



By-Laws

Association of Management, Administrative and
Professional Crown Employees of Ontario

*Incorporating all amendments adopted as of **December 3, 2021***

AMAPCEO By-law 1: Elections	2
AMAPCEO By-law 2: Establishment of Districts and Communities	15
AMAPCEO By-law 3: Establishment of an Audit Committee	18
AMAPCEO By-law 4: Member Dispute Resolution	22
AMAPCEO By-law 5: Retired Members	30
AMAPCEO By-law 6: Associate Members	33
AMAPCEO By-law 7: Leaves Affecting AMAPCEO Officials	35
AMAPCEO By-law 8: Indemnification of Directors, Officers and Other Officials	42
AMAPCEO By-law 9: Code of Conduct for AMAPCEO Officials	43
AMAPCEO By-law 10: Trial and Discipline	48
AMAPCEO By-law 11: Board Compensation Process	61
AMAPCEO By-law 12: Constitutional Review Process	69

AMAPCEO BY-LAW 1: ELECTIONS

Originally adopted on June 23, 2016

*Incorporating all amendments as ratified by the Delegates on **November 25, 2020***

A. **Introduction**

1. The purpose of this by-law is to consolidate in a single document all election rules for Executive Officers, Delegates, Alternate Delegates, members of ADC committees and members of the Board of Directors, as directed by resolution of the Delegates on June 8, 2016.
2. This by-law is enacted under the authority of and should be read in conjunction with Articles 14, 20, 22, 49 and 50 of the AMAPCEO Constitution.

B. **Elections and Credentials Committee**

4. The Elections and Credentials Committee shall consist of five members of the Association elected by the Delegates' Conference. The term of office of members of the Elections and Credentials Committee shall be two years, beginning on January 1st following the ADC at which they are elected. Vacancies on the committee that occur during the term may be filled by the Delegates, either at a meeting of the Delegates or by mail ballot, in which case the term of office of someone elected to fill a vacancy shall be for the remainder of the original term of the vacant position, effective from the date of election by the Delegates. Decisions of the committee shall be made by majority vote. The Committee shall elect one of its members to be Chair.
5. The Elections and Credentials Committee shall supervise elections for the following positions: Executive Officers; Directors; member of the Audit Committee, Elections and Credentials Committee and other ADC committees,

unless indicated otherwise in their terms of reference; Delegate; and Alternate Delegate. The Chair of the Elections and Credentials Committee shall function as the Chief Returning Officer for all elections under the Committee's supervision.

- 6.1 Members of the Elections and Credentials Committee are prohibited from being nominated for any position on the Board of Directors while serving as members of the Committee. A resignation from a member of the Committee for the purpose of being nominated for a position on the Board must be submitted in writing to the Secretary of the Association no later than September 1st of each year.
- 6.2 Members of the Board of Directors are prohibited from being nominated for or from serving on the Elections and Credentials Committee while serving as members of the Board.
7. The Elections and Credentials Committee shall approve the final form of all nomination forms and ballots for positions and shall ensure appropriate security for ballots before, during and after voting.
8. All nominations shall be signed by the candidate. Nomination forms will be date-stamped when received. The nomination form for a candidate for President, Vice-President, Secretary and Treasurer shall contain (in addition to the signature of the candidate), the signatures of at least five other members-in-good-standing endorsing the nomination. The signatures and membership status of the candidate and, where required, those endorsing the nomination, shall be verified according to procedures approved by the Elections and Credentials Committee.
9. Following each election, the Elections and Credentials Committee shall provide the Secretary of the Association with a report on the election, attesting to the accuracy of the results and including a high level summary of

any election-related issues ruled on by the Elections and Credentials Committee, and any additional relevant information as the Committee may determine. The report shall also be provided to all Delegates. All ballots and nomination forms shall be destroyed under the supervision of the Chair of the Elections and Credentials Committee immediately following the election, unless a recount has been requested, in which case the ballots and nomination forms shall be destroyed following a recount.

10. The Committee may make such additional rules for the conduct of elections as are deemed appropriate, provided such rules are consistent with this By-law and are disclosed to the Delegates and made public for members before being implemented.
11. For any election, the Elections and Credentials Committee may be assisted by staff of the Association who may be authorized by the Committee to conduct appropriate administrative tasks associated with the nomination and election process, including contacting candidates to confirm their eligibility and their willingness to be nominated.
12. Upon election to the Committee, members will be provided with appropriate training and orientation on their roles and responsibilities under the Constitution and the Elections By-law, including generic training on nominations, elections, constitutional interpretation and due process.
13. The Committee shall oversee the preparation and regular updating of, and approve, a “Members’ Guide to AMAPCEO Elections” to assist members and candidates in understanding the nomination and election process. The Guide should also include relevant information about election rules, specify how members can communicate with the Committee and indicate clearly that the Committee will use its best efforts to make accommodation available for voters or candidates who self-identify to the Chief Returning Officer.

14. For any election, the nominations shall not be confidential at any time and candidates shall be permitted to withdraw their nominations at any time up to the election. For clarity, while the names of candidates nominated shall not be confidential, the names of nominators/endorsers will not be released as part of the nomination disclosure.
15. The Committee or its designates shall supervise the counting of ballots for any election under this by-law and shall announce the results. The Committee shall be the sole arbiter of any disputes that might arise under this by-law.

C. **Election of Delegates and Alternate Delegates**

16. By March 15 of each year, the Secretary of the Association shall advise each District Executive of the number of members in good standing registered in the District as at March 1 for the purpose of calculating the number of Delegates to which the District (and any Communities within the District) are entitled in the election for that year.
17. The Elections and Credentials Committee shall post a call for nominations to fill open Delegate positions on the first working day following April 1st. The nomination period shall remain open until the last working day in April, with the specific time for the receipt of nominations on that day to be established by the Committee.
18. If there are more candidates nominated than there are open Delegate positions, the Committee shall cause to have distributed an electronic ballot to all eligible voters in the District (or Community) during the first two weeks of May, specifying a voting deadline no earlier than five working days after the ballots are sent to voters.

19. The two-year terms of Delegates shall be staggered so that approximately one-half expire each year. Further, approximately one-half of each District's/Community's Delegates shall expire each year.

- 20A. Vacancies in Delegate positions are either temporary or permanent. A temporary vacancy is one in which there is an incumbent who was elected to the position but who is temporarily unable to fulfill the responsibilities of the position (including attending a Delegates' Conference). A permanent vacancy is one in which either no one was elected to the position or the incumbent has resigned or is no longer eligible to hold the position. An Alternate Delegate may be appointed by majority vote of the District Executive Committee to fill either a temporary or a permanent Delegate vacancy if the vacancy exists at least four weeks in advance of a Delegates' Conference. In such an event, the District Executive must seek nominations from the membership before making an appointment. The Elections and Credentials Committee may specify additional procedures and timelines to govern the appointment of Alternate Delegates, including authorizing a form to be completed by the District Executive Committee to facilitate the appointment of Alternate Delegates. The Alternate Delegate so appointed shall have the same rights and obligations of a Delegate but will serve a term of office that extends only to the Conference immediately following his or her appointment.

- 20B. A permanent vacancy in a Delegate's position that exists before the close of nominations (i.e., the last working day in April, as specified in Article 17, above) will be included in the list of open Delegate positions to be filled during the next immediate nomination and election cycle, for a two-year term.

21. The deadline for appointing any Alternate Delegate shall be four weeks before the start of a Conference.

22. Additional Delegates to which a District may be entitled by virtue of Section 20(c) of the Constitution shall be allocated to Communities within the District

by majority vote of the District Executive Committee, and the District Executive shall notify the Elections and Credentials Committee of the allocation in writing by a deadline to be specified by the Committee to enable the additional position(s) to be included in the call for nominations.

23. Under the authority of Section 8(d) of the Constitution, the Delegates may adopt a policy or policies requiring Delegates and Alternate Delegates to participate in specified training to be eligible to serve as a Delegate.

D. Election of Executive Officers

24. Members of the Association may be nominated for election to more than one executive officer position but may only accept election to one position.
25. In each election, a separate ballot shall be conducted for each position in the following order: President, Vice-President, Secretary and Treasurer, and the results for President shall be announced before conducting the next ballot for Vice-President, and so on.
25. Candidates' names shall be displayed in alphabetical order by surname. The only other information that should appear with each candidate's name, i.e., surname followed by given name(s) and/or initials as indicated by the candidate, will be: (a) the candidate's bargaining unit and (b) the candidate's District.
27. Following the close of nominations, each candidate for an executive officer position will be entitled to receive a list of Delegates (with home contact information) in order to contact Delegates for campaign purposes. Access to and use of the list by candidates will be subject to the Association's policies on protection of privacy of members' personal records.

28. The “brief written statement and statement of views” that candidates are entitled to append to the Committee’s report that is pre-circulated to all Delegates (cited in Article 50.8 of the Constitution) shall be restricted to one side of one 8.5" x 11" sheet of paper. The Committee shall specify a reasonable deadline by which the statements are to be submitted to the Committee for inclusion in its report.
29. Each candidate for President, Vice-President, Secretary and Treasurer shall be entitled to address the Delegates for up to fifteen minutes and will speak in alphabetical order of surname by position. A member of the Committee will time each candidate.
30. The Elections and Credentials Committee and the Board of Directors shall collaborate on the amount of time that should be made available for a candidate question-and-answer session at the Conference, taking into account the number of candidates and the other business on the ADC agenda. As a general guideline, approximately one half-hour should be available for questions for officer candidates. Each question shall be submitted in writing and shall be signed by the questioner and will be read by a member of the Elections and Credentials Committee. The Committee may edit questions and may combine similar questions. Questions may be directed to specific candidates, but all candidates running for the same position shall be permitted to respond to each question. Time limits shall be imposed by the Committee before the session on each question and the response from each candidate.
31. The time for voting shall be specified on the ADC agenda and any other business of the Conference must be suspended to permit voting at the specified time. Under no circumstances will voting be re-scheduled before the specified time. The Chair of the Conference shall remind Delegates of the voting time and procedure and appropriate notices shall be posted clearly inside and outside the meeting room.

32. The Delegates may determine from time to time whether paper ballots or electronic voting technology will be used for voting at the ADC.

