



FEDERATION
OF CANADIAN
MUNICIPALITIES

FÉDÉRATION
CANADIENNE DES
MUNICIPALITÉS

**BYLAW NO. 1
OF THE
FEDERATION OF CANADIAN MUNICIPALITIES/
FÉDÉRATION CANADIENNE DES MUNICIPALITÉS**

As revised by the AGM on June 1, 2025

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BYLAW NO. 1

A bylaw relating generally to the conduct and management of the activities and affairs of the Federation of Canadian Municipalities / Fédération canadienne des municipalités.

1.00 INTERPRETATION

1.01 In this bylaw and all other bylaws of the Federation, unless the context otherwise requires:

- (a) “Accredited Representative” means a person attending an Annual General Meeting or other special meeting of the Members who
 - (i) is an Elected Municipal Official,
 - (ii) has paid the delegate fee for such meeting of the Members, when applicable, and
 - (iii) has been registered with the Federation as a delegate of that Municipal Member or Affiliate Member. (*représentant accrédité*)
- (b) “Act” means the Canada Not-for-profit Corporations Act S.C. 2009, c.23 including the regulations made pursuant to the Act, and any statute or regulations that may be substituted therefor, as amended from time to time. (*loi*)
- (c) “Articles” means the articles of continuance of the Federation, as amended from time to time. (*statuts*)
- (d) “Board” means the Board of Directors of the Federation. (*Conseil*)
- (e) “Committee Member” means a Board Member or a Non-Board Member serving on any committee, caucus or forum. (*membre d’un comité*)
- (f) “Director” means a Member of the Board. (*administrateur*)
- (g) “Elected Municipal Official” means a person who holds an elected municipal office in a Municipal Member, or who holds office as head of a council that is comprised of representatives of municipal councils of Municipal Members or is on the ruling body of an affiliate member. (*élu municipal*)
- (h) “Federation” means the Federation of Canadian Municipalities / Fédération canadienne des municipalités. (*Fédération*)
- (i) “Financial Year” means a financial year of the Federation, which year begins on an April 1st and ends on the following March 31st. (*année financière*)
- (j) “Fund” means the trust known as the Green Municipal Fund, established under the Funding Agreement. (*Fonds*)
- (k) “Funding Agreement” means the funding agreement entered into between the Federation and Her Majesty the Queen in Right of Canada (as represented by the Minister of Natural Resources and the Minister of the Environment), dated March 2005, as amended from time to time, together with any successor agreement thereof. (*Accord de financement*)
- (l) “Member” means a member of the Federation, as described in Article 2.00. (*membre*)
- (m) “Non-Board Member” means an Elected Municipal Official that is not a member of the Board of Directors.
- (n) “Ordinary Resolution” means a resolution passed by a majority of more than half of the votes

cast by persons entitled to vote, excluding blanks or abstentions. (*ordinaire*)

(o) "Region" means any one of the following five (5) regions of Canada:

- (i) British Columbia;
- (ii) Prairies and Territories (Alberta, Saskatchewan, Manitoba, Northwest Territories, Yukon and Nunavut);
- (iii) Ontario;
- (iv) Quebec; and
- (v) Atlantic (New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador). (*région*)

(p) "Secretariat" has the meaning as described in Section 9.03. (*Secrétariat*)

(q) "Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution (*extraordinaire*)

(r) "Territory" means one of the Northwest Territories, the Yukon and Nunavut. (*territoire*)

1.02 If any of the provisions contained in this bylaw are inconsistent with those contained in the Act or in the Articles of the Federation, the provisions contained in the Act or the Articles, as the case may be, shall prevail.

1.03 In construing a provision of this bylaw, the English and French versions are equally authentic and authoritative. Where it appears that the two versions of the bylaw differ in their meaning, the version in which it was originally drafted will take precedence.

2.00 MEMBERSHIP

2.01 **Classes of Members.** Membership in the Federation is divided into the following two classes: Municipal Members and Affiliate Members.

2.02 **Municipal Members.** Any incorporated municipality which is located within Canada is eligible to be a Municipal Member, and becomes a Municipal Member when its application under 2.04 is complete.

2.03 **Affiliate Members.** Any association of municipalities located within any one Canadian province or Territory is eligible to be an Affiliate Member, and becomes an Affiliate Member when its application under 2.04 is complete.

2.04 **Applications for Membership.** Any qualifying municipality or association wishing to become a Municipal Member or Affiliate Member is required to submit an application for membership to the Chief Executive Officer. Upon payment by the applicant of the annual membership dues for the applicant's applicable class of membership as applies proportionately to the period from the date of such acceptance (which shall be the effective date of commencement of membership) to the end of the then-current Financial Year, the applicant shall thereupon become such a Member. Any challenges to the meeting of qualifications of an Affiliate Member will be resolved through the Executive Committee.

2.05 **Annual Membership Dues.** Annual membership dues are payable by the Members of each class of membership for each Financial Year or part thereof that such Member is a Member of the Federation. The Board shall review and determine such dues for each class of membership annually by no later than the December 15th that precedes the Financial Year for which the dues are being determined. Members of each class of membership shall be given notice of those dues by no later than the December 31st that proceeds such Financial Year. Dues that are payable on account of a particular Financial Year are due and payable by each such Member within 60 days of that Financial Year.

- 2.06 **Cessation of Membership.** Any Member may at any time withdraw from membership in the Federation by giving a written notice of withdrawal to the Chief Executive Officer, who shall forthwith forward same to the Executive Committee. The effective date of such withdrawal of membership is the date on which the notice is given to the Chief Executive Officer. Any such withdrawing Member shall not be entitled to any rebate on account of annual membership dues.

