



MROO

Municipal Retirees
ORGANIZATION ONTARIO

By-laws

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BY-LAW NO. 7
RESTATED CONSTITUTION AND GENERAL BY-LAW
of
THE MUNICIPAL RETIREES ORGANIZATION ONTARIO
(the “Corporation” or “MROO”)

being a By-law that consolidates and combines the Constitution of the Corporation with an updated and restated By-law, in compliance with the provisions of the Ontario *Not-for-profit Corporations Act*, relating generally to the transaction of the business and affairs of the Corporation and repeals and replaces By-law No. 6 (which repealed and replaced By-laws No. 1, No. 2 and No. 3 which were enacted on the 8th day of January, 1986, By-law No. 4 which was enacted on September 25, 2006 and By-law No. 5 which was enacted on January 10, 2007).

Preamble

This By-law of the Municipal Retirees Organization Ontario is enacted to give proper balance to the administration and duties of the duly elected and appointed Directors and Officers and such committees as may, from time to time, be established and necessary in order to improve and maintain the social and economic welfare of its Members and to give clear evidence of its recognition of the unity of the Corporation.

Section 1 – General

1.01 Definitions

In this By-law and all other By-laws of the Corporation, unless the context otherwise requires:

- a. "Act" means the *Not-for-Profit Corporations Act*, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. "Board" means the Board of Directors of the Corporation;
- c. "By-law(s)" means this By-law (including the schedules to this By-law) and all other By-laws of the Corporation as amended and which are, from time to time, in force and effect;
- d. "Chair" means the Chair of the Board;
- e. "Corporation" means the corporation that has passed this By-law under the *Act* or that is deemed to have passed this By-law under the *Act*;
- f. "Director" means an individual occupying the position of Director of the Corporation by whatever name he or she is called;
- g. "Member" means a member of the Corporation;
- h. "Members" means the collective membership of the Corporation;

- i. "Officer" means an Officer of the Corporation,
- j. "OMERS" means the Ontario Municipal Employees Retirement System, and
- k. "Zone Director" means one Director elected by the Members in each geographic zone described in **Schedule A** which the Board may from time to time modify, supplement or amend by resolution.

1.02 Interpretation

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

1.03 Severability and Precedence

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

1.04 Name

This Corporation shall be known as the "Municipal Retirees Organization Ontario" (MROO) and "Organisation des retraités municipaux de l'Ontario" (ORMO).

1.05 Objectives

1. To protect pensions, advocate for the interests of the Members of the Corporation and enhance their retirement experience.
2. To provide assistance to retired municipal, education, utility, library, health care and other government or associated employees whose pensions in whole or in part are paid by the Ontario Municipal Employees Retirement System (OMERS).
3. To provide liaison between the Members and the OMERS Sponsors Corporation (SC) and the OMERS Administration Corporation (AC) and to make representations to the SC and AC on behalf of the Members.
4. To increase the participation of public employees and retirees in legislative, social, and other activities that may affect their welfare in retirement.
5. To conduct the business and affairs of the Corporation in a lawful manner.
6. To uphold and comply with the *Ontario Human Rights Code*, as amended.

1.06 Registered Office

The Registered Office of the Corporation shall be in such place as the Board may, from time to time, designate by resolution.

1.07 Seal

The seal of the Corporation, if any, shall be in the form determined by the Board. However, the Seal shall not be required to be affixed to any document or agreement to which the Corporation is a party for such document or agreement to be valid or enforceable.

The Secretary of the Corporation or a person designated by the Secretary shall oversee the corporate seal and its use.

1.08 Execution of Documents

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

Section 2 – Directors

2.01 Board of Directors

The Corporation shall be governed by a Board of Directors. The Board shall include:

1. Nine (9) Directors, consisting of one Life Member elected as a Zone Director residing in each of the nine (9) zones described in **Schedule A**;
2. A President who shall also be the Chair and shall not be either a Zone Director or an Alternate Director;
3. A Vice-President who may also be a Zone Director;
4. A Secretary who may also be a Zone Director;
5. A Treasurer who may also be a Zone Director; and
6. The immediate Past-President, who may also be a Zone Director.