33. *If paper ballots are being used:*

At the time fixed for voting, whether for executive officer positions or on an ADC committee, the doors will be closed and no one will be permitted to enter or leave the room until voting is concluded. The ballots will be distributed while Delegates are seated or at the time of registration and Delegates will be asked to mark their ballots at their seats, taking such precautions as they may to protect their privacy while seated. The ballots will then be collected from Delegates while they remain seated, with each Delegate placing his or her ballot in the ballot box that will be carried from table to table. The Committee, accompanied by any scrutineers, shall leave the meeting room to count the ballots. Members of the Elections and Credentials Committee who are themselves candidates for any office shall not participate in the counting of votes for that office and additional Delegates may be appointed by the ADC to assist in the counting of ballots as required.

34. *If electronic voting technology is being used:*

At the time fixed for voting, whether for positions as executive officers or on an ADC committee, the doors will be closed and no one will be permitted to enter or leave the room until voting is concluded. The technology to be used for voting will be distributed to Delegates either at the time of registration or at their seats with due regard for security and privacy and Delegates will be asked to cast their votes at their seats, taking such precautions as they may to protect their privacy while seated. The votes will be tallied using the authorized technology under the supervision of the Elections and Credentials Committee, although members of the Elections and Credentials Committee who are themselves candidates for any office shall not participate in the supervision of the vote for that office.

35. Each candidate for an executive officer position is entitled to nominate one scrutineer, who shall be permitted to observe the counting of ballots (if paper ballots are used) or to observe the voting process (if electronic voting is being used), in either case under the supervision of the Elections and Credentials Committee. Any scrutineer so appointed must be either a Delegate or a Delegate-at-Large.

E. Election of Directors to the Board of Directors

36. In scheduling the Fall nomination and election dates for executive officers and Directors, the Elections and Credentials Committee shall ensure that the election process for Directors is completed, and Delegates advised of the results, before the start of the Annual Delegates' Conference.

37. Someone elected as a Director who is not already a Delegate or Alternate Delegate to the next following Delegates' Conference is entitled to be appointed by the Board as a Delegate-at-Large to any Conference that occurs between the date of his or her election and the start of his or her term.

38. The two-year terms of Directors shall be staggered so that approximately one-half expire each year.

39. Following the close of nominations, candidates for Director in each District shall be provided with the following support from AMAPCEO:

- (a) the opportunity to submit a 5-minute audio candidate statement and have it posted on the AMAPCEO website;
- (b) the opportunity to submit a 5-minute video candidate statement and have it posted on the AMAPCEO website;

- (c) the opportunity to submit a written candidate statement and have it distributed to voters with the ballot and posted on the AMAPCEO website;
- (d) the opportunity to submit written responses to questions, provided by the Elections and Credentials Committee and have them posted on the AMAPCEO website.

40. The Elections and Credentials Committee shall oversee the provision of the supports referenced in Article 39.

41. Candidates shall be listed in alphabetical order of surname on the ballot, showing given name(s) and initials(s) as indicated by the candidate. The candidate shall also be identified on the ballot by the name of his or her bargaining unit.

42. If there are more than one candidate nominated for the position of Director, the Committee shall cause to have distributed an electronic ballot to all eligible voters in the District, specifying a voting deadline no earlier than five working days after the ballots are sent to voters.

F. **By-elections**

43. For all by-elections, the Elections and Credentials Committee shall cause to have distributed an electronic ballot to all eligible voters for the by-election, specifying a voting deadline no earlier than five working days after the ballots are sent to voters. All candidates shall be given an opportunity to submit a written candidate statement to be both posted on the AMAPCEO website and distributed along with the ballot, as described in Article 39.

44. For by-elections for President or Vice-President, candidates will also be given the opportunity to give up to a 15-minute speech, at the discretion of the

Elections and Credentials Committee, and be provided with support from AMAPCEO as described in Article 39.

For any by-elections for Secretary or Treasurer, candidates will also be given the opportunity to give up to a 10-minute speech, at the discretion of the Elections and Credentials Committee, and be provided with support from AMAPCEO as described in Article 39.

For by-election for a Director, candidates will be provided with support from AMAPCEO as described in Article 39.

G. ADC Committee Elections

45. Candidates for ADC Committees in elections to be held at a Conference shall be entitled to have a written statement similar to the one specified for executive officer candidates circulated in advance of the Conference by the Elections and Credentials Committee.

46. Candidates for ADC committees in elections to be held at the ADC shall be nominated during the same nomination period and with the same nomination deadline as candidates for the executive officers.

H. Miscellaneous

47. The President shall be an *ex officio* member of all bargaining teams.

48. In announcing the results of any vote, the chair of the Delegates' Conference shall announce the number of votes received by each candidate, together with the number of spoiled ballots.

I. **Interpretations**

49. For purposes of clarity, “reasonable means” as it appears in the Constitution shall be construed to include communication by electronic mail or posting on the AMAPCEO Web site and “mail” shall include “electronic mail or e-mail”, including a link to a ballot that is sent to voters electronically.
50. For purposes of clarity, “write-in” ballots (i.e., ballots bearing the names of candidates other than those whose listing on the ballot has been approved by the Elections and Credentials Committee) are not permitted and must be counted as spoiled ballots.
51. For purposes of clarity, a member’s District or Community membership, and the right to be nominated for District or Community office and to vote in District or Community elections, stems from his or her home position in the AMAPCEO bargaining unit. Members in good standing who hold acting assignments or secondments outside their home position remain registered as members of the District or Community that corresponds to their home position.
52. Notwithstanding Section 50, the Executive Committee of a District divided into Communities seeking to fill a Delegate vacancy under the provisions of Section 20A may appoint as an Alternate Delegate for a Community a member in good standing from another Community in the District, provided there is no one with a home position in the affected Community available for appointment.
53. For purposes of clarity, if, at the close of nominations for any Association-wide or District/Community or committee position, the number of nominations received is fewer than or equal to the number of open positions to be filled by election, the individual or individuals nominated for the position (provided

they meet the eligibility requirements to be a candidate) shall be declared elected by acclamation.

54. Unless indicated otherwise, all ADC committees are to be elected by a plurality of votes, with no requirement for election by a majority of votes. If there is a tied vote for the final position on any committee, including Delegates elected to District Executive Committees, the tie shall be resolved by the flip of a coin.
55. For any election or by-election falling within the jurisdiction of the Elections and Credentials Committee, all candidates and other members in good standing will be governed by the following campaign rules: (a) no candidate or any other member in good standing may use employer or AMAPCEO resources (e.g., funds, supplies, equipment, services, membership lists, staff or facilities) to communicate with voters for purposes of campaigning, except as provided in this by-law; (b) no candidate or any other member in good standing may campaign for office during normal working hours; (c) all candidates are obliged to observe the applicable Activist Codes of Conduct and Equity Statements with regard to member behaviour, including statements made in written or other campaign material.
56. With the exception of elections held among Delegates, the deadline by which a new member can be added to the voters' list for an election is the deadline for the close of nominations for that election.
57. For Delegate elections, only Delegate vacancies identified by the close of nominations will be included.

AMAPCEO BY-LAW 2: ESTABLISHMENT OF DISTRICTS AND COMMUNITIES

Originally adopted by the Delegates on June 8, 2016

*Last amended on **March 25, 2022**. Subject to ADC approval.*

A. **Introduction**

1. The purpose of this by-law is to establish Districts and Communities under the authority of Sections 14 and 15 of the AMAPCEO Constitution and to allocate Delegates under the authority of Section 22.4.

B. **Districts and Communities**

2. The following 11 Districts are hereby established, with Communities as indicated.

Districts	Communities
Northern Ontario	Thunder Bay Sault Ste. Marie Sudbury North Bay
Eastern Ontario	Durham Region Peterborough Ottawa Kingston

Western Ontario	Guelph London / Windsor St. Catharines / Hamilton Halton / Peel / Simcoe / York
GTA North	North York / Newmarket / Aurora Downsview
Midtown	Bloor St. Clair
Bay	
College Park	
Jarvis / Yonge	
University	
Front	
Frost / Whitney	

C. **Bargaining Unit Delegates**

3. Under the authority of Section 22.4 of the Constitution, the following additional Delegates are appointed to represent specific bargaining units:

Bargaining Unit	Number of Delegates
Financial Services Regulatory Authority of Ontario	1
Invest Ontario	1
Ombudsman's Office – Children & Youth Services	1
Ombudsman's Office – French Language Services	1
Ontario Arts Council (OAC)	1
Ontario Health Quality (OHQ)	1

Public Health Ontario (PHO)	1
Waypoint Centre for Mental Health Care	1

4. All members represented by the designated bargaining units, regardless of their work location, are eligible to participate as voters and candidates for the designated additional Delegate positions.

D. Temporary and Permanent Workplace Relocations

5. The Board of Directors shall have the authority to adopt policies to regulate the assignment of members to Districts or Communities during temporary and permanent workplace relocations.

AMAPCEO BY-LAW 3: ESTABLISHMENT OF AN AUDIT COMMITTEE

Originally adopted on November 12, 1996

*Incorporating amendments adopted as of **June 8, 2016***

A. Introduction

1. The purpose of this by-law is to establish an Audit Committee, pursuant to the following resolution approved on June 23, 1996, by the Delegates' Conference of the Association of Management, Administrative and Professional Crown Employees of Ontario (AMAPCEO):

“That the Delegates’ Conference authorizes the Provincial Council to adopt a by-law to establish an independent Audit Committee, with general responsibility for monitoring and evaluating financial policies, the accounts of the Association and the auditors' report, as well as other duties as assigned by the [former] Provincial Council, the Board of Directors or the Delegates. The committee shall report annually to the Delegates' Conference but should report from time to time between meetings of the Delegates to both the Board of Directors and the [former] Provincial Council. The detailed composition, selection process and terms of reference should be contained in the by-law.”

