

**ASSOCIATION OF MUNICIPALITIES OF ONTARIO
BY-LAW NO. 1**

December 4, 2023

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**ASSOCIATION OF MUNICIPALITIES OF ONTARIO
BY-LAW NO. 1**

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 *Not-for-Profit Corporations Act, 2010* (Ontario) and where the context requires, includes the regulations made under it, as amended from time to time 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 Conference**” means the annual conference of the Corporation;

“**Annual Meeting**” means the Annual Meeting of Members held during the Annual Conference;

“**Articles**” means any instrument that incorporates the 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 special act;

“**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);

“**Director**” means a director elected or appointed to the Board and includes any Ex Officio Director;

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

“Meeting of Members” includes an Annual Meeting and a special meeting of Members;

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

“Member Director” means a Member of the Corporation pursuant to the provisions of Section 7.3 hereof;

“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” includes an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate and a natural person in their capacity as trustee, executor, administrator, or other legal representative;

“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 that is submitted to a special Members’ meeting 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 consented to by each Member entitled to vote at a Members’ meeting or the Member’s attorney;

“telephonic or electronic means” means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, e-mail, automated touch-tone telephone system, computer or computer networks;

“Voting Delegate” means:

- (a) a registered delegate who is an elected official of a Member Municipality in good standing, or
- (b) a Director 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.

In this By-law, unless the context otherwise requires and other than as specifically defined in this By-law, all terms contained in this By-law that are defined in the Act shall have the meanings given to the terms in the Act, words importing the singular shall include the plural and vice versa, words importing one gender shall include all genders, and headings are used for convenience of reference and do not affect the interpretation of this By-law. Any reference to a statute in this By-law includes, where the context requires, the statute and the regulations made under it, all as amended or replaced from time to time.

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.

PART 2: TRANSACTION OF THE AFFAIRS OF THE CORPORATION

2.1 Registered Office. The registered 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 may from time to time determine by resolution. Any change in the Municipality in which the registered office is located shall be by way of special resolution.

2.2 Seal. The seal of the Corporation, if any, shall be in the form determined by the Board.

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 Corporation 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.

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 provided that the Board shall not delegate to the Executive Committee the following powers of the Board which may not be delegated pursuant to the Act:
 - (i) to submit to the Members any question or matter requiring the Members' approval;
 - (ii) 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;
 - (iii) to appoint additional Directors;
 - (iv) to issue debt obligations except as authorized by the Directors;
 - (v) to approve any annual financial statements;
 - (vi) to adopt, amend or repeal By-laws; or
 - (vii) to establish contributions to be made, or dues to be paid, by Members.

3.2 Composition of the Board of Directors.

- (a) The Board of Directors is composed of forty-three (43) persons to include:
 - (i) President;
 - (ii) Secretary-Treasurer;

- (iii) Caucus Directors representing six (6) Caucuses which include: County, Large Urban, Northern, Regional and Single Tier, Rural, Small Urban;
 - (iv) Past President (Ex Officio Director); and
 - (v) Past Secretary-Treasurer (Ex Officio Director).
- (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:
- (i) be an individual of eighteen (18) or more years of age;
 - (ii) be an elected official of a Member Municipality or an employee of a Member Municipality of the Corporation;
 - (iii) not have the status of bankrupt;
 - (iv) not have been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property; and
 - (v) not have been found to be incapable by any court in Canada or elsewhere.
- (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 Director Consent to Serve as a Director

An individual elected or appointed to hold office as a Director shall consent in writing to such election or appointment before or within ten (10) days after the election or appointment unless such Director has been re-elected or reappointed where there is no break in the Director's term of office. If an elected or appointed Director consents in writing after the ten (10) day period referred to in this section, the election or appointment is valid.

3.5 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 thirty-nine (39) Member Directors as follows:
 - (i) Thirty (30) Member Directors elected as follows:
 - (1) Four (4) shall be elected to the County Caucus;
 - (2) Five (5) shall be elected to the Rural Caucus;
 - (3) 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);
 - (4) Five (5) shall be elected to the Small Urban Caucus;
 - (5) Six (6) shall be elected to the Large Urban Caucus; and
 - (6) Six (6) shall be elected to the Regional and Single Tier Caucus.
 - (ii) Nine (9) Member Directors shall be appointments as follows:
 - (1) The Chair of the Eastern Ontario Wardens Group who shall serve on the County Caucus;
 - (2) The Chair of the Western Ontario Wardens Group who shall serve on the County Caucus;
 - (3) The Chair of the Ontario Big City Mayors (OBCM) who shall serve on the Large Urban Caucus;
 - (4) The Chair of the Federation of Northern Ontario Municipalities (FONOM) who shall serve on the Northern Caucus;
 - (5) The Chair of the Northern Ontario Municipal Association (NOMA) who shall serve on the Northern Caucus;
 - (6) The Chair of the Regional Chairs Group who shall serve on the Regional and Single Tier Caucus;
 - (7) The Chair of the Rural Ontario Municipal Association (ROMA) who shall serve on the Rural Caucus;