2.02 Zone Directors' Election and Term

1. Zone Directors shall be elected by the Members in each zone at a Zone Meeting. Elections shall take place not more than ninety (90) calendar days and not less than thirty (30) calendar days prior to each Annual Meeting of Members.

2. To be eligible for election as a Zone Director, a Member must be a Life Member and reside in that zone.
3. The procedure for election of Zone Directors is set out in **Schedule B** which the Board may from time to time modify, supplement or amend by resolution.
4. The term of office of a Zone Director shall be for three (3) years from the date of the meeting at which they are elected or appointed or until their successor is elected or appointed. No Zone Director shall serve for more than three (3) consecutive terms and then may only stand for election again after an absence of one (1) term.

2.03 Vacancies

The office of a Director shall be vacated immediately:

1. if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
2. if the Director dies or becomes bankrupt;
3. if the Director is found to be incapable by a court or incapable of managing property under Ontario law;
4. if any Director misses two (2) consecutive quarterly meetings of the Board without being granted leave by the Board and shall be deemed to have resigned; or
5. if, at a meeting of the Members, the Members by resolution remove the Director before the expiration of the Director's term of office.

2.04 Filling Vacancies

A vacancy on the Board shall be filled as follows:

1. Where a vacancy occurs for the position of Director in any zone during the term of that Director:
 - the Board may appoint an Alternate Director or any Life Member to be Acting Director for that zone to serve until the next Zone meeting;
 - there shall be an election for the position of Director in that zone at the next Zone meeting, in accordance with paragraph 1 of Section 2.02 above; and
 - the Director then elected shall hold office until the end of the term that the original Director would have served if the position had not become vacant;
2. Only a quorum of the Board may fill a vacancy among the Directors; and
3. If there is not a quorum of the Board or there has been a failure to elect the number or minimum number of Directors set out in the By-law, the Directors in office shall, without delay, call a special meeting of Members in each zone to fill the vacancy in that zone and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member.

2.05 Duties of the Board of Directors

The Board shall provide oversight and direction to and supervision of the management of the Corporation. Without limiting the generality of the foregoing, the Board shall:

1. Ensure the purposes of the Corporation are properly carried out.
2. Set the Corporation's long-range objectives and strategic plans.
3. Be responsible for all aspects of the Corporation's operations.
4. Ensure the Corporation's financial stability.
5. Supervise the Corporation's Executive Director.
6. Appoint and delegate power to such Committees and Officers as it may consider necessary to assist in the conducting of the objectives of the Corporation except the non-delegable powers identified in the *Act*.
7. Appoint and define the duties of such Officers, Directors, and the Executive Director as it may think necessary to further the objectives of the Corporation.
8. Establish and approve funding for contract staff positions and may delegate to the Executive Director the recruitment and appointment of contract staff.
9. Manage, control, and dispose of the property and manage and control the financial affairs of the Corporation while the Corporation is active.
10. Open accounts in the name of the Corporation and arrange for the President, Vice-President, Secretary and Treasurer to be the signing officers of the Corporation. Any two of the signing officers shall have authority to execute documents on behalf of the Corporation.
11. Select and appoint the delegates of the Corporation to all conferences and conventions at which the Corporation is to be represented.
12. Hold a minimum of four (4) Board Meetings annually, usually on a quarterly basis.
13. Be responsible for the planning and direction of an Annual Meeting of Members.
14. Approve the financial statements examined by the Corporation's auditors.
15. Set the date, time, and place for each of the Zone Meetings held annually.
16. In addition, Zone Directors shall:
 - Be available and liaise with the Members in their respective zones;
 - Assist in any problems of maintenance and administration of the Corporation in their respective areas;
 - Promote membership among those eligible for membership within the zone,
 - Maintain liaison with and obtain assistance from the Alternate Director(s) and Ambassadors in the zone, and
 - Provide a medium through which the Members in their respective areas may express their ideas for improvement of the Corporation and its administration.

