



**AMENDED AND RESTATED
BY-LAW NUMBER 1**

**being a by-law relating generally to the transaction of the affairs of the
MUNICIPAL ENGINEERS ASSOCIATION (“MEA” or the “Association”)**

Amended by Motion at the 2023 AGM

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RECITALS

- A. The Municipal Engineers Association (“MEA”) was incorporated as a corporation without share capital by Letters Patent dated and issued under the seal of office of the Minister of Consumer and Business Services on January 15, 2007.
- B. The MEA is automatically deemed to be under the jurisdiction and application of the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c.15, without any further formality or application for Articles of Continuance.
- C. The MEA is required to be in conformity with the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c.15, in respect of its governing documents, which includes the by-laws of the Association.
- D. Consequently, the Association deems it necessary to repeal By-Law Number 1 as amended on November 20, 2014, and any and all previous by-laws of the Association.
- E. The MEA is committed to serving its Members in accordance with the not-for profit purposes of the as set out in the Articles of the Association.

SECTION ONE - DEFINITIONS AND BUSINESS OF THE ASSOCIATION

1.01 Definitions.

In the By-Law and all other By-laws and Resolutions of the Association, unless the context otherwise requires, the following definitions shall apply:

- (a) **“Act”** means the Ontario *Not for Profit Corporations Act 2010*, S.O.2010, c. 15, as amended from time to time and any statute enacted in substitution thereof, and in the case of such substitution, any references in the By-law of the Association to the provisions of this Act shall be read as references to the substituted provisions thereof in the new statute or statutes;
- (b) **“AGM”** means Annual General Meeting of the Members of the MEA.
- (c) **“Articles”** means the original or restated Articles of incorporation or Articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Association;
- (d) **“Association”** means the Municipal Engineers Association, a corporation which is continued under the Act and as may from time to time be amended and supplemented by amended Articles;

- (e) **"Auditor"** means the Auditor of the Association;
- (f) **"Board"** or "Board of Directors" means the Board of Directors of the Association;
- (g) **"By-Law"** or **"By-Laws"** means this By-Law and all other By-laws of the Association from time to time in force and effect;
- (h) **"Digital Means"** means email, teleconference, video meetings or other such electronic means to transmit information or data;
- (i) **"Engineer-In-Training (EIT)"** – means someone who is a holder of an undergraduate (Bachelor's level) degree in engineering from a recognized Canadian university program accredited by the Canadian Engineering Accreditation Board of the Canadian Council of Professional Engineers or equivalent, and who is eligible to apply for licensure with Professional Engineers Ontario, or who has previously registered as an EIT and is undergoing a four (4) year licensure process.
- (j) **"Extraordinary Resolution"** means a resolution passed by at least 80 per cent of the votes cast on that resolution, or consented to by all Members in the Association who are entitled to vote;
- (k) **"Fundamental Changes"** means those matters relating to or affecting fundamental changes in the Association, and including such other fundamental matters defined in Part XI of the Act, which requires a special resolution of the Members who are entitled to vote;
- (l) **"License"** – means a license to engage in the practice of professional engineering issued under the PE Act;
- (m) **"Member" or "Members"** – means individually a member of the Association or collectively the members of the Association approved for membership within the Association as described in Section 2.01 of these By-Laws under one of the classes of membership as outlined in Section 2.02;
- (n) **"Officers"** – means the President, one or more Vice-Presidents, a Secretary, a Treasurer or, in lieu of a Secretary and a Treasurer, a Secretary-Treasurer of the Association and such other officials as the Board may determine from time to time; and
- (o) **"Ordinary Resolution"** means a resolution passed by a majority of not less than 50% plus one of the votes cast on that resolution;

- (p) **"PE Act"** – means the *Professional Engineers Act* (Ontario), R.S.O. 1990, C.P. 28, as amended from time to time and any statute enacted in substitution thereof, and in the case of such substitution, any references in the By-law of the Association to the provisions of this Act shall be read as references to the substituted provisions thereof in the new statutes or statutes; and
- (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.

1.02 Head Office.

Subject to change by special resolution, the head office of the Association shall be situated in the municipality of the Town of Oakville at:

**1525 Cornwall Road, Unit 22
Oakville ON
L6J 0B2**

or at such place therein as the Board shall from time to time by resolution determine. The Board may establish such other offices as the affairs of the Association may require.

1.03 Fiscal Year.

The fiscal year of the Association shall terminate on August 31st in each year or on such day as the Board may from time to time by resolution determine.

1.04 Banking Arrangements.

The banking business of the Association, or any part thereof, shall be transacted with such bank or banks or trust company or trust companies as the Board may by resolution from time to time determine. All such banking business, or any part thereof, shall be transacted on the Association's behalf by such officer(s) and/or other person(s) as the Board may by resolution from time to time determine.

1.05 Execution of Instruments.

Contracts, documents, or instruments in writing requiring the signature of the Association shall be signed by any two (2) officers of the Association and all contracts, documents and instruments in writing so signed shall be binding upon the Association. The Board shall have power from time to time by resolution to appoint any officer or officers or any other person or persons to sign and deliver on behalf of the Association specific contracts, documents, and instruments in writing.

The term "contracts, documents and instruments in writing" as used in this By-Law shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and

assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debenture or other securities and all paper writings.

