



# **CANADIAN ASSOCIATION OF MUNICIPAL ADMINISTRATORS**

## **By-law No. 1**

## **BY-LAW NO. 1**

A by-law relating generally to the conduct of the affairs of  
**Canadian Association of Municipal Administrators –  
L'Association Canadienne des Administrateurs Municipaux**  
(the "Association")

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**BE IT ENACTED** as a by-law of the Association as follows:

### **SECTION 1 - INTERPRETATION**

#### **1.01 Definitions**

In this by-law and all other by-laws of the Association, unless the context otherwise requires:

- a. "Act" means the *Canada Not-for-profit Associations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b. "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association;
- c. "association", "CAMA" or "ACAM" means Canadian Association of Municipal Administrators – L'Association Canadienne des Administrateurs Municipaux";
- d. "Board" means the Board of Directors of the Association and "director" means a member of the Board;
- e. "by-law" means this by-law and any other by-laws of the Association as amended and which are, from time to time, in force and effect;
- f. "members" shall mean all classes of members of the Association;
- g. "meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- h. "municipal administration" refers to the administration of a municipal or regional municipal government in Canada;

- i. "municipal administrator" means
  - i. A City Manager, Town Manager, Chief Administrative Officer, Commissioner or such position which acts in the chief or head administrative capacity for a Canadian municipality/or regional municipality; or
  - ii. A senior management position in the administration of a Canadian municipality or regional municipality which reports directly to a person as described in (i).
- j. "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- k. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- l. "Special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

## **1.02 Mission**

The Mission of the Association is to champion excellence in municipal administration and develop resilient leadership through professional development, networking and advocacy.

## **1.03 Interpretation**

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

Both the French and English versions of the by-laws are official.

## **1.04 Corporate Seal**

The Association shall have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Executive Director or other officer who the Board of Directors may designate shall be the custodian of the corporate seal.

## **1.05 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two (2) of its officers or directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Association to be a true copy thereof.

## **1.06 Financial Year**

The financial year of the Association shall end on the 31<sup>st</sup> day of March in each year.

## **SECTION 2 - MEMBERSHIP**

### **2.01 Membership Conditions**

Subject to the articles, there shall be four classes of members in the Association, namely, Regular members (voting) and Affiliate, Retired and Honourary Member for Life members (non-voting). The Board of Directors of the Association may, by resolution, approve the admission of the members of the Association. Members may also be admitted in such other manner as may be prescribed by the Board by resolution. The following conditions of membership shall apply:

#### **Voting Members**

**Regular Member:** Regular voting membership shall be available only to a person employed as a Municipal Administrator who has applied and has been accepted for Regular membership in the Association.

The term of membership of a Regular member shall be annual, subject to renewal in accordance with the policies of the Association.

Each Regular member is entitled to receive notice of and attend all meetings and to vote on all matters requiring a vote of the membership. Each such Regular voting member shall be entitled to one (1) vote.

Regular Members shall have the right to hold executive office.

**Member in Transition:** A Regular Member who involuntarily ceases to be employed in a management capacity in the administration of a Canadian municipality/or regional municipality may continue to hold regular membership, at no cost, for one additional year.

#### **Non-voting Members**

Non-voting membership shall be available to a person who is an:

- a. Affiliate Member
  - i. Employed in an executive capacity in a national, regional, provincial or territorial municipal organization dealing with municipal management and administration;
  - ii. A representative of a federal, provincial or local government agency or commission;
  - iii. An organization or individual that provides professional expertise, management consulting or municipal services to municipalities;
- b. Retired Member: an individual who has been a Regular member and has retired from municipal administration.
- c. Honourary Member for Life: A Member whom the Association wishes to honour in accordance with established criteria;
- d. The term of membership of an Affiliate and Retired member shall be annual, subject to renewal in accordance with the policies of the Association.

Subject to the Act and the Articles, a non-voting member shall not be entitled to receive notice of or attend meetings of the members of the Association or to vote.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197 (1)(e), (h), (l) or (m)

## **2.02 Transfer of Membership**

Membership is not transferable. Pursuant to Section 197(1)(Fundamental change) of the Act, a special resolution of the members is required to make any amendments to add, change or delete this section of the by-laws.

## **SECTION 3 - MEMBERSHIP DUES AND TERMINATION**

### **3.01 Membership Dues**

The annual membership dues payable by members of the association shall be those fixed from time to time by resolution of the Board of Directors to be adopted at the Annual General Meeting of the Association. Members shall be notified in writing of the membership dues at any time payable by them. A member who fails to pay annual invoiced dues within a period to be established by the Board of Directors shall cease to be a member and shall be so notified by the Association.

An Honourary Member for Life shall pay no dues.

### **3.02 Termination of Membership**

A membership in the Association is terminated when:

- a. the member dies, or, in the case of a member that is a Association, the Association is dissolved;
- b. a member fails to maintain any qualifications for membership described in Section 2.01 of these by-laws;
- c. the member resigns by delivering a written resignation to the chair of the Board of the Association in which case such resignation shall be effective on the date specified in the resignation;
- d. the member is terminated in accordance with the articles or by-laws;
- e. the member's term of membership expires; or
- f. the Association is liquidated or dissolved under the Act.