2.06 Alternate Directors

The Board shall appoint at least one Alternate Director in each zone. An Alternate Director may attend a meeting in place of and may speak on behalf of the Zone Director for that zone but will not have the power to vote in the place of the Zone Director.

The Board may adopt and from time to time modify, supplement or amend a policy regarding the appointment and duties of Alternate Directors for each zone.

2.07 Committees

Committees may be established by the Board as follows:

1. The Board may appoint from their number a committee of Directors and may delegate to the committee any of the powers of the Directors except those powers set out in the *Act* that are not permitted to be delegated; and
2. Subject to the limitations on delegation set out in the *Act*, the Board may establish by policy any committee it determines necessary and may from time to time modify, supplement or amend the policy by resolution. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

2.08 Remuneration and Expense Reimbursement

The Board may set by policy the remuneration and expense reimbursement of the Directors and Officers of the Corporation. A Director, an Officer or a Member of the Corporation may receive reasonable remuneration and expense reimbursement for any services to the Corporation that they perform in any other capacity.

Section 3 - Board Meetings

3.01 Calling of Meetings

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

3.02 Regular Meetings

The Board shall meet not less than four times a year. The Board may meet more than four times at such time or times as the Board, in its discretion, may determine.

The Board may set the date, time and place of meetings in a policy, standing rules or resolution and send a copy to each Director. No other notice shall be required for any such meetings, but an agenda containing the matters to be discussed at such meetings shall be provided to each Director at least ten (10) calendar days prior to each meeting.

3.03 Information Meetings

At the discretion of the Board as determined by resolution, any meetings in excess of four meetings per year may be considered to be for information purposes only. The Board may determine not to record detailed minutes of the matters discussed at each such meeting.

For greater clarity, any meetings that are considered to be for information purposes only may include discussion of the matters raised at such meetings, but not approval of any decisions that require a resolution of the Board in order to be effective.

3.04 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this By-law to every Director of the Corporation. Notice of a meeting is not necessary if all of the Directors are present, and no Director objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual Meeting of Members of the Corporation.

3.05 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Vice-President will act as Chair. If the Vice-President is also absent, the Directors present shall choose one of their number to act as the Chair.

3.06 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote. There shall be no voting by proxy.

3.07 Participation by Electronic Means

If all of the Directors of the Corporation consent, any Director may participate in a meeting of the Board or of a committee by electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

Section 4 – Financial

4.01 Banking

The Board shall by resolution from time to time designate the bank or other financial institution in which the money, bonds or other securities of the Corporation shall be

placed for safekeeping. The Corporation shall only deal with a bank or financial institution that is a member of the Canada Deposit Insurance Corporation (CDIC).

4.02 Financial Year

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

4.03 Audit

At each Annual Meeting of Members, the Members of the Corporation shall by resolution appoint an auditor to hold office until the close of the next Annual Meeting of Members.

The accounts of the Corporation shall be audited after the end of each financial year.

Section 5 – Officers

5.01 Officers

1. The Board shall appoint the Officers of the Corporation consisting of the offices of President, Vice-President, Secretary and Treasurer. As permitted in the *Act*, the President shall also be the Chair.
2. The immediate Past-President is also an Officer by virtue of their office.
3. The Board shall also engage by means of an independent contractor agreement (“agreement”) and appoint an Executive Director who shall not become a member of the Board but will report directly to the Board. The Executive Director is the chief administrative officer responsible for oversight and management of all administrative matters of the Corporation upon such terms and with such responsibilities as set out in the agreement, including the Executive Director Services set out in Schedule A of the agreement which includes such additional and ancillary tasks the Board and Executive Director mutually agree are necessary.
4. The procedure for the appointment of Officers is set out in **Schedule C** which the Board may from time to time modify, supplement or amend by resolution.
5. A person must be a Life Member (see Section 8) to be eligible to be appointed to any of the Officer positions.
6. The appointment of Officers shall be staggered as follows:
 - beginning from the June 2021 Annual Meeting of Members, the President and Secretary shall hold office for a three-year (3-year) term; and
 - beginning from the June 2022 Annual Meeting of Members, the Vice-President and Treasurer shall hold office for a three-year (3-year) term.