Any Member whose annual membership dues are in arrears for a period of three (3) months following the last day of the immediately preceding Financial Year shall thereupon automatically cease to be a Member; however, if such arrears are paid by the Member to the Federation within a period of three (3) months following such cessation of membership, the Member shall automatically resume its membership immediately upon such payment being made.

3.00 BOARD OF DIRECTORS

- 3.01 **The Board.** There shall be a Board of Directors of the Federation which shall manage or supervise the management of the activities and affairs of the Federation. The Board shall consist of those persons elected or appointed as Directors as provided for in this Article 3.00.

- 3.02 **Eligibility.** Only Elected Municipal Officials who have received the approval of their Municipal Member to sit on the Board of the Federation are eligible to be Directors. If a Director ceases to hold such an office, be an Elected Municipal Official or if a Director's Municipal Member withdraws its approval of that Director, his or her position as a Director shall thereupon automatically be vacated.

- 3.03 **Officers on the Board.** Each of the following officers of the Federation, namely: the President, the First Vice-President, Second Vice-President, Third Vice-President and, if applicable, the Vice-President at Large in lieu of the Immediate Past President shall, at the same time they are elected or re-elected as Officers pursuant to Section 4.04, be elected as Directors in accordance with the election procedures policy referred to in Section 3.17. The Immediate Past President shall be appointed as a Director by the Board.

- 3.04 **Elected Directors.** The nomination of the elected Directors shall take place in accordance with the following process:

- (a) Directors Representing Newfoundland and Labrador. There shall be three (3) Directors representing Newfoundland and Labrador, consisting of: one (1) nominee selected by its affiliate Member (Municipalities Newfoundland and Labrador); two (2) nominees selected by the Accredited Representatives of its Municipal Members, provided that at least one (1) of the nominees shall hold municipal office in one (1) of its city Municipal Members.
- (b) Directors Representing Nova Scotia. There shall be four (4) Directors representing Nova Scotia, consisting of: one (1) nominee selected by its Affiliate Member (Union of Nova Scotia Municipalities); one (1) nominee selected by the Halifax Regional Municipality; and two (2) nominees selected by the Accredited Representatives of its Municipal Members.
- (c) Directors Representing Prince Edward Island. There shall be two (2) Directors representing Prince Edward Island, consisting of: one (1) nominee selected by its Affiliate Member (Federation of Prince Edward Island Municipalities); and one (1) nominee selected by the Accredited Representatives of its Municipal Members.
- (d) Directors Representing New Brunswick. There shall be three (3) Directors representing New Brunswick, consisting of: one (1) nominee selected by each of its Affiliate Members (Union of the Municipalities of New Brunswick, Association francophone des municipalités du Nouveau-Brunswick); and one (1) nominee representing an urban municipality jointly selected by Affiliate Members.

- (e) Directors Representing Quebec. There shall be twelve (12) Directors representing Quebec, consisting of: two (2) nominees selected by its Affiliate Members (Union des municipalités du Québec, Fédération québécoise des municipalités); and ten (10) nominees selected by the Accredited Representatives of its Municipal Members, provided that at least one (1) of the nominees shall hold municipal office in the City of Quebec; one (1) of the nominees shall come from a municipality with a population of less than 20,000 residents; and three (3) of the nominees shall hold municipal office in the City of Montréal, and (1) nominee shall hold office from a member municipality on Montréal Island that is not part of the City of Montréal.
- (f) Directors Representing Ontario. There shall be sixteen (16) Directors representing Ontario, consisting of: one (1) nominee selected by its Affiliate Member (Association of Municipalities of Ontario); one (1) selected by a majority vote of the chairs of the seven (7) regional governments in Ontario (Niagara, Halton, Waterloo, Peel, Muskoka, York and Durham); one (1) nominee selected by each Municipal Member with a population of one (1) million or greater but less than two (2) million; two (2) nominees selected by each Municipal Member with a population of two (2) million or greater; and the remainder of the nominees shall be selected by the Accredited Representatives of Ontario's Municipal Members.
- (g) Directors Representing Manitoba. There shall be five (5) Directors representing Manitoba, consisting of: one (1) nominee selected by its Affiliate member (Association of Manitoba Municipalities); and four (4) nominees selected by the Accredited Representatives of its Municipal Members, provided that at least one (1) of the nominees shall hold municipal office in the City of Winnipeg.
- (h) Directors Representing Saskatchewan. There shall be five (5) Directors representing Saskatchewan, consisting of: one (1) nominee selected by each of its Affiliate Members (Saskatchewan Urban Municipalities Association, Saskatchewan Association of Rural Municipalities); and three (3) nominees selected by the Accredited Representatives of its Municipal Members, provided that at least one (1) the nominees shall hold municipal office in one (1) of its three (3) largest (by population) Municipal Members.
- (i) Directors Representing Alberta. There shall be seven (7) Directors representing Alberta, consisting of: one (1) nominee selected by each of the Affiliate Members (Association of Alberta Municipalities, Rural Municipalities of Alberta): one (1) nominee selected by the City of Calgary; one (1) nominee selected by the City of Edmonton; nominees selected by the Accredited Representatives of its Municipal Members, provided that one (1) of the nominees shall hold municipal office in a Municipal Member recognized as rural (counties, municipal districts and certain specialized municipalities) and the remaining two (2) nominees shall hold municipal office in a Municipal Member, other than Calgary or Edmonton, that is recognized as urban (cities, towns, villages and certain specialized municipalities). Persons seeking to be nominated as a Director from a specialized municipality shall be permitted to seek nomination either for the urban or rural Director position, but not both.
- (j) Directors Representing British Columbia. There shall be eight (8) Directors representing British Columbia, consisting of: one (1) nominee selected by its Affiliate Member (Union of British Columbia Municipalities); and seven (7) nominees selected by the Accredited Representatives of its Municipal Members, provided that at least two (2) nominees shall hold municipal office in two (2) of its three (3) largest (by population) Municipal Members.
- (k) Director Representing the Northwest Territories. There shall be one (1) Director representing the Northwest Territories consisting of one (1) nominee selected by its Affiliate Member (Northwest Territories Association of Communities).
- (l) Director Representing the Yukon. There shall be one (1) Director representing the Yukon consisting of one (1) nominee selected by its Affiliate Member (Association of Yukon Communities).

