
AMAPCEO CONSTITUTION

Association of Management, Administrative and Professional Crown Employees of Ontario

Incorporating all amendments adopted as of December 6, 2018

PREAMBLE

In adopting this constitution, the members adopt the principles of free collective bargaining and the fair and equitable representation of employees by the Association in the workplace. In carrying out these principles on a day-to-day basis, all members and officers should strive to act with integrity and respect for the human rights of others and in accordance with democratic principles and due process.

NAME

1. The name of the Association shall be the “Association of Management, Administrative and Professional Crown Employees of Ontario, 1995”, hereinafter referred to as the “Association” or “AMAPCEO”.

PURPOSE

2. It shall be the purpose of the Association:
 - 2.1 To represent the interests of all employees in the bargaining units for which the Association has jurisdiction in all matters affecting the terms and conditions of employment of such employees, including, without limiting the generality of the foregoing, negotiating and administering collective agreements and acting as the exclusive bargaining agent for employees in the existing bargaining unit and any future bargaining units (hereinafter referred to as the “bargaining unit” or “bargaining units”) which the Association is entitled to represent.
 - 2.2 To obtain and disseminate information with respect to the rights and interests of employees in the bargaining units on matters that affect employees’ terms and conditions of employment and the relationship between employees and their employer.
 - 2.3 To promote the highest standards of public service for the people of Ontario.
3. The Association shall be operated without purpose of pecuniary gain to any of the members, and any surplus or accretions of the Association shall be used solely for the purpose of the Association and the promotion of its objectives.

HEAD OFFICE

4. The head office of the Association shall be located in the City of Toronto in the Province of Ontario.

MEMBERSHIP

5. All employees in bargaining units represented by the Association are automatically eligible for membership in AMAPCEO and may apply for membership in accordance with section 6. Any other employee may apply for membership and applications shall be considered and determined by the Board of Directors pursuant to section 6. Persons excluded from a bargaining unit represented by the Association by virtue of any statutory provision shall not be eligible for membership.
6. In order to become a member of the Association, those employees who are eligible as defined in section 5, above, must formally apply for membership by completing a membership form authorized by the Board of Directors of the Association. Applications for membership shall be addressed to the Secretary of the Association and shall be decided by the Board of Directors. Any member may resign from membership in the Association by giving written notice to the Secretary, who shall so inform the Board of Directors at its next meeting. Such resignations shall become effective on the later of the date specified by the member or the date the Board accepts the resignation.
7. “Members in good standing” shall be those members of the Association who are paying dues in accordance with this constitution and who are not expelled or suspended from membership pursuant to section 10, below. For purposes of clarity, “members in good standing” shall include those members from whom dues ordinarily would be collected but (a) who are on a leave of absence (including long-term disability leave) or a secondment recognized by the Association and (b) whose employment has been terminated by the employer but whose grievance or other legal action against such termination has not yet been resolved in the view of the Association. “Members in good standing” shall include those former employees who have recall rights, for the duration of the period of recall rights, upon payment by such former employees of special membership dues to be determined from time to time by the Board of Directors. Any membership dues authorized for members with recall rights shall be reasonable and should be intended only as a means of recovering the direct costs of supporting their status as members.
8. Except as noted in section 9 and section 42(h), below, only a member in good standing shall have the right to:
 - (a) Attend and participate, by moving and seconding motions, speaking and voting, in membership meetings of the Association, including those of a District or Community, except where required by statute;
 - (b) Be informed by the Association of matters of concern to the membership;
 - (c) Subject to section 10.2, review, on request, any official record or document of the Association;
 - (d) Seek and hold office in the Association or a District or Community, subject to any eligibility criteria that may be specified in a by-law;
 - (e) Vote on any matters except where required by statute;
 - (f) Serve as a representative of the Association on any joint employer-Association committee as authorized by this constitution, a by-law, a collective agreement or any other agreement between the employer and the Association.

9.1 Retired Members

Members in good standing who have resigned from a bargaining unit or retired from a bargaining unit may make written application to the Secretary to become a “retired member”. The Board of Directors may, by by-law, authorize a membership form for and specify a membership fee to be paid by retired members. Any membership fee authorized for retired members shall be reasonable and should be intended only as a means of recovering the direct costs of supporting their status as retired members. A retired member who so advises the Chair shall have the right to:

- (a) Be notified of, attend and speak, without the right to move or second motions, be counted for purposes of quorum or vote, in membership meetings of the Association, including those of the District or Community in which s/he was a member immediately prior to retirement or resignation;
- (b) Be informed by the Association of matters of concern to the membership.