7. The Board may re-appoint an Officer at the expiration of their term. Effective from the dates set out in 6 immediately above, any one Life Member may only hold an Officer position for two consecutive terms for a maximum of six (6) years.
8. Every Officer shall become a Director and member of the Board by virtue of their office. For greater clarity, if they are not also a Zone Director, they shall have both a voice and a vote on the Board.
9. Notwithstanding 8 immediately above, an Officer who is not a Zone Director shall not have a vote in the appointment of the Officer position for which they stand as a candidate for appointment.
10. If any Officer position remains vacant after an Annual Meeting of Members or becomes vacant during the term of office of that position, the position may be filled by the Board appointing any Life Member of the Corporation, following the procedure set out **Schedule C**. A person so appointed to an Officer's position shall hold office until the next Annual Meeting of Members.
11. Any Officer having completed the maximum term for their current position may be appointed to a different Officer position.
12. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.
13. The Officers and Directors shall be bonded by the Corporation.

5.02 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- a. the Officer's successor being appointed,
- b. the Officer's resignation, or
- c. such Officer's death.

5.03 Duties

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

5.04 Duties of the Chair

The Chair shall perform the duties described in sections 3.05 and 9.05 and such other duties as may be required by law or as the Board may determine from time to time.

5.05 Duties of the President

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

5.06 Duties of the Vice-President

The Vice-President shall perform the duties described in **Schedule E**. In the absence or incapacity of the President, the Vice-President will preside as Chair in the place of the President and perform the duties of the office of the President described in **Schedule D**.

5.07 Duties of the Treasurer

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

5.08 Duties of the Secretary

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

5.09 Duties of the Past-President

The Past-President shall perform the duties described in **Schedule H** and such other duties as may be required by law or as the Board may determine from time to time.

Section 6 - Protection of Directors and Others

6.01 Protection of Directors and Officers

No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or agent of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. complied with the *Act* and the Corporation's articles and By-laws; and
2. exercised their powers and discharged their duties in accordance with the *Act*.

Section 7 - Conflict of Interest

7.01 Conflict of Interest

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the *Act*. Except as provided by the *Act*, no such Director shall attend any part of a Board meeting during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

Section 8 - Members

8.01 Members

Membership in the Corporation shall consist of four (4) classes of members: Life Member, Honourary Member, Associate Member, and Affiliate Member.

1. Life Member

A Life Member must:

- a. Be a retired employee of a municipal government, public utility, board of education, library board, emergency service (fire, police or paramedic), children's aid society, conservation authority, or any other board, commission or employer specified in the *OMERS Act*;
- b. Be in receipt of a pension which is, in whole or in part, paid by OMERS; and
- c. Have paid the membership fee or it has been paid on their behalf.

A Life Members shall have the right or privilege to:

- a. Apply for enrollment in and participate in all insurance and other programs and services offered by MROO;
- b. Attend the Annual Meeting of Members and Zone Meetings;
- c. Run for and hold office in the Corporation;
- d. Speak and cast one (1) vote at the Annual Meeting of Members;
- e. Cast one (1) vote for Director in the Zone in which the Life Member resides; and
- f. View financial statements, documents and records of the Corporation as provided in the *Act*.

2. Honourary Member

An Honourary Member is anyone who, in the sole determination of the Board, has made an outstanding contribution to MROO, its objectives or that benefits OMERS pensioners or has demonstrated outstanding advocacy or support on issues affecting seniors in Ontario generally or OMERS pensioners specifically.

An Honourary Member who is not also a Life Member shall have the same rights or privileges as a Life Member, except they are not entitled to vote or hold office.

3. Associate Member

An Associate Member must:

- a. Be an employee of an OMERS employer who is enrolled in the OMERS pension plan but is not yet in receipt of an OMERS pension;
- b. Not currently be eligible to be a Life Member; and
- c. Have paid the membership fee or it has been paid on their behalf.