(m) Director Representing Nunavut. There shall be one (1) Director representing Nunavut consisting of one (1) nominee selected by its Affiliate Members (Nunavut Association of Municipalities).

Once the nominees have been determined, they shall be included on a slate to be presented to the Members for election, as more particularly described in the election procedural policy referred to in Section 3.17.

3.05 **Director Representing the Big City Mayors' Caucus.** There shall be one (1) Director representing the Big City Mayors' Caucus, who shall be nominated by that caucus and appointed as a Director by the Board.

3.06 **Director Representing Annual General Meeting Host Municipality.** The Board may, in its sole discretion, appoint as an additional Director a person who holds elected municipal office with the Municipal Member hosting the Federation's next Annual General Meeting, provided that there is no other Director from that Municipal Member who is then on the Board.

3.07 **Election of Directors.** Each person seeking to be elected as a Director at the Annual General Meeting shall:

- (a) be an Elected Municipal Official,
- (b) have the approval of their Municipal Member, and
- (c) be present at the meeting where he or she is to be elected or provide written consent to the Chair to serve as a director before such meeting.

Whereas any Directors referenced in Article 3.00 are to be-nominated based on a municipal or geographic boundary, and no such candidate seeks nomination from that municipal or geographic boundary, then such position shall be nominated by Accredited Representatives of the Municipal Members from that province or Territory.

3.08 **Nominees of Affiliate Members** where an Affiliate Member of a province or Territory is to select a nominee, and if that province or Territory does not have such Affiliate Member, then a further nominee may be selected by the Accredited Representatives of the Municipal Members from that province or Territory.

3.09 **Term of Office of Directors.** Subject to Section 3.12 hereof and save and except if a person resigns his or her office as a Director (i) each elected Director shall be elected for a term of up to two (2) years provided that each such Director shall hold office until the end of the meeting at which their successor is elected; and (ii) each appointed Director shall be appointed for a term of up to two (2) years provided that each such Director shall hold office until the end of the meeting at which their successor is appointed. Any retiring Director is eligible for re-election or re-appointment if otherwise qualified. A Director may take a leave of absence from his or her rights and duties as a Director for a portion of that Director's term of office provided that he or she first obtains the Executive Committee's consent.

In the event a Director has either: (i) been granted a leave of absence from such Director's duties as a municipal elected official; or (ii) has been placed on a leave of absence from such Director's duties as a municipal elected official the Executive Committee may then place such Director on a leave of absence from his or her rights and duties as a Director for a portion of that Director's term of office.

3.10 **Vacancies on the Board.** Any vacancy, other than due to a leave of absence, occurring on the Board of Directors nominated by Accredited Representatives of Municipal Members may be filled by the Board with a person nominated by the Directors of the Regional Caucus which include the affected province or Territory for the balance of the vacated Director's unexpired term provided that

the replacement Director meets the eligibility criteria for Directors set out in Section 3.02.

- 3.11 **Reporting by the Board.** The Board shall report to the Members at each Annual General Meeting and at any other meeting of the Members.
- 3.12 **Removal of Directors.** Any Director may be removed from that office by Ordinary Resolution of the Members at a special meeting called pursuant to Section 7.02.
- 3.13 **Meetings of the Board.** The Board shall meet at least three (3) times annually. Provided that all Directors consent, meetings may be held in person, by telephone, Internet or other electronic means of conferencing. Meetings of the Board shall be held on such day, at such time, at such place and by such means as are from time to time determined by the President, provided that notice thereof shall be provided at least fourteen (14) days prior to the date of such meeting and such notice specifies any matter referred to in Section 138(2) of the Act that is to be dealt with at the meeting. No formal notice of a meeting shall be necessary if all Directors are present or if a quorum is present and each absent Director waives notice of the meeting either before or after the meeting has taken place.
- 3.14 **Quorum.** A quorum of Directors for any meeting of the Board, shall be such number of Directors that equals the total of the number of authorized Directors for the Region that has the most Directors representing it as provided for in this Article 3.00, plus one (1), and shall include at least one (1) Director from each of the five (5) Regions and at least one elected Officer of the Federation at the commencement of the meeting.
- 3.15 **Voting Procedures.** Subject to any other provisions which may be contained in the bylaws or in the Articles of the Federation, or in the Federation's adopted parliamentary authority or Standing Rules, or which may be prescribed by law, all questions arising at any meeting of the Board shall be decided by a majority of the votes cast. In the case of an equality of votes, the motion shall be declared lost.
- 3.16 **Indemnities to Directors and Others.** A present or former Director or officer of the Federation, or another individual who acts or acted at the Federation's request as a Director or an officer or in a similar capacity of another entity shall be indemnified by the Federation in respect of all costs, charges and expenses reasonably incurred by the individual in connection with the defence of any civil, criminal, administrative, investigative or other proceeding to which the individual is subject because of the individual's association with the Federation or other entity described in this section, if the individual seeking indemnity:
- (a) was not judged by the court or other competent authority to have committed any fault or to have omitted to do anything that the individual ought to have done; and
- (b) the individual (i) acted honestly and in good faith with a view to the best interests of the Federation or, as the case may be, to the best interests of the other entity for which the individual acted as Director or officer or in a similar capacity at the Federation's request, and (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing their conduct was lawful.
- 3.17 **Election Policy.** The Board may establish an election policy for the election of Directors and officers as it deems appropriate.