## **SECTION 4 - MEETINGS OF MEMBERS**

### **4.01 Notice**

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility 30 days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery. The notice shall include the order of business, which shall govern the conduct of the meetings.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

#### **4.02 Special General Meetings**

Special General Meetings may be held upon the call of the Board of Directors at such times and places as it may designate. The President shall call a special general meeting upon the written request of at least ten percent of the voting members within sixty (60) days after the filing of such request with the President. The business to be transacted at such special general meeting shall be stated in the notice thereof, and no other business may be considered at the meeting.

#### **4.03 Quorum**

At any annual or special general meeting, twenty-five members of the Association or one quarter of the total voting membership, whichever is less, present in person, shall constitute a quorum. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. Members who have declared a conflict of interest shall be counted in determining a quorum.

#### **4.04 Order of Business**

The usual order of business determined by parliamentary procedure shall govern the conduct of all meetings. In all matters not governed by By-laws, procedure shall be in accordance with Bourinot's Rules of Order.

### **SECTION 5 – BOARD OF DIRECTORS**

#### **5.01 Duties and Responsibilities**

The affairs of the Association shall be governed by a Board of Directors which shall supervise, control and direct all activities of the Association, its committees and publications, the disbursement of its funds and the determination of its policies. The Board shall actively pursue the mission and goals of the Association and may adopt such rules and regulations for the conduct of its business as may be deemed advisable. The Board may delegate to any committee or officer any or all powers, duties and authority of the Board which may lawfully be granted.

#### **5.02 Composition**

The Board of Directors shall be comprised of eleven (11) Regular Members who are elected by the Membership. The Immediate Past-President shall serve on the Board of Directors and shall have voting privileges. The Immediate Past-President is not required to be a Regular Member of the Association.

The eleven (11) elected Members of the Board of Directors shall be regional representatives as follows:

British Columbia	1 Member
Alberta	1 Member
Manitoba and Saskatchewan	1 Member
Ontario	1 Member
Quebec	1 Member
New Brunswick	1 Member
Nova Scotia and Prince Edward Island	1 Member
Newfoundland and Labrador	1 Member
Yukon Territory, Northwest Territories and Nunavut	1 Member
Members at Large	2 Members

Only Regular Members resident in each region are eligible for election in that region. Member at Large positions are open to Regular Members from any part of the country.

### **5.03 Term of Office**

Elected members of the Board of Directors shall serve for a four (4) year term except where the member is to serve as the President, first Vice-President, second Vice-President, Treasurer or Immediate Past President. After an absence from the Board of Directors for a period of two consecutive years, members who have previously served shall again be eligible for office. The term of office of directors shall commence immediately following the Association's annual meeting at which they are elected and shall conclude upon the election of their successors.

### **5.04 Board Vacancies**

A vacancy occurs on the Board when any Board member reaches the end of the fourth year following his or her election to the Board. In the event that a member of the Board of Directors moves from one region to another and remains a voting member of the Association, the date of such a move shall be deemed to take place on the date of the next following nomination process, at which time a vacancy shall be declared for that position.

Should a vacancy occur on the Board of Directors by virtue of the death, resignation, removal or ineligibility of an elected director, the Board may appoint another voting member to serve the balance of the term. A Director appointed by the Board shall be eligible for re-election to the Board of Directors in accordance with 5.02 and 5.03 of this Section.

## **SECTION 6 - MEETINGS OF DIRECTORS**

### **6.01 Calling of Meetings**

Meetings of the Board may be called by the President, the vice-President or any two (2) directors at any time. The Board of Directors shall meet and organize as soon as practicable following the Association's annual meeting to elect the officers of the Association.

## **6.02 Notice of Meeting**

Notice of the time and place for the holding of a meeting of the Board shall be given to every director of the Association not less than 7 days before the time when the meeting is to be held by telephonic, electronic or other communication facility at the director's recorded address for that purpose;

Notice of a meeting shall not be necessary if all of the directors are present, and none object to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

## **6.03 Regular Meetings**

The Board shall meet at least three (3) times in each year at such times and places as the President may designate. One of these times may immediately precede or follow the Annual Meeting.

The President may invite the Chairperson of any standing or special committee or a representative of any duly constituted organization to attend a regular or special meeting of the Board as an observer or to report on any matter of interest to the Board.

## **6.04 Special Meetings**

The President shall call a special meeting of the Board of Directors at any time and place specified in a written demand by a majority of the members of the Board of Directors. The business to be transacted at such special meeting shall be stated in the notice thereof, and no other business may be considered at the meeting.

## **6.05 Quorum**

At any meeting of the Board of Directors, a quorum shall constitute a simple majority (50% plus one) of those entitled to be present and vote.

## **6.06 Votes to Govern**

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question by those members of the Board who are present. In case of an equality of votes, the chair of the meeting shall cast the deciding vote.