2. This by-law is made under the authority of Section 25.5 of the Association's Constitution.

B. Terms of Reference

3. An Audit Committee is hereby established with general responsibility for monitoring and evaluating financial policies, compliance with generally accepted accounting principles, the accounts of the Association and the auditors' report, as well as other duties as assigned by the Board of Directors or the Delegates.
4. The committee shall report annually to the Delegates' Conference but should report from time to time between meetings of the Delegates to the Board of Directors.
5. The committee shall have the following specific duties and authority:
 - 5.1 To recommend the processes and procedures required to engage an audit firm.
 - 5.2 To recommend to the Board the external audit firm to be engaged.
 - 5.3 To review, question and comment on the results of the audit (and management's response to the auditors' opinion) before audited financial statements are submitted to the Board.
 - 5.4 To meet with the auditors at either the request of the committee or at the request of the auditors, and to hold at least one routine meeting (and others as the committee may determine) with the auditors without Board members or Association staff being present.
 - 5.5 To review financial policies and internal control procedures and determine the external auditors' views on these procedures and to

- report to the Board and to the Delegates' Conference regarding existing financial policies and/or internal control procedures.
- 5.6 To safeguard the independence of the audit function by assessing the scope and quality of the audit work performed and the fees paid to the auditors for both audit and non-audit services, and to comment on any non-audit services provided by the auditors.
 - 5.7 To review with Board members and with the auditors the appropriateness of AMAPCEO's accounting and financial reporting.
 - 5.8 To have access to all relevant documents (including all correspondence exchanged between the auditors and AMAPCEO Board members or staff), and have authority to meet with any AMAPCEO employees, as considered necessary to perform the above-noted responsibilities.
 - 5.9 To recommend to the Board and/or the Delegates' Conference additional or special audits as the committee may deem appropriate.
 - 5.10 After consultation with the Constitution Committee, to recommend to the Board and/or the Delegates' Conference a code of ethics/conflict of interest, which may include a process for investigating and reporting on perceived questionable or unethical behaviour or perceived conflicts of interest in the Association.
 - 5.11 To advise the Board and/or the Delegates' Conference on additional responsibilities that might be assigned to the committee, including whether value-for-money auditing should become part of the committee's mandate.

5.12 To maintain Committee meeting minutes for Auditor review which reflect the duties in the Committee's terms of reference.

C. Election of Committee Members

6. The committee shall consist of a minimum of three and a maximum of five members elected by the Delegates' Conference. Any member in good standing is eligible to be elected to and serve on the Audit Committee except (a) currently-serving members of the Board of Directors and (b) former members of the Board of Directors whose Board membership ended less than twelve months immediately preceding the Delegates' Conference at which the Audit Committee election is being held. Members shall serve two-year terms and members' terms shall expire on a staggered basis, so that three members are elected one year and two members are elected in the other year. Members may be re-elected for more than one term of office. Vacancies that occur during the year shall be filled through a by-election conducted among the Delegates by the Elections and Credentials Committee.
7. The Elections and Credentials Committee shall supervise the process for nominating and electing members to the Audit Committee.
8. The Treasurer of the Association shall act in the capacity of principal advisor to the Audit Committee, attending and speaking (without the right to move or second motions, to be counted for purposes of quorum or to vote) in meetings, as determined by the committee.
9. The committee shall elect annually from among its members a chair, a vice-chair and a secretary.

AMAPCEO BY-LAW 4: MEMBER DISPUTE RESOLUTION

Amended by the Board of Directors on October 20, 2021 and adopted by the Delegates on December 3, 2021

A. **Introduction**

AMAPCEO recognizes that conflict may arise between and among members from time to time. The purpose of this By-law is to establish guidelines and a process for resolving such complaints.

This By-law should be read in tandem with AMAPCEO's Ombudsperson Policy, as well as other By-laws that may apply such as By-law 9: Activist Code of Conduct and By-law 10: Trial and Discipline.

B. **Principles**

In accordance with AMAPCEO's Constitution, policies, and by-laws, the AMAPCEO Code of Conduct, and AMAPCEO's principles of equity and inclusion as outlined in AMAPCEO's Equity Statement and Equity Lens, all members and officers are expected to always act with integrity and respect for the human rights of others.

Union solidarity is based on the principle that all union members are equal and deserve mutual respect. Any behaviour that creates conflict between and amongst us only reduces our solidarity, with the potential to weaken the union.

AMAPCEO's labour relations approach recognizes that it is often in the best interest of all parties to try to resolve complaints and conflicts, informally and with diplomacy, as this approach usually takes less time and stress than formal approaches.

C. **Definitions**

By-law 9: AMAPCEO’s Activist Code of Conduct By-law. This policy outlines the expected behaviours of activists and delineates how various complaints and contraventions are handled.

By-law 10: AMAPCEO Trial and Discipline By-law. This policy establishes a trial and discipline process for members alleged to have engaged in conduct that is considered by the Board of Directors to be “contrary to the stated purposes of the Association and/or detrimental to the interests of the Association or its membership.”

Mandatory Mediation: a process where a facilitator or mediator assists two or more parties to resolve their conflict.

Ombudsperson: A senior staff member of AMAPCEO who has been assigned to act as an impartial intermediary to assist members in conflict to resolve their differences without the need to proceed to the formal complaint process under this policy. See Board policy entitled Role of Ombudsperson for more information.

Section 10 of the Constitution: The section of the AMAPCEO Constitution that deals with member conduct considered by the Board of Directors to be contrary to the purposes of the Association and detrimental to the interests of members and the Association.

D. **Scope**

1. Complaints that are “In Scope”

The nature of the complaints within the scope of this By-law include:

- (i) Complaints between two or more AMAPCEO members or activists concerning statements made or actions taken, inside or outside one’s normal workplace, in their capacity as AMAPCEO members

or activists (i.e., conflict related to one's membership, participation, or activism in AMAPCEO)

- (ii) Complaints arising from the AMAPCEO nomination and election processes
- (iii) Complaints between two or more members that allege a breach of By-law 9: Activist Code of Conduct.

2. “Out of Scope” Complaints

The nature of complaint falling outside the scope of this By-law include:

- (i) Allegation of member conduct that could form the basis for potential action under Section 10.1 of the Constitution.
- (ii) Complaints about member conduct in a workplace that should properly be dealt with by the Employer, or through the complaint resolution process contained in that member's Collective Agreement. For example, an allegation of harassment in the workplace between two or more AMAPCEO-represented employees.

E. **Informal Complaint Resolution Process**

In keeping with AMAPCEO's labour relations approach, where possible, members will attempt to resolve their conflicts or differences through informal, collaborative, cooperative means before resorting to the approach of filing a complaint under this By-law.

Members having difficulty resolving their differences or conflicts themselves are strongly encouraged to consult the Ombudsperson for advice and assistance.

F. **Filing a Formal Complaint**

Members who wish to file a formal complaint under this by-law must do so by writing to the Ombudsperson (COO), President/CEO, or Secretary no more than three (3) months after the alleged incident that led to the conflict or complaint.

The following details should be included when filing a formal complaint:

- (i) The name(s) of the member(s) involved and witnesses (if applicable).
- (ii) A description of the incident(s), event(s) or situation(s) giving rise to the complaint, including relevant date(s) and time.
- (iii) The remedy sought.

Within 30 working days of the complaint being filed, the Ombudsperson will proceed through the following steps:

Step 1:

Determine if the complaint falls within the scope of this By-law. This may include requesting further information from the members involved in the complaint.

Should it be determined that the complaint alleges serious misconduct, the Ombudsperson will immediately refer the matter to the Executive Committee. The Executive Committee will review the details of the complaint allegations and determine if the matter should be referred to the Board under section 10.1 of the constitution, and a possible application of By-law 10: Trial and Discipline process.

If a review of the complaint confirms it is a matter that can be dealt with under By-law 4, the following steps as described below will apply.

Step 2:

All complainants and respondents shall be required to meet with the Ombudsperson to attempt to resolve the matter informally.

Should the informal resolution step prove successful, the Ombudsperson shall update the Executive Committee and the matter shall be closed.

Step 3:

Should the informal step be conducted without success, the Ombudsperson shall recommend to the Executive Committee one of the following actions:

- (a) Referral of the complaint to mandatory mediation (see below for more details); or
- (b) Dismissal of the complaint as frivolous or without merit to continue.

G. Mandatory Mediation

Should the Executive Committee determine that the complaint warrants mandatory mediation, they will discuss the matter with the Ombudsperson to best identify the most appropriate means of mediation.

Options could include parties meeting with the Ombudsperson and/or President/CEO, the Executive Committee or an accredited alternative dispute or conflict resolution practitioner.

The Mediation Process:

The Ombudsperson or their designee shall coordinate mediation efforts as soon as possible, preferably within 30 working days of the Executive Committee's decision.

Should one or more members refuse to attend or continue mediation, the Executive Committee will determine how to proceed. Options could range from deeming the matter closed after best efforts to mediate, to suspension from the privilege of serving as an appointed activist for one or more members involved in the complaint pursuant to By-law 9: Activist Code of Conduct.

During mediation, each member participant will exchange written statements about the complaint and shall be given sufficient time to respond to any information or alleged evidence contained in such statements.

Should the matter be resolved through mediation, it shall be considered closed.

Should the matter not be resolved, the Executive Committee shall receive a report from whomever led the mediation noting the reasons why the process did not result in a resolution. The Executive Committee will review the report and determine if the complaint shall be deemed closed after best efforts to mediate, or whether to suspend the privilege of serving as an appointed activist for one or more members pursuant to By-law 9: Activist Code of Conduct.

The Executive Committee shall also have the authority to refer the outstanding complaint to the Board of Directors for its consideration of By-law 10 and its processes.