An Associate Member shall have the same rights or privileges of a Life Members except that an Associate Member is not entitled to vote or hold office.

An Associate Member becomes a Life Member immediately upon retirement and being in receipt of a pension which is, in whole or in part, paid by OMERS. There is no new or additional membership fee payable, but an Associate Member must notify the MROO office when they become a Life Member.

4. Affiliate Member

An Affiliate Member must be:

- a. Employed in or retired from public service, but not a member of the OMERS pension plan;
 - b. An Associate Member or retiree who has elected to receive the commuted value of their OMERS pension;
 - c. The spouse or partner of a Life Member or Associate Member;
 - d. An active employee of an “other public sector employer” of the type defined in the paragraph below who is not a member of the OMERS pension plan; or
 - e. A retiree from an “other public sector employer” of the type defined in the paragraph below who is not a member or recipient of the OMERS pension plan;
- and must have paid the membership fee or it has been paid on their behalf.

“Other public sector employer” means a government organization or an organization that is primarily funded by government in areas of service such as but not limited to:

- Health care;

- Education, including post-secondary education;
- Public utilities and electricity;
- Childcare; or
- Care of senior citizens.

An Affiliate Member may apply to enroll in the MROO Health Insurance Program and similar programs or service offerings and may attend a Zone meeting but shall have no other rights and privileges of a Life Member. An Affiliate Member is deemed to have paid the membership fee upon enrollment in the MROO Health Insurance Plan.

8.02 Membership

A membership in the Corporation is not transferable and automatically terminates upon the death of a Member, if the Member resigns, or such membership is otherwise terminated in accordance with the *Act*.

8.03 Disciplinary Act or Termination of Membership for Cause

Upon not less than fifteen (15) calendar days written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of this By-law, the MROO Respectful and Safe Workplace Policy and the MROO Codes of Conduct, as amended.

The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination of membership not less than five (5) calendar days before the end of the notice period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

8.04 Membership Fees

The Board may fix the amount of the fee or fees to be paid by a Member of each class of members, except that an Honourary Member shall not be required to pay a membership fee.

Section 9 - Members' Meetings

9.01 Annual Meeting of Members

The Annual Meeting of Members shall be held on a day and at a place within Ontario fixed by the Board.

Any Member, upon request, shall be provided, not less than five business days before the Annual Meeting of Members, with a copy of the approved financial statements, auditor's report and other financial information required by the By-laws or articles.

The business transacted at the Annual Meeting of Members shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual and any subsequent special meetings of members;
- c. confirmation, rejection or amendment of any By-law made, amended or repealed by the Board since the previous Annual Meeting of Members or Members' meeting at which any By-law was considered;
- d. consideration of the Annual Report of the Corporation;
- e. consideration of the financial statements;
- f. report of the auditor;
- g. reappointment or new appointment of the auditor for the coming year;
- h. election of Officers; and
- i. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for the Annual Meeting of Members unless a Member has given notice to the Corporation of any matter that the Member proposes to raise at the meeting in accordance with the *Act*, so that such item of new business can be included in the notice of the Annual Meeting of Members.

9.02 Special Meetings of Members

The Board may call a special meeting of the Members. The Board shall call a special meeting within twenty-one (21) calendar days after receiving a written requisition of the Members who hold at least 10 per cent of votes that may be cast at the meeting sought to be held, unless the *Act* provides otherwise.

9.03 Notice

Subject to the *Act*, not less than ten (10) and not more than fifty (50) calendar days written notice of any annual or special Members' meeting shall be given in the manner specified in the *Act* to each Member, each Director and to the auditor. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken and state the text of any special resolution to be submitted to the meeting.