SECTION TWO - MEMBERSHIP

2.01 Members.

- (a) Subject to Section 2.01(b) hereof, applications for membership for those who qualify for the various membership classes to the Association (as set out in 2.02 of these by-laws) are to be submitted to the Board for review and approval. Applications shall be submitted in writing or by Digital Means and shall be approved by resolution of the Board.
- (b) Upon approval of these By-laws, each existing Member as of that date shall continue as a Member of the Association according to the class and /or sub-class description of membership held prior to the by-law amendment or continuance of the Association under the Act; and
- (c) Upon admission to membership, Members shall demonstrate interest in furthering the objects of the Association and shall maintain their membership in good standing with the Association.

2.02 Membership Classes.

There shall be two (2) classes of Members:

- (a) **Voting Members:** Are entitled to receive notice of, to attend all meetings of Members of the Association, and to vote at each meeting of Members; also, Voting Members are those who shall be entitled to participate in any distribution of the property of the Association upon the dissolution of the Association.

There are two sub-classes of Voting members:

- Standard Member: individual who is a holder of a license under the PE Act and has full-time employment with an Ontario Municipality.
- Life Member: individual who is a former Voting Member of the Association, has retired from the municipality from active municipal employment, and who is approved as a Life Member by a resolution of the Board. Criteria for Life Members shall include, but not be limited to, the individual's extensive service to the Association through its Board or committees of the Association and extensive service to the individual's municipality.

- (b) **Non-Voting Members:** Are entitled to notice of and to attend general meetings of the Members of the Association but shall not be entitled to vote at any meeting of Members; also, Non-Voting Members shall not be entitled to participate in any distribution of the property of the Association upon the dissolution of the Association.

There are six (6) sub-classes of Non-Voting members:

- EIT Member: an individual who holds an engineering degree and is an engineering pre-licensure applicant or intern, and who is in full-time employment with an Ontario municipality. Upon receiving a license under the PE Act and notifying the Association, the Pre-Licensure or Intern Members will become Voting Members (Standard Member).
- Provincial/Federal Members: an individual who is a holder of any of the licenses under the P.E. Act and, is in full-time employment with a branch or agency of the Federal, Provincial or Municipal Governments or related municipal organizations representing interests of Ontario municipalities.
- Contract Member: an individual who is a holder of any of the licenses under the P.E. Act and is in full-time employment as a direct contract employee of an Ontario municipality.
- Named Engineer Members: an individual who is a holder of any of the licenses under the P.E. Act, is employed by a consulting engineering firm and is designated as the “named engineer” for an Ontario municipality.
- Retired Member: an individual who is a former Voting Member (Standard) of the Association and has notified the Association that he has retired from the municipality from active municipal employment and who would like to remain as a Retired Member.
- Honorary Member: individual who is approved for Honorary Membership by a resolution of the Board. Criteria for Honorary Members is based on where the individual, in the opinion of the Board, has made an outstanding contribution to the practice of Municipal engineering. All resolutions with respect to Honorary members will not be effective until confirmed by a vote of the Members at a forthcoming general meeting of the Association.

2.03 Rights of Members.

The rights of the membership shall be as follows:

- (a) Voting Members shall be entitled to notice of and to attend all meetings of Members of the Association and to have one (1) vote in accordance with Section 4.11 on all matters required to be put to the membership; and
- (b) Non-Voting Members shall be entitled to notice of and to attend general meetings of the Members of the Association but shall not be entitled to vote at such meetings.

2.04 Non-Transferability of Membership.

Membership in the Association is not transferable or assignable.

2.05 Resignation.

Any Member may withdraw from the Association at any time by giving written notice to the Secretary or Secretary-Treasurer of the Association. The resignation shall be effective on the date of receipt of the notice. Any member who resigns will be required to re-apply for membership.

2.06 Termination of Membership.

Membership in the Association is automatically terminated if:

- (a) the Member (any membership class) neglects or fails to pay any dues or fees payable by him within ninety (90) days after the date that the Secretary or Secretary-Treasurer sends a final notice of dues owing in accordance with the provisions of Section 3.01.
- (b) if a Voting Member ceases to be employed by an Ontario Municipality, after twelve (12) months of continual unemployment as a Municipal Engineer in Ontario.
- (c) If a Non-Voting Member ceases to be in the full-time employment with a branch or agency of the Canadian Federal, Provincial or Municipal Governments or related municipal organizations and consulting firms representing interests of Ontario municipalities.
- (d) If the Member is expelled or his or her membership is otherwise terminated in accordance with the Articles or By-Laws;
- (e) If the Member fails to maintain any qualification or condition of membership described in Section 2.01 and Section 2.02 of these By-Laws;

(f) If the Association is liquidated and dissolved under the Act.

Any member terminated under Section 2.06 (a) through Section 2.06 (e) inclusive, and who are eligible to be members, will be required to re-apply for membership.

2.07 Removal of Member.

Any Member may be removed at any time by resolution, or a vote passed by Extraordinary Resolution for conduct which, in the sole opinion of the Board, is harmful to or not in the best interests of the Association. Subject to the membership qualifications, any such Member may reapply for Membership of the Association.

SECTION THREE - MEMBERSHIP DUES

3.01 Annual or Special Dues.

The Board may from time-to-time fix schedules of annual or special dues or fees payable by the Active Members, Associate Members and Retired Members. The Treasurer or the Secretary-Treasurer of the Association from time to time shall notify or cause to be notified the Members of the dues or fees at any time payable by them.

3.02 Notice of Failure to Pay Annual or Special Dues

If any Member at any time neglects or fails to pay their annual or special dues after ninety (90) days after receiving a Final Notice of Dues Payable, the Members in default shall thereupon automatically cease to be Members of the Association. Such members may upon payment of all unpaid dues or fees be reinstated if approved by the Board.