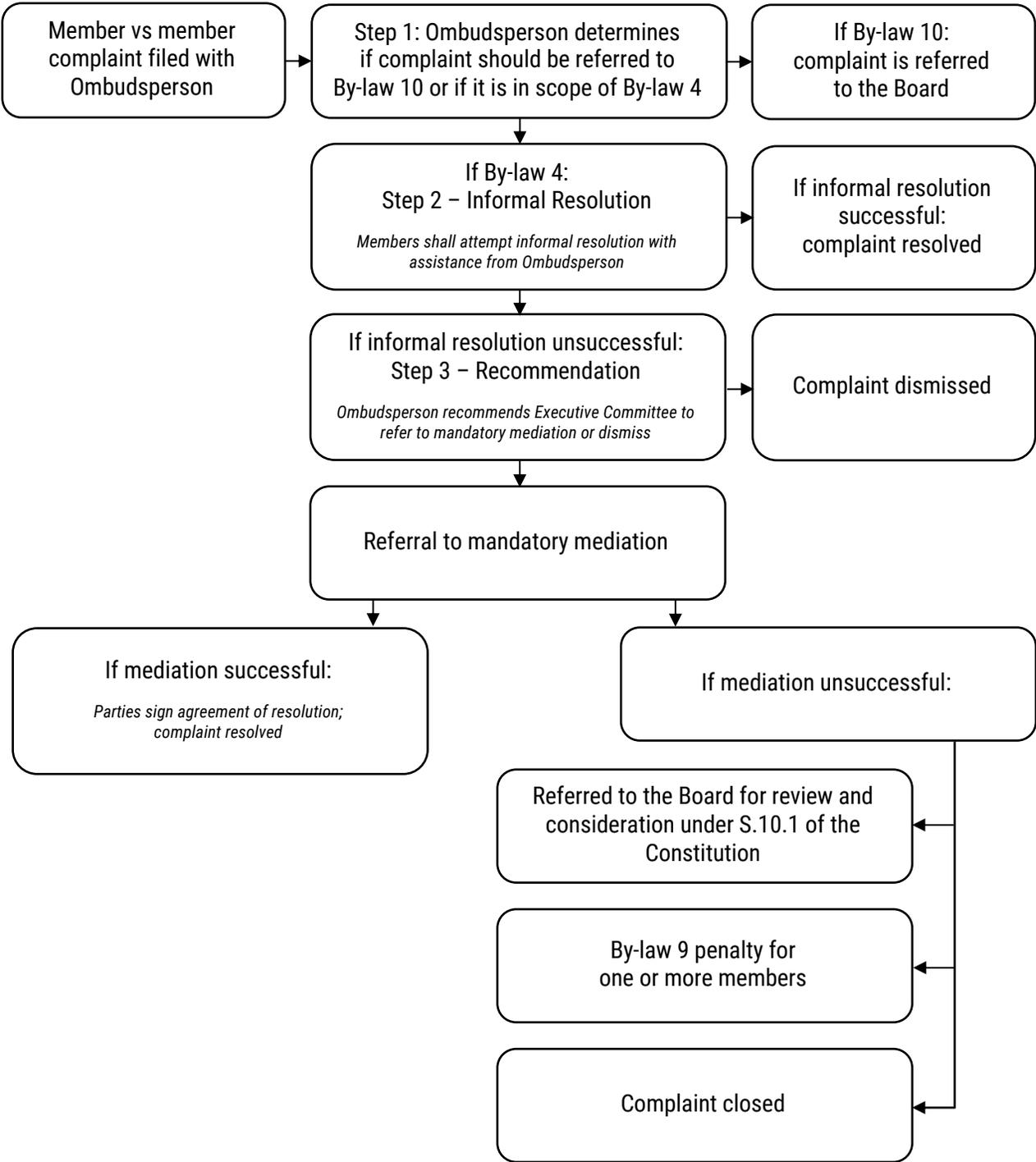
K. Bad Faith Complaint

Complaints filed in bad faith are those motivated by ill will, hostility, malice, or personal animosity, or when the complainant knows the allegations are not true. Should the Ombudsperson, Mediator, or Executive Committee believe a complaint to be vexatious, the Executive Committee may invoke a penalty consistent with By-law 9: Activist Code of Conduct or ask the Board to consider the use of By-law 10: Trial and Discipline.

L. **Annual Reporting**

A report that summarizes all formal complaints filed and concluded during the calendar year shall be provided by the Executive Committee to the Board of Directors and the Annual Delegates' Conference. The Report to the Delegates shall consist of a summary of the complaints and outcomes without revealing the names of members involved.

Member Complaint Resolution Process



AMAPCEO BY-LAW 5: RETIRED MEMBERS

Originally adopted on February 18, 1998

*Incorporating amendments adopted as of **June 8, 2016***

A. **Introduction**

1. The purpose of this by-law is to facilitate continuing participation and input by retired members in the affairs of AMAPCEO.
2. In this by-law, “retired member” has the same meaning as in Section 9.1 of the AMAPCEO Constitution.
3. The Secretary of AMAPCEO shall maintain as part of the Association’s membership register a list of retired members.

B. **Annual Caucus**

4. At least eleven (11) weeks before every Annual Delegates’ Conference, the Secretary shall give notice of an Annual Caucus of Retired Members.
5. The notice shall specify the date, time and place of the caucus, and may be given in the Association newsletter or by such other reasonable means as the Secretary considers appropriate.
6. The caucus shall be held at least five (5) weeks before the Annual Delegates’ Conference.
7. The caucus shall be open to everyone whose name appears on the list of retired members at the start of the caucus and to any member of the Board of Directors who wishes to attend.

8. Persons entitled and wishing to register as retired members at the start of the caucus shall be entitled to so register (subject to completion of the appropriate form and payment of the appropriate fee) and to participate (and vote) in the meeting.
9. Retired members who have registered (including completion of the appropriate form and payment of the appropriate fee) at least one (1) week in advance of the meeting may attend the meeting by teleconference at their own expense subject to making prior payment arrangements satisfactory to the Secretary.
10. A quorum for the conduct of all business shall be six (6) members attending (including those attending by teleconference) and, subject to Article 13 of this by-law, all decisions shall be made by majority vote, openly cast.
11. At the start of the meeting, the caucus shall select one of its members to preside, who shall retain his or her right to vote on all questions and who shall record the attendance and decisions of the caucus.
12. The purpose of the caucus shall be to review contributions made to the Association by retired members over the preceding year; to discuss matters of interest to retired members; to formulate concerns and recommendations; and to select a representative to attend Delegates' Conferences over the upcoming year.

C. **Caucus Representative**

13. The person elected as Caucus Representative shall be the person receiving the largest number of votes, with tie votes to be broken by lot.
14. Any retired member whose name appears on the list of retired members at the start of the caucus shall be eligible to be elected as representative,

provided that if the member is not in attendance at the meeting, he or she must have previously indicated his or her willingness to serve.

15. The person elected by the Annual Caucus as its representative shall be deemed to be one of the Delegates-at-large appointed by the Board of Directors.
16. The caucus may elect an alternate to attend the Delegates' Conference in the event that the representative is unable to attend.
17. The results of the election process, including the number of votes received by each candidate, shall be recorded by the presiding officer and communicated forthwith to the AMAPCEO Secretary.
18. In the event that the person elected and his or her alternate (if any) is unable to attend a Delegates' Conference, the Board of Directors may appoint another retired member to attend.

D. Effective Date and Abeyance

19. This by-law takes effect on April 1, 1998.
20. The by-law is held in abeyance if there are not at least twenty (20) retired members enrolled on the date on which notice would otherwise be given under Section 4 of the by-law.

AMAPCEO BY-LAW 6: ASSOCIATE MEMBERS

Originally adopted on September 29, 2004

*Last amended on **December 6, 2018***

A. **Introduction**

1. The purpose of this by-law is to establish the category of “associate membership” in AMAPCEO.
2. This by-law is enacted under the authority of Section 9.2 of the Constitution, which specifies that “The Board of Directors may, by by-law, establish a special class of membership for [employees who hold an acting assignment or acting appointment in a bargaining unit represented by the Association but whose home position is outside a bargaining unit] to specify the extent to which they may participate within the Association in a non-elective and non-voting capacity”.

B. **Associate Membership**

3. Employees represented by the Association who are seconded into or who hold an acting assignment or acting appointment in a bargaining unit but whose permanent or home position is outside a bargaining unit are eligible to become Associate Members in the Association by completing the appropriate membership application form approved by the Board of Directors. Such applications shall be addressed to the Secretary of the Association and shall be decided by the Board of Directors according to a process determined by resolution of the Board. Any associate member may resign from associate membership at any time by giving written notice to the Secretary, who shall so inform the Board of Directors at its next meeting.

4. Section 10.1 of the Constitution shall apply to associate members.
5. Upon admission to associate membership in the Association, an associate member will be registered by the Secretary in a Community according to the process specified in Sections 11.1 and 11.2 of the Constitution.
6. Associate members will be entitled to be notified of all Community meetings and shall be entitled to receive Association communications that are routinely sent or available to members in good standing.
7. As specified in Section 9.2 of the Constitution, associate members shall be entitled to attend and speak at Community meetings but are not entitled to (a) be counted for quorum at any meeting, (b) move or second motions, (c) vote on any matter at any meeting, (d) stand for or serve in any elective office within the Association.
8. An Associate Member who subsequently is appointed to a home position in an AMAPCEO bargaining unit shall automatically have his or her associate membership revised to full membership status effective from the date of the change in home position status.

AMAPCEO BY-LAW 7: LEAVES AFFECTING AMAPCEO OFFICIALS

Originally adopted on June 22, 2005

*Incorporating amendments made by the Board in June 2021 and as adopted by the
Delegates on **December 3, 2021***

A. Introduction

1. Notwithstanding the rights of members in good standing as specified in Section 8 of the Constitution, the purpose of this By-law is to establish a policy to address the potential for conflicts of interest and/or conflicts in time commitment that might arise on the part of elected AMAPCEO officials who are on a secondment, acting assignment or leave of absence outside their AMAPCEO bargaining unit or outside their District, or who are facing criminal charges during their term of office.

B. Policy on AMAPCEO Officials Acting Outside Their Bargaining Unit or Their Workplace

1. Delegates, Alternate Delegates, Delegates-at-Large, Members of ADC Committees, Members of the Board of Directors and Members of District Executive Committees shall not carry out the duties and responsibilities of their AMAPCEO positions while on a secondment, leave or acting assignment outside an AMAPCEO bargaining unit if the secondment, leave or acting assignment is longer than thirty-one days in duration. The maximum period that an elected official will be permitted to hold office while not carrying out his or her duties and responsibilities under this section shall not exceed six months, after which time a vacancy in the position shall be declared if the

incumbent has not yet returned from his or her secondment, leave or acting assignment.

1.1 Executive Officers

Should the President take a temporary secondment, leave or acting assignment of greater than thirty-one days, pursuant to the Constitution, the Vice President shall temporarily assume the role of President.

