

A by-law relating generally to the transaction of the affairs of the Ontario Traffic Council, a Corporation without share capital organized to *represent the interests of municipalities and traffic professionals through advocacy, consultation, training and the delivery of identified services*.

## **ARTICLE 1 – INCORPORATION**

### Section 1 - Head Office

The Head Office of the Ontario Traffic Council, hereinafter, be referred to by the acronym “OTC”, shall be at such place within the Province of Ontario as the Board of Directors may from time to time determine.

### Section 2 - Seal

The Seal an impression whereof is stamped in the margin hereof shall be the corporate seal of the OTC.

### Section 3 - Interpretation

In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

## **ARTICLE 2 – MEMBERSHIP**

### Section 1 - Membership

Every municipality and First Nation shall be eligible for membership subject to payment of the applicable membership fee. Other corporations, partnerships, individuals, and legal entities are also eligible for membership subject to payment of the applicable membership fee. The following shall be the classes of membership:

Large Municipality Member: Single-tier or lower-tier municipalities with populations of over 50,000 according to the latest population figures available.

Regional Municipality and Provincial Ministry Member: Regional municipalities regardless of population or individual ministries representing the government of the province of Ontario.

Small Municipality Member & Not-for- Profits: Municipalities with populations of under 50,000, and other public sector organizations which may include (but not limited to): counties, school boards, hospitals, post-secondary institutions, and other associations or not-for-profit corporations.

Corporate Member: For-profit corporations representing consultants, suppliers, manufacturers, insurance companies and any firm with an interest in the work of the OTC.

Individual Member: Individuals who have an interest in the work of the OTC.

Life Member: Individuals appointed by the OTC Board of Directors after a record of service within the OTC exceeding 20 years.

Honourary Member: Individuals appointed by the OTC Board of Directors. The length of the appointment may not exceed three years.

#### Section 2 – Annual Membership Fees

Members of the Association, other than the Honourary and Life members, shall pay such annual fees for each class, or subclass, of membership as may be determined by the Board of Directors from time to time.

#### Section 3 – Delinquent Membership Fees

All membership fees shall be paid in advance of the Annual General Meeting. Any member delinquent in the payment of fees on the date of the Annual General Meeting will not be entitled to vote on matters raised at the Meeting. Any members delinquent in the payment of fees subsequent to the Annual General Meeting shall have their member privileges revoked and their membership suspended by resolution of the Board of Directors.

### **ARTICLE THREE – ANNUAL GENERAL AND GENERAL MEETINGS**

#### Section 1 - Annual and General Meetings of Members

The Annual General or any other General Meeting of members shall be held at a location in Ontario as determined by the Board of Directors and on such day as the Board of Directors shall appoint.

At every Annual General Meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors shall be presented and a Board of Directors elected and auditors appointed for the following year. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The Board of Directors or the President or the Vice-President shall have the power to call at any time a general meeting of the members of the OTC.

#### Section 2 – Notice for Annual and General Meetings of Members

No public notice nor advertisement of members' meetings, annual or general shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by e-mail, pre-paid mail or fax at least 10 days before the time fixed for the holding of such meeting.

### Section 3 - Error or Omission in Notice

The accidental omission to give notice of any meeting to, or the non receipt of any notice by, any member or members or any irregularity in the notice of any meeting, shall not invalidate any resolution passed or any proceedings taken at any meeting of members.

For the purpose of sending notice to any member or director for any meeting or otherwise, the address of any member, director shall be his last address recorded on the membership database of the OTC.

### Section 4 – Determination of Voting Delegations

At Annual General and other meetings of the members of the Corporation, members shall be entitled to appoint a Voting Delegation to vote on each question provided that each member is in good standing and each individual within the Voting Delegation has paid the registration fee for said meeting.

The determination of the Voting Delegations representing each member will be determined by the class of Membership held as outlined in Article 2, Section 1 as follows:

Large Municipal members: 12 voting delegates in the name of individuals registered at the annual general or general meeting representing the Large Municipal member;

Regional and Provincial government members: 9 voting delegates in the name of individuals registered at the annual general or general meeting representing the Regional or Provincial government member

Small Municipal members: 3 voting delegates in the name of individuals registered at the annual general or general meeting representing the Small Municipal member;

Public Sector / Not-for-profit members: 3 voting delegates in the name of individuals registered at the annual general or general meeting representing the Public Sector / Not-for-Profit member;

Corporate Members: 3 voting delegates in the name of individuals registered at the annual general or general meeting representing the Corporate member;

Individual Members: 1 voting delegate in the name of the individual holding the Individual membership;

Life Members: 1 voting delegate in the name of the individual holding the Life membership;

Honourary Members: No voting delegates are associated with the Honourary membership class.

### Section 5 – Voting

At all meetings of members, every question shall be decided by a majority of the votes of eligible voters present unless otherwise required by the by-laws of the Corporation, or by-law.

Every question shall be decided in the first instance by a show of hands unless otherwise demanded by a two-thirds majority vote of members present. Upon a show of hands, every member having voting rights shall have one vote and, unless a poll be demanded, a declaration by the Chair that a resolution has been carried or not carried and an entry in the minutes of the Corporation shall be admissible as evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution.

