

# AMM By-Laws

WHEREAS the Manitoba Association of Urban Municipalities and the Union of Manitoba Municipalities have amalgamated to form the Association of Manitoba Municipalities Inc. (the "Association");

AND WHEREAS it is deemed expedient that certain rules and regulations necessary to the conduct of the government of the Association be now made:

NOW THEREFORE, the Association does hereby enact as follows:

## Article 1 - Interpretation

### Section 1 - Definitions

In this By-law the following definitions shall apply:

"Association" means the Association of Manitoba Municipalities.

"Board of Directors" means the board of directors of the Association.

"Chief Administrative Officer" has the meaning prescribed in The Municipal Act (Manitoba).

"Chief Executive Officer" means the President of the Association.

"Director" means the directors and the members of the Executive Committee elected pursuant to Article 4.

"Districts" mean the Districts as described in Section 1 of Article 2.

"Elected Official" shall mean a reeve, mayor, councillor or other individual holding an elected municipal office in a member municipality.

"Executive Committee" means the committee comprised of the President, Vice-President Rural and Vice-President Urban.

"Executive Director" means the person appointed pursuant to Article 5 Section 1.

"Honorary Life Member" means the person(s) appointed pursuant to Article 3 Section 5.

"Life Member" means the person(s) appointed pursuant to Article 3 Section 6.

"Officer" means either of the President, Vice-President Rural or Vice-President Urban.

"President" means the person elected to fill the position of President pursuant to Article 5.

"Regular Member" means a regular member which meets the criteria established pursuant to Article 3 Section 2.

"Rural" means a rural municipality as defined in The Municipal Act (Manitoba).

"Urban" means an urban municipality as defined in The Municipal Act (Manitoba).

"Vice-President Rural" means the person elected to fill the position of Vice-President Rural pursuant to Article 5.

"Vice-President Urban" means the person elected to fill the position of Vice-President Urban pursuant to Article 5.

### Section 2

Where the context so requires, the singular shall include the plural; the plural shall include the singular; and the masculine shall include the feminine.

## Article 2 - Division of the province into districts

### Section 1 - Provincial Districts

For the purpose of electing Directors and determining voting privileges at District meetings, the Province of Manitoba shall

be divided into eight (8) Districts, in accordance with the attached Schedule "A". All municipal corporations that fall within the boundaries of a District described in the attached Schedule "A" shall be part of that District upon becoming a Regular Member of the Association.

### Section 2 - Limitation on Voting

In addition to any other rights granted under this By-Law, representatives from the City of Winnipeg are entitled to attend District meetings of the Interlake District and as part of the Interlake District vote on any matter with the exception of elections for members of the Board of Directors representing that district.

## Article 3 - Membership

### Section 1 - Membership

Membership in the Association is divided into the following four (4) categories:

1. Regular Membership;
2. Associate Membership;
3. Corporate Membership; and
4. Honorary Life Membership.

### Section 2 - Regular Membership

Regular membership in the Association shall be open to any incorporated municipality in the Province of Manitoba. Regular Members shall have the right to select delegates to attend the annual convention and vote at the annual District meeting.

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## Section 3 - Associate Members

Associate membership in the Association will be open to First Nations, any community, school board, hospital board and other associations. Associate members will be assessed a fee for services but shall not have voting privileges. Associate memberships shall be subject to yearly review by the Board of Directors.

## Section 4 - Corporate Members

Corporate membership shall be made available to any business or individual deemed by the Executive Committee to be an asset to the Association in terms of the objectives of the Association. Upon payment of current membership dues, such business or individual shall be granted membership. Corporate members do not have voting privileges. Corporate memberships are subject to yearly review by the Board of Directors.

## Section 5 - Honorary Life Members

The Board of Directors may name no more than two (2) persons per year to be Honorary Life Members of the Association in recognition of their outstanding and exemplary service to the Association or to its member associations, and to the community. Honorary Life Members shall be entitled to attend the annual conventions of the Association and shall not be charged registration fees. An Honorary Life Member that is no longer an Elected Official may participate in all annual conventions but will not be entitled to vote thereat.