Should the Vice President take a temporary secondment, leave or acting assignment of greater than thirty-one days, the Board of Directors shall temporarily replace the Vice President with someone from its composition.

Should the temporary backfill of the President or Vice President displace a Director from their District position, the District shall be permitted to substitute their Vice Chair for the Director as contemplated in article 1.2 below.

Should an Executive Officer (other than the President or Vice President) take a temporary secondment, leave or acting assignment of greater than three months, the Board of Directors shall temporarily replace the Executive Officer on leave with someone from its composition. Should such a temporary backfill displace a Director from their District position, the District shall be permitted to substitute their Vice Chair for the Director as contemplated in article 1.2 below.

Should any Executive Officer opt not to return after their six months leave then the position shall be declared vacant, thereby implementing the provisions of Article 50.12 of the Constitution.

Anyone acting in an Executive Officer position shall be afforded the compensation, honoraria, expenses, leaves, and equipment accustomed to the role they are backfilling.

1.2 District Directors

Should a Director take a temporary secondment, leave or acting assignment of greater than three months, the District shall be entitled to immediately backfill the temporarily vacated Director position with their duly elected Vice Chair. The President and Secretary must be provided leave documentation by the outgoing Director and confirmation from the District Executive that the Vice Chair was duly elected.

The Vice Chair will thereafter be known as the Acting District Director and the District Executive may elect a temporary replacement for the Vice Chair. The Acting Director shall receive Board orientation and be afforded all the expenses, leaves and equipment afforded the Director role.

Should the Director on leave choose not to return and their term have greater than six months remaining, the position shall be declared vacant, thereby implementing the provisions of Article 50.12 of the Constitution, and the Acting Director shall be permitted to continue their role until the Director position has a newly elected incumbent.

Should the Director on leave choose not to return and their term have less than six months remaining, the Acting Director shall become the Director for the remainder of the term, as specified in Article 50.12 of the Constitution.

2. Any AMAPCEO elected official who receives an employer's approval of a secondment, leave or acting assignment outside an AMAPCEO bargaining unit of thirty-one days or longer has an obligation to immediately notify either the President or the Secretary of the Association of the relevant change in workplace status. Elected officials taking leaves of greater than three months must inform the President and Secretary of their intent to return, or not, no less than two weeks prior to expiration of the leave.
3. For clarity, a secondment, leave or acting assignment outside a bargaining unit does not include, and this policy does not apply to, Association leave granted to an elected official under a Collective Agreement for the purpose of conducting Association business.
4. Members of the Board of Directors and Delegates (including Alternate Delegates) and Members of District Executive Committees who have chosen to permanently exit the workplace but who may still be on salary continuance shall resign their AMAPCEO elective positions as early as possible following the end of the day of their last day at work, but in any event, the position shall be deemed to be vacant not later than sixty days from that date.

C. **District Directors Acting Outside Their Districts**

5. The above-noted provisions [in Paragraphs 1 and 2 of Part B] will also apply to District Directors who accept a secondment, leave or acting assignment of longer than thirty-one days elsewhere in an AMAPCEO bargaining unit but outside the District Director's home District. The maximum length of such a temporary leave shall not exceed six months, after which time a vacancy in the position shall be declared if the incumbent has not yet returned from his or her secondment, leave or acting assignment.

- 5.1 Article 1.2 and 2, above, shall also apply to District Directors acting outside their Districts.

D. **AMAPCEO Officials Facing Criminal Charges**

6.1 Members of the Board of Directors, Delegates and members of District Executive Committees who have been charged with an offence under the Criminal Code of Canada have a duty to make full and timely disclosure of this fact to the Secretary of the Association.

6.2 Delegate or Member of District Executive Committee

Whether or not such disclosure has been made, if the Secretary of the Association is advised, and can subsequently confirm, that a criminal charge has been laid against a Delegate or a member of a District Executive Committee, the Secretary shall add to the agenda of the next meeting of the Board of Directors a notice of motion to grant a temporary leave to the affected member, during which he or she would cease performing the duties and responsibilities of his or her AMAPCEO position(s). A copy of the notice of motion will be provided to the affected member with a reasonable deadline (no less than five days) stipulated for response before the Board meeting.

6.2.1 Unless the affected member files a written objection to consideration of the motion within five days of receiving the notice, the motion must be placed before the Board for a vote if, in the opinion of the Board, the criminal charge has the potential to interfere with the capacity of the affected member to provide effective representation of members or otherwise carry out his or her responsibilities to members, or where the Board believes that the affected member's efforts to continue carrying out his or her responsibilities while facing the charge may be detrimental to the interests of AMAPCEO and its members. If approved by a majority of members voting, the temporary leave takes effect immediately and remains in effect for either six months or until the legal proceedings related to the criminal charges are concluded,

whichever occurs first (unless, in the meantime, the term of office expires or a resignation is submitted or the member is otherwise removed from office.) The maximum length of such a temporary leave shall not exceed six months, after which time a vacancy in the position shall be declared if the incumbent has not yet returned.

- 6.2.2 If the affected member files (within the specified timeframe) a written objection to consideration of the motion to grant the leave, the Board may then consider what other steps to take as permitted by the Constitution and by-laws.

6.3 Member of the Board of Directors

Whether or not such disclosure has been made, if the Secretary of the Association is advised, and can subsequently confirm, that a criminal charge has been laid against a member of the Board of Directors, the Secretary shall add to the agenda of the next meeting of the Board of Directors a notice of motion to grant a temporary leave to the affected member, during which he or she would cease performing the duties and responsibilities of his or her AMAPCEO position(s). A copy of the notice of motion will be provided to the affected Board member with a reasonable deadline (no less than five days) stipulated for response before the Board meeting. The affected Board member shall not attend or otherwise participate in the Board meeting at which the affected member's case is under discussion.

- 6.3.1 Unless the affected member files a written objection to consideration of the motion within five days of receiving the notice, the motion must be placed before the Board for a vote, if, in the opinion of the Board, the criminal charge has the potential to interfere with the capacity of the affected member to provide effective representation of members or otherwise carry out his or

her fiduciary responsibilities to members, or where the Board believes that the affected member's efforts to continue carrying out his or her responsibilities while facing the charge may be detrimental to the interests of AMAPCEO and its members. If approved by a majority of members voting, the temporary leave takes effect immediately and remains in effect for either six months or until the legal proceedings related to the criminal charges are concluded, whichever occurs first (unless, in the meantime, the term of office expires, or a resignation is submitted, or the member is otherwise removed from office.) The maximum length of such a temporary leave shall not exceed six months, after which time a vacancy in the position shall be declared if the incumbent has not yet returned.

- 6.3.2 If the affected Board member files (within the specified timeframe) a written objection to consideration of the motion to grant the leave, the Board may then consider what other steps to take as permitted by the Constitution and by-laws.

**AMAPCEO BY-LAW 8:
INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER
OFFICIALS**

*Originally adopted on **January 29, 2008***

Each director, officer and other official of the Association and her or his heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Association from and against:

- (1) all costs, charges and expenses whatsoever that such director, officer or other official sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against her or him for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her in or about the execution of the duties of her or his office; and
- (2) all other costs, charges and expenses she or he sustains or incurs in or about or in relation to the affairs of the Association;

except such costs, charges or expenses as are occasioned by her or his own wilful neglect or default, or failure to act honestly and in good faith with a view to the best interests of the Association.

**AMAPCEO BY-LAW 9:
CODE OF CONDUCT FOR AMAPCEO OFFICIALS**

Originally adopted on November 28, 2009

*Last amended on **December 3, 2021***

A. Activist Code of Conduct

All elected and appointed representatives and officials¹ of AMAPCEO (referred to hereafter as “activists”) have:

1. A responsibility to AMAPCEO and, as such, are expected to act honestly, in good faith, with due care and diligence and in the best interests of the organization as a whole;
2. A duty to make full and timely disclosure of any real or potential conflicts of interest that might arise between their responsibilities as an AMAPCEO activist and their personal or private interests including personal disputes filed under a collective agreement;
3. A duty to avoid using their positions as AMAPCEO activists or using confidential information obtained in those roles to advance or benefit their personal or private interests;

¹ “Representatives and officials” include any member of AMAPCEO holding elective office, at any level, as well as any member appointed to an office or committee.

4. A duty to make full and timely disclosure of any developments (including those that occur outside the workplace) that might compromise the activist's ability to carry out their roles and responsibilities;
5. A duty to avoid encouraging the offer of, and to refuse, gifts, hospitality or other benefits, the acceptance of which could influence their judgement or the performance of their duties;
6. A duty to respect confidential information that is disclosed to them in their capacity as AMAPCEO activists;
7. A duty to attend required meetings of bodies to which they are elected or appointed; to prepare adequately for those meetings by reading agenda and other material; and to give advance notice and explanation in cases where they are unable to attend;
8. A duty to treat other AMAPCEO members and staff with respect, when acting in their roles as AMAPCEO activists, both in and outside of meetings.

For example, without limiting the generality of the foregoing, activists have a duty to avoid:

- Disrupting meetings by making continual interruptions or whispered asides;
- Making offensive or abusive remarks directed at other members or staff;
- Using unparliamentary language, inflammatory words or a harsh tone;
- Impugning the motives of other members or staff;
- Ignoring the legitimate direction of the presiding officer at AMAPCEO meetings.

The provisions of this Code apply to the conduct of activists at all times during their term of office (although any confidentiality restrictions continue to

apply even after the conclusion of one's term of office unless a particular item has become public or if members have otherwise been released from compliance with confidentiality on a particular matter). The Code applies, in other words, to an activist's conduct outside AMAPCEO's governance and membership meetings and outside the AMAPCEO offices, and includes the member's workplace, off-site social interactions, public meetings or events, private meetings or events, teleconferences, written or verbal communications and social media (including, without limiting the generality of the foregoing, Facebook, Twitter, blogs, websites, e-mail, instant messaging or texting).

A. By-law Administration

On behalf of the Board of Directors, the Executive Committee shall maintain responsibility for the administration of this By-law.

Alleged infractions may be forwarded by members or bodies of the union either directly to the Executive Committee via the Secretary or President, or by way of the Ombudsperson (COO). The Ombudsperson or their designee shall conduct any investigation deemed necessary by the Executive Committee.