## **ARTICLE FOUR – BOARD OF DIRECTORS**

### Section 1 – Composition

The affairs of the OTC shall be managed by a Board of 8 voting Directors comprised as follows:

- a) President;
- b) Vice-President;
- c) Secretary-Treasurer;
- d) Director of Education;
- e) Director of Enforcement;
- f) Director of Engineering;
- g) Director of Marketing;
- h) Immediate Past President

### Section 2 – Election to the Board of Directors

Each Director shall be elected at large by the voting members of the OTC for a maximum term of three (3) years from the date of their election or until the third Annual General Meeting of the members after such date whichever first occurs.

At each Annual General Meeting, Directors shall be elected by secret ballot to fill the positions of those Directors whose terms of office have expired.

Directors whose terms are expiring are eligible for re-election to the Board of Directors.

### Section 3 – Vacancies on the Board of Directors

A vacancy on the Board of Directors may occur for the following reasons:

- a) The Director is absent from a meeting of the Board of Directors on two (2) consecutive occasions. On the occasion of the second absence or at a subsequent meeting, a Director may present a motion dismissing the absent Director from the board of Directors;
- b) The Director submits a letter of resignation to the President or Vice-President, if the President should resign;

c) The Director ceases to be a member in good standing of the OTC.

#### Section 4 – Filling vacancies on the Board of Directors

Vacancies on the Board of Directors may so long as a quorum of Directors remain in office, be filled from among the members in good standing of the OTC and be elected by a secret ballot of the Directors at a Board of Directors meeting convened for that purpose.

The appointment of a Director of the Board of Directors shall expire at the first Annual General Meeting following the appointment. At that time, voting members at the AGM may elect a Director to complete the unexpired portion of the previous Director's term, if time is remaining.

If the number of Directors falls below the number needed for quorum, the remaining Directors shall call a General Meeting within 30 days for the purpose of electing Directors to the Board of Directors to serve until the next Annual General Meeting.

#### Section 5 – Voting Procedures

Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes, the motion shall fail. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the President that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

#### Section 6 - Quorum and Meetings of the Board of Directors

Four Directors shall form a quorum for the transaction of business. In the absence of a quorum, the Board of Directors shall continue to meet, and its decisions ratified by confirming motion at the next meeting at which a quorum is present, except as otherwise required by law.

The Board of Directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence.

Notice of such meetings shall be delivered to each Director not less than two (2) working days before the meeting is to take place. The statutory declaration of the President or Secretary-Treasurer that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence to the giving of such notice.

The Board of Directors may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meetings no notice need be sent. A meeting of the Board of Directors may also be held, without notice, immediately following the Annual General Meeting of the OTC.

#### Section 7 – Errors

No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of such meeting and may ratify and approve of any or all proceedings taken or had thereat.

#### Section 8 – Remuneration of Directors

The Directors shall receive no remuneration for acting as such.

### **ARTICLE FIVE – DUTIES OF DIRECTORS**

#### Section 1 – Duties of President

The President shall, subject to the authority of the Board, have the general direction and supervision of the affairs and business of the Corporation, shall be the Chief Executive Officer of the Corporation and shall have the power to appoint and remove all officials, employees and agents of the Corporation not appointed by the Board and to settle the terms of their employment and remuneration as approved by the Board.

The President shall, when present, preside at all meetings of the Members of the Corporation and the Board. The President with the Secretary, or other Officer appointed by the Board for the purpose, shall sign all by-laws.

The President shall be, ex officio, a Member of all committees. The President shall perform such other duties as may from time to time be determined by the Board.

#### Section 2 – Duties of Vice-President

The Vice-President shall be responsible for the overall administration of the OTC and replaces the President when the President is not available or when the position is vacant.

The Vice-President shall assume the duties of the Secretary-Treasurer when the Secretary-Treasurer is not available or when the position is vacant.

The Vice President will chair the Board of Directors and the Annual General meeting in the absence of the President.

#### Section 3 – Duties of Secretary-Treasurer

The Secretary-Treasurer shall attend all meetings of the Board and of the Members and record or cause to be recorded all facts and minutes of all proceedings in the books kept for the purpose.

The Secretary-Treasurer shall keep or cause to be kept proper books of account and accounting records with respect to the capital and income of the OTC, including but not limited to,

receiving all payments due to the Association, certify to the correctness of and pay all accounts when authorized;

The Secretary-Treasurer shall collect fees, keep correct accounts, prepare financial statements and administer the employment service for Members, and invest the funds of the Corporation not required for immediate use.

#### Section 4 – Duties of the other Directors

The duties of Director of Education, Director of Enforcement, Director of Engineering and the Director of Marketing will be outlined by terms of reference to be determined by the Board.

### **ARTICLE SIX – EXECUTIVE DIRECTOR**

#### Section 1 – Role of Executive Director

The Board of Directors may from time to time appoint an Executive Director and assign him/her to manage and direct business of the OTC as determined by the Board, except for such business that may be conducted by other officers, the Board of Directors, or by the members

The Executive Director shall attend all meetings of the Board of Directors, except when a motion is made for their exclusion.

The Executive Director shall conform to all lawful orders given by the Board of Directors and such matters and duties as are contained in the bylaws of the OTC.

The Executive Director shall at all reasonable times give to the Directors, or any of them, all information they may require or request regarding the affairs of the OTC.

The Executive Director shall be an ex-officio, non-voting member of all committees of the OTC, unless the Board of Directors directs otherwise.

### **ARTICLE SEVEN – COMMITTEES**

#### Section 1 – Creation and Dissolution of Committee

The Board of Directors may, from time to time by resolution, create or dissolve committees composed of members.

The Board