- (8) The Chair of the Organization of Small Urban Municipalities (OSUM) who shall serve on the Small Urban Caucus; and
 - (9) The Chair of the Association of Francophone Municipalities/Association française des municipalités de l'Ontario (AFMO).
- (c) Until changed in accordance with the Act, the Board shall consist of that number of Directors specified in the Articles. If the Articles provide for a minimum and maximum number of Directors, the number of Directors of the Corporation and the number of Directors to be elected at the annual Members' meeting must be the number determined from time to time by special resolution or, if a special resolution empowers the Directors to determine the number, by Board resolution. So long as there is a quorum of Directors in office, Directors may appoint one or more additional Directors to hold office for a term expiring not later than the close of the next Annual Meeting, but the total number of Directors so appointed shall not exceed one-third (1/3) of the number elected at the previous Annual Meeting. The City of Toronto shall be limited to four (4) Directors on the Board.
- (d) Such composition of Directors of a Caucus shall remain in force until a Caucus makes a written request to the 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 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 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 3.5(b)(ii) or the City of Toronto (Section 3.5(c)).
- (f) Section 3.5(e) does not apply if a municipal employee who is a Director 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.

3.6 Executive Committee Composition.

- (a) The Executive Committee shall consist of eleven (11) Directors who shall be:
 - (i) The President;
 - (ii) Seven (7) Caucus Chairs;
 - (iii) The Secretary-Treasurer;
 - (iv) The Past President; and
 - (v) The Past Secretary-Treasurer.
- (b) The Board of Directors may delegate to such Executive Committee any of the powers of the Board of Directors provided that the Board shall not delegate to the Executive Committee those powers of the Board which may not be delegated pursuant to the Act. The Executive Committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit.

3.7 Disqualification and Vacation of Office.

- (a) The office of a Director shall be vacated upon the occurrence of any of the following events:
 - (i) If the Member Municipality of which the Director is an elected official or an employee ceases to be a Member of the Corporation;
 - (ii) If the Director ceases to be an elected official or an employee of a Member Municipality;
 - (iii) If the Director ceases to be qualified under section 3.3;
 - (iv) 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;
 - (v) If the Director dies;

- (vi) If the Director is removed from office by the Members, in accordance with Section 4.6; or
 - (vii) 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 or officer who seeks a party nomination for a provincial or federal election, shall not be entitled to hold her/his position on the Board or as an officer, and his/her position shall be declared automatically vacated from the time his/her intention to seek nomination is publicly known or when the individual advises the Corporation. Where a vacancy occurs as a result of this provision, then the appropriate vacancy rule of Part 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 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 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 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 Directors to assume the position of President until the next Annual 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 Directors 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 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 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 Directors to assume the position of Secretary-Treasurer until the next Annual 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 Directors 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 an Ex Officio Director.
- (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 Meeting until the next Annual 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 or the Secretary-Treasurer, all of the Voting Delegates may, by resolution passed by a majority 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 Director before the expiration of his or her term of office and elect any person in his or her stead for the remainder of the term.

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 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 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 registered office of the Corporation or at any place within Ontario and may be held by teleconference or by other electronic means.

If all the Directors have consented, a Board meeting or a meeting of a committee of Directors may be held by such telephonic or electronic means that permit all persons participating in the meeting to communicate adequately with each other during the meeting, and a Director participating in the meeting by those means is deemed to be present at the meeting.

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

- (a) The President;
- (b) The Executive Committee; or
- (c) 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, unless the meeting is intended to deal with a matter referred to in Section 3.1(c) of this By-law, in which case the notice must specify that matter. 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 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 Corporation, 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 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 as an Ex Officio Director, 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 Meeting. Subject to compliance with the Act, the Annual Meeting shall be held at the 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 registered office of the Corporation is located.

8.2 Special Meetings. Other meetings of the Members may be convened by 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 registered 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 ten (10) days and not more than fifty (50) 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 ballot 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 ballot 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 ballot 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 ballot 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 ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded. A demand for a ballot 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 ballot, every Voting Delegate who is entitled to vote at the meeting and is present in person or by telephonic or electronic means shall have one vote.

8.9 Adjournment. If within one-half (½) hour after the time appointed for a Members' meeting, the meeting has not commenced because a quorum is not present, the Members present may adjourn the meeting to a fixed time and place, but may not transact any other business. If the meeting is adjourned for less than thirty (30) days, 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 Articles 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.