The Board of Directors or the Delegates’ Conference shall have the authority to establish committees consisting, in whole or in part, of retired members, for the purpose of advising the Association on any issue.

9.2 Rights of Employees Acting From Outside the Bargaining Units

Notwithstanding sections 5, 6, 7 and 8 (above), employees who hold an acting assignment or acting appointment in a bargaining unit represented by the Association and who hold a home position outside a bargaining unit represented by the Association are not eligible to be, and shall not be registered as, members in good standing. Such employees acting from outside an AMAPCEO bargaining unit shall be entitled to attend and speak at District or Community meetings and, on request, to receive Association communications that are routinely sent or available to members in good standing, but such acting employees are not entitled to move motions, vote on any matter, stand for or serve in any elective office within the Association or be counted for purposes of quorum at any meeting. The Board of Directors may, by by-law, establish a special class of membership for such employees to specify the extent to which they may participate within the Association in a non-elective and non-voting capacity.

- 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.
- 10.2 The official records or documents to which members in good standing are granted right of access by paragraph 8(c) shall include but not be limited to reports, committee agendas and minutes, and financial statements, and the right shall be subject to such regulations as the Board of Directors shall enact by by-law respecting: the protection of privacy of individuals; maintaining the confidentiality of labour negotiations; specifying appropriate timelines for the provision of

information; and establishing reasonable fees to defray the cost to the Association of searching for and copying requested documentation. The by-law shall provide that disputes over access shall be subject to an appeal process to be specified in the by-law.

DISTRICTS

11. Upon admission to membership in the Association, a member will be registered by the Secretary in a District in which the member ordinarily works. A member will be registered in only one District at any time.
12. The purposes of Districts are:
 - (a) To provide electoral constituencies through which members elect (i) Delegates to the Delegates' Conference and (ii) a Director to the Board of Directors;
 - (b) To provide an opportunity to organize members in local geographic units through which to participate in the activities of the Association.
 - (c) To promote the purposes and objectives of the Association, in accordance with this constitution and any by-laws and policies adopted by the Delegates and the Board of Directors.
13. Additional purposes, powers and duties of Districts may be specified by the Delegates or the Board of Directors in a by-law.
14. The number, structure and geographic boundaries of Districts are to be specified in a by-law. Any new by-law describing the number, structure and geographic boundaries of Districts will incorporate the following minimum provisions:
 - (a) The Board Director elected by and from each District shall serve as Chair of a District Executive Committee consisting of all of the elected Delegates in the District.
 - (b) The Chair shall preside at meetings of the District Executive and at District membership meetings.
 - (c) The District Executive Committee shall elect one of the Delegates to be the Vice-Chair, who shall preside at meetings in the absence of the Chair.
 - (d) The District Executive Committee shall be authorized to appoint additional Executive Committee members as required by supplementing its membership to ensure broad representation of members from all parts of the District.
 - (e) The District Executive Committee may elect additional officers and strike such subcommittees as required to carry out its work.
 - (f) A quorum for the District Executive Committee shall be a majority of its members.
 - (g) The District Executive Committee may regulate its activities by adopting policies as required, subject to approval by the Board of Directors.
 - (h) The District Executive Committee shall hold general membership meetings, in multiple physical locations throughout the District if required, on a schedule to be determined by the District Executive Committee from time to time.
 - (i) Each District Executive Committee is required to hold a minimum of four meetings a year.

15. Districts may be sub-divided into Communities if required to address the physical distances among members and to ensure an equitable allocation of Delegates. Districts sub-divided into Communities may allocate the election of the District’s Delegates by Community. Communities may be established by by-law.
16. In the event that a conflict or inconsistency exists between any District policy and this constitution and/or any by-laws, this constitution and the by-laws shall take precedence and prevail.
17. In the case of ambiguity or lack of clarity with respect to a District policy, this constitution and/or by-laws shall be used to assist in the interpretation of the District policy.
18. The Board of Directors shall resolve any conflicts, inconsistencies, ambiguity or lack of clarity between District policies and this constitution and/or by-laws and the decision of the Board of Directors in this respect shall be final.

DELEGATES’ CONFERENCE

19. The supreme governing body of the Association shall be the Delegates’ Conference (hereinafter referred to as “the Conference”, “the Delegates” or “a meeting of the Delegates”).

