FEDERATION OF CANADIAN MUNICIPALITIES

BOARD BY-ELECTION POLICY

Approved by: Executive Committee, February 26, 2026

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1.0 PURPOSE

Pursuant to Section 3.17 of Federation of Canadian Municipalities' (FCM) Bylaw No. 1 permitting the board to establish an election policy, and Section 3.10 of the bylaw which states:

> **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.

This policy outlines the process to be followed in case of vacancy of elected seats on the FCM board of directors.

It does not apply to vacancies in appointed seats, which can be filled at any time by the appointing municipality or affiliate member. Nor does it apply to table officer vacancies; they are filled in accordance with the process outlined in Sections 4.06 and 4.07 of the bylaw.

This policy supplements the Board Director Elections Policy. In case this policy conflicts with the bylaw, the bylaw takes precedence.

2.0 BY-ELECTION TRIGGERS

By-elections are held in two scenarios.

a) **Annual Election Process** – All vacancies are filled during the annual election process. For regions that would not normally hold elections until the following year, if there are vacancies, by-elections will be held for those seats alongside the regularly held annual elections.

b) **25%+Six Month Trigger** – By-elections are held outside the annual election cycle if
   - a regional caucus has vacancies that add up to 25% of their total allocated board directors, and those vacancies are from among elected directors (as opposed to appointed directors), and
   - there are at least six months until the next Annual General Meeting.

A threshold of 25% of the caucus seats of elected directors for each region is shown in the column labelled "Trigger" in this table:

Region	Total	25%	Appointed	Elected	Trigger
ATL	12	3	7	5	**3 of 5**
QC	12	3	6	6	**3 of 6**
ON	16	4	7	9	**4 of 9**
P&T	20	5	11	9	**5 of 9**
BC	8	2	1	7	**2 of 7**

Vacancies that happen during a regular board election don't automatically trigger the special rule (25% + six months). They will instead be filled at the next Annual General Meeting through

a by-election. However, if more vacancies occur later in the term, and those new vacancies meet the 25% + six-month rule, then the seats left open from the regular election will also be included in that by-election.

3.0 ELIGIBILITY

In accordance with subsection 126 (1) of the *Canada Not-for-Profit Corporations Act*, the following persons are disqualified from being a director of FCM: a) anyone who is less than 18 years of age; b) anyone who is incapable; c) a person who is not an individual; and d) a person who has the status of a bankrupt.

In addition, each person seeking election to the FCM board of directors shall:

a) be an elected municipal official;
b) have the written approval of their Municipal Member to participate on FCM's Board of Directors. The candidate will submit
   - a completed consent form (made available by FCM), and
   - a certified true copy of a resolution endorsed by the Municipal Member that includes the duration of the approval, and confirmation that the Municipal Member will assume any costs related to attending FCM board and committee meetings[1];
c) be able to fulfill their fiduciary duties, act in the highest ethical standards and understand and adhere to FCM's Code of Ethical Conduct and Harassment Policy, which are available on the FCM website; and
d) acknowledge that FCM shall not pay for or reimburse any costs or expenses incurred in relation to attendance at meetings of FCM's committees or Board of Directors, except as otherwise provided in FCM policies.

4.0 PROCESS

By-elections held during the Annual Election Process, shall be carried out accordance with the Board Director Elections Policy.

The process for by-elections held as a result of the 25%+Six Month trigger shall include:

- **Call for Nominations** to member municipalities of the province or territory with vacancies. The Board Director Elections Policy outlines the campaign guidelines, eligibility requirements, and submission requirements.
- **Nomination Period** to allow sufficient time for candidates to submit the required documentation.
- **Voting period** during which candidates' information is shared with directors of the relevant Regional Caucus who can cast their vote, via an electronic platform. For clarity, in accordance with the Bylaws, non-board committee members are not entitled to vote.
- **Announcement** of the successful candidates and any acclaimed candidates where only one candidate registered for a given position by the stated deadline.

[1] Should a resolution not be for the full FCM board term, and a director be up for municipal election during that term, they will be required to secure and submit a new resolution once the new municipal council is constituted.

- **Ratification** of the successful candidates by the board of directors, in accordance with the Bylaws and the *Canada Not-for-Profit Corporations Act*.