3.03 Termination of Membership shall not Relieve Obligation to Pay Dues.

Termination of membership for any reason shall not relieve any Member of his obligations to pay any annual or special dues or fees then due or accruing due. However, the member may request the Association to refund/credit the pro-rated balance of the dues.

SECTION FOUR - MEMBERSHIP MEETINGS

4.01 Place and Time of Meetings.

Meetings of Members shall be held at the head office of the Association or at such other place on such day and at such time and day as the Board may determine.

4.02 Annual General Meeting.

There shall be an Annual General Meeting (AGM) of the Members of the Association and at every AGM, in addition to any other business that may be transacted, the

report of the Directors, the financial statements and the report of the auditors shall be presented to the Members, the Directors shall be elected and auditors shall be appointed for the ensuing year and the remuneration of the auditors shall be fixed by the Members. If the Members do not appoint the auditors, the Board shall make such appointment and fix such auditors remuneration. Voting Members may request a copy of the financial statements, and the Board shall provide it no later than fourteen (14) days in advance of the AGM.

4.03 General Membership Meetings.

The Board shall have the power to call at any time a general meeting of the Members of the Association.

4.04 Notice of Meeting.

No public notice or advertisement of meetings of Members shall be required, but notice of the time and place of every such meeting and the general nature of business to be transacted at such meeting, shall be given to each Member in the manner provided in Section Fifteen of this By-Law not less than fourteen (14) days before the time fixed for holding such meeting; provided that any such meeting of Members may be held at any time and place without such notice if all the Members entitled to vote at such meeting of the Association are present or represented thereat or if those absent waive notice thereof or signify their consent in writing to such meeting being held.

The auditors of the Association are entitled to receive all communications relating to any meeting of Members.

4.05 Errors in Notice, Waivers.

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the Members shall invalidate such meeting or make void any proceedings taken there, and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

4.06 Chair.

The President shall be chair of any meeting of Members. In the event the President is not present within fifteen (15) minutes from the time fixed for holding the meeting, or if the President is unable or unwilling to act, the following individual in order of precedence shall chair the meeting:

1. 1st or 2nd Vice-President;
2. Secretary
3. Treasurer;
4. In lieu of a Secretary and a Treasurer, Secretary-Treasurer
5. Past President; or

6. Director.

In the event none of the above are in attendance, Members present at the meeting shall choose one of their number to be chair of the meeting.

4.07 Quorum.

A quorum for the transaction of business at any meeting of Members of the Association shall consist of 25 Members entitled to vote at such meeting as represented in person or by proxy or vote by Digital Means. Quorum, once established, shall be maintained throughout the meeting. If a quorum is not present at the time appointed for a meeting of Members, or if quorum is not maintained throughout the meeting, then, within such reasonable time thereafter as the Members present and entitled to vote may determine, such Members may adjourn the meeting of Members to a fixed time and place, subject to the notice requirements in Section 4.04 of this By-Law.

4.08 Video Meetings.

When necessary, Members may participate in any meeting of Members via a video meeting platform or such other Digital Means as to permit all Members participating in the meeting to communicate with each other simultaneously and instantaneously, and a Member participating in such meeting by such means is deemed to be present at the meetings. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Members and of committees of the Members held while a Member holds office.

Votes shall be taken by recording the verbal assent or dissent of the Members. The establishment of quorum at meetings held pursuant to this section and appropriate security with respect to such meetings shall be achieved by emailing a link to the video meeting to those wishing to attend and providing a password without which the relevant participant will not be able to participate in the meeting for the purposes of quorum and in order to maintain appropriate security.

4.09 Calculation of Number of Votes of Members.

At any meeting of Members each Voting Member shall have one (1) vote.

4.10 Proxies.

At any meeting of Members, a proxy duly and sufficiently appointed by a Voting Member shall be entitled to exercise, subject to any restrictions expressed in the instrument, the same voting rights that the Voting Member appointing him would be entitled to exercise if present at the meeting. An instrument appointing a proxy shall be in writing or delivered by Digital Means, shall be compliant with the Act and the regulations under the Act, and shall be acted on only if, prior to the commencement of the meeting, it is deposited with the Secretary or Secretary-Treasurer of the Association or as may be directed in the notice calling the meeting.

4.11 Voting.

At all meetings of Members, every question shall be decided by a majority of the votes of the Voting Members present in person or represented by proxy or vote by Digital Means unless otherwise required by the by-laws of the Association, or by law. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any Voting Member. Upon a show of hands, every Voting Member shall have one (1) vote, and unless a poll be demanded a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the Association shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the Voting Members present in person or by proxy, and such poll shall be taken in such manner as the Chair of the meeting shall direct and the result of such poll shall be deemed the decision of the Association in general meeting upon the matter in question. In the event of an equality of votes at any general meeting of the Members, whether upon a show of hands or at a poll, the Chair shall not be entitled to a second or casting vote.

4.12 Adjournment.

Any meeting of Members may be adjourned at any time or from time to time and no notice of such adjourned meeting need be given to Members. 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.

SECTION FIVE - QUALIFICATION AND ELECTION OF DIRECTORS AND OFFICERS

5.01 Management of the Association

The activities and affairs of the Association shall be managed by the Board.