20. The Delegates’ Conference shall consist of:

- (a) All members of the Board of Directors;
- (b) Additional Delegates elected for a two-year term of office by members, typically in the Spring, according to a process to be specified in a by-law, with each District or Community entitled to representation in accordance with a formula by which one Delegate is elected for any portion of the first 50 members and one Delegate is elected for every fifty members thereafter until reaching a final portion of less than 50 members, in which case the District or Community is entitled to a final Delegate when that final portion falls between 25 and 50. The following illustration is provided for purposes of clarity, using two examples of a District or Community with, respectively, 153 members and 175 members:

Example 1 – District or Community with 153 members:

From 1 to 50 members:	1 Delegate;
For the next 50 members (to 100):	1 Delegate;
For the next 50 members (to 150):	1 Delegate;
For the final 3 members (to 153):	0 Delegates, for a total of 3 Delegates.

Example 2 – District or Community with 175 members:

From 1 to 50 members:	1 Delegate;
For the next 50 members (to 100):	1 Delegate;
For the next 50 members (to 150):	1 Delegate;
For the final 25 members (to 175):	1 Delegate, for a total of 4 Delegates.

- (c) Notwithstanding anything in Subsection (b) of Section 20, a District that includes Communities is entitled to the same number of Delegates as if it were organized without Communities. Where this principle may lead to additional Delegates despite the final portion, as referred to in Section 20(b), in any particular Community in the District being less than 25, the additional Delegates shall be allocated to Communities in the District and voted upon according to a process to be specified in a by-law.
21. Delegates may resign from office upon giving written notice to the Secretary, who shall so advise the relevant District Executive Committee.
22. Notwithstanding the provisions of section 20, above:
- 22.1 The Board of Directors may appoint, for the duration of the next scheduled Delegates' Conference, up to a maximum of ten (10) per cent of the total number of elected Delegates to be 'Delegates-at-Large' if their participation in the Delegates' Conference is deemed to be desirable. Such Delegates-at-Large shall have the right to be notified of, attend and speak, without the right to move or second motions, be counted for purposes of quorum or vote, at a Delegates' Conference. Delegates-at-Large must be members in good standing.
- 22.2 Any member of the Association may register for and attend as an observer at any meeting of the Delegates, upon payment of any registration fee specified by the Board of Directors. Any registration fee shall be levied only with the intention of recovering the direct cost of registration and attendance. For clarity, members attending a Delegates' Conference as observers shall not be entitled to speak at the meeting, except with the permission of the assembly on motion duly moved, seconded and carried with a two-thirds vote. Such a motion shall not be debatable.
- 22.3 If a Delegate is unable to attend a Conference, an authorized "alternate Delegate" may attend, participate and vote at a specific Conference in the Delegate's stead. The process for selecting Alternate Delegates shall be specified in a by-law.
- 22.4 Additional Delegates to be elected for a two-year term may be authorized by by-law to ensure the representation of members in specific bargaining units.
23. A Delegates' Conference shall be held at least once each year.
- 24.1 Each Delegate who is present at a Conference shall be entitled to one vote on each question. All questions will be decided by majority vote of those present and voting, unless specified otherwise in this constitution, in *Robert's Rules of Order* or in by-laws approved by the Delegates.
- 24.2 Voting for election of any position, including officers and members of the Board of Directors, shall be by secret ballot.
- 24.3 Except for the Annual Delegates' Conference (described in section 25.1, below), the Secretary shall provide each Delegate with at least two weeks' written notice of the place, time and date of

each meeting of the Delegates. Such notice shall include reasonable information on the intended purpose of the meeting.

24.4 The Board of Directors shall be responsible for drafting an agenda for any meeting of the Delegates, although the first item of business for any Delegates' Conference shall be a request to approve the agenda. At the time of the approval of the agenda, changes in the order of business may be made, and items may be added to the agenda, by majority vote, subject to section 24.6, below.

24.5 Proposals on which Delegates will be asked to vote, other than amendments proposed during a meeting, shall (a) be framed in the form of an appropriate resolution, (b) be provided in written form by the Secretary to all delegates at least two weeks in advance of the date of the meeting, and (c) include a comment or a recommendation from the Board of Directors. The Board of Directors shall specify a reasonable deadline by which any proposed resolutions must be submitted to the Board for prior review and comment. The two-week notice requirement for any resolution may be waived in special circumstances by a two-thirds vote of Delegates present and voting at any conference.

24.6 A quorum for any meeting of the Delegates is one-third of the total number of Delegates representing at least a majority of Districts.

24.7 A Delegates' Conference may be called by the Board of Directors at any time but must be called by the Board of Directors if requested by at least fifty (50) Delegates.

