural rules for the conduct of a meeting is required or desired, reference shall be made to the most recent edition of Bourinot's Rules of Order; provided that any such rules shall be subject always to the Act, the letters patent, the By-laws and special resolutions of the Corporation. All meetings of the Board of Directors, of the Executive Committee and of Members shall be open to the public unless otherwise decided by a majority of the votes cast on such issue at a meeting of the Board of Directors, the Executive Committee or the Members, as the case may be.

PART 12: FOR THE PROTECTION OF DIRECTORS AND OFFICERS

12.1 For the protection of Directors and Officers. Except as otherwise provided in the Act, no Director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee of the Corporation or for joining in any receipt or act with any of them for conformity, or for any loss, damage or expense incurred or suffered by the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation, or for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys 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, including any person with whom or which any moneys, securities or effects shall be lodged or deposited, or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation, or for any other loss, damage or misfortune whatsoever which may be incurred or suffered by the Corporation in the execution of the duties of his or her respective office or trust, or in relation thereto, unless the same shall happen by or through his or her own wilful neglect or default or failure to act honestly and in good faith with a view to the best interests of the Corporation, provided that nothing herein shall relieve any Director or Officer of any liability imposed upon him or her by statute.

12.2 Code of Conduct. The Board of Directors will draft and adopt a Code of Conduct, to be reviewed periodically, and which outlines the requirements for their personal accountability, confidentiality and pecuniary/conflict of interest.

PART 13: INDEMNITIES TO DIRECTORS AND OTHERS

13.1 Indemnities to Directors. All Directors and Officers of the Corporation, and their heirs, executors, administrators, legal representatives, estates and effects, respectively, may 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 or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Director or officer, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by the Director or Officer, in or about the execution of the duties of his or her office; and

(b) all other costs, charges and expenses which the Director sustains or incurs in or about or in relation to the affairs of the Corporation;

except such costs, charges and expenses as are occasioned by the Director's own wilful neglect or default or failure to act honestly and in good faith with a view to the best interests of the Corporation.

13.2 Insurance. Subject to applicable law, the Corporation may purchase and maintain such insurance for the benefit of its Directors and officers as the Board of Directors may from time to time determine.

PART 14: VOTING SHARES AND SECURITIES

14.1 Voting Shares and Securities. All of the shares or other securities carrying voting rights of any company or corporation held from time to time by the Corporation may be voted at any and all meetings of shareholders, bondholders, debenture holders or holders of other securities (as the case may be) of such company or corporation and in such manner and by such person or persons as the Board of Directors of the Corporation shall from time to time determine. The duly authorized signing officers of the Corporation may also from time to time execute and deliver for and on behalf of the Corporation proxies or arrange for the issuance of voting certificates or other evidence of the right to vote in such names as they may determine without the necessity of a resolution or other action by the Board of Directors.

PART 15: CHEQUES, DRAFTS, NOTES, ETC.

15.1 Cheques, Drafts, Notes, etc. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Corporation and in such manner as the Board of Directors may from time to time designate by resolution.

PART 16: CUSTODY AND SECURITIES

16.1 Custody of Securities. All shares and securities owned by the Corporation shall be lodged (in the name of the Corporation) with a chartered bank or a trust company or in a safety deposit box or with such other depositories or in such a manner as may be determined from time to time by the Secretary-Treasurer.

All share certificates, bonds, debentures, notes or other obligations belonging to the Corporation may be issued or held in the name of a nominee or nominees of the Corporation (and if issued or held in the names of more than one nominee shall be held in the names of the nominees jointly with the right of survivorship) and shall be endorsed in blank with endorsement guaranteed in order to enable transfer to be completed and registration to be effected.

PART 17: DISSOLUTION

17.1 Dissolution. Upon dissolution of the Corporation, the whole of its remaining property shall be distributed equally to Member Municipalities as determined on the previous December 31st.

PART 18: AMENDMENT AND REPEAL

18.1 Amendment. A By-law of the Corporation may be amended by two thirds (2/3) of the votes cast at the Annual General Meeting or a special meeting of Members called for that purpose provided that notice of such amendment has been circulated to the clerks or other appropriate officials of all the Member Municipalities at least twenty-one (21) days prior to the meeting.

18.2 Suspension. In order to expedite a decision or for other good cause, the Board of Directors may, by a two-thirds (2/3) majority vote of those Board members present at such meeting, suspend temporarily any provision of this By-law or any procedure or rule related thereto.

18.3 Repeal. By-law No. 1 as adopted at the Founding Conference August 1981 and as amended from time to time, is hereby repealed in order to give effect to this Bylaw to be known as Association of Municipalities of Ontario Bylaw-No. 2.

PART 19: EFFECTIVE DATE

19.1 Effective Date. This By-law shall come into force without further formality upon confirmation by the Members at a meeting of Members duly called for that purpose.

Members adopted this Bylaw at the Association of Municipalities of Ontario
Annual General Meeting, August 21, 2012.

Members amended this Bylaw at the Association of Municipalities of Ontario
Annual General Meeting, August 19, 2019
Section 3.4, Section 4 and Section 9.1 d) were amended