



## **OMHRA Constitution**

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### **Not-for-Profit Corporations Act: Organizational By-Law**

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By-Law #1

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#### **Introduction**

This is a by-law under section 18 of the Ontario Not-For-Profit corporations Act, 2010 and Regulations made under it (the “Act”). This by-law may be replaced at any time by following the appropriate procedures under the Act.

#### **Section 1 - General**

##### 1.01 Definitions

In this by-law, unless the context otherwise requires:

- a. "Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. "Board" means the board of directors of the Corporation;
- c. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- d. "Chair" means the chair of the Board which shall be the President;
- e. "Corporation" refers to "The Ontario Municipal Human Resources Association" (abbreviation OMHRA), the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- f. "Director" means an individual occupying the position of director of the Corporation by whatever name they are called;
- g. "Member" means a member of the Corporation;
- h. "Members" means the collective membership of the Corporation; and
- i. "Officer" means an officer of the Corporation;
- j. "Seal" means an impression stamped in the margin hereof, that shall be the corporate seal of the Corporation;
- k. "Secretary" means the Executive Director

## **1.02 Interpretation**

Other than as specified in Section 1.01, all terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

## **1.03 Severability and Precedence**

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

## **1.04 Seal**

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

## **1.05 Execution of Contracts**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition,

the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

## **Section 2 - Directors**

### **2.01 Election and Term**

The Directors shall be elected by the Members.

- a. The composition of the Board shall not be less than seven (7) or greater than fourteen (14) directors;
- b. The term of office of the Directors shall be from the date of the meeting at which they are elected or appointed until the third Annual Meeting or until their successors are elected or appointed. The term of the office of President, Vice-President and Past President shall be three (3) years. A Director of the Board remains such while on a statutory Leave as defined in the ESA Leave with an OMHRA employer;
- c. The term of office shall be limited to a maximum of five (5) three (3)-year terms;
- d. The election of the directors is staggered in that no more than one-half ( $\frac{1}{2}$ ) of the number of directors are to be elected in each year;
- e. At the discretion of the Board, a Member serving as an OMHRA board member may continue to hold and maintain that position for the remainder of their term of office after retirement from their municipal position.

### **2.02 Vacancies**

The office of a Director shall be vacated immediately:

- a. If the Director resigns office by written notice to the Corporation, 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;
- b. If the Director dies or becomes bankrupt;
- c. If the Director is found to be incapable of managing property by a court or under Ontario law; or
- d. If, at a meeting of the Members, a resolution is passed by at least  $66\frac{2}{3}\%$  of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

### **2.03 Filling Vacancies**

A vacancy on the Board shall be filled as follows:

- a. If there is a quorum of Directors, the Board may fill any vacancy/vacancies by appointing up to  $\frac{1}{3}$  of the Board to fill a term up to the next AGM;
- b. If there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the

meeting may be called by any Member.

## **2.04 Committees**

Committees may be established by the Board as follows:

- a. The Board will appoint from their number a Chair for each of its Committees and for greater clarity a Chair must be a Board member.
- b. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such Committee.
- c. The Board may dissolve any Committee by resolution at any time.

## **2.05 Remuneration of Directors**

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:

- a. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- b. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is: (i) considered reasonable by the Board; (ii) approved by the Board for payment by resolution passed before such payment is made; and (iii) in compliance with the conflict of interest provisions of the Act.

## **Section 3 - Board Meetings**

### **3.01 Calling of Meetings**

Meetings of the Directors may be called by the Chair or designate at any time and any place on notice as required by this by-law.

### **3.02 Regular Meetings**

Board meetings in person or virtual may take place on such dates and times as designated by the Board from time to time. Directors shall be sent a copy of the resolution fixing the place and time of such meetings and no other notice shall be required for any such meetings.

### **3.03 Notice**

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this by-law to every Director of the Corporation not less than one (1) day before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

### **3.04 Chair**

The Chair shall preside at Board meetings. In the absence of the Chair, the Directors present shall choose one of their number to act as the Chair.

### **3.05 Voting**

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote.

### **3.06 Participation by Telephone or Other Communications Facilities (Virtual)**

If all the Directors participating consent, a Board meeting may be held by telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate adequately with each other at the same time, and a Director participating by such means is deemed to be present at that meeting.

## **Section 4 - Financial**

### **4.01 Banking**

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

### **4.02 Financial Year**

The financial year of the Corporation ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.