24.8 The Delegates shall elect one or more of their number to chair meetings of the Delegates' Conference.

25. The Delegates' Conference shall have the following responsibilities and authority:

25.1 **Annual Delegates' Conference.** At least one meeting of the Delegates' Conference shall be held each year to be known as the "Annual Delegates' Conference" (ADC). The Secretary shall provide each Delegate with at least one month's written notice of the place, time and date of the Annual Delegates' Conference. The following items of business shall be considered at the ADC (although additional items may also be considered):

- (a) Acceptance of audited financial statements and appointment of an auditor;
- (b) Approval of an annual budget, including approval of any change in the level of membership dues;
- (c) Election of the association's executive officers as specified elsewhere in this constitution;
- (d) Annual reports of executive officers and committees.

25.2 **Constitutional Amendments.**

- (a) This constitution may only be amended by a two-thirds vote of Delegates at any meeting of the Delegates' Conference, provided paragraph 25.2 (b), below, is

complied with, and provided written notice of the full text of any proposed amendments is given by the Secretary of the Association to all Delegates at least two weeks prior to the first day of the Conference at which the amendments are to be considered.

- (b) The Board of Directors, individual Delegates and District Executive Committees shall have the right to propose constitutional amendments, although all proposed amendments must be subject to review and comment by the Board of Directors before the Secretary provides notice to the Delegates. The Board of Directors shall specify a reasonable deadline, and so advise all Delegates, by which any proposed amendments must be submitted to the Board for prior review and comment. The Secretary shall include the board's comments with the text of proposed amendments given to the Delegates.
- (c) A formal review of the entire Constitution, all by-laws and the boundaries of Districts and Communities shall be scheduled by resolution of the Delegates' Conference once every five years. The review shall be conducted by a special committee to be established at and with members to be elected by an Annual Delegates' Conference, according to a process to be specified in the resolution. A special review of District or Community boundaries outside the normal five-year cycle may also be initiated by the Board in response to a significant change in the membership numbers of one or more Districts or Communities or at the request of a District Executive Committee.

- 25.3 **Collective Bargaining.** The Delegates' Conference shall vote on collective bargaining priorities as recommended by the Board of Directors.
- 25.4 **General Association Policies and By-laws.** The Delegates' Conference may determine general policies and positions of the Association and shall have the authority to adopt by-laws.
- 25.5 **Authority to Establish Committees.** The Delegates' Conference may by resolution establish any committee, consisting of only Delegates or of a combination of Delegates and non-Delegate members, including retired members, for the purpose of investigating or studying any matter.
- (a) Unless specified otherwise in this constitution or in a by-law approved by the Delegates or in the resolution establishing a committee, committees established by the Delegates shall (a) elect from among the committee membership a chair, who shall be responsible for convening and presiding at meetings, (b) elect from among the committee membership a secretary, who shall be responsible for recording the decisions of the committee and for keeping the Secretary of the Association informed of the outcome of all meetings of the committee, (c) report back to the Delegates by filing a report with the Board of Directors, whose comments or recommendations shall accompany any committee report submitted to the Delegates.

- (b) Unless specified either in the resolution establishing the committee or as an approved item in the annual budget, a committee established by the Delegates shall be required to seek explicit approval from the Board of Directors before any major financial costs are incurred by the committee, including any leave and travel costs for the committee's members.

25.6 **Other duties and responsibilities of Delegates.** Either the Board of Directors or the Delegates may specify additional duties and responsibilities for Delegates by by-law.

25.7 **Borrowing Authority.** The Delegates' Conference may vote to authorize the Association to borrow funds.

25.8 **Referendum Authority.** The Delegates' Conference may refer any question, including, notwithstanding Section 25.2 (a), above, an amendment to this constitution, for advice or determination by the membership by referendum, conducted in a manner and at a time to be determined by either the Delegates or the Board of Directors. The term 'referendum' as used in this section does not include any mandatory votes required by statute to be conducted among all employees in a bargaining unit.

DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS

31. President

The President of the Association shall:

- (a) Be the chief executive officer of the Association and, as such, shall be responsible for carrying out the Association's mission;
- (b) Chair meetings of the Executive Committee;
- (c) In consultation with the Secretary of the Association, prepare the agenda for meetings of the Executive Committee and the Board of Directors;
- (d) Ensure that all policies and actions approved by the Delegates' Conference and the Board of Directors are properly implemented.

32. Vice-President

The Vice-President of the Association shall:

- (a) In consultation with the President, share some of the leadership responsibilities of the President;
- (b) Fulfill the duties of the President when that officer is temporarily absent or otherwise unable to perform the duties of the office;
- (c) Assume the position of the President if there is a vacancy in the position of the President;
- (d) Assume additional responsibilities as agreed on with the Board of Directors.