4.00 OFFICERS

- 4.01 **The Officers.** The officers of the Federation shall be the President, the First Vice-President, the Second Vice-President, the Third Vice-President, the Immediate Past President or, if there is no Immediate Past President who is able and willing to hold that office, a Vice-President at Large in lieu of the Immediate Past President, and a Chief Executive Officer. The Chief Executive Officer

shall also hold the offices of Secretary and Treasurer. With the exception of the Chief Executive Officer (including his or her offices of Secretary and Treasurer), only Elected Municipal Officials, are eligible to be the officers of the Federation. If an officer ceases to hold such an office, his or her position as an officer of the Federation shall thereupon automatically be vacated.

4.02 **Duties of Officers**

- (1) The President. The President shall, if present, be the Chair at all meetings of the Board, of the Members and of the Executive Committee. The President shall appoint the Chair and Vice-Chair of each of the Committees of the Federation, except where otherwise provided for in this bylaw. The President shall perform such other duties as are contained in this bylaw and as may from time to time be directed by the Board or by the Executive Committee.
- (2) The First Vice-President. During the absence or incapacity of the President, the First Vice-President shall be vested with all the powers and shall perform all the duties of the President. The First Vice-President shall perform such other duties as are contained in this bylaw and as may from time to time be directed by the President or by the Executive Committee.
- (3) The Second Vice-President. During the absence or incapacity of the First Vice-President, the Second Vice-President shall be vested with all the powers and shall perform all the duties of the First Vice-President. The Second Vice-President shall perform such other duties as are contained in this bylaw and as may from time to time be directed by the President or by the Executive Committee.
- (4) The Third Vice-President. During the absence or incapacity of the Second Vice-President, the Third Vice-President shall be vested with all the powers and shall perform all the duties of the Second Vice-President. The Third Vice-President shall perform such other duties as are contained in this bylaw and as may from time to time be directed by the President or by the Executive Committee.
- (5) The Immediate Past President and the Vice President at Large. The Immediate Past President or the Vice-President at Large, as the case may be, shall perform such duties as are contained in this bylaw and as may from time to time be directed by the President or by the Executive Committee.
- (6) The Chief Executive Officer. The Chief Executive Officer shall:
 - (a) have charge of the Minute books and files of the Federation;
 - (b) if required by the Board, provide the Federation with such bond for the faithful performance of his or her duties as the Board may require, and no Director shall be liable for failure to require any such bond or for the insufficiency of any such bond or for any loss by reason of the failure of the Federation to receive any indemnity thereby provided;
 - (c) cause budgets to be prepared annually and shall effectively administer approved budget decisions;
 - (d) have the sole administrative and management responsibility of the Secretariat of the Federation. In this capacity, the Chief Executive Officer shall assume full general management responsibilities of the operations of the Federation, within policy guidelines defined by the Board and or the Executive Committee, and shall report to the Board and to the Executive Committee;
 - (e) supervise and inspect the conduct of all employees of the Federation in the performance of their duties and, in consultation with the Federation's *Finance and Human Resources Committee*, shall be empowered to employ, discipline and discharge employees of the Federation. The Chief Executive Officer will subsequently report to the Executive Committee on any such action;
 - (f) consider and make recommendations to the Executive Committee on all matters

concerning the carrying out of the management and administrative activities of the Federation;

- (g) cause to be carried out and enforced within a reasonable time all lawful orders, resolutions and policy decisions of the Board and of the Executive Committee including the progressive implementation of Federation policies as may be expressed from time to time in those documents incorporating Federation policy;
- (h) investigate and report to the Board or to the Executive Committee in writing from time to time upon all matters referred by the Board or by the Executive Committee to the Secretariat for action;
- (i) attend or be represented at all meetings of the Board and of the Executive Committee except when the Chief Executive Officer's status, salary or benefits come under review;
- (j) attend or be represented at meetings of Committees of the Federation when required by the Chair of a Committee or when the Chief Executive Officer deems it advisable; and
- (k) have such other responsibilities as are provided for in this bylaw and as are from time to time directed by the Board or by the Executive Committee.

(7) The Secretary. The Secretary shall:

- (a) prepare and transmit notices to all Members, in the case of meetings of the Members and to all Directors, in the case of meetings of the Board, attend all of those meetings and keep a correct record of all proceedings thereat; and
- (b) have responsibility to ensure that the Minutes of each Board, Executive or Committee meeting are prepared and retained and he or she shall distribute a copy of such Minutes to each Executive Committee Member by no later than the provision of notice for the next Executive Committee meeting and to the Board by no later than the provision of notice for the next Board meeting; and
- (c) have custody of the seal of the Federation and, when authorized by resolution of the Board or of the Executive Committee, seal all documents which are directed to be sealed.

(8) The Treasurer. The Treasurer shall:

- (a) have charge of the funds of the Federation and shall keep full and accurate accounts of all receipts and disbursements of the Federation in proper books of account. The Treasurer shall deposit all monies or other valuable effects in the name and to the credit of the Federation in the bank or banks designated by the Board;
- (b) ensure that appropriate financial controls are in place for the receipt and disbursement of the funds of the Federation; and
- (c) table the audited financial statements of the Federation for the preceding Financial Year at the Annual General Meeting.

4.03 **Nomination of Officers.** This Section is subject to the provision contained in Section 4.05 hereof.