In those instances where an appointed activist is found to have contravened the Code of Conduct, they may be suspended from the privilege of serving as an appointed activist as deemed appropriate by the Executive Committee. There shall be no recourse to appeal revocation of an appointed activist's role².

² An **appointed** activist serves at the pleasure of the Union – it is a privilege, not a right, to do so and as such there is no appeal process. **Elected** positions are associated with democratic rights. Democratic rights to an elected position (Delegate, Director or Executive) are governed by By-law 10.

Of note, Board Directors *additionally* must abide by the Board Directors Code of Conduct outlined within the Board Policy Manual and administered by the greater Board of Directors itself.

In those instances where one or more members or activists file formal complaints against one another, the Ombudsperson shall recommend that the Executive Committee support use of By-law 4 (and 10, if necessary) to remedy the situation.

In those instances where the contravention is severe (as detailed in By-law 10, Part D), the Ombudsperson shall recommend the Executive Committee seek support of the Board of Directors in the use of By-law 10. Matters handled under the parameters of By-law 10 are subject to the trial and discipline mechanisms and processes detailed within the By-law itself.

Activists, staff, or bodies who are uncertain about the application of any element of this Code of Conduct to their own circumstances, or who wish to make a required disclosure, should contact the Association’s Ombudsperson (Chief Operating Officer or their designee).

C. Attendance at Meetings

1. Members of the Board of Directors (or of committees of the Board or the Annual Delegates’ Conference) who (a) have been absent from two or more meetings of the body on which they sit and (b) have not explained their absence, either before or after the meeting, to the satisfaction of the body on which they sit, shall temporarily cease performing their duties (including attending further meetings) until they provide an explanation for their absence to the affected body. The affected member shall be given a reasonable opportunity to explain his or her absence. If a satisfactory explanation is not provided by the affected member within a reasonable timeframe, the Secretary of the Association shall formally advise the Board in order to give the Board an opportunity to consider what further steps should be taken.

2. The number of meetings attended by each member of the Board of Directors, and any cases where a member has temporarily ceased performing his or her

duties as outlined in Paragraph 1, above, shall be noted in an appendix to the Board's annual report tabled with the ADC.

AMAPCEO BY-LAW 10: TRIAL AND DISCIPLINE

As modified by the Board of Directors on October 20, 2021 and adopted by the Delegates on December 3, 2021

A. **Introduction**

1. This by-law is enacted pursuant to section 10.1 of the Constitution.

“10.1 A member whose conduct is considered by the Board of Directors to be contrary to the stated purposes of the Association and/or detrimental to the interests of the Association or its membership, shall be asked by the Board to explain or justify such conduct. If the member is unwilling to do so or if the explanation is deemed inadequate, the Board may impose disciplinary measures against the member. The disciplinary measures shall be in accordance with any by-law that the Board may enact. The member concerned shall have the opportunity to address the Board before the Board considers the question. Approval of such a motion shall require at least a two-thirds vote.”

It refers only to matters conducted under this section and does not apply to any other proceedings that may exist elsewhere in the Constitution.

2. This by-law has been enacted to provide a member accused of misconduct, as defined in Section 10.1 of the Constitution and further defined in this by-law, a fair and transparent process to dispute the allegation or defend their conduct, before the Board of Directors imposes any disciplinary measures.

B. **Principles**

In accordance with AMAPCEO's Constitution, by-laws, policies, AMAPCEO's Activist's Code of Conduct, and AMAPCEO's principles of equity and inclusion as outlined in AMAPCEO's Equity Statement, all members and officers of the union:

- Shall have the right to full and equitable participation in our union, without risk of harassment, discrimination, exclusion, or any other impediment to full democratic inclusion
- Shall always act with honesty, integrity and respect for the human rights of others
- Shall not act in a manner that is contrary to the stated purposes of the union, or in a manner that is detrimental to the interests of the union or its membership

The AMAPCEO Board of Directors will not impose discipline against a member alleged to have engaged in misconduct until that member has been provided the opportunity to answer those allegations through a fair and transparent trial process.

The Board of Directors and the Executive Committee shall not make decisions under this by-law that are arbitrary, discriminatory, or in bad faith.

C. **Definitions**

By-law 4: Member Complaint Resolution: which establishes guidelines and a process for resolving conflicts and disputes between two or more members. See By-law 4 for more details.

By-law 9: AMAPCEO's Activist Code of Conduct: which governs the conduct of AMAPCEO see By-law 9 for more details.

Ombudsperson: A senior staff member of AMAPCEO who has been assigned to act as an impartial intermediary to assist members in conflict to resolve their differences. See Board policy entitled Role of the Ombudsperson for more information.

D. Misconduct dealt with under this By-law

Any member who engages in, or has been alleged to engage in, the following misconduct may be subject to a misconduct trial, and possibly discipline, under this By-law:

- (a) Violating the Association's Constitution and By-laws
- (b) Working in the interests of another union against AMAPCEO
- (c) Failing to respect an AMAPCEO picket line
- (d) Working behind a picket line during a work stoppage when under no legal duty to do so, or unless authorized by AMAPCEO
- (e) Engaging in any strikebreaking activity including lockouts, during an AMAPCEO labour dispute
- (f) Violating AMAPCEO's Constitution, By-laws, or policies regarding the fair and proper conduct of elections in a manner deemed by the Elections and Credentials Committee to warrant investigation and corrective measures
- (g) Gaining elected office within the union by dishonesty or misrepresentation
- (h) While holding elected office in AMAPCEO, failing to perform the duties or obligations of their office in good faith, or performing those duties in a way that could reasonably be understood to breach AMAPCEO's duty of fair representation

- (i) While holding elected office, helping another organization or another union, or an unauthorized lawyer, paralegal, or legal firm, seeking to service, represent, or negotiate on behalf of AMAPCEO members
- (j) While holding an elected or activist position breaching confidentiality by disclosing details of confidential Board or Executive Committee proceedings or disclosing members' personal information
- (k) Coercing, intimidating, or deliberately interfering with any official of AMAPCEO from carrying out their obligations or duties or exercising their rights under the constitution and by-laws
- (l) Publishing or circulating, by mouth or other means, false reports or deliberate misrepresentations concerning AMAPCEO
- (m) Slandering, or libeling any, elected officer, appointed activist, member of AMAPCEO, or AMAPCEO staff
- (n) Taking legal action, or encouraging members to take legal action, against AMAPCEO, its officers or members (unless it is over the right to fair representation) before trying to resolve the matter through the processes outlined in By-law 4: Member Complaint Resolution
- (o) Fraudulently receiving money payable to AMAPCEO or misappropriating funds or properties of the Association
- (p) Using the name of this Association for soliciting funds, advertising, and the like, without the consent of the Board of Directors
- (q) Bringing forth frivolous, vexatious, or malicious accusations or complaints, which have no foundation in fact and are filed to bring an adverse consequence to an elected official, an activist, or a member of the union

- (r) Attempting to interfere with, or retaliate against, a participant in the member dispute process as outlined in By-law 4 Member Complaint Resolution, or the trial process as outlined in this By-law.

E. Allegation of Misconduct

Any member may report an allegation of serious misconduct by filing a complaint with the Executive Committee via the Secretary or President/CEO, or via the Ombudsperson.

The following details should be included when filing a complaint of misconduct:

- (a) The name of the member(s) and witness(es) (if applicable);
- (b) A description of the alleged misconduct, or incident (s) including relevant date(s) and time(s); and
- (c) Any evidence supporting the allegation.

Upon receipt of a formal misconduct complaint, the Executive Committee will initially review the complaint, along with the documentation and evidence, and shall determine:

- (a) That due to the seriousness of the alleged misconduct the matter should be referred to the Board under Section 10 of the constitution for a determination of the next steps;
- (b) That the misconduct allegations are best dealt with through the application of either By-law 4: Member Complaint Resolution, or By-law 9: Activist Code of Conduct, and as such, the Executive Committee shall refer the matter to the Ombudsperson for disposition;

or

- (c) That the allegations are frivolous, or without merit, and must be dismissed without any referral.

The Executive Committee may contact the member who filed the complaint to request additional information before making a decision.

The Executive Committee may also refer a member complaint that has been filed under By-law 4: Member Complaint Resolution, or an alleged violation of By-Law 9: Activist Code of Conduct, to the Board via section 10.1 of the Constitution due to the seriousness of the alleged misconduct.

D. Board of Directors Review of the Misconduct Complaint

Once a misconduct complaint has been referred to the Board of Directors from the Executive Committee, the Board of Directors shall have up to one year to review the complaint and determine if the misconduct trial processes as outlined in this by-law shall be used to investigate and decide on the allegation. Should the Board of Directors not take any action on the complaint within this period, the complaint shall be deemed withdrawn and closed.

A decision to proceed to a misconduct trial requires the support of at least two-thirds (2/3) of the Board of Directors, otherwise, the misconduct complaint shall be dismissed.

E. Misconduct Trial Process

Within 15 working days of the Board of Directors deciding that a misconduct complaint should proceed to trial, the Board of Directors shall designate the Executive Committee to serve as a Trial Committee.

Should the Executive Committee believe that, due to the nature of the alleged misconduct, the trial should be conducted by an independent third party, they shall have the authority to make such a referral. The third party shall follow the trial process as

outline in Part F of this policy and submit a report of their findings to the Executive Committee at the trial's conclusion.

Any Executive Committee member directly involved in the alleged misconduct as the complainant or witness shall not serve on the Trial Committee. In such situations, the Board of Directors may choose to appoint a member of the Board of Directors to the Trial Committee. Should three (3) or more members of the Executive Committee be directly involved in the alleged misconduct, the trial shall be conducted by an independent third party. The third party will conduct the trial as outlined in Part F of this policy and render a decision as outlined in Part G of this policy.

The Trial Committee shall choose from among them a Chair. The AMAPCEO Board Secretary shall serve as the Secretary for the Trial Committee. If the Secretary of the Association is unable to serve on the Trial Committee, another member of the Trial Committee shall be selected to serve as the committee's secretary.