9.04 Quorum

A quorum for the transaction of business at a Members' meeting is a majority of the Directors present at the meeting. If a quorum is present at the opening of a meeting of

the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

9.05 Chair of the Meeting

The Chair shall be the chair of the Members' meeting. In the Chair's absence, the Vice-President shall act as chair. If the Vice-President is also absent, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

9.06 Voting of Members

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

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

9.07 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of thirty (30) calendar days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.08 Persons Entitled to Attend

The only persons entitled to attend a Members' meeting are the Members, the Directors, the Officers, the auditor and others who are entitled or required under any provision of the *Act* or the articles or the By-laws of the Corporation to be present at the meeting. Any other person may be admitted only if invited by the chair of the meeting or with the majority consent of the Members present at the meeting.

Section 10 – Notices

10.01 Service

Any notice required to be sent to any Member, Director, Officer or the auditor shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means.

However, the usual form of notice will be:

- to any Member, in the MROO newsletter, on the MROO website and, if applicable, at the Member's latest e-mail address as shown in the records of the Corporation;
- to a Director or Officer, at the e-mail address assigned to that Director or Officer by and as shown in the records of the Corporation; and
- to the auditor, at its e-mail or business address,

provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

10.02 Error or Omission in Giving Notice

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Section 11 - Adoption and Amendment of By-laws

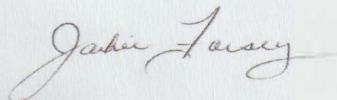
11.01 Amendments to By-laws

The Board may from time to time in accordance with the *Act* amend or repeal and replace this By-law.

Enacted December 5, 2023.



President



Secretary

Schedule A Geographic Zones

Subject to the Board creating additional Zones, the following are the geographic zones of the Corporation within the Province of Ontario as at the date of this By-law No. 7 coming into effect:

- Zone 1:** Comprised of the Counties of Essex, Chatham-Kent, and Lambton;
- Zone 2:** Comprised of the Counties of Bruce, Elgin, Middlesex, Huron, Perth, Oxford, and Norfolk;
- Zone 3:** Comprised of the Counties of Haldimand, Brant and Wellington, the City of Hamilton and the Regions of Niagara, Waterloo, and Halton;
- Zone 4:** Comprised of the City of Toronto and the Regions of Peel, York, and Durham;
- Zone 5:** Comprised of the Counties of Northumberland, Peterborough, Prince Edward, Hastings, Lennox and Addington, Frontenac, and Haliburton;
- Zone 6:** Comprised of the City of Ottawa and the Counties of Leeds, Grenville, Lanark, Dundas, Stormont, Glengarry, Russell, Prescott, and Renfrew;
- Zone 7:** Comprised of the Districts of Parry Sound, Nipissing, Sudbury, Manitoulin, Algoma, Cochrane, and Timiskaming;
- Zone 8:** Comprised of the Districts of Thunder Bay, Rainy River and Kenora; and
- Zone 9:** Comprised of the Counties of Simcoe, Dufferin, and Grey; the District of Muskoka and the City of Kawartha Lakes.

Schedule B

Procedure for the Election of Zone Directors

1. Zone Directors shall be elected for a term and subject to limits set out in this By-law.
2. Nominations for Zone Director must be submitted in writing and received in the MROO office no later than twenty-one (21) calendar days prior to the zone meeting at which the election will be held.
3. Nominations must bear the signature of the nominee, the nominator and a seconder of the nomination. The nominator and seconder shall each be a Life Member of MROO residing within the zone in which the election is to take place.
4. Nominations received late or nominations from the floor will not be considered.
5. The Executive Director is authorized to verify the nominee, nominator, seconder and the completeness of the nomination; and, after notice to any candidate whose nomination is non-compliant with this By-law or incomplete, to disqualify any candidate before the meeting at which the election is to take place.
6. Should only one person be validly nominated for the Zone Director position, that person shall be deemed to be elected by acclamation.
7. Should no valid nominations be received by the deadline, the Board shall have the discretion to appoint any Life Member as Zone Director.
8. If there is more than one nominee for the Zone Director position, an election shall be held by secret ballot among the Life Members in attendance at the zone meeting at which the election is to be held.
9. The Executive Director or their designate shall act as Returning Officer at any zone meeting at which there is an election among two or more nominees for the position of Zone Director. Any election procedures not otherwise specified in this By-law shall be determined by the Executive Director for the purpose of ensuring fairness, transparency and impartiality, and any rulings by the Executive Director shall be reported subsequently to the Board at the next Board meeting.
10. The person who receives the most votes for the Zone Director position shall be declared elected for the applicable term.
11. In the event of a tie, the election shall be determined by a second vote, in the event of a second tie, then there will be a random drawing of names.
12. Those elected shall take office at the end of the zone meeting at which they were elected.