The Elections Committee shall seek nominations from amongst each Director and Regional Caucus at the regularly scheduled meeting of the Board of Directors closest to March 1st of each year.

The Elections Committee shall post the nominations for each of the officer positions on the Federation website no later than 60 days before the scheduled Annual General Meeting in each calendar year.

Additional persons seeking to run for one of the elected officer positions on the Board can do so by registering with the Chief Elections Officer, appointed according to the election procedural policy referred to in Section 3.17, no later than 21 days before the scheduled Annual General Meeting.

Registered candidates shall have until 14 days before the Annual General Meeting to withdraw from the official ballot for officers at the Annual General Meeting.

If after the close of nominations or after the final day to withdraw as a nominated candidate, there is no such nominee for any of the said officers of the Federation, nominations from the floor will be accepted for such officer prior to the scheduled time when voting begins, provided that any such additional nominee is present at the meeting, gives his or her consent thereto, and is from the Region designated for that office and is otherwise qualified under the provisions of Section 4.01.

No other officer nominations may be made from the floor during that meeting.

4.04 **Election and Term of Office.** This Section is subject to the provisions contained in Section 4.05. The President, the First Vice-President, the Second Vice-President, the Third Vice-President, and, if applicable, the Vice-President at Large, shall be elected as officers by the Accredited Representatives from among persons who are qualified to become officers as described in Section 4.01 and who are present at that meeting. The term of office of all such officers shall be for the period immediately following the end of that meeting and continuing until the end of the next Annual General Meeting. An incumbent officer may, if he or she remains qualified to be an officer of the Federation, stand for re-election to any office of the Federation at subsequent Annual General Meetings.

4.05 **Rotation of Officers.** The nomination and election of officers as provided for in Sections 4.03 and 4.04 shall be done so that officers are elected in the rotational manner described in the chart contained below. Column number 1 shows the last numeral of two calendar years in each of which an Annual General Meeting is to be held. Each of the columns numbered 2 to 6 names the Region from which the officer named in that column is to be elected at the applicable Annual General Meeting determined in accordance with column number 1.

1 Year ending in	2	3	4	5	6
	President	First Vice-President	Second Vice-President	Third Vice-President	Immediate Past President or Vice-President at Large
1 or 6	Ontario	Prairies and Territories (P&T)	Quebec	Atlantic	British Columbia (BC)
2 or 7	P&T	Quebec	Atlantic	BC	Ontario
3 or 8	Quebec	Atlantic	BC	Ontario	P&T
4 or 9	Atlantic	BC	Ontario	P&T	Quebec
5 or 0	BC	Ontario	P&T	Quebec	Atlantic

4.06 **Vacancy in Office of President.** If the office of President becomes vacated, it shall automatically vest in the First Vice-President who shall hold the office of President (but shall no longer hold the office of First Vice-President, which office shall now be held by the former Second Vice-President) until the end of the next Annual General Meeting. If the office of President filled by the former First Vice-President becomes vacated, it shall automatically vest in the replacement First Vice-President (being the former Second Vice-President) who shall hold the office of President (but shall no longer hold the office of First Vice-President, which office shall now be held by the former Third Vice-President) until the end of the next Annual General Meeting. If the office of President filled by the former Second Vice-President becomes vacated, it shall automatically vest in the replacement First Vice-President (being the former Third Vice-President) who shall hold the office of President (but shall no longer hold the office of First Vice-President) until the end of the next Annual General Meeting. If the office of President filled by the former Third Vice-President becomes vacated, then a special meeting of the Board shall be called by the Chief Executive Officer within fifteen (15) days

from the date that the office of President became so vacated. Such meeting shall be held no later than forty-five (45) days following that vacancy date, and the Board shall, at that meeting and in consideration of Section 4.05, fill the vacancy of President from among the Directors and such person shall hold the office of President until the end of the next Annual General Meeting.

4.07 **Vacancy in the Office of First Vice-President, Second Vice-President, Third Vice-President or Immediate Past President.** This Section is subject to Section 4.05. If the office of the First Vice-President becomes vacated, it shall automatically vest in the Second Vice-President who shall hold the office of First Vice-President (but shall no longer hold the office of Second Vice-President). If the office of the Second Vice-President becomes vacated, it shall automatically vest in the Third Vice-President who shall hold the office of Second Vice-President (but shall no longer hold the office of Third Vice-President). In the event of a vacancy in the office of the Third Vice-President, the Executive Committee will recommend one (1) or more qualified nominee(s) to the Board which shall fill such vacancy from such nominee(s) or with any other person who qualifies under Section 4.01 hereof to be an officer of the Federation. In the event of a vacancy in the office of the Immediate Past President, the Elections Committee will recommend one (1) or more qualified nominee(s) to the Board for the position of Vice-President at Large and the Board shall appoint the Vice-President at Large from such nominee(s) or with any other person who qualifies under Section 4.01 hereof to be an officer of the Federation. Any officer thus appointed shall hold his or her office until the end of the next Annual General Meeting.

4.08 **Chief Executive Officer.** The Board shall from time to time appoint a Chief Executive Officer, who shall also hold the offices of Secretary and Treasurer of the Federation. The Chief Executive Officer shall hold his or her office at the pleasure of the Board on such terms and conditions as the Board may determine. The elected officers comprising the Human Resources Committee of the Federation, as described in Section 6.08, shall jointly provide, on an annual basis, the Executive Committee with an appraisal of the performance of the Chief Executive Officer and a recommendation on the Chief Executive Officer's remuneration for the subsequent year.