## Section 6 - Life Members

The Board of Directors may from time to time name persons to be Life Members of the Association in recognition of their

outstanding and exemplary service to the community. Life Members shall be entitled to attend the annual conventions of the Association and shall not be charged registration fees. A Life Member that is no longer an Elected Official, may participate in all annual conventions but will not be entitled to vote thereat.

## Section 7 - Annual Membership Fees

Membership fees shall be set annually by the Board of Directors prior to the commencement of the next Fiscal Year.

## Section 8 - Termination of Membership

Any member which has not paid membership dues in full prior to the date of the annual convention shall automatically cease to be a member of the Association. Any member may at any time withdraw from membership by submitting to the Association a written notice of withdrawal. Any member which has withdrawn from membership or which has forfeited membership in the Association may be reinstated as a member on making application therefor, and on payment of membership dues for the then current year.

## Article 4

### Section 1 - Board of Directors

The Association shall have a Board of Directors which shall be comprised of the members of the Executive Committee, who shall not hold any other Board position, plus fourteen (14) additional Board Members. The Board Members shall be comprised of Elected Officials representing one of eight (8) Districts as follows:

Parklands	2 representatives
Western	2 representatives

Mid-Western	2 representatives
Central	2 representatives
Eastern	2 representatives
Interlake	2 representatives
Northern	1 representative
Winnipeg	1 representative

The representation to the Board of Directors for Parklands, Mid-Western, Western, Central, Eastern and Interlake Districts, shall be comprised of one (1) representative from an urban municipality and one (1) representative from a rural municipality in each of the respective Districts. The representative from the Northern District shall be from any of the member municipalities of that District.

### Section 2 - Ex-Officio Representatives

The Manitoba Municipal Administrators Association may appoint an ex-officio representative to the Board of Directors. This representative will be allowed to participate in discussions, however, will not be allowed to vote on any mailer put before the Board of Directors for consideration.

### Section 3 - Directors hold elected Municipal Office

Only Elected Officials are eligible to be Officers or Directors of the Association. Should a Director cease to hold such a municipal office, such person shall no longer be entitled to sit as a Director and his or her position on the Board of Directors shall be automatically vacated.

### Section 4 - Election of the Board of Directors

The election of Directors from each District, except the City of Winnipeg, shall take place at the annual District meeting of each District.

## **Section 5 - Appointment of the City of Winnipeg District**

The Director for the City of Winnipeg shall be appointed by the council of the City of Winnipeg.

## **Section 6 - Term of Office**

The term of office for all Directors shall be for two years. Each Director shall hold office until the second annual District Meeting following their election to office. Any retiring Director is eligible for re-election if otherwise qualified.

## **Section 7 - Vacancies on the Board**

Any vacancy occurring on the Board of Directors among the elected Directors shall be filled by a special meeting of the District for which the vacancy has occurred. The Director elected at the special meeting shall serve for the full unexpired term of the vacant directorship for which he or she has been elected.

## **Section 8 - Meetings**

Meetings of the Board of Directors shall be set by the Executive Committee prior to the start of each Fiscal Year. The Board of Directors shall meet a minimum of eight (8) times each Fiscal Year. The Board of Directors shall also meet at such other times during the year as the President may direct. Notices will be provided of any proposed meeting, setting out the time, place and topic(s) of the proposed meeting. Unless all Directors are present at any meeting directed by the President, the only topic(s) to be discussed at that meeting shall be as provided for by the notice.

## **Section 9 - Quorum**

A majority of the total Board of Directors entitled to vote at meetings of the said Board of Directors shall constitute a quorum.

## **Section 10 - Participation by telephone or other communication**

A Director may participate in a meeting of the Board of Directors by means of such telephone or other communication facilities as to permit all persons participating in the meeting to hear each other, and a Director participating in the meeting by that means is deemed to be present at the meeting. A Director intending to participate in a meeting otherwise than in person shall give the Association as much notice as is reasonably practical in order to facilitate that Director's participation.

## **Section 11 - Special Meetings of the Board of Directors**

A special meeting of the Board of Directors may be called upon a request in writing made by two thirds (2/3) of the Directors.

## **Section 12 - Chairperson**

The President of the Association shall preside as chairperson of the Board of Directors.

## **Section 13 - Responsibilities of the Board**

The Board shall administer the day to day business and affairs of the Association and shall report to the membership of the Association at the annual convention or any special meeting.