## **Section 5 - Officers**

### **5.01 Officers**

The Board shall appoint, at its first meeting following the AGM, from among the Directors a Chair, who will also act as the President of the Association, and two (2) Vice Presidents, one of which will act as the Treasurer. In addition, the Board shall hire/appoint, as necessary from time to time, an Executive Director who as part of their regular duties will hold the role of Secretary to the Board. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

### **5.02 Office Held at Board's Discretion**

Any Officer shall cease to hold office upon resolution of the Board.

### **5.03 Duties**

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

### **5.04 Duties of the Chair**

The Chair shall perform the duties described in sections 3.04 and 9.05 and such other duties as may be required by law or as the Board may determine from time to time.

### **5.05 Duties of the Vice President -Treasurer**

The Treasurer shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

### **5.06 Duties of the Secretary**

The Secretary shall perform the duties as determined by the Board.

## **Section 6 - Protection of Directors and Others**

### **6.01 Protection of Directors and Officers**

No Director, Officer or committee member of the Corporation will be liable for the acts, neglects or defaults of any other Director, Officer, committee member or contractor 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 monies, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever may happen in the execution of the duties of their respective office or trust provided that they have:

- a. Complied with the Act and the Corporation's articles and By-laws; and
- b. Exercised their powers and discharged their duties in accordance with the Act.

## **Section 7 - Conflict of Interest**

### **7.01 Conflict of Interest**

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

## **Section 8 - Members**

### **8.01 Membership**

- a. Membership in the Corporation shall consist of:
  - (i) those persons/parties who qualify for Membership in accordance with the provisions contained herein; and
  - (ii) any person/party interested in furthering the Corporation's purposes.
- b. All applications for Membership are subject to acceptance by the Board.
- c. Membership in the Corporation is not transferable.
- d. Membership terminates upon death or in accordance with the provisions of the Act or these By-laws.

### **8.02 Classes of Membership**

- a. Membership in the Corporation shall be composed of four classes of members:
  - (i) Primary Corporate Members
  - (ii) Full (Primary and Additional) Members
  - (iii) Honorary Members
  - (iv) Retired Members

b. Primary (Corporate) Members shall be:

- (i) a Municipality, Board or Commission or Public Hydro Electric Corporation where the municipality retains controlling shareholder interest which maintain humans resources management; or
- (ii) a Police Services Board which maintain human resource management or labour relations.

Each Primary (Corporate) Member shall be entitled to one vote at all meetings of Members and shall designate a Full Primary or Additional member as its proxy at such meeting of Members.

Each Primary (Corporate) Member shall be entitled to any distribution of property of the Corporation upon dissolution or windup of the Corporation.

Each Primary (Corporate) Member shall be entitled to notice of meeting of the Members of the Corporation.

c. Full (Primary and Additional) Members shall be employees of a Primary (Corporate) Member.

Each Full (Primary and Additional) Member shall not be entitled to vote at a meeting of Members but shall be entitled to notice of meeting of the Members of the Corporation.

For greater clarity, Additional, Honorary and Retired members do not vote.

d. Honorary Members shall be:

- (i) retired from employment with a Primary (Corporate) Member; and
- (ii) in receipt of a municipal pension; and
- (iii) approved by the Board as having made a significant contribution to the Corporation.

Each Honorary Member shall not be entitled to vote at a meeting of Members but shall be entitled to notice of meeting of the Members of the Corporation.

e. Retired Member shall be:

- (i) retired from employment with a Primary Member; and Primary (Corporate);
- (ii) in receipt of a municipal pension; and
- (iii) approved by the Board as a Retired Member.

Each Retired Member shall not be entitled to vote at a meeting of Members but shall be entitled to notice of meeting of the Members of the Corporation.



### **8.03 Disciplinary Act or Termination of Membership for Cause**

- a. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles, Act or By-laws.
- b. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

## **Section 9 - Members' Meetings**

### **9.01 Annual Meeting**

The annual meeting shall be held on a day and at a place, or held virtually, within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than 10 days and not more than 50 days before the AGM, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include those items as required by the Act.

### **9.02 Special Meetings**

The Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than 25 Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 10 to 50 days from the date of the deposit of the requisition.

### **9.03 Notice**

Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Primary (Corporate) Member of the right to vote by proxy.