8.12 Meetings Held by Electronic Means. Any person entitled to attend a Members' meeting may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the Corporation makes such means available, and a person participating in the meeting by those means is deemed to be present at the meeting. Members' meetings may be held entirely by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. Members entitled to vote at a Members' meeting may vote by telephonic or electronic means in accordance with the Act.

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 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 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 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 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 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 3.5 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 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 that cannot be delegated in accordance with the Act or that must be transacted or performed by other officers, by the Board of Directors or by the Members pursuant to this By-law) 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. Whenever under the provisions of the By-law notice is required to be given, unless otherwise provided such notice may be given in writing and delivered or sent by prepaid mail, by personal delivery or by electronic means to: (i) each Director at their latest address as shown in the Corporation's records or in the most recent notice or return filed under the Corporations Information Act, whichever is the more current; (ii) to each Member, officer, or committee member at their latest address as shown in the Corporation's records; or (iii) to the Corporation's auditor or the person appointed to conduct a review engagement of the Corporation at its business address. A notice so delivered shall be deemed to have been received when it is delivered personally or to the address as aforesaid; a notice so mailed shall be deemed to have been received on the fifth (5th) day after it was deposited in a post office or public letter box, or as otherwise prescribed by the Act; and a notice so sent by any electronic means shall be deemed to have been sent and received in the manner and at the time specified in the *Electronic Commerce Act, 2000* (Ontario).

The Secretary-Treasurer may change or cause to be changed the recorded address of any Member, Director, officer, auditor or committee member 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 Articles, 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. No Director, officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office or trust provided that they have complied with the Act and the Corporation's Articles and By-laws and exercised their powers and discharged their duties in accordance with the Act.

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.

- (a) Every Director or officer or former Director or officer of the Corporation or an individual who acts or acted at the Corporation's request as a director or officer, or in a similar capacity, of another entity, shall be indemnified and saved harmless out of the Corporation's funds from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably

incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Corporation or other entity.

- (b) The Corporation may advance money to an individual referred to in Section 13.1(a) for the costs, charges and expenses of an action or proceeding referred to in that subsection, but the individual shall repay the money if the individual does not fulfil the conditions set out in Section 13.1(c).
- (c) The Corporation shall not indemnify an individual under Section 13.1(a) unless:
 - (i) the individual acted honestly and in good faith with a view to the Corporation's best interests or other entity for which the individual acts or acted at the Corporation's request as a director or officer, or in a similar capacity, as the case may be; and
 - (ii) if the matter is a criminal or administrative proceeding that is enforceable by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

13.2 Insurance. Subject to the Act and applicable laws, the Corporation may purchase and maintain insurance for the benefit of an individual referred to in Section 13.1, against any liability incurred by that individual in the individual's capacity as a Director or an officer of the Corporation, or, in the individual's capacity as a director or officer, or in a similar capacity, of another entity if the individual acts or acted in that capacity at the Corporation's request.

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 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 depositaries 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: AMENDMENT AND REPEAL

17.1 Amendment. Unless the Articles or the By-laws otherwise provide, the Directors may by resolution make, amend or repeal any By-law that regulates the activities or affairs of the Corporation, except in respect of a matter referred to in Sections 103 (1) (g), (k) or (l) of the Act. The Directors shall submit the By-law, amendment or repeal to the Members at the next meeting of the Members, and the Members may confirm, reject or amend the By-law, amendment or repeal by ordinary resolution. The By-law, amendment or repeal ceases to have effect if it is not submitted by the Directors to the Members or if it is rejected by the Members. If confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. If rejected by the Members, it thereupon ceases to have effect and the Corporation shall revert to the By-law in force immediately prior thereto, provided that no act done or right acquired under any such By-law is prejudicially affected by any such rejection or refusal to approve. If a By-law, amendment or repeal ceases to have effect, a subsequent resolution of the Directors that has substantially the same purpose or effect is not effective until it is confirmed or confirmed as amended by the Members.

17.2 Repeal. All previous by-laws of the Corporation related to the subject matter of this By-law are repealed upon the enactment of this By-law. Such repeal shall not affect the validity of any act done or right or privilege, obligation or liability acquired or incurred under such by-law prior to its repeal. All officers and persons acting under any by-law so repealed shall continue to act as if appointed under the provisions of this By-law and all resolutions of the Directors or Members with continuing effect passed under any repealed by-law shall continue to be good and valid except to the extent inconsistent with this By-law and until amended or repealed.

PART 18: EFFECTIVE DATE

18.1 Effective Date. This By law is effective upon the issuance of a Certificate of Amendment by the Government of Ontario under the Act and approval of the By-law by special resolution of the Members.

Members adopted this By-law at the Association of Municipalities of Ontario

Annual Meeting, August 21, 2023.