## **6.07 Electronic Meetings**

The Board may determine that a meeting shall be held entirely by means of telephonic, electronic or other communication facility and also that Board members may attend and vote at any meeting by such telephonic, electronic or other such facility subject to the provisions of the Act and Regulations.

## **6.08 Expenses**

No director or member shall receive any remuneration for duties performed on behalf of the Association. Directors or officers may be reimbursed for reasonable expenses incurred while performing such duties.

## **6.09 Committees**

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board of Directors.

## **6.10 Indemnification**

All directors and officers of the Association and their heirs, executors and administrators, and their estates and effects respectively, shall at all times be indemnified and saved harmless out of the funds of the Association from and against:

- a. All costs, charges and expenses whatsoever which directors or officers sustain or incur in or about any action, suit or proceeding which is brought, commenced or prosecuted against them, for or in respect of any act, deed, matter or thing howsoever made, done or permitted by them in or about the execution of the duties of their offices;
- b. All other costs, charges and expenses that they may sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

## **SECTION 7 – OFFICERS**

### **7.01 Description of Offices**

The officers of the Company shall be the President, Immediate Past President, First Vice-President, Second Vice-President and Treasurer. The Nominating Committee shall bring forward nominees from among the members of the Board of Directors and the Board shall appoint the officers.

The powers and duties of all officers of the Association shall be such as the terms of their engagement call for or the Board or President requires of them. The Board may from time to time vary, add to or limit the powers and duties of any officer.

### **7.02 Vacancy in Office**

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Association. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed,
- b. the officer's resignation,
- c. such officer ceasing to be a director, or
- d. such officer's death.

Should the office of President become vacant, it shall be filled by the first Vice-President. Vacancies in any other office shall be filled on the recommendation of the Nominating Committee by the Board of Directors from amongst its members for the balance of the term.

### **7.03 Executive Committee**

The Executive Committee shall be comprised of all officers appointed according to 7.01.

## **SECTION 8 – NOMINATIONS AND ELECTIONS**

### **8.01 Appointment and Composition of Nominating Committee**

The Board of Directors shall annually appoint a Nominating Committee chaired by the Immediate Past President of the Board which shall include the President, first Vice-President, second Vice-President and Treasurer.

### **8.02 Duties of Nominating Committee**

The duties of the Nominating Committee shall be set forth in terms of reference, which shall be established from time to time by the Board of Directors. Such duties include:

- a. Coordinating the process for election to positions on the Board of Directors that are vacant pursuant to 5.04.
- b. Recommendation to the Board of selected nominees for President, Immediate Past-President (ratification only), first Vice-President, second Vice-President and Treasurer.
- c. Recommendations to the Board of Directors naming candidates to fill vacancies on the Board pursuant to 7.02
- d. At the Annual Meeting:
  - i. Announcement of the duly elected Members of the Board of Directors and the Executive
  - ii. Ratification of the acclaimed Members of the Board of Directors

### **8.03 Nominating Procedure**

Nominations shall be subject to the written consent of all nominees having first been received and shall be accompanied by two nominators who are Regular Members of the Association.

#### **8.04 Election Process**

The Board shall conduct an election for all positions on the Board not acclaimed, which shall be open to all Regular Members of the Association, prior to the Annual General Meeting of the Association, and the Board shall establish procedures for the conduct of the elections using such telephonic, electronic or other communication facility as is adequate to comply with the Act and Regulations.

### **SECTION 9 – FINANCES**

#### **9.01 Banking Arrangements**

The banking business of the Association shall be transacted at such bank, trust company or other firm or association carrying on a banking business in Canada or elsewhere as the Board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Association and/or other persons as the Board of directors may by resolution from time to time designate, direct or authorize.

#### **9.02 Signing Authority**

All cheques issued or endorsed in the name of the Association shall be signed by such officers, employees or agents of the Association in such manner as shall be determined from time to time by resolution of the Board of Directors.

#### **9.03 Surplus Funds**

The Board of directors may set aside a reserve from the surplus funds of the Association for contingencies or may invest the surplus funds of the Association in a manner as may be determined from time to time.

#### **9.04 Annual Financial Statements**

The Association shall publish a notice to its members stating that the annual financial statements and related documents are available at the registered office of the Association and on its website and that any member may obtain a copy free of charge.

### **SECTION 10 – GENERAL**

#### **10.01 Invalidity of Any Provisions of this By-law**

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.

## **10.02 Omissions and Errors**

The accidental omission to give any notice to any member, director, officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Association has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

## **SECTION 11 - EFFECTIVE DATE**

### **11.01 Effective Date**

Subject to matters requiring a special resolution, this by-law shall be effective when made by the Board.

CERTIFIED to be By-Law No. 1 of the Association, as enacted by the directors of the Association by resolution on the 23<sup>rd</sup> day of March 2017 and confirmed by the members of the Association by special resolution on the 30<sup>th</sup> day of May 2017.

Dated as of the 30<sup>th</sup> day of May 2017.

A handwritten signature in blue ink, appearing to read "Marie-Hélène Lajoie". The signature is written in a cursive style with a long, sweeping underline.

Marie-Hélène Lajoie, CAMA President