33. Secretary

The Secretary of the Association shall:

- (a) Function as the corporate secretary of the Association and its various central governing bodies, including the Delegates' Conference, the Board of Directors and the Executive Committee;
- (b) Be responsible for ensuring that proper notice is given of meetings of the Delegates, the Board of Directors and the Executive Committee; that proper agendas and supporting documentation are prepared for these bodies; and that proper minutes are recorded and maintained for the meetings of these bodies;
- (c) Maintain a central registry of the membership of District executive committees, the Delegates' Conference, the Board of Directors and committees of these bodies;
- (d) Be responsible for correspondence with the membership and for maintaining internal communication within the Association;
- (e) Maintain a register of the members of the Association.

34. Treasurer

The Treasurer shall:

- (a) Function as the chief financial officer of the Association and, as such, shall be responsible for the care and custody of the funds and other assets of the Association;
- (b) Keep records of all dues paid by members of the Association;
- (c) Deposit all monies received in a financial institution and make payments for all approved expenses incurred by the Association;
- (d) Maintain full and accurate books of the accounts and of all financial transactions of the Association;
- (e) Report to the Board on the financial accounts of the Association as required by the Board;
- (f) Present a financial report at the Annual Delegates' Conference of the Association to include: an audited financial statement of the accounts of the Association, a budget for the next fiscal year, and any consequent recommendations for changes in the membership fees to be paid by members.

35. Directors

Directors on the Board of Directors shall:

- (a) Provide oversight and approval of policies, budgets and plans;
- (b) Collectively, exercise the specific responsibilities and authority given to the Board of Directors in this constitution and any by-laws;
- (c) Individually, assume specific leadership responsibilities or portfolios, as may be determined by the Board from time to time, including but not limited to: chairing the Board and Board committees; acting as a Board liaison or representative on other committees; leading a functional responsibility in the Association; representing AMAPCEO at events; and/or leading a special project.

36. Time Commitment Required from Members of the Board of Directors

- 36.1 Ordinarily, the responsibilities of the President and Vice-President of the Association are expected to require a full-time commitment necessitating a paid leave of absence from the incumbent's workplace for the duration of the term of office.

- 36.2 At the request of the President, and with the concurrence of the Board, the President and the Vice-President may agree to share the responsibilities and workload of the presidency, with each taking an appropriate paid leave from their respective workplaces for the duration of their term of office.
- 36.3 The President may recommend to the Board that other executive officers and Directors be eligible for appropriate paid leaves in order to fulfill responsibilities that arise during their term of office. Such responsibilities could be either ongoing or short-term in nature. The Board shall report on all such paid leaves extended to its members at the Annual Delegates' Conference.

BOARD OF DIRECTORS

- 37.1 The management of the affairs of the Association shall be vested in a Board of Directors, hereinafter referred to as the "Board".
- 37.2 The Board of Directors shall consist of the four executive officers (President, Vice-President, Secretary and Treasurer) elected by and from the Delegates' Conference and one Director elected by and from the members in each of a number of Districts. The election process for executive officers and Directors shall be specified elsewhere in this constitution and by by-law.
38. The Board shall hold regular meetings at least ten times each year.
39. Regular meetings of the Board shall be called by either the President or the Secretary of the Association by giving at least five days' notice of the date, time and place of the meeting.
40. Special meetings of the Board may be called by either the President or the Secretary by any reasonable means and with as much notice to all members as possible under the circumstances. At the request of one-half of the members of the Board, the Secretary must call a special meeting of the Board.
41. The President shall convene and chair the first meeting of the Board held in the calendar year immediately following an Annual Delegates' Conference. The Board shall elect one of its members who is not an executive officer to chair meetings of the Board and shall determine the method of election, role and responsibilities and term of office of the board chair. The Board may also, at its discretion, elect one or more of its members to serve as board vice-chair.
42. In addition to other specific duties and powers assigned elsewhere in this constitution, the Board shall:
- (a) Prepare general policies and actions for consideration by the Delegates' Conference;
 - (b) Implement all policies and actions approved by the Delegates' Conference;
 - (c) Have the authority to enter into contracts in the name of the Association in accordance with policies and practices approved by the Delegates' Conference;