## **Article 5 - Executive Committee**

### **Section 1 - Executive Officers**

The Association shall have an Executive Committee consisting of a President, a Vice-President Rural, and a Vice-President Urban. The President must be an Elected Official from any Regular Member. The Vice-President Rural must be an Elected Official that is a Regular Member from a rural municipality.

The Vice-President Urban must be an Elected Official that is a Regular Member from an urban municipality.

### **Section 2 - Nomination of Executive Officers**

Nominations for the positions of President, Vice-President Urban and Vice-President Rural shall be made from the floor at the annual convention of the Association, provided that the nominee is either present or consents in writing to the nomination.

### **Section 3 - Election of Executive Officers**

The election of the President and Vice-Presidents shall take place at the annual convention by way of a vote of all registered and attending delegates entitled to vote. Those registered and attending delegates entitled to vote shall vote for the office of President and both Vice-Presidents.

### **Section 4 - Executive Officers to hold Elected Office**

Only Elected Officials in the Province of Manitoba are eligible to be Executive Officers of the Association. Should an Officer cease to be an Elected Official, he or she shall no longer be entitled to hold his or her office and his or her position on the Executive Committee shall be automatically vacated.

### **Section 5 - Term of Office**

The term of office for President and Vice-Presidents shall be for one year. There shall be no limit on the number of years that a President or Vice-President can hold office.

### **Section 6 - Filling vacancies on the Executive Committee**

Upon the resignation or vacation of office

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by the President, the Board of Directors shall appoint one (1) of the two (2) Vice-Presidents as President. If neither of the Vice-Presidents are able or willing to serve as President, the Board of Directors shall select a Director to serve as President.

Upon the resignation or vacation of office by any one of the Vice-Presidents, the Board of Directors shall select a Director to serve as Vice-President. The Vice-President Rural must be replaced by a director from a rural Regular Member and the Vice-President Urban must be replaced by a Director from an urban Regular Member.

## **Section 7 - Authority of Executive Committee**

Except as otherwise specifically restricted by the Board of Directors, the Executive Committee, by consensus, shall possess and may exercise during intervals between meetings of the Board, all the power of the Board in the administration of the business and the affairs of the Association.

## **Section 8 - Executive decisions subject to Board approval**

Any Executive Committee action shall be subject to the ratification of the Board at the meeting of the Board of Directors next following the said action.

## **Article 6 - Executive Director**

### **Section 1 - Appointment of Executive Director**

The Board shall from time to time, appoint an Executive Director, who shall be charged with the general management and administration of the Association and shall ensure that the provisions of the by-laws, policies and procedures of the Association are maintained and enforced.

## **Section 2 - Terms and Conditions**

The Executive Director shall hold office at the pleasure of the Board of Directors on such terms and conditions as the Board may determine.

## **Section 3 - The Executive Director**

The Executive Director shall have sole administrative and management responsibility of the Association as chief administrative officer within the policy guidelines defined by the Board of Directors and the Executive Committee, and shall report to the Executive Committee and Board of Directors as requested.

## **Article 7 - Duties of the Executive Officers**

### **Section 1 - The President**

The President shall be the Chief Executive Officer of the Association and shall preside, if present, over all meetings of the Board of Directors and the Executive Committee. The President may appoint chairpersons of all standing committees and ad hoc committees except where otherwise provided in these By-Laws. The President shall be ex-officio, a member of all committees of the Association. The President shall have full voting privileges and shall be recognized in determining a quorum. The President shall generally supervise and coordinate the affairs and activities of the Association in accordance with established policies.

### **Section 2 - The Vice-Presidents**

In the absence or disability or refusal to act of the President, the Board shall choose one of the Vice-Presidents to assume the office of the President. Such Vice-President shall be vested with all the powers and shall perform all the duties of the President.

The Vice-Presidents shall also have such other powers and perform such duties (if any) as may from time to time be assigned to them by the Board.

## **Article 8 - Committees**

### **Section 1 - Committees**

The Board of Directors from time to time may establish such committees and make such external committee appointments as it may deem appropriate.