### **9.04 Quorum**

A quorum for the transaction of business at a Members' meeting is 25 Primary (Corporate) Members. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

### **9.05 Chair of the Meeting**

The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

### **9.06 Voting of Members**

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

- a. Each Primary (Corporate) Member shall be entitled to one vote at any meeting;
- b. Votes shall be taken by a show of hands among all Primary (Corporate) Members present and the Chair of the meeting, if a Full (Primary or Additional) Member, shall have a vote;
- c. An abstention (not present at the in-person or virtual meeting) is not considered a vote cast;
- d. Before or after a show of hands has been taken on any question, the Chair of the meeting may require, or any Primary (Corporate) Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the Chair of the meeting shall direct;
- e. If there is a tie vote, the Chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- f. Whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the Chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

### **9.07 Adjournments**

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. 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.

### **9.08 Persons Entitled to be Present**

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the

articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

## **Section 10 - Notices**

### **10.01 Service**

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

### **10.02 Computation of Time**

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

### **10.03 Error or Omission in Giving Notice**

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

## **Section 11 - Adoption and Amendment of By-laws**

### **11.01 Amendments to By-laws**

The Members may from time to time amend this by-law by a majority of the votes cast. The Board may from time to time in accordance with the Act pass or amend this by-law other than a provision respecting the transfer of a membership or to change the method of voting by members not in attendance at a meeting of members.



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Lori Bolton  
OMHRA President

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Michelle Mackenzie  
Secretary (Executive Director)

## **OMHRA Board President Role Description (3 year term)**

### **Overall Purpose:**

The OMHRA board president serves as the Chair of the OMHRA Board of Directors and is accountable for leading the organization and the members of the board, in order to ensure that the mission and mandate of the organization is achieved in accordance with OMHRA's values and ensures the integrity of the Board's process.

### **Qualifications:**

- Must be an OMHRA member in good standing
- Be an existing member of the OMHRA Board
- Has served in the role of Vice President, preferred.
- Demonstrate effective leadership skills that include:
  - Skills in planning and conducting meetings
  - Building and sustaining a high level of participation, at both the board and the committee level
  - Gathering and effectively communicating information
  - Evaluating the boards accomplishments against its strategic goals and updating the members on progress
  - Effectively intervening when conflict appears
  - An understanding of and skills with financial management

### **Responsibilities:**

- Establish agendas aligned with annual Board goals.
- Ensure that a Board work plan is developed and implemented that includes annual strategic goals for the Board and embraces continuous improvement.
- Report regularly to the Board on issues relevant to its governance responsibilities.
- Set a high standard for Board Conduct and enforce policies and By-laws concerning Director's conduct.
- Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.
- Ensure succession planning occurs for the Board.
- Directs board members and the Executive Director participate on a variety of Board committees.

## **Vice President's Treasurer Role Description**

### **Overall Purpose:**

There may be 2 Vice-Presidents and one of the VPs will be appointed as the Vice-President who holds the Treasurer Role.

The Treasure Role must accomplish certain key tasks in order to achieve the mission and mandate of OMHRA and provide members with quality services.

Either of the Vice Presidents exercises all the duties of the President, as requested, in the President's absence. A vote will be taken by the Board to determine if a Vice President will succeed the President upon the expiration of the President's term. The Vice Presidents will work collaboratively with the President, to support the Board in achieving its fiduciary responsibilities.

### **The Vice-President who holds the Role of Treasurer has the following key tasks:**

#### **Responsibilities:**

#### **Custody of Funds:**

The Vice-President/Treasurer shall designate the Executive Director to have the custody of the funds and securities of the Corporation and shall oversee the keeping of full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall oversee the deposit of all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The Vice-President/Treasurer shall oversee the disbursements, and shall render to the Chair and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The Vice-President/Treasurer shall also perform such other duties as may from time to time be directed by the Board.

#### **Board Conduct:**

The Vice-President/Treasurer shall maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

#### **Financial Statement:**

Present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

**Qualifications:**

- Board member in good standing.
- Demonstrated leadership experience in OMHRA as a member of the OMHRA Board of Directors for two (2) terms as Director-at-Large, preferred.
- OMHRA member in good standing for three (3) consecutive years.
- Able to commit to maybe a further 6 years as a member of the OMHRA board; 3 years as President; 3 years as Past President, preferred.
- Demonstrate effective leadership skills that include:
  - skills in planning and conducting meetings
  - gathering and effectively communicating information
  - understanding of and experience with financial management
  - effectively intervening when conflict appears.