- (d) Have the authority to retain consultants, agents or employees at such remuneration as it deems appropriate from time to time;
- (e) Have the authority to specify, by resolution, limits on the authority of executive officers to spend funds;
- (f) Be responsible for interpreting this constitution, its by-laws and any policies adopted by Districts;
- (g) Have the authority to review the actions of a District executive on the basis of a concern expressed in writing to the Association Secretary by at least fifteen (15) per cent of the members in a District or twenty-five (25) members, whichever is the smaller number, and, if deemed necessary: (1) call a District or Community membership meeting to address members' concerns; and/or (2) appoint an interim District executive committee; and/or (3) order new District elections to be held;
- (h) Have the authority to permit persons appointed to positions named in section 42(d), above, to:
 - (1) attend and speak at, without the right to be counted for purposes of quorum, move or second motions or vote, at any Association meetings, including those at a District or Community level, the Board of Directors, the Delegates' Conference and any committees or subcommittees thereof;
 - (2) serve as Association representatives on joint employer-Association committees established under this constitution, a by-law, a collective agreement or any other agreement between an employer and the Association; and
 - (3) attend and represent or act on behalf of employees in a bargaining unit at hearings or other meetings called by grievance- or other dispute-resolution bodies, as the Board may deem appropriate;
- (i) Have the authority:
 - (1) to appoint members to serve on a Bargaining Team;
 - (2) to specify the process, format and frequency by which a Bargaining Team will report to the Board, the Delegates and/or the membership before, during and after negotiations; and
 - (3) to remove members of a Bargaining Team, in whole or in part, by simple majority vote of the Board members present and voting at any meeting.
- (j) Have the authority to refer any question, including, notwithstanding Section 25.2 (a), above, an amendment to this constitution, for advice or determination by the membership by referendum, conducted in a manner and at a time to be determined by the Board. The

term 'referendum' as used in this section does not include any mandatory votes required by statute to be conducted among all employees in a bargaining unit.

- (k) Have the authority to adopt by-laws and by-laws adopted by the Board of Directors shall be ratified by a majority of votes cast by the Delegates.
- 43. The Board of Directors may exercise all such powers of the Association as are not specifically required by this constitution to be exercised by the Delegates' Conference. The Board is accountable for its actions to the Delegates' Conference.
- 44. The Board of Directors may delegate authority for specific matters to the Executive Committee or to any executive officer of the Association provided that any authority delegated to the Board by the Delegates' Conference is not further delegated without the prior permission of the Delegates' Conference.
- 45. The Board may establish committees of the Board from time to time to conduct its business more effectively.
- 46. The Board may, by resolution, approve rules of procedure to govern its operations.
- 47. A quorum for the conduct of business by the Board shall be a majority of the Board. Each member of the Board who is present and voting shall be entitled to one vote on each question.
- 48. No vote on the Board shall be conducted by secret ballot except for the election of the Board Chair.
- 49. Any meeting of the Board may be declared *in camera* by the Chair at the request of the Executive Committee or by majority vote.

EXECUTIVE COMMITTEE

- 50. The Executive Committee of the Board shall consist of the President, Vice-President, Secretary, Treasurer and the Chair of the Board of Directors.
- 51. Meetings of the Executive Committee shall be held at the call of the President or at the request of at least two other members of the committee. Reasonable notice shall be given by any reasonable means of the time, date and place of any meeting of the committee. The President shall chair the committee, preside at all meetings and rule on any procedural questions. Each member of the committee present shall be entitled to one vote on any question. A quorum for the committee shall be three members.
- 52. The committee may, by resolution adopted by majority vote, adopt rules of procedure to govern its meetings. Once adopted, any such rules shall be reported to the next meeting of the Board of Directors.
- 53. The Executive Committee shall be responsible for the day-to-day management of the Association's office in accordance with policies and practices approved by the Board or the

Delegates. The committee shall function as the board's personnel committee. The committee will have authority to approve expenditures in accordance with the general provisions of the approved budget of the Association. The committee has the authority to appoint any member of the Board of Directors to certify a specific document.