Once the Trial Committee is in place, both the member alleging the misconduct (the complainant) and the member alleged to have perpetrated the misconduct (the respondent) shall be provided with 20 working days written notice of the commencement of the trial. This written notice will also provide information on how the trial will be conducted.

In conducting the trial, the Trial Committee:

- (a) shall decide its procedures and processes to ensure the hearings are conducted efficiently and effectively, including but not limited to determining the length of each hearing day, and the total length of the hearing process;
- (b) shall protect personal information received during the hearing process, except as required to reasonably process and conclude the complaint;
- (c) shall act in a sensitive, confidential, professional, and timely manner;

- (d) may receive any information or evidence it considers appropriate; and
- (e) shall not deal with information or evidence that is given anonymously.

F. Trial Hearing Procedures

The trial hearings shall be held in-camera and in accordance with the current version of *Robert's Rules of Order* and the principles of natural justice¹, to ensure the respondent receives a fair and impartial hearing.

The complainant and respondent shall have the right to be present at the trial, to call witnesses, and to cross-examine witnesses called by the other side.

The complainant, the respondent, and all witnesses will be asked to agree to protect the privacy and confidentiality of the trial process and to not divulge any information or evidence brought forward and discussed during the trial hearings.

All union members involved in the trial shall be entitled to paid Association leave under the appropriate clause in their Collective Agreement for the time required to participate in the trial hearings.

Both written and oral evidence shall be accepted during the trial hearings.

The complainant and respondent shall be permitted to be represented by another AMAPCEO member "in good standing" at the trial, should they choose to do so.

¹ These principles stipulate that whenever a person's "rights, privileges or interests" are at stake, there is a duty to act in a procedurally fair manner, and are based on the theory that the substance of a decision is more likely to be fair if the procedure through which that decision was made has been just.

The complainant and respondent shall be permitted to obtain outside legal counsel at their own expense.

Once all the testimony and evidence has been heard and reviewed, the Trial Committee shall render a decision on the alleged misconduct complaint, and if necessary, will also recommend to the Board of Directors what type of disciplinary measures should be imposed on the respondent.

G. Rendering a Decision after Trial

Within 30 working days from the final date of trial hearings, the Trial Committee will prepare a written report with their findings and their decision and send it to the Respondent and the Complainant.

The report shall outline:

- (a) the allegations in the misconduct complaint;
- (b) a summary of the information and evidence presented during the trial hearings;
- (c) the Trial Committee's findings on whether the misconduct complaint is substantiated or unsubstantiated; and
- (d) a summary of the reasons for their decision.

In rendering a decision on a misconduct complaint, the Trial Committee shall be empowered to interpret the Constitution and By-laws as necessary to come to a decision.

The Trial Committee may either find that the misconduct complaint has been substantiated or not substantiated. To find that a misconduct complaint has been

substantiated shall require majority support of the members of the Trial Committee, otherwise, the complaint shall be dismissed.

Should the Trial Committee find that the complaint is unsubstantiated, the complaint will be dismissed.

Should the Trial Committee find the complaint substantiated, the Trial Committee shall inform the Board of Directors of their decision and make a recommendation on the appropriate disciplinary measures to be imposed on the Respondent. The disciplinary measures available to the Trial Committee are:

- (a) Censure;
- (b) Suspension of membership for a period that is no less than 2 years; or
- (c) Permanent membership expulsion from AMAPCEO.

When recommending disciplinary measures to the Board of Directors, the Trial Committee must consider the nature of the misconduct, the seriousness of the matter, the impact on the Complainant, or other union members, any prior record of misconduct by the Respondent, and any other relevant matters.

H. Board Decision on Disciplinary Measures

After receiving the Trial Committee's recommendation, the Board of Directors shall deliberate and decide to either accept the Trial Committee's recommendation or to substitute lesser discipline. The decision on the appropriate discipline to impose shall be made based on a majority vote of the Board of Directors. For clarity, the Executive Committee members who participated on the Trial Committee will not be eligible to vote.

Within 5 working days of rendering their decision, the Board Secretary will contact the Respondent who has been found guilty of the misconduct and communicate the Board's

discipline decision and the reasons for this decision. The Secretary will also communicate that the Respondent will have the opportunity to address the Board in writing within 20 working days to explain or justify their conduct. Such written submissions shall be limited to no more than five (5) pages double-spaced.

Should the Respondent choose not to address the Board of Directors, the disciplinary measures decision will be imposed.

Should the Respondent decide to address the Board of Directors, the Board shall review the Respondent's comments and make a final decision within 10 working days. A decision to overturn the Board's own earlier decision on discipline, and substitute lesser discipline, shall require a two-thirds (2/3rds) vote of the Board of Directors. To clarify, the Executive Committee members who participated on the Trial Committee will not be eligible to vote.

I. Review of Member Expulsion Decisions

Once every two years, an expelled member may seek review of their expulsion by the Board of Directors. The Board shall have the ability to uphold, commute, or set aside the initial discipline.

J. Bad Faith Complaints or Allegations

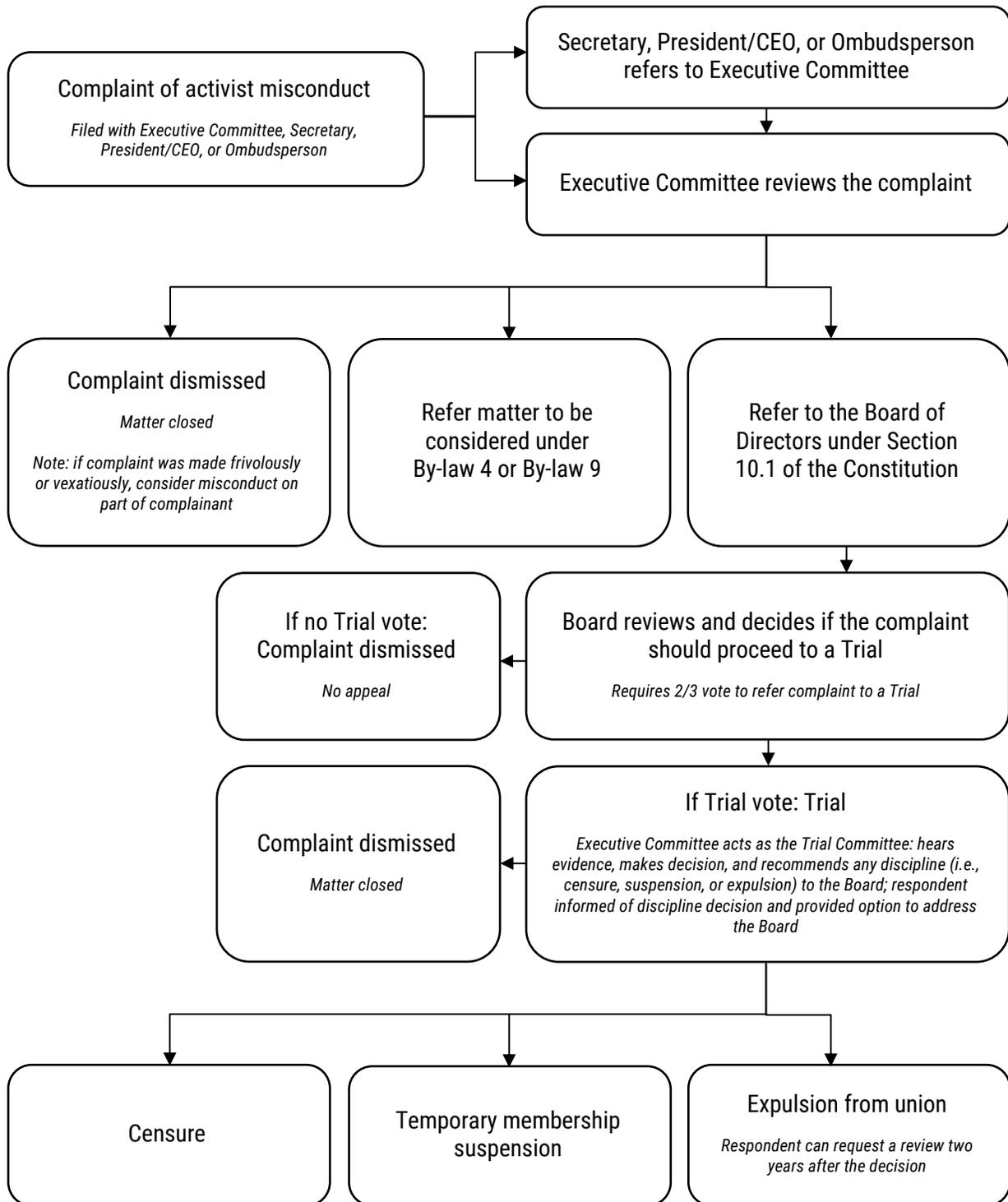
Complaints filed in bad faith are those motivated by ill will, hostility, malice, or personal animosity, or when the complainant knows the allegations are not true. Bad faith complaints or allegations are considered serious and may be dealt with under By-law 9: Activist Code of Conduct or By-law 10: Trial and Discipline.

K. Annual Reporting

The Board shall report the results of all trial outcomes and disciplinary decisions to the next Annual Delegates' Conference. The Report to the Delegates shall consist of a

summary of the misconduct, the trial outcome, the disciplinary decision, and if the decision was appealed.

Appendix A: By-law 10 Process Map



AMAPCEO BY-LAW 11: BOARD COMPENSATION PROCESS

Adopted by the Delegates on November 25, 2020

A. **Introduction**

1. The purpose of this by-law is to identify an independent process to address an ongoing business need – the compensation of the organization’s senior leadership.

This by-law will identify and detail the components of the overall compensation process. It will do so by clearly stipulating who, what, when, where, why, and how – matters will be handled. And, in doing so, the integrity of the process will be solidified in its independence and prescribed methodology.

B. **Scope**

2. This by-law shall encompass compensation adjustments for only those Board Directors receiving salary or honoraria remuneration.

C. **Evaluation and Review Cycle**

3. The position of President/Chief Executive Officer shall be the position of sole evaluation with its analytical outcomes then applied to other positions as outlined further within this policy.

4. Review shall occur on a triennial (3-year) cycle.¹

D. Independent Market Analysis

5. AMAPCEO shall engage the services of an independent market analyst specializing in executive compensation within the greater labour relations sector.