5.00 EXECUTIVE COMMITTEE

5.01 **The Executive Committee.** There shall be an Executive Committee of the Board consisting of:

- (a) the following five (5) officers of the Federation: the President, the First Vice-President, the Second Vice-President, the Third Vice-President, the Immediate Past President or, if applicable, the Vice-President at Large in lieu of the Immediate Past President and
- (b) nine (9) other members of the Board. Five (5) of those nine (9) members shall be the Chair, or in the absence of the Chair, the Vice-Chair of each of the five (5) Regional Caucuses. Of the remaining four (4) members, one (1) will be the Chair of the Northern and Remote Forum; one (1) will be the Chair of the Rural Forum; one (1) will be the representative of the Affiliate Members; and one (1) will be the representative of the Big City Mayors' Caucus that is appointed by the Board pursuant to Section 3.05.

Except as may otherwise at any time or times be directed by the Board, the Executive Committee is charged with the general management and supervision of the activities and affairs of the Federation and it shall advise and assist the Board and the President and other officers of the Federation in connection therewith. The President and the other officers shall consult with the Executive Committee before proposing any matter to the Board for its approval.

5.02 **Powers of the Executive Committee.** In addition to the powers provided to it in this bylaw, but subject to any directions which the Board may from time to time prescribe, the Executive Committee shall possess and may exercise, during intervals between meetings of the Board, all the powers of the Board in the administration of the activities and affairs of the Federation except as otherwise provided by Section 138(2) of the Act. Subject to the Act and to any directions prescribed by the

Board, the Executive Committee may make such regulations as it sees fit to govern the calling and holding of its meetings and generally the conduct of its own affairs.

- 5.03 **Chair of Executive Committee.** The President shall be Chair of the Executive Committee and the First Vice-President shall be the Vice-Chair of the Executive Committee and shall act as Chair in the absence of the President. If at any meeting of the Executive Committee the President and the First Vice-President are both absent, then the Second Vice-President shall act as Chair thereof or if the President, the First Vice-President and the Second Vice-President are all absent, then the Third Vice-President shall act as Chair or if the President, the First Vice-President, the Second Vice-President and the Third Vice-President are all absent there from, the Executive Committee shall choose one of its members present to be the Chair of that meeting. The Chair of the meeting of the Executive Committee shall have a vote but not a second or casting vote.
- 5.04 **Meetings and Quorum.** The Executive Committee shall meet at least eight (8) times annually. Meetings shall usually be held by telephone conferencing but may, as determined by the President, be in person or held by internet or other electronic means of conferencing. Meetings shall be held on such day, at such time, at such place and by such means as are from time to time determined by the President on reasonable notice. Eight (8) members present shall constitute a quorum for meetings of the Executive Committee, of which at least one member must be an elected Officer of the Federation.

6.00 OTHER COMMITTEES

- 6.01 **Regional Caucuses.** There shall be a separate Caucus for each Region. Each Director shall automatically be a member of the Regional Caucus that includes the province or Territory of that Director where possible, Non-Board members may participate without voting rights.
- 6.02 **Chair and Vice Chair of Regional Caucuses.** The members of each Regional Caucus shall elect by a majority vote a Chair and a Vice Chair annually from among the members of that Caucus.
- 6.03 **Big City Mayors' Caucus.** There shall be a Committee known as the "Big City Mayors' Caucus", which shall be comprised of the mayors of cities that are Municipal Members, with membership determined from time to time by the Caucus based on the following considerations: population, regional representation and overall caucus size. The members of the Big City Mayors' Caucus may elect by a majority vote a Chair and two Vice-Chairs annually from among the members of that Caucus.
- 6.04 **Northern and Remote Forum.** There shall be a Committee known as the "Northern and Remote Forum," which shall be comprised of Directors and committee members of Municipal or Affiliate Members from north of the 54th parallel or Labrador, Northwest Territories, Yukon or Nunavut. Municipal or Affiliate members from south of the 54th parallel are eligible for membership in the Forum if they meet the eligibility criteria for the federal Northern Residents Tax Deduction. The Chair of each regional caucus is also eligible for membership in the Forum. The Northern and Remote Forum Chair and Vice-Chairs shall rotate on an annual basis among the three Territorial Association Presidents. The term of the Northern and Remote Forum Chair and Vice-Chairs shall start upon the adjournment of the Federation's annual meeting of members and continue until the end of the meeting at which their successor is appointed.
- 6.05 **Rural Forum.** There shall be a committee known as the "Rural Forum" which shall be comprised of Directors and Committee members of Municipal or Affiliate Members which are rural in nature or urban communities that have a significant rural component or a significant rural interest, as may be defined from time to time by the forum. The affiliate Member representative on the Executive Committee, under Section 5.01, will also sit as a member of the Rural Forum. The members of the Rural Forum shall elect by a majority a Chair and two Vice-Chairs annually from amongst members of that forum.