5.02 Board Composition.

- (a) The Board shall consist of ten (10) Directors or such other number of Directors to be determined by special resolution of the Members from time to time to give effect to the Director elections in Section 5.03 of this By-Law. The Past President shall be a director ex officio. The remaining nine (9) Directors shall be elected as required by Voting Members of the Association.
- (b) Within this composition of ten (10) Directors, the following applies:

- (i) A minimum of four (4) Directors will concurrently hold executive positions as President, 1st Vice President, 2nd Vice-President, Secretary (or in lieu of Secretary, a Secretary-Treasurer), and Treasurer (or in lieu of Treasurer, a Secretary-Treasurer);
 - (ii) A maximum of five (5) Directors will be directors-at-large who will not hold any executive positions in the Association; and
 - (iii) One (1) Director shall hold the ex-officio office as Past President.
- (c) Board make-up shall be further qualified by municipal representation, to the best extent as possible, provided that no more than one municipality is represented on the Board at any time except in the following circumstances:
- (i) Except in the case where an existing Board member transfers from one municipality to another municipality during their Board tenure.
 - (ii) Except in the case where an existing Board member having transferred to another municipality is seeking re-election.

5.03 Election and Term of Office.

- (a) Election of Directors of the Board shall occur at each AGM of the Members of the Association from a list of candidates put forth by the Nominating Committee as per Section 6.03. Directors may be elected to serve terms of either one (1) year, two (2) year, or three (3) year terms depending on their respective roles on the Board, as either Directors with concurrent executive positions as President, 1st Vice President, 2nd Vice-President, Secretary (or in lieu of Secretary, a Secretary-Treasurer), Treasurer (or in lieu of Treasurer, a Secretary-Treasurer) or as Directors-at-large who will not hold any executive positions in the Association.
- (b) At the AGM,
- (i) one (1) Director will be elected to a three (3) year term. Upon being elected, the Board may appoint this Director to serve concurrently as an Officer of the Association as follows:
 - as the 2nd Vice President (year 1 of Director term),
 - as the 1st Vice President (year 2 of Director term); and
 - as the President (year 3 of the Director term).
 - (ii) Five (5) Directors will be elected to one (1) year terms.
- (c) In alternating years, at the AGM,

- (i) one (1) Director will be elected to a two (2) year term. Upon being elected, the Board may appoint this Director to serve as an Officer of the Association as follows:
 - as the Secretary or Secretary-Treasurer (year 1 of Director term; and year 2 of Director term).
- (ii) Five (5) Directors will be elected to one (1) year terms;
- (d) One Director will serve as ex-officio (e.g., the Past President) for a one (1) year term and is not subject to re-appointment or re-election;
- (e) In the event a Director serving concurrently as an Officer and a Director on a two (2) or three (3) year term is unable to serve out his/her entire term, election terms for new Directors will be adjusted accordingly to ensure a Director will be elected and appointed by the Board to be able to serve out to the role of President.
- (f) Each Director shall hold office from the date of the meeting at which he is elected until the close of the next AGM, the close of second AGM, the close of the third AGM or until his successor is elected, depending on the term of his/her tenure. At the AGM, each Director will either continue to serve his term, or be subject to re-election.
- (g) A Director who concurrently serves as President, and whose term has expired shall be eligible for re-election as a Director after a 5-year waiting period from the date his term expired.

5.04 Qualifications of Directors

Subject to being screened by the Nominating Committee and subject to meeting the qualifications of Directors as set out in the Act, in order to serve on the Board, Directors must be a Voting Member (excluding Life Members) of the Association in good standing.

5.05 Vacancy of Office of Director.

A Director shall cease to be a Director if such person:

- (a) Has served out his term and is not re-elected;
- (b) delivers a written resignation to the Secretary or Secretary-Treasurer of the Association;
- (c) is no longer a Voting Member of the Association;
- (d) is terminated (Section 2.06) or removed (Section 2.07) as a member of the

Association pursuant to Section 2.07;

- (e) fails to attend the minimum requisite Board meetings as per Section 7.12;
- (f) fails to meet the qualifications of Director and is removed by Extraordinary Resolution;
- (g) in the case of a Director ex officio:
 - (i) If he resigns during his ex-officio term
 - (ii) If the sitting President is terminated (Section 2.06) or removed (Section 2.07) during his term and will not be eligible to serve as Past President.
 - (iii) Fails to meet the qualifications of Director ex-officio and is removed by resolution of the Board.
- (h) is removed by resolution passed by at least two-thirds of the votes cast at a meeting of the Members of which notice specifying the intention to pass such resolution has been given, and may, by majority of the votes cast at that meeting, elect any qualified person in the stead of such Director for the remainder of the term.
- (i) Dies.

5.06 Vacancies, Board of Directors.

Vacancies on the Board, however caused, may, so long as a quorum of Directors remains in office, be filled by the Board from among the Voting Members listed on the slate of candidates last put forth by the Nominating Committee, but if there be not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the Members to fill the vacancies.

SECTION SIX - NOMINATING COMMITTEE

6.01 The Nominating Committee shall be comprised of Voting Members as follows:

- (a) Subject to subsection (b) below, the Past President and a minimum of two (2) previous Past Presidents who served in this role within the preceding five (5) years.
- (b) No member of the Board, with the exception of the current Past President ex-officio, may be a Member of the Nominating Committee.

In cases where the Past President is no longer eligible to act, or if it is not convenient to act as Chair of the Nominating Committee for any reason whatsoever, the next preceding available Past President shall act as Chair. If no Past Presidents are available, the Members shall elect the three (3) person Nominating Committee and the Committee will then choose one of their number as Chair.

6.02 The Executive Director shall request the Chair of the Nominating Committee to activate the Committee and file the Committee's report.