Schedule C

Procedure for the Appointment of Officers

1. At the Annual Meeting of Members, the Executive Director or their designate shall call for nominations by a member of the Board for each Officer position in the order of President, Vice-President, Secretary and Treasurer, as may be applicable.
2. When a nomination is made, the Executive Director shall call for a seconder for that nomination by a member of the Board.
3. The Executive Director shall ask each nominee duly nominated and seconded whether they are prepared to accept the appointment to that position.
4. Each candidate for appointment to an Officer position may make a presentation to the Directors not exceeding five (5) minutes duration, when they are nominated for or seeking to maintain an Officer position.
5. Members of the Corporation in attendance at the Annual Meeting of Members will be afforded the opportunity to ask the duly nominated candidates questions, with the questions limited to not more than three per candidate. This applies to candidates even if they are the sole candidate nominated for appointment to an Officer position.
6. Where only one nominee is duly nominated and seconded for any Officer position, the Executive Director shall declare that nominee is appointed.
7. Where two or more nominees are duly nominated and seconded for any position, the Executive Director shall cause ballots to be distributed to each member of the Board eligible to vote for that position. Each member of the Board shall write on the ballot the name of the nominee for which they are voting.
8. Before proceeding to call for nominations for the next Officer position, the Executive Director shall count the ballots in secret and announce the nominee who received the most votes for the Officer position.
9. The Executive Director shall ask a member of the Corporation other than a member of the Board of Directors to witness the counting of the ballots.
10. After the vote is complete, the ballots shall be destroyed, and the count shall be kept confidential by the Executive Director and the witness to the count.

Schedule D

Position Description of the President

Role Statement

The President shall be the Chair and chief executive officer of the Corporation and shall be responsible for overseeing development, implementation and updating the strategic plans and policies of the Corporation on behalf of the Board. Subject to the authority of the Board, the President shall have general supervision of the affairs of the Corporation.

Responsibilities

Agendas

- Approve agendas aligned with annual Board goals and preside at Board meetings.
- Ensure meetings are effective and efficient for the performance of governance work.

Direction

- Serve as the Board's central point of communication with the Executive Director, the chief administrative officer of the Corporation.
- Provide the Executive Director guidance about Board expectations and concerns.
- In collaboration with the Executive Director, develop standards for Board reports and other decision-support and performance reporting documents.

Performance Appraisal

- Lead the Board in monitoring and evaluating the performance of the Executive Director through an annual process.

Work Plan

- Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

Representation

- Serve as the Board's primary contact with the public.

Reporting

- Report regularly to the Board on issues relevant to its governance responsibilities.

Board Conduct

- Set a high standard for Board conduct and maintain order and decorum at meetings.

Mentorship

- Serve as a mentor to other Directors and ensure that all Directors contribute fully.
- Address issues associated with performance or conduct of individual Directors.

Succession Planning

- Ensure succession planning occurs for the Board and the Executive Director.

Committee Membership

- Serve as a member on all Board committees.

Schedule E

Position Description of the Vice-President

Role Statement

The Vice President is the deputy chief executive officer of the Corporation and shall work collaboratively with the President, Executive Director, Treasurer and Secretary to support the Board in fulfilling its fiduciary responsibilities. In the absence or incapacity of the President, the Vice President will preside as Chair in the place of the President and perform the duties of the office of the President described in **Schedule D**.

Responsibilities

Board Conduct

- Maintain a high standard for Board conduct and uphold policies regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Mentorship

- Serve as a mentor to Directors and Alternate Directors.

Board and Committee Meetings

- Attend all meetings of the Corporation and the Board.
- Attend all meetings of the Board committees to which the Vice President has been appointed.