- 6.06 **Elections Committee.** An Elections Committee shall be appointed by the Executive Committee at its first Meeting of each year. The members of that Committee shall be composed of one (1) Director representative from each province and Territory. The responsibilities of the Elections Committee are set out in Section 4.03 hereof
- 6.07 **Finance and Audit Committee.** There shall be a Committee known as the "Finance and Audit Committee", which shall be comprised of the First Vice-President, the Third Vice-President, and the Chair, or in the absence of the Chair, the Vice-Chair of each of the five (5) Regional Caucuses. The First Vice-President shall be the Chair of the Finance and Audit Committee. The Finance and Audit Committee will assist the Chief Executive Officer and other appropriate Secretariat staff in meeting their responsibilities with respect to the Federation's financial matters.
- 6.08 **Governance Committee.** There shall be a Committee known as the "Governance Committee" which shall be comprised of the Second Vice-President, the Third Vice-President, the Past President, and one (1) Director representative from each of the five (5) Regional Caucuses. The Second Vice-President shall be the Chair of the Governance Committee. The Third Vice-President shall be the Vice-Chair of the Governance Committee. The Governance Committee will assist the Chief Executive Officer and other appropriate Secretariat staff in meeting their responsibilities with respect to the Federation's governance matters.
- 6.09 **Human Resources Committee.** There shall be a Committee known as the "Human Resources Committee", which shall be comprised of the President, the First Vice-President, the Second Vice-President, the Third Vice-President, the Immediate Past President or, if applicable, the Vice-President at Large in lieu of the Immediate Past President. The Immediate Past President shall be the Chair of the Human Resources Committee; if there is no Immediate Past President, the committee shall select one of its members as Chair. The Human Resources Committee will assist the Chief Executive Officer and other appropriate Secretariat staff in meeting their responsibilities with respect to the Federation's human resource matters.
- 6.10 **Green Municipal Fund Council, an Investment Committee and a Peer Review Committee.** In accordance with the Funding Agreement there shall be established, as committees of the Federation:
- (a) the Green Municipal Fund Council (the "GMF Council")
 - (b) an Investment Committee and
 - (c) a Peer Review Committee.

The Board shall adopt one or more resolutions addressing the mandate of such committees, the rules of procedure applicable thereto, the duties and responsibilities of their members, the manner in which such members are appointed, removed and remunerated, and such other matters as the Board shall deem advisable, provided that such resolutions are not inconsistent with the terms of the Funding Agreement.

- 6.11 **Additional Committees.** The Board or the Executive Committee may from time to time establish one or more Special Committees as they deem appropriate. The Board may establish one or more permanent Standing Committees as they deem appropriate. The President shall appoint the members of each such committee from the Directors and may include Non-Board Members. All committee members shall have full voting rights at any committees to which they are appointed to.
- 6.12 **Regulations.** Subject to law, to the Federation's Articles, to the bylaws of the Federation and to any regulations prescribed by the Board or by the Executive Committee, any Committee of the Federation may make such regulations as it sees fit to govern the calling and holding of its meetings and generally the conduct of its own affairs.

7.00 MEETINGS OF MEMBERS

7.01 **Annual General Meeting.** An Annual General Meeting of the Members shall be held on such day, at such time and at such place, as determined by the Executive Committee but in any case, not (a) more than fifteen (15) months after the holding of the last preceding Annual General Meeting, and (b) not later than six (6) months after the end of the Federation's preceding Financial Year.

7.02 **Special Meetings.** Special Meetings of the Members may be called at any time by the Board upon the President receiving a written request, which specifies the reason or reasons for requesting the special meeting, from not less than ten (10) Directors representing not less than a total of three (3) provinces and territories. Such Special Meeting shall be held on such day and at such time and place as may be determined by the Board, provided that such meeting shall not be held later than sixty (60) days following receipt by the President of the said request. The Executive Committee may call a Special Meeting in between meetings of the Board if the matter to be dealt with is of an urgent nature. Additionally, a Special Meeting of the members shall be convened by the Board if a written petition signed by 10% of the members stating the purpose of the meeting is presented. If the directors do not call a meeting within the prescribed period after receiving the requisition from the members, any member who signed the requisition may call the meeting.

7.03 Notice of Meetings.

- (a) Notice of the day, time and place of meetings of Members shall be given to each Member who, at the close of business on the record date for notice or if no record date for notice is fixed, at the close of business on the preceding day on which the notice is given, is entitled to receive notice, by the following means:
 - (i) by mail, courier or personal delivery to each such Member, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held; or
 - (ii) by telephonic, electronic or other communication facility to each such Member, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.
- (b) Notice of any Annual General Meeting shall include a statement informing the Members that the comparative financial statements, report of the Public Accountant, and any other documents required by the Act, are available at the registered office of the Federation and that the Members may, upon request, obtain a copy of those financial statements and other documents free of charge at the registered office or by prepaid mail.

Notice of any meeting where special business will be transacted shall state the nature of that business in sufficient detail to permit the Members to form a reasoned judgment on the business and state the text of any Special Resolution to be submitted to the meeting. For purposes of this Section, all business transacted at a special meeting or Annual General Meeting of the Members, except consideration of the financial statements, Public Accountant's report, election of Directors and re-appointment of the incumbent Public Accountant, is "special business".

7.04 **Quorum.** The quorum for any annual or special meeting of the Members shall be a total of fifty (50) Accredited Representatives present, not including Members of the Board of Directors and should include at least two elected Officers of the Federation.

7.05 **Speaking and Voting.** Accredited Representatives have the right to take part in discussions and, except as otherwise provided for in this bylaw, to vote at meetings of the Members. Each Accredited Representative shall have the right to exercise one (1) vote.

7.06 **Number of Accredited Representatives.** Each Municipal Member may appoint as many delegates as it wishes to qualify to be Accredited Representatives at a meeting of Members and each Affiliate Member may appoint two (2) delegates to qualify to be Accredited Representatives.

