

CONSTITUTION OF THE NORTHWESTERN ONTARIO MUNICIPAL ASSOCIATION

NAME

1. The Organization shall be known as the "Northwestern Ontario Municipal Association" (NOMA) and hereinafter referred to as the Association.

OBJECTS

2. The objects of the Association shall be:
 - (a) to consider matters of general interest to the Municipalities and to procure enactment of such legislation as may be of advantage to the Municipalities of Northwestern Ontario; and,
 - (b) to take united action on all matters where the rights of the Municipalities may be affected to advance the standards of Municipal Government through education and discussion and generally to promote their interests.

MEMBERSHIP

3. Municipal membership: The membership of the Association shall consist of:
 - (i) The Rainy River District Municipal Association;
 - (ii) The Thunder Bay District Municipal League;
 - (iii) The Kenora District Municipal Association; and,
 - (iv) The Corporation of the City of Thunder Bay.
4. Associate membership: (1) Non-voting annual associate memberships are available for purchase by not-for-profits and businesses.
 - (2) The privileges of an associate membership shall be determined by resolution from time to time by the Board of Directors.

BOARD OF DIRECTORS

5. Board of Directors: (1) The Board of Directors, referred to as the “Board” shall consist of:
- (i) The Executive Committee;
 - (ii) three(3) members, two (2) elected and one (1) administrative official, from each District Member Organization; and
 - (iii) two (2) members, one (1) elected and one (1) administrative official, from the City of Thunder Bay.
- (2) The method of selecting the members to the Board shall be determined by the Member Organizations and the members selected shall be forwarded to the Executive Director no later than March 31st.

OFFICERS

6. (1) The President and Executive Vice President shall be elected by the general membership at the Annual General Meeting and shall hold office for a period of two years.
- (2) If the President or Executive Vice President elect is a person(s) nominated or selected by a Member Organization to sit on the Executive or Board, that Member Organization shall select another person(s) in substitution therefore.
7. (1) If the office of the President or Executive Vice President becomes vacant, for any reason, the Board shall appoint an interim President or Executive Vice President from the present members of the Board and that person/s shall hold office until the next Annual General Meeting.
- (2) The Member Organization from which the Interim President or Interim Executive Vice President is selected shall select a person to fill the vacancy created by the appointment/s noted above and the person/s shall hold office until the next Annual General Meeting.
- (3) An election shall be held to fill the position for the unexpired portion of any term at the next Annual General Meeting.

8. (1) The Executive Director shall be appointed by the Board for a term to be determined by resolution of the Board and shall have non-voting rights. The membership shall be advised immediately of the appointment or termination of an Executive Director.

(2) Should the Executive Director be removed or vacate his/her office prior to the expiration of his/her term, the Board shall appoint a successor.

EXECUTIVE COMMITTEE

9. (1) The Executive Committee (the "Executive") shall consist of the President, the Executive Vice President, the most immediate Past President, one Vice President from each Member Organization, and the Executive Director.

(2) Each member organization shall select a Vice President to sit on the Executive Committee and the Member Organization shall notify the Executive Director of their selection no later than March 31st of the year.

(3) Except for the Executive Director, members shall be elected officials at the time of their election and shall hold office as long as they maintain their status as an elected official or until their successors are elected.

10. Removal from Office: (1) The Board shall have authority to remove any member thereof for conduct unbecoming a Board member, subject to the following:
 - (a) that notice of a proposal to remove the member be given to that member and all other members of the Board not less than 15 days prior to the vote being held;
 - (b) should the member being proposed for removal have been nominated or appointed by a Member Organization, the President of that organization shall also receive the notice provided under clause 10(1)(a);
 - (c) notice shall include the reason for the proposed removal;
 - (d) the member proposed for removal may make submissions to the Board prior to the vote;
 - (e) any vote in favour of removal must be passed with two thirds of the total Board having voted in the affirmative; and,

(f) the person removed from office and the President of the Member Organization referenced in clause 10(1)(b) shall be notified of the decision of the Board.

11. Vacancies: (1) Should any member, other than the Executive Director, be removed or vacate his/her office before the expiration of the term for which he/she was elected or appointed, a successor shall be appointed from the same Member Organization as was represented by the previous member.

(2) In the case of a member of the Board, (either as an Executive member or a representative of the Member Organization referred to in Section 3) who is a member of a Municipal Council or a Municipal Official, such member shall be deemed to have retired from the Board when no longer a member of a Municipal Council or a Municipal Officer of that member Municipality.

12. Duties of Officers

(1) The President shall preside at all general, Board and Executive meetings and decide on all questions of order and make any suggestions he or she may deem necessary in the interest of the Association.

(2) The Executive Vice President shall assist the President when called upon to do so and in the absence of the President shall assume his or her duties. The Executive Vice President shall also act as Treasurer and shall be responsible to oversee the financial activities of the organization.

(3) The Executive Director shall act as Secretary, attend all general, Board and Executive meetings and keep an accurate record of the proceedings.