## **Article 9 - Annual and District Conventions**

### **Section 1 - Annual Convention**

The Association shall hold an annual convention at a location in Manitoba on such a day in each calendar year and at such time and place as may be determined by the Board of Directors. The annual convention shall be held no later than eighteen (18) months following the date of the last annual convention.

### **Section 2 - Representation**

Each member in good standing may be represented at any annual convention of the Association by as many delegates as they wish to appoint for that purpose. Each delegate so appointed shall have the right to take part in all discussions but only Elected Officials and Chief Administrative Officers of any member municipality shall be entitled to vote at any election and on any question at the annual convention. Each Elected Official and Chief Administrative Officer shall have the right to exercise one (1) vote.

### **Section 3 - Quorum**

The quorum for any meeting at an annual convention shall be one hundred (100) Regular Members of the Association present at the annual convention.

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## **Section 4 - Annual District Meetings**

Each District shall hold an annual District meeting at a time and place as determined by the Board of Directors. The annual District meeting must take place no later than thirty (30) days prior to the annual convention. The purpose of the annual District meeting shall be to elect the Directors to represent the District for the next term and to conduct such other business as the members of the District see fit.

## **Section 5 - Voting at Annual District Meetings**

All Elected Officials and the Chief Administrative Officers of any Member of the District shall be entitled to vote at the annual District meeting. The representative(s) from the City of Winnipeg shall have the additional privilege of voting on any question at a meeting of the Interlake District with the exception of the election of Directors to the Board of Directors.

## **Section 6 - Casting votes**

Subject to any provisions to the contrary which may be contained in these By-Laws or in the Articles of Incorporation of the Association or as may be prescribed by law, all questions arising at any annual convention or annual District meeting shall be decided by a majority of the votes cast. In case of an equality of votes the motion shall be declared lost.

The Chair of the meeting shall have a vote but not a second or casting vote. Every question shall be decided in the first instance by a show of hands but any elected representative of a member council may demand that a poll be taken. Such poll shall be taken in such manner as the Chair shall direct.

## **Article 10 - Corporate Seal and Signing Authority**

### **Section 1 - Corporate Seal**

The Association shall have a corporate seal as imprinted hereon, and the said corporate seal shall be held in the custody of the Executive Director.

### **Section 2 - Signing Authority**

The funds of the Association shall be drawn, accepted, endorsed and signed by such Officers of the Association and in a manner as the Board of Directors may from time to time prescribe.

Contracts, documents, or any instrument in writing requiring the signature of the Association shall be signed by any two of the President, a Vice-President or Executive Director. Signed documents shall be binding on the Association without further authorization or authority.

## **Article 11**

### **Section 1 - Registered Head Office**

The Head Office of the Association shall be at the existing Association of Manitoba Municipalities Building in the City of Portage la Prairie, Manitoba or such other place in the Province of Manitoba as the Board of Directors may from time to time decide.

### **Section 2 - Fiscal Year**

The Fiscal Year of the Association shall be from September 1 to August 31 in each year.

### **Section 3 - Appointment of Auditors**

Auditors of the Association shall be appointed yearly by the Board of Directors. No Officer or Director of the Association may be appointed or act as auditor.

## **Section 4 - Financial Report**

The auditor's financial report shall be presented to the members of the Association at the annual convention and a printed copy of the said report shall be forwarded to each member prior to the annual convention.

## **Section 5 - Banking**

All dues and other revenues of the Association shall be deposited to any chartered bank, trust company or credit union or other investment company as the Executive Committee may from time to time designate. The Executive Director shall furnish reports to the Executive Committee and the Board of Directors at regular intervals of the Association's revenues and expenditures.

## **Section 6 - Remuneration**

The members of the Executive Committee, the Board of Directors and the committees of the Association shall serve with remuneration as established from time to time by the Board of Directors.

## **Article 12 - Enacting, repealing and amending By-Laws**

### **Section 1 - Annual Convention**

The By-Laws of the Association may be enacted, repeated or amended by a majority vote at any annual convention of the Association provided that notice of any proposed amendments to the By-Laws must be submitted to the Board of Directors at least sixty (60) days in advance of the opening date of the annual convention and mailed to each member, by ordinary mail, not less than fourteen (14) days in advance of the opening date of the annual convention.

### **Section 2**

This By-law shall be subject to review at the first annual convention of the Association.