- 7.07 **Casting Votes.** Subject to any provisions to the contrary which may be contained in this bylaw or in the Articles of the Federation, or in the Federation's adopted parliamentary authority or Standing Rules, or be prescribed by law, all questions arising at any meeting of the Members shall be decided by a majority of the votes cast. The Chair of the meeting shall have a vote but not a second or a casting vote. In case of an equality of votes the motion shall be declared lost. Every question shall be decided in the first instance by a show of hands, but an Accredited Representative may demand that a poll be taken, in which case a poll shall be taken in such manner as the Chair shall direct.
- 7.08 **Meetings Held by Electronic Means.** A meeting of Members may be held by telephonic or electronic means in accordance with the Act as follows:
- (a) Any person entitled to attend a meeting of Members may participate in the meeting by means of such telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Federation makes available such a communication facility and the meeting complies with the requirements in the Act and the Regulations made thereunder. A person participating in a meeting by such means is deemed to be present at the meeting.
 - (b) Notwithstanding clause 7.08 (a), if the Directors or Members of the Federation call a meeting of Members, those Directors or Members, as the case may be, may determine that the meeting be held, in accordance with the Act and the Regulations made thereunder, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
 - (c) Any person participating in a meeting of Members by means of a telephonic, electronic or other communication facility and entitled to vote at such meeting, may vote using the communication facility that the Federation has made available for that purpose. When a vote is to be taken at a meeting of Members, the voting may be carried out by means of a telephonic, electronic or other communication facility only if that facility enables the votes to be gathered in a manner that permits their subsequent verification; and permits the tallied votes to be presented to the Federation without it being possible for the Federation to identify how each Member voted.

8.00 CHAIR OF MEETINGS AND ROBERT'S RULES OF ORDER

- 8.01 **Robert's Rule of Order.** The Chair of each meeting of the Board, of the Members and of Committees of the Federation shall direct the deliberations and ensure the smooth conduct of the meeting. He or she shall establish, in a reasonable and impartial manner, the procedure to be followed based on the rules contained in Robert's Rules of Order. In the event of any inconsistency between the rules contained in Robert's Rules of Order and the provisions of the Act, the Articles of the Federation, or these bylaws, the provisions of the Act, the Articles, or these bylaws, shall prevail.

9.00 REGISTERED OFFICE, SIGNING OFFICERS AND SECRETARIAT

- 9.01 **Registered Office.** The office of the Federation will be situated in the City of Ottawa in the Province of Ontario-until changed in accordance with the Act.
- 9.02 **Signing Officers.** Cheques, drafts or orders for the payment of money, notes, acceptances, bills of exchange, contracts, documents or any instruments in writing shall be drawn, accepted, endorsed and signed by such person or persons and in such manner as the Board or the Executive Committee may from time to time prescribe and all contracts, documents and instruments in writing so signed shall be binding on the Federation without any further authorization or formality.
- 9.03 **Secretariat.** There shall be a Secretariat consisting of staff of the Federation which shall carry out, under the direction of the Chief Executive Officer, executive and administrative duties assigned to it from time to time by the Board or by the Executive Committee.

10.00 FINANCIAL MATTERS

10.01 **Borrowing Powers.** The Board may from time to time:

- (a) borrow money upon the credit of the Federation;
- (b) issue, reissue, sell or pledge debt obligations of the Federation; and
- (c) mortgage, hypothecate, charge, pledge or otherwise create security interest in all or any real and personal, moveable and immovable property of the Federation owned or subsequently acquired, to secure any debt obligations of the Federation.

This Section shall remain in force and be binding upon the Federation as regards any person acting in reliance thereon until such person has received written notification from the Federation that this Section has been repealed or replaced.

10.02 **Appointment of Public Accountant.** A Public Accountant of the Federation shall be appointed by the Members at every Annual General Meeting to audit all accounts for the next ensuing Financial Year, and all the accounts and all books of accounts maintained by the Federation shall be submitted to the Public Accountants for their examination and their report prior to the next Annual General Meeting. No officer or Director of the Federation may be appointed to act as, or be an employee of, a Public Accountant of the Federation.

10.03 **Financial Report.** For each Financial Year, the Public Accountant's financial report shall be presented to the Members at the Annual General Meeting that follows such Financial Year, and a copy of the said report shall be made available for each Member prior to that Annual General Meeting.

10.04 **Remuneration.** Save and except for the President and for the Chief Executive Officer, the officers, Directors, members of the Executive Committee and members of any other Committee of the Federation shall serve without remuneration. In accordance with the Finance Administration Guide Policy Respecting Expenses Incurred by FCM President and Board of Directors (as such Policy is from time to time approved by the Executive Committee and is then in force and effect) officers, Directors, members of the Executive Committee and members of other Committees of the Federation may be reimbursed for reasonable expenses incurred by them on behalf of the Federation in their performance of their duties and may be paid fees for acting for the Federation in a professional capacity if such payments are authorized by the Board or by the Executive Committee.

10.05 **The Fund.** Without limiting the generality of Section 3.01, the Board will adopt such resolutions, policies, guidelines, rules and procedures as may be necessary or appropriate to manage the governance and operations of the Fund, provided they are not inconsistent with the terms of the Funding Agreement.

11.00 HARASSMENT POLICY AND CODE OF ETHICAL CONDUCT

The Federation shall implement and maintain in force a Harassment Policy and a Code of Ethical Conduct, which shall include Conflict of Interest provisions as part thereof. This Policy and Code shall be adopted by the Board, and shall include any amendments that may from time to time be made to it by the Board or by the Executive Committee. The Policy and Code applies to all Directors, officers of the Federation and members of Committees of the Federation.

12.00 ENACTING, REPEALING AND AMENDING BYLAWS

Subject to the Act a bylaw of the Federation may be enacted, repealed or amended at any Annual General Meeting or at any special meeting of the Members called for that purpose, provided that notice of any motion to enact, to repeal or to amend the bylaw is in the hands of the Chief Executive Officer at least twenty-two (22) days before the date of such meeting and has been given to the

Members in accordance with the provisions of Section 7.03 hereof; or, subject to the Act, they may be enacted, repealed or amended by the Board at any meeting of the Board, provided that any such enactment, repeal or amendment of bylaws by the Board shall only have force until the next Annual General Meeting or until any special meeting of Members called for that purpose and if not approved by the Members present and voting at such meeting, shall from that time cease to have force and effect.