Executive Committee

- As provided in the Establishment of Committees Policy, the Vice-President is the Chair of the Executive Committee and will ensure it confines its agendas and business to the responsibilities identified in the Policy.

CEO-CAO Meetings and Board-Staff Interface

- As deputy chief executive officer, the Vice-President will normally attend the bi-weekly CEO-CAO meetings between the President and Executive Director.
- In accordance with functions delegated by the President, the Vice-President will assist the President and Executive Director in managing the Board-Staff interface, including by identifying agenda items and Board issues for review at CEO-CAO meetings.

Schedule F

Position Description of the Treasurer

Role Statement

The Treasurer is the chief financial officer of the Corporation and works collaboratively with the President, Executive Director, Auditor and Accountant to support the Board in achieving its fiduciary responsibilities.

Responsibilities

Custody of Funds

The Treasurer shall:

- have responsibility for the custody of the funds and securities of the Corporation;
- ensure full and accurate accounts of all revenues, expenditures, assets, liabilities and equity of the Corporation are kept in the books belonging to the Corporation;
- ensure all monies, securities and other valuable effects in the name and to the credit of the Corporation are deposited in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time;
- ensure there are adequate controls over disbursement of the Corporation's funds;
- report at the regular meetings of the Board, or whenever they may require it, statements of the financial position and activities of the Corporation; and
- perform such other duties set out in the *Act* and as may from time to time be directed by the Board.

Board Conduct

- Maintain a high standard for Board conduct and uphold policies regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Mentorship

- Serve as a mentor to other Directors.

Financial Statements

- Present to the Members at the Annual Meeting of Members the financial statements of the Corporation approved by the Board together with the report of the auditor.

Schedule G

Position Description of the Secretary

Role Statement

The Secretary is the chief information officer of the Corporation and works collaboratively with the President, Executive Director and Administration Manager to support the Board in fulfilling its fiduciary responsibilities.

Responsibilities

Board Conduct

- Maintain a high standard for Board conduct and uphold policies regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Document Management

- Ensure a database is maintained of the names and addresses of the Members.
- Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees.
- Ensure that correspondence on behalf of the Board is addressed.
- Ensure the privacy, security and custody of all minute books or electronic records of minutes, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law.
- Ensure that all reports are prepared and filed as required by law or by the Board.

Meetings

- Ensure notice as required by the By-Laws is provided for of all meetings of the Corporation, the Board and Board committees.
- Attend all meetings of the Corporation and the Board.
- Attend all meetings of Board committees to which the Secretary has been appointed.

Schedule H

Position Description of the Past-President

Role Statement

The Past-President provides continuity during governance transitions and organizational change, by helping to ensure the appropriate succession of Officers and Directors of the Corporation and transfer of organizational knowledge, information and “know how”. The Past-President supports the Board and the President by providing historical context for issues and matters, as requested by the Board or the President.

Responsibilities

Board Meetings

- Attend all meetings of the Board, including but not limited to information, training and strategic planning meetings or sessions.
- Prepare and present information at meetings as requested by the Board.

Advice and Support

- Provide advice and guidance to the Board and the President regarding past practices and other matters that may assist the Board in governing the Corporation. Support the President as requested by the President or the Board.

Advocacy

- Be informed and remain informed about the Corporation’s mission, services, policies and programs.
- Advocate for the Corporation as may be possible and appropriate in the capacity of Past-President.

Reporting

- Report regularly to the Board on Past-President activities and issues relevant to the Board’s governance responsibilities.

Board Conduct

- Maintain a high standard of Board conduct, including decorum at meetings.
- Assist the Board in meeting its fiduciary responsibilities, as requested by the Board.

Mentorship

- Serve as a mentor to the President and other Directors and support and assist the President in ensuring all Directors contribute fully.

Succession Planning

- Upon request, assist the President in ensuring succession planning occurs for the Board and the Executive Director.

Committee Meetings

- Attend all meetings of Board committees to which the Past-President has been appointed.