ELECTIONS

54. In order to be eligible to be elected and to serve as an executive officer, a Director, a Delegate or a member of an ADC committee, a nominee must be a member in good standing. Additionally, to be eligible to be elected as a Delegate or Director, a nominee must hold a home position in the District to be represented.
55. An elections by-law shall be adopted to govern elections of executive officers, Directors, Delegates and members of ADC committees. With regard to elections to the Board of Directors, the by-law shall incorporate the following provisions:
 - 55.1 Executive officers and Directors shall be elected for two-year terms, which commence on the first day of January following their election, with the exception of those Officers and Directors elected in a by-election. Unless a by-election is required in order to fill a vacancy, the executive officers will normally be elected at the Annual Delegates' Conference and the election for the other Directors will be normally be held in the Fall. All members of the Board are to elected by majority vote.
 - 55.2 Terms on the Board will be staggered, with the President and the Treasurer elected in one year, and the Vice-President and the Secretary elected in the other year. One-half of the Directors will be elected in one year, with the remainder elected in the other year.
 - 55.3 A second ballot (or "run-off" election) will be held between the two candidates with the highest votes for each of the positions of President, Vice-President, Secretary and Treasurer, if no one candidate obtains a majority of votes cast on a first ballot for each position.
 - 55.4 The Delegates' Conference will elect an Elections and Credentials Committee to superintend the elections process for (a) executive officers, (b) Directors, (c) Delegates and (d) members of ADC committees. The Chair of the Elections and Credentials Committee shall also function as the Chief Returning Officer, whose specific duties will be outlined in an elections by-law. No member of the Elections and Credentials Committee shall, while serving on the committee, be a candidate for or serve as a member of the Board of Directors.
 - 55.5 At least two months before the ADC, the Elections and Credentials Committee shall:
 - (a) Invite nominations, including self-nominations, from all members for the upcoming vacancies of executive officers and Directors on the Board of Directors;
 - (b) Specify a closing date for nominations in advance of the ADC.

- 55.6 The Elections and Credentials Committee will ensure:
- (a) That all those nominated are willing to serve if elected to office; and
 - (b) That any complaints or disputes over Delegate credentials are investigated fairly and promptly. Any dispute over the right of any Delegate selected to participate at a conference shall be referred immediately to the Elections and Credentials Committee, whose decision on the matter shall be final.
- 55.7 Nominations received by the committee shall not be confidential at any time, and any candidate shall be free to withdraw in favour of another.
- 55.8 The report from the Elections and Credentials Committee shall be included with the agenda of the ADC and shall contain the names of all persons nominated and willing to serve, as well as a brief written statement and statement of views submitted by each candidate.
- 55.9 Nominations may not be made from the floor at the ADC, except where a vacancy in an executive officer or ADC committee position occurs after the close of nominations but before the end of the conference and for which there were no nominations or for which all nominees have withdrawn their nominations. Candidates nominated from the floor will be given the opportunity to make brief oral statements.
- 55.10 Voting shall be by secret ballot of Delegates present and voting at the ADC. Members of the Elections and Credentials Committee shall supervise the vote and shall count the ballots, assisted by additional Delegates as the committee may see fit to appoint. No Delegate shall forfeit his or her vote by virtue of serving as the Chief Returning Officer, a member of the Elections and Credentials Committee or in any other role associated with the conduct of an election.
- 55.11 The results of any secret ballot vote will be announced to the meeting by the chair, including the number of votes received by each candidate or proposition, and the number of spoiled ballots.

VACANCIES ON THE BOARD OF DIRECTORS

- 55.12 Detailed rules governing the filling of vacancies that occur on the Board are to be specified in an elections by-law, provided those rules incorporate the following basic provisions:
- (a) If a vacancy occurs in the position of the President, and if the Vice-President subsequently assumes the presidency as specified elsewhere in this constitution, the position of Vice-President shall then be declared vacant.
 - (b) If a vacancy occurs in the position of the President, and if the Vice-President does not assume the presidency, the position of President is to be filled in accordance with the procedures outlined in Section 55.12 (c), below.
 - (c) Vacancies that occur in the positions of Vice-President, Secretary or Treasurer (or in the position of President under the provisions of Section 55.12 (b), above) shall be

filled temporarily by and from the Board of Directors for a period of up to 45 days, during which time the Elections and Credentials Committee shall call for nominations and conduct a by-election among the Delegates to complete the remainder of the term of office of the vacated position.

- (d) Notwithstanding Section 55.12 (c), vacancies that occur in positions covered by Section 55.12 (c) in the final six months of the original term of office will be filled temporarily by and from the Board without a requirement for a by-election among the Delegates. The position will then be filled according to its normal nomination cycle at the ADC.
- (e) If a vacancy occurs in a Director position, the Elections and Credentials Committee shall call for nominations and conduct a by-election within 45 days among the members of the affected District to complete the remainder of the term of office of the vacated position.
- (f) Notwithstanding Section 55.12 (e), if a vacancy occurs in a Director position in the final six months of the Director's term, the Vice-Chair of the District shall temporarily assume the position for the remainder of the term of office of the vacated position. If there is a vacancy in the position of Vice-Chair of the affected District at the time a vacant Director position is to be temporarily filled, the vacant Director position shall be temporarily filled by one of the Delegates of the affected District through an election by that District's Delegates.