6.03 The duties of the Nominating Committee shall be:

- (a) To notify the Board, not less than sixty (60) days prior to the election, of the vacancies requiring nominees;
- (b) Candidates considered suitable by the Nominating Committee for each of the vacant positions on the Board shall be selected from the roster of Voting Members (excluding Life Members) after determination by the Nominating Committee of the willingness of the proposed candidate to stand for and accept the particular office;
- (c) The Nominating Committee's report shall be filed with the Board at least sixty (60) days prior to the Annual Meeting of the Members; and
- (d) To conform to the proper election of the Directors as provided in Section 5.03 herein and to conform to the proper qualifications of the Directors as provided in Section 5.04 herein.

6.04 Additional candidates for the vacant positions on the Board may be nominated but such additional candidates must be Voting Members (excluding Life Members) nominated by their fellow Voting Members. Such nominations shall be submitted in writing to the Executive Director, comprised of the signatures of five (5) other Voting Members, representing five (5) separate municipalities, at least seventy-five (75) days prior to the Annual Meeting of the Members. Such nomination and sponsorship must be in writing and filed with such officer as the Board shall direct and within the time period therein prescribed. In the event the Nominating person is a Life Member and is retired, the requirement that a Nominator represent a municipality is waived.

6.05 A complete list of candidates for the vacant positions on the Board shall be emailed to all Voting Members at least thirty (30) days prior to the date of election with a brief biography of each candidate.

SECTION SEVEN - MEETINGS OF DIRECTORS

7.01 Quorum.

A majority of the Directors (e.g., 6 out of 10) shall constitute a quorum for the transaction of business at any meeting of the Board. Quorum, once established, shall be maintained throughout the meeting. If a quorum is not present at the time appointed for a meeting of Directors, or if quorum is not maintained throughout the meeting, then, within such reasonable time thereafter as the Directors present and entitled to vote may determine, such Directors may adjourn the meeting of Directors to a fixed time and place, subject to the notice requirements in Section 7.04 of this By-Law.

7.02 Place of Meeting.

Meetings of the Board shall be held at the head office of the Association or at such other place as the Board may determine.

7.03 Convening a Meeting.

A meeting of the Board may be formally convened by the President, a Vice-President or any two (2) Directors at any time. The Secretary or Secretary-Treasurer, on the direction of the President, the Vice-President or any two (2) Directors, shall convene a meeting of the Board.

7.04 Notice of Meeting.

Notice of any meeting of the Board shall be given to each Director in the manner provided by Section Fifteen of this By-Law, not less than fourteen (14) business days before the time fixed for holding such a meeting. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have waived notice or otherwise signified their consent to the meeting being held in their absence. The Board may consider or transact any business, either special or general, at any meeting of the Board.

7.05 Notice of Meeting Required.

For the first meeting of the Board held immediately following the election of Directors at the AGM of the Members or for a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, no notice of such meeting shall be necessary to the newly elected or appointed Director or Directors in order to legally constitute the meeting, provided that a quorum of the Directors is present.

7.06 Waiver of Notice.

Notice of any meeting of the Board or any irregularity in any meeting, or in the notice thereof may be waived by any Director either before or after such meeting.

7.07 Chair.

The President, and in his absence a Vice-President, shall be the Chair of any meeting of the Board. If neither officer is present, the Directors present shall choose one of their numbers as chair.

7.08 Majority.

Every question arising at any meeting of Directors shall be decided by a majority of the votes cast. Each Director shall have one (1) vote. In the case of an equality of votes, the chair of the meeting shall not have a second or casting vote and the motion shall be considered to be lost.

7.09 Vote Recording.

The number (or proportion) of the votes in favour of or against any resolution shall only be recorded upon the request of a Director. A declaration by the chair of the meeting that a resolution has been carried or not carried and an entry to that effect in the minutes of the Association shall be prima facie proof of the fact without such proof of the number or proportion of votes accorded in favour of or against such resolution.

7.10 Scheduled Regular Meetings.

The Board may request the Executive Director provide all Directors with a calendar of proposed meeting dates for the Board term, which in each year shall constitute eight (8) scheduled meetings not including special meetings or other meetings not otherwise scheduled, for review as soon as possible following the AGM. Once approved, this calendar will constitute the notice requirements outlined in Section 7.04.

7.11 Video Meetings.

If all of the Directors consent thereto generally or in respect of a particular meeting, one (1) or more Directors may participate in a meeting of the Board or of a committee of the Board by means of a video platform or such other Digital Means as to permit all Directors participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in such meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board of Directors and of committees of the Board held while a Director holds office. Votes shall be recorded by noting the verbal assent or dissent of the Directors.

7.12 Board Meeting Attendance Requirements

Directors are expected to attend all Board meetings. Should a Director not be able to attend at least three quarters (3/4) of scheduled regular Board meetings, not including special meetings or other unscheduled meetings, in a given Board term year-- this being the requisite minimum number of meetings for a Director to be deemed to be in good standing as a Director-- the following actions may apply:

- (a) Except for extenuating circumstances, the Director will be deemed to have vacated his/her office pursuant to Section 5.05(e);
- (b) The Board, having been advised by the Past-President of extenuating circumstances preventing the Directors' attendance at Board meetings and preventing him to maintain good standing as a Director, may at their absolute discretion determine (1) that the Director's deemed vacancy pursuant to Section 5.05(e) should be waived and the Director to continue to fulfill his term as Director; or (2) that a proposal be presented for the formal removal of the Director by Extraordinary Resolution.

SECTION EIGHT - POWERS OF DIRECTORS

8.01 General.

The Board shall have full power with respect to all affairs of the Association and no by-law or resolution passed or enacted by the Board, or any other action taken by the Board, requires confirmation or ratification by the Voting Members in order to become valid or to bind the Association, unless such confirmation or ratification is required by statute.