E. Analytical and Evaluative Parameters

6. The independent market analyst shall consider the following items in their evaluation of the compensation level of the President/Chief Executive Officer:²

(a) Compensation details for comparable union President/CEO positions³ inclusive of:

- Salary ranges (minimum and maximums) or base salary if used,
- Benefits (performance incentives, RRSP contributions, cellphone/car/clothing allowance, fitness membership, educational assistance, business travel, etc.).

(b) Compensation details for AMAPCEO senior management (COO and Unit Directors)

¹ The review shall occur in the third year of the cycle with the first such review occurring under this By-law being in 2022.

² Items 6 (a), (b), (c), and (d) were approved by the 2019 ADC.

³ See Appendix A as was approved by the 2019 ADC.

- (c) Compensation details for Employer counterparts (Deputy Ministers, Assistant Deputy Ministers, BPS Unit CEOs, etc.)
- (d) In addition, the analyst will conduct an interview with the President/CEO incumbent to obtain the following information, which will then be validated by the Chief Operating Officer:
 - responsibility,
 - expertise required,
 - average workloads,
 - amount of unpaid overtime worked,
 - amount of union business travel,
 - issues with work-life balance

F. **Award**

- 7. Subject to market analysis completion, the President/CEO role shall be awarded a salary equivalent to the mid-point average salary of the comparable union positions considered. This approach would see the salary of the President/CEO set and maintained at the exact middle of all comparators.⁴

In the same way members-at-large have their salaries protected by red-circling, the President/CEO position and all positions subsequently tethered to it shall not be negatively impacted. Should market analysis indicate a pause in advancement, incumbents will be red-circled until the next cyclical review.

⁴ The salary award shall occur on January 1st immediately following the review (i.e., the start of year 1 of the next 3-year cycle)

G. **Total Compensation and Geographic Equity Policy**

8. In addition to the salary afforded each, the President/CEO and Vice President shall receive:

- Leave credits in accordance with their respective bargaining unit's collective agreement
- Annual Across the Board salary increases in accordance with their bargaining unit's collective agreement
- All provisions of their bargaining unit's CA not addressed herein
- Pension accumulation in accordance with their respective bargaining unit

The President/CEO and Vice President shall not receive compensation for:

- Annual merit
- Overtime

9. The Geographic Equity Policy states that regardless of where in the province a member lives, if elected President/CEO or Vice President, AMAPCEO will ensure fair reimbursement of expenses for travel and accommodation and provide support to the member in Toronto and at their home location.

- If the member works or lives in Toronto – no accommodation or travel expense will be provided beyond a TTC/Presto/ (transit) pass.

- If the member works outside Toronto and lives less than 80 km from the AMAPCEO office – no accommodation expense, but travel expense will be provided.
- If the member works and lives more than 80 km from the AMAPCEO office – accommodation expense will be provided (i.e. – a one-bedroom apartment (furnished) or a dollar equivalent if the individual wishes to another form of accommodation, a TTC/Presto (transit) pass, and travel expense for up to two return trips home per month.
 - If a member chooses to commute daily and not seek local accommodations, reimbursement for travel will not exceed costs of accommodation and return home trips.
 - If a member chooses to commute daily and not seek local accommodations, reimbursement for travel will not exceed the costs of accommodation and return home trips.

H. Expenses

10. Any additional expenses incurred by the President and Vice President are subject to AMAPCEO's Expense Reimbursement Policy and Procedures, as is the case for all activists.

I. Market Analysis Application to Other Positions

11. The Vice President's position shall be compensated at 85% of that of the President/CEOs salary.
12. Any market adjustment in the President/CEO's salary shall be converted to a percentage for the purposes of subsequent application to the other positions.

13. The Secretary and Treasurer positions shall have their honoraria move in accordance with the percentage adjustment made to the President/CEO position's salary.
14. The Chair of the Board's honoraria shall be 50% of the Secretary and Treasurer's remuneration.

J. Board Compensation Committee

15. The committee shall be comprised of all members of the Board not deemed to be in a conflict of interest as defined in Item K below.
16. The committee shall direct the Chief Operating Officer or Director of Finance & Administration to conduct the triennial contracting of a market analyst specializing in executive compensation within the greater labour relations sector.
17. Results and recommendations stemming from the triennial market analysis shall be presented to the Board Compensation Committee in advance of the Annual Delegates' Conference, in the third and final year of the existing salary structure.
18. The Board Compensation Committee shall implement salary adjustments in accordance with this by-law and duly report outcomes to the Annual Delegates' Conference immediately thereafter.

K. Conflict of Interest

19. All Board Directors receiving salary or honoraria, inclusive of the President, Vice President, Secretary, Treasurer and Board Chair shall be deemed conflicted on salary or honoraria matters of their own, and as such, are precluded from participation on the Board Compensation Committee.

Appendix A: Approved Comparator Unions

Based on discussion at the 2018 ADC, the 2019 Committee purposely used as many comparator unions (professional and public sector) and additional compensable factors as possible. A list of potential unions was reviewed with 19 identified as being like AMAPCEO. Two of these unions were later excluded – SPGQ and PEA – as they employ very different compensation practices or employ a part-time President.

Federal Unions:

PSAC - Public Service Alliance of Canada

PIPSC - The Professional Institute of the Public Service of Canada

ACFO - Association of Canadian Financial Officers

CAPE - Canadian Association of Professional Employees

CUPE - Canadian Union of Public Employees

Ontario Unions:

OPSEU - Ontario Public Service Employees Union

OPPA - Ontario Provincial Police Association

ONA - Ontario Nurses Association

OSSTF - Ontario Secondary School Teacher's Federation

ETFO - Elementary Teachers' Federation of Ontario

OECTA - Ontario English Catholic Teachers' Association

AEFO - Association des enseignantes et des enseignants franco-ontariens

ALOC - Association of Law Officers of the Crown

OTF - Ontario Teacher's Federation

OCAA - Ontario Crown Attorney Association

Other Provincial Unions with professional members like AMAPCEO:

BCGEU - BC Government and Service Employees' Union

SUP - Society of United Professionals

PEA - Professional Employees Association (not included – see above)

SPGQ - Le Syndicat de professionnels du gouvernement du Québec (not included – see above)

Note:

In conducting its work in 2019, the Committee of the day was also asked by the ADC to give consideration to the number of collective agreements unions negotiated and serviced, to the number members in respective unions, to the number of staff employed by each union and to the annual operating budget of all unions.

In all circumstances, research demonstrated that there was no correlation between size of budget, staff, members, or number of contracts serviced with compensation. As such, these parameters will not be used going forward. The detailed research can be found in the *2019 ADC Book B: Supplemental Reports, Board Compensation Review*.

AMAPCEO BY-LAW 12: CONSTITUTIONAL REVIEW PROCESS

*Adopted by the Delegates on **December 3, 2021***

A. **Introduction**

1. The purpose of this by-law is to identify and detail AMAPCEO's recurring constitutional review process.

B. **Scope**

2. This by-law shall detail the process and the roles of the respective bodies.

C. **Committee**

3. The Committee shall be comprised of the following voting members and non-voting resources:

- One Delegate from the Regional Districts
- Three Delegates from the GTA Districts
- One Delegate from the BPS Bargaining Units
- Two Board Directors
- President/CEO

Staff Resources:

- Senior Management Representatives
- Other Staff

D. **Committee Election and Appointment Process**

4. The five Delegate positions shall be called for by the Elections & Credentials Committee (ECC) within the first sixty (60) days of a review year.

Identification of nomination and voting processes shall be the decision of the ECC.

Only seated Delegates may run for office and only seated Delegates may cast a vote.

The two Board reserved positions shall be appointed by majority decision of the Board of Directors with the first sixty (60) days of a review year.

The President/CEO shall be auto-appointed to the Committee in a review year and be responsible for ensuring nominations, elections, and appointments occur according to timelines.

E. **Review Cycle**

5. A review shall normally occur on a quinquennial (5-year) basis.¹
6. The Annual Delegates' Conference, by majority vote, shall have the authority to defer a future review by up to five years – as it did after substantial changes were made at the 2016 Special Delegates' Conference – to permit implementation and evaluation of amendments.
7. The Board of Directors, by majority vote, shall have the authority to defer a future review by up to one year, in order to avoid operational conflicts with significant competing interests like bargaining, serious threats to the

¹ Commencing in January 2022

livelihood of the union, and any instance of unusual upheaval such as a pandemic.

F. Review Material

8. The Committee shall review the Constitution and its By-laws.

G. Review Process

9. The Committee shall consult with, and seek the input of, AMAPCEO's membership and its Board of Directors.

H. Proposed Amendments

10. The Committee shall return a report stating what, if any, changes or amendments to the Constitution or By-laws it is proposing.²

11. The Committee may also choose to flag items for monitoring of the Board of Directors or for future reviews.

12. Any amendments to either the Constitution or By-laws will include a rationale for the change, the degree of support from the membership or governing body recommending the change, and proposed language.

13. The Committee shall share its report with the Board of Directors for its consideration and comment no later than its October meeting.

14. The Committee shall provide the ADC with a minimum 2 weeks' of notice for any amendments.

² Commencing at the 2022 ADC

I. **Approval**

- 15. Constitutional amendments require a 2/3 super majority vote, while amendments to the By-laws require a simple 50% plus one majority vote.
- 16. The Board of Directors and the President/CEO shall be responsible for implementation of the ADC's decisions.

J. **Retained Rights of the Annual Delegates' Conference**

- 17. Delegates shall maintain the right to bring forward constitutional or by-law amendments in non-review years.
- 18. The ADC shall have the right to consider, approve, or defeat amendments made in non-review years, and may also opt to refer proposed amendments to future reviews, as opposed to considering them in isolation.

K. **Retained Rights of the Board of Directors**

- 19. The Board of Directors and the President/CEO shall be responsible for ongoing implementation and interpretation of the Constitution between reviews.
- 20. The Board of Directors shall maintain the ability to draft or amend By-laws in-year, as it deems warranted. With all such amendments subject to ADC ratification thereafter.
- 21. The Board of Directors shall specifically reserve the authority noted in the Constitution to conduct District Boundary Reviews and to make changes, as it deems necessary.