TERMS OF OFFICE

- 56. All executive officers, Directors and members of committees, including District executive committees, shall hold office for their designated term of office, unless such officers, Directors and members of committees resign, cease to be eligible for membership or are removed from office in accordance with this constitution. A member shall not serve in more than one of the following positions at the same time: Delegate, Director or executive officer. The four executive officers are prohibited from serving on a District Executive Committee while serving as an executive officer.
- 57. Any executive officer or Director may resign his or her position by providing written notification to the Secretary of the Association.
- 58. An executive officer shall cease to hold office if and when a resolution requesting removal of that person from office is approved by a two-thirds vote of Delegates present and voting at a meeting of a Delegates' Conference, provided that at least two weeks' notice of the resolution has been given to (a) the person who is proposed to be removed and (b) all Delegates (subject to the provisions of Section 24.5, above) and provided that the person who is proposed to be removed has been invited to make a statement at the meeting.
- 59. Other officials of the Association (Director, chair or member of a committee, Delegate or member of a District executive committee) may be removed from office by a two-thirds vote of the members present and voting at a meeting of the body authorized to appoint or elect the official, provided that at least two weeks' notice of the resolution proposing the removal from office has been given to all members of the body, as well as to the person who is proposed to be removed,

and provided that the person proposed to be removed has been invited to make a statement at the meeting.

VOTING MATTERS

- 60.1 Unless otherwise indicated or required, all substantive questions (main motions and resolutions) to be decided by the Delegates' Conference, the Board of Directors, Districts and committees require a majority vote among those members present (in person or by simultaneous remote access) and voting. Proxy voting is not permitted at any meeting. No chair of any committee, Board or other body established under this constitution or any of its by-laws shall have a second or "casting" vote in order to break a tie vote on any question. The chair of a meeting has the option of either voting at the same time other members vote or not voting. The chair of a meeting does not give up his or her right to vote on any question.
- 60.2 A member who makes a declaration of a real or potential conflict of interest shall not participate in any discussion or voting on the matter in which he or she has declared a conflict. A notation of the conflict, along with a brief description of it, should appear in the Minutes of the meeting at which the conflict was declared. The members of the body to whom such a declaration is made are entitled to decide whether the individual making the declaration shall temporarily withdraw from the meeting during the discussion and voting on the matter in which he or she has declared a conflict.

FINANCIAL MATTERS AND SIGNING AUTHORITY

61. The fiscal year for the Association shall be from January 1 through December 31.
62. A qualified accountant to audit the Association's accounts shall be appointed by the Annual Delegates' Conference on the recommendation of the Board of Directors.
63. The ADC, in adopting the annual budget, may authorize funds to be allocated to Districts. In such an event, the Board of Directors will request and review proposed District budgets and, in the Board's discretion, will authorize the amount to be allocated to each District for the year covered by the budget. The Board will determine the manner and timing of any payments to Districts and may, by resolution, require Districts to submit financial statements to the Board at such times and in such a manner as the Board determines appropriate.
64. An allocation may be withdrawn from a District by the Board at any time, with the District entitled to appeal to the Board for reconsideration of such a decision.
65. The compensation structure of members of the Board of Directors shall be set by the Delegates' Conference after receiving a report from a compensation committee elected by the Delegates. Directors may receive reasonable reimbursement of expenses incurred while performing such duties in accordance with the Association's expense reimbursement policy.

66. Members serving on committees of the Association shall not receive remuneration for such service but may receive reasonable reimbursement of expenses incurred while performing such duties, in accordance with the Association's expense reimbursement policy.
67. The four executive officers of the Association shall be the signing officers for contracts, documents, cheques or other instruments made in the name of the Association. The Board shall have the authority to designate additional members of the Board or management employees of the Association as signing officers, as appropriate. The signatures of at least two signing officers must appear on any document for that document to be binding on the Association, within the Board's Delegation of Authority Policy.

RULES OF ORDER

- 68.1 The Association shall be governed in all procedural matters not contained in the constitution and its by-laws by the most recent edition of *Robert's Rules of Order*.
- 68.2 Notwithstanding section 68.1, above, the motion in *Robert's Rules of Order* "to reconsider and enter upon the minutes" is not recognized and has no authority in any meeting of the Association.

MISCELLANEOUS

69. The Preamble to this constitution is intended as a general statement of principle and not as a contractual commitment amongst the members.