8.02 Duties of Directors

The duties of Directors of the Association shall be such as the terms of their engagement call for or the Board requires of them from time to time.

8.03 Cheques, etc.

Subject to Section 1.05, all cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Association through its bankers, and endorse notes and cheques for deposit with the Association 's bankers for the credit of the Association, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Association by using the Association 's approved form of endorsement for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance, and certify all books and accounts between the Association and the Association 's bankers and may receive all paid cheques and vouchers and

sign all bank forms or settlement of balances and release or verification slips.

8.04 Securities

The securities of the Association shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn from time to time, only upon the written order of the Association signed by such officer or officers, agent or agents of the Association, and in such manner as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

8.05 Policies/Procedures:

The Board may create/approve/rescind policies and procedures, as necessary, to conform with standard business practices.

All policies shall be posted on the Association website.

SECTION NINE - OFFICERS

9.01 Officer Positions

Subject to Section 9.02, the Board may appoint the incumbent Directors to hold the following offices:

- President
- 1st Vice President
- 2nd Vice President
- Secretary
- Treasurer
- In lieu of a Secretary and a Treasurer, Secretary-Treasurer
- Past President

9.02 Appointment of Officers.

- (a) The Board shall appoint a President, a Secretary, and a Treasurer or in lieu of a "Secretary" and a "Treasurer", a jointly held position to be referred to as a "Secretary – Treasurer", and may appoint from time to time such other officers as the Board may determine, including one or more vice-president positions to be known as 1st Vice-President and 2nd Vice-President. The Board may designate the offices of the Association, appoint Officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage

the affairs of the Association. A Director may be appointed to any office of the Association. Unless this By-law otherwise provides, an Officer may, but need not be, a Director.

- (b) At the first meeting of the Board after the AGM of Members:
 - i. The President of the previous term ending at such AGM shall become the Past-President (ex-officio) for the new term, beginning a one (1) year term;
 - ii. The Board shall appoint a President of the Association, who will have served as the 1st Vice President from the previous term, beginning a one (1) year term;
 - iii. The Board shall appoint a 1st Vice President, who will have served as the 2nd Vice President from the previous term, beginning a one (1) year term; and
 - iv. The Board shall appoint a 2nd Vice President, who will have served as Director from the previous term, beginning a one (1) year term.

- (c) Subject to Article 9.02(a), in alternating years, at the first meeting of the Board after the AGM of Members of the Association, the Board shall, by resolution approved by a majority of the Directors, have the discretion to make any of the following appointments, as may be appropriate for the circumstance:
 - i. appoint a Secretary or Secretary-Treasurer of the Association, who will have served as a Director from the previous term, beginning a two (2) year term; and/or
 - ii. appoint a 2nd Vice-President of the Association, who shall have served as a Secretary or Secretary-Treasurer from the previous term, beginning a 3-year term, (to serve as 2nd Vice-President in the first year, 1st Vice President in the second year, and President in the 3rd year); and/or

If the office of Vice President is vacant at the time of the AGM or if the persons who acted as Vice President in the term ending at such AGM declines the office of President, the Board shall, by resolution approved by a majority of the Directors, select one Director other than the incumbent President and Vice President, to act as President until the next annual general meeting.

- (d) All Officers other than the Past President shall be appointed by resolution approved by a majority of the Board from time to time.

- (e) In default of election or appointment, the then incumbents (being Members of the Board) shall hold office until their successors are elected

or appointed;

- (f) In the absence of written agreement to the contrary the employment of all Officers and officials shall be settled from time to time by the Board.
- (g) Any Officer or official may be removed from office by the Board which may fill any vacancy so occurring for the remainder of the term of such Officer or official.

9.03 Duties of President and Vice-Presidents.

- (a) The President shall be a Director and shall, subject to the authority of the Board, have the general direction and supervision of the affairs and business of the Association, shall be the Chair of the Board, as well as the Chief Executive Officer of the Association and shall have the power to appoint and remove all officials, employees and agents of the Association not appointed by the Board and to settle the terms of their employment and remuneration as approved by the Board. The President shall, when present, preside at all meetings of the Members of the Association and the Board. The President with the Secretary or Secretary-Treasurer, or other Officer appointed by the Board for the purpose, shall sign all by-laws. The President shall be, ex officio, a Member of all committees. The President shall perform such other duties as may from time to time be determined by the Board.
- (b) During the absence or inability of the President, the President's duties and powers may be exercised by the 1st or 2nd Vice-President, or such other Director as the Board may, from time to time, appoint for the purpose, and if the said 1st or 2nd Vice-President, or such other Director shall exercise any such duty or power, the absence or inability of the President shall be presumed with reference thereto.
- (c) The 2nd Vice President, as appointed by resolution of a majority of the Board, commences a 3-year term in order to be able to serve out to the role of President (Year 1 – 2nd Vice President; Year 2 – 1st Vice President; Year 3 – President).

9.04 Duties of Secretary.

The Secretary shall:

- (a) attend all meetings of the Board and of the Members and record or cause to be recorded all facts and minutes of all proceedings in the books kept for the purpose;
- (b) give all notices required to be given to Members and to Directors;
- (c) be the custodian of all books, papers, records, contracts, and other

documents belonging to the Association which shall be delivered up only when authorized by a resolution of the Board and to such person or persons as may be named in the resolution; and

- (d) perform such other duties as may from time to time be determined by the Board.