(4) The Executive Director shall receive and properly account for all money belonging to the Association and pay all accounts which have been approved for payment. He or she shall, at the end of each fiscal year, have the books audited by the Association's auditor and present audited financial statements at the Annual General Meeting.

(5) The Executive Director shall perform such duties as may from time to time be required by the Association.

MEETINGS

13. Voting - General Meetings: (1) Each member Municipality represented in any of the Member Organizations mentioned in Section 3 shall have not more than six votes, notwithstanding that any Municipal Officials, elected or appointed may

speak to any motion or resolution. The Chair may limit the time for speaking to any motion or resolution on the floor.

(2) Each member of the Board shall have one vote.

(3) Any municipal delegate who has registered at the Convention shall be entitled to vote, or to act on any Committee, but if more than six members are registered from any member Municipality, then the delegates present shall appoint from among the delegates who shall vote or act. A delegate entitled to vote is referred to as "an accredited delegate".

14. Quorums: (1) A simple majority present at a Board meeting or Executive Committee meeting shall constitute a quorum and have authority to transact business brought before them.

(2) A majority of the accredited delegates is necessary to form a quorum at any general meeting.

15. Board and Executive Meetings: (1) The Board and Executive shall hold meetings on such dates and at such locations as the President may decide from time to time.

(2) Five members of the Board, upon written notice to the Executive Director, may cause the Executive Director to call a meeting.

(3) If a Board member misses three consecutive meetings of the Board without just cause, the member may be deemed to have resigned and the Member Organization shall replace such member.

16. Annual General Meeting: (1) The Annual General Meeting shall be held during the last weekend in April unless otherwise decided by the Board.

(2) The Annual General Meeting shall be held on a rotational basis in the Member Organizations' geographic areas of responsibility.

FEES & EXPENSES

17. Membership Fees: (1) Municipal per capita membership fees shall be collected from the Member Organizations set out in Section 3.
- (2) The fee for each membership category shall be assessed by the Board, which shall determine the same on or before the first day of March each year, after having determined by budget the funds required.
- (3) Associate member fees (business and not-for-profit) shall be collected for the fiscal period of January 1st to December 31st. New memberships purchased after June 1st will be discounted by 50% and applied to the remainder of the fiscal period.
18. Extraordinary Expenses: (1) Where any member Municipality or group of member Municipalities requests the support of the Association as a whole on a question of particular benefit to those seeking same, the granting of such request may be made conditional on the applicant bearing all extraordinary costs incidental thereto.
- (2) All assessments of costs under subsection (1) shall be determined by the Board.
19. Constitutional Amendment: (1) Amendments to the Constitution may be introduced at any General meeting and passed by a majority vote PROVIDED THAT a notice of intention to introduce any such amendment/s is made, IN WRITING, to the Executive Director at least SIXTY DAYS before the meeting at which the amendment/s will be introduced.
- (2) All members shall be informed of the proposed amendments by the Executive Director at least THIRTY DAYS prior to the Meeting.

COMMITTEES & PROCEDURES

20. Resolution Committee & Process: (1) A Resolutions Committee shall be appointed by the Board and shall be composed of the Vice-President of the Board representing each of the municipal Member Organizations set out in Section 3.

- (2) The Committee members shall select a Chair from the Committee membership.
- (3) The Board may appoint additional members to the Committee as deemed appropriate.
- (4) The Board may appoint advisors to the Committee as deemed appropriate.
- (5) Resolutions submitted to the Association shall be directed to the Board for consideration and the organization that submitted the resolution shall be advised of any action taken by the Board.
- (6) All resolutions shall be included in the resolution package for the Annual General Meeting and indicate the status of the resolution. Resolutions that have not been acted upon by the Board shall be referred to the Resolutions Committee. The Committee shall recommend as to Concurrence, Non-Concurrence, Concurrence as Amended or any other direction as they find appropriate.
- (7) The Executive Director shall transmit a copy of the resolutions to all Member Municipalities prior to the meeting.
- (8) Emergency Resolutions may be considered at the Annual General Meeting if:
 - (a) the Resolutions Committee has received a copy of the resolution by 5 p.m. the day prior to the consideration of Resolutions by the Annual General Meeting;
 - (b) the majority of accredited delegates agree, and
 - (c) sufficient copies are available for distribution to all accredited delegates.

21. Nomination Committee and Ways and Means Committee

- (1) At the opening session of each Annual General Meeting, a Nomination Committee and a Ways & Means Committee will be struck, each consisting of a Chair, to be named by the President, and one member from each of the Member Organizations referred to in Section 3.
- (2) Membership of the Nomination Committee will consist of persons who have signified that they do not propose to be a candidate for election to the Association's Executive.

(3) These two Committees will meet during the Annual General Meeting and report to the closing Business Session.

(4) The Nomination Committee shall submit the names provided by each Member Organization as the Board of Directors.

(Amended at the Annual General Meeting held in the City of Thunder Bay, April 2011)

**THE CONSTITUTION OF THE -
NORTHWESTERN ONTARIO MUNICIPAL ASSOCIATION**

APRIL 2011