9.05 Duties of Treasurer.

The Treasurer shall:

- (a) be the custodian of all books, papers, records, contracts, and other documents belonging to the Association which shall be delivered up only when authorized by a resolution of the Board and to such person or persons as may be named in the resolution; and
- (b) perform such other duties as may from time to time be determined by the Board.
- (c) keep or cause to be kept proper books of account and accounting records with respect to the capital and income of the Association, including but not limited to, receiving all payments due to the Association, certify to the correctness of an pay all accounts when authorized; collect fees, keep correct accounts, prepare financial statements, and administer the employment ad service for Members, and such other related duties as may be required;
- (d) invest the funds of the Association not required for immediate use;
- (e) render to the Board whenever called upon an account of all transactions of the Treasurer or the Secretary-Treasurer and of the financial position of the Association; and
- (f) perform such other duties as may from time to time be determined by the Board.

9.06 Past President

Upon the expiry of the term of office the President, the said retiring President shall become ex-officio the Past President of the Association without election or appointment and shall hold such ex-officio position until such time as the newly appointed President's term expires and he becomes next Past President.

Pursuant to Section 5.03(f), in the case of a Director ex officio, the next incumbent Past President shall become a Director ex officio;

The Past President during his term, shall:

- (a) attend all meetings of the Board and provide guidance to the Board of Directors;
- (b) on an annual basis, and in advance of the Nominating Committee's notice requirements for Board vacancies as per Section 6.03.(a), contact each Board member to determine their status and willingness to continue for the next term;
- (c) advise the Nominating Committee on the number of expected vacancies for the upcoming Board term, prior to the notice requirements in Section 6.03(a);
- (d) chair the Nominating Committee to assist in recruiting new Board Members;
- (e) Advise the Board of Directors about any extenuating circumstances in regard to attendance requirements by Directors as per Section 7.12.

9.07 Delegation of Duties

In the event of the absence or inability of any Officer, or for any other reason that the Board may deem sufficient, the Board may from time-to-time delegate all or any of the powers of such Officer to any other Officer, or any Director.

SECTION TEN - EMPLOYEES AND AGENTS

10.01 Executive Director

The Association may employ an Executive Director, who reports to the Board, and whose duties, terms of employment and remuneration shall be established from time to time by the Board, and as of the date of this By-Law currently includes: the responsibility of the day to day operations of the Association, including formulating policy, services/products, and long-range/strategic planning recommendations; attending Committee meetings as recording secretary and Association events; implementing Board decisions; promoting/marketing the Association; overseeing the publication of Association periodicals; overseeing the hosting and organization of Association events; representing the Association with external agencies and on behalf of the Board as required; liaising with member municipalities/agencies and other levels of government; supervising other Association employees and agents

10.02 Other Employees/Agents

The Board may approve other employees/agents, reporting to the Executive Director, whose terms of employment and remuneration shall be established from time to time by the Board, to assist with the day-to-day operational needs of the Association as it becomes necessary.

SECTION ELEVEN - PROTECTION OF DIRECTORS, OFFICERS, EMPLOYEES, AGENTS & OTHERS

11.01 Indemnity.

All Officers, Directors, Employees, Agents of the Association, and every member delegated to act on behalf of the Association, and the heirs, executors and administrators, and estate and effects of such person, respectively, shall be indemnified and saved harmless out of the funds of the Association, from and against:

- (a) all costs, charges, and expenses whatsoever that such person sustains or incurs in or about any action, suit or proceeding which is brought, commenced, or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such person in or about the execution of the duties of his office; and
- (b) all other costs, charges, and expenses that such person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by such person's own willful neglect or default.

11.02 Insurance.

The Association shall provide professional liability and errors and omissions insurance for all Officers, Directors, Employees, Agents of the Association, and each Member delegated to act on behalf of the Association, except where the liability relates to the person's failure to act honestly and in good faith with a view to the best interest of the Association.

SECTION TWELVE - AUDITORS

12.01 Appointment of Auditors.

Voting Members shall at each AGM appoint one or more Auditors to audit the accounts of the Association. The Auditors shall hold office until the close of the next annual meeting and if an appointment is not so made, the auditors in office shall continue in office until a successor is appointed. The Voting Members may fill any casual vacancy in the office of auditor.

12.02 Removal.

Voting Members, by a resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution was given, may remove any Auditor of the Association before the expiration of his term of office and shall, by two-thirds of the votes cast at that meeting, appoint another

Auditor in the stead for the remainder of the term.

12.03 Remuneration.

The remuneration of an Auditor appointed by Voting Members shall be fixed by the Voting Members or by the Board, if so authorized by Voting Members.

SECTION THIRTEEN - COMMITTEES OF THE ASSOCIATION

13.01 Committees.

The Board may establish such committees as it, from time to time, considers advisable.

13.02 Power of Committees.

No committee shall have the power to act for or on behalf of the Association or otherwise commit or bind the Association to any course of action. Committees shall have the power only to make recommendations to the Board or to the Members of the Association as the Board may from time to time direct.

13.03 Committee Membership.

Members of committees shall be appointed by and hold office at the pleasure of the Board. Any member of the Association (all classes) is eligible to serve on an Association committee.

13.04 Committee Reports.

The chair of each Association committee shall submit to the Executive Director:

- (a) The minutes of committee meetings;
- (b) Other reports as the Board may from time-to-time request;
- (c) Annual committee report to be included in the AGM Report Package.

13.05 Executive Committee

The Board shall establish an Executive of the Board, having such duties as the Board may determine from time to time, which shall be comprised of the individuals holding the following offices:

- President
- 1st Vice-President
- 2nd Vice-President
- Secretary
- Treasurer
- In lieu of a Secretary and a Treasurer, Secretary-Treasurer

- Past President

SECTION FOURTEEN - BOOKS AND RECORDS

- 14.01** The Board shall see that all necessary books and records of the Association required by the by-laws of the Association or by all applicable legislation are regularly and properly kept.

SECTION FIFTEEN - NOTICES

- 15.01** Any notice (which term includes any communication or document) to be given, sent, delivered, or served pursuant to the Act, the letters patent, the by-laws or otherwise to a Member, Director, Officer, or Auditor shall be sufficiently given if:
- (a) emailed to him at this recorded email address;
 - (b) mailed or couriered to him at his recorded business or home address;
 - (c) delivered personally to the person to whom it is to be given or if delivered to his recorded business or home address.

A notice so delivered shall be deemed to have been given when it is emailed, deposited in the post office or public letter box, when dispatched or delivered to the appropriate courier company or its representative for dispatch, and delivered personally or at the recorded address as foresaid. The Secretary or Secretary-Treasurer may change or cause to be changed the recorded address of any Member, Director, Officer, or Auditor in accordance with any information believed by him to be reliable.

SECTION SIXTEEN - DISCLOSURE OF INTEREST

- 16.01** Every Director, Officer, Official or Member who has, directly or indirectly, any interest in any contract or transaction to which the Association is or is to be a party, other than a contract or transaction limited solely to remuneration as a Director or Officer, shall declare such interest at the next meeting of the Board or the Members after such person became aware of such interest and shall, at that time, disclose the nature and extent of such interest as required by all applicable legislation.
- 16.02** A Director, Officer or other official of the Association shall disclose to the Association, in the manner and to the extent provided by the Act and in respect of any policy of the Association, any interest that such Director, Officer or other official has in a material contract or transaction, whether made or proposed, with the Association, if such Director, Officer or other official is (a) a party to the contract or transaction; (b) a Director or an Officer, or an individual acting in a similar capacity,

of a party to the contract or transaction; or (c) has a material interest in a party to the contract or transaction. Such Director, Officer or other official shall not vote on any resolution to approve the same except as provided by the Act.

SECTION SEVENTEEN - DISCIPLINE AND DISPUTE RESOLUTION

17.01 Discipline of Members

The Board shall have authority to suspend or expel any Member from the Association upon confirmation by resolution of the Board for any one or more of the following grounds, excluding termination of membership for non-payment of membership fees as provided in Section 2.06 above:

- (a) Violating any provision of the Articles, By-Laws, or written rules and policies of the Association;
- (b) Carrying out any conduct which may be detrimental to the Association as determined by the board in its sole discretion; and
- (c) For any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Association.

In the event that the Board determines that a Member should be expelled or suspended from membership in the Association, the President, or such other officer as may be designated by the Board, shall provide twenty (20) days' notice of suspension or expulsion to the member, and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the President, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, the President, or such other officer as may be designated by the Board, may proceed to notify the member that the Member is suspended or expelled from membership in the Association. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

17.02 Mediation and Arbitration

Disputes or controversies among Members, Directors, Officers, Committee members, employees or volunteers of the Association are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this By-Law.

17.03 Dispute Resolution Mechanism

In the event that a dispute or controversy among Members, Directors, Officers, Committee members or volunteers of the Association arising out of or related to the Articles or By-Laws, or out of any aspect of the operations of the Association is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the Members, Directors, Officers, committee Members, employees or volunteers of the Association as set out in the Articles, By-Laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- (a) The dispute or controversy shall first be submitted to a qualified mediator selected on the mutual agreement of the parties. The appointed mediator will meet with the parties in question in an attempt to mediate a resolution between the parties.
- (b) The number of mediators may be determined to be one mediator or a panel of two or three mediators upon agreement of the parties.
- (c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators appointed by the parties, and shall be in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Association is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- (d) All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrator.

SECTION EIGHTEEN - NUMBER AND GENDER

18.01 In the interpretation of this By-Law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust, and unincorporated organization.

SECTION NINETEEN - AMENDMENTS

19.01 Amendments to the By-Laws.

- (a) All proposed amendments to the By-laws of the Association may be submitted:
 - (i) to the Association by giving the usually notice of motion at a general meeting of the Members immediately previous to the annual Meeting at which the motion shall be voted upon; or
 - (ii) to the Board at least 60 days before the day of the AGM of the Members of the Association, and if said amendment is approved by the Board, the Board shall, after one 30 days' notice to the Voting Member, submit the recommended amendments to the forthcoming AGM.
- (b) Subject to the articles, the Board may, by resolution, make, amend, or repeal any By-Laws that regulate the activities or affairs of the Association. Any such By-Law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected, or amended by the Voting Members entitled to vote by Ordinary Resolution. If the By-Law, amendment, or repeal is confirmed or confirmed as amended by the Voting members it remains effective in the form in which it was confirmed. The By-Law, amendment, or repeal ceases to have effect if it is not submitted to the Voting members at the next meeting of members or if it is rejected by the Voting members at the meeting.

This section does not apply to a By-Law that requires a Special Resolution of the members entitled to vote according to subsection 103(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by such members.

19.02 Prior By-Laws.

Effective upon the date this By-Law is confirmed by the members of the Association, all previous versions of By-Law No. 1 shall cease to have any force or effect without any prejudice to the efficacy of any acts taken thereunder.

ENACTED by the Board on the 7th day of September 2023 and confirmed by the Members as Amended and Restated By-Law No. 1 on the 16th day of November 2023.

MUNICIPAL ENGINEERS ASSOCIATION



**Matthew Miedema, P. Eng.
President - MEA**



**Benjamin de Haan, P. Eng.
Secretary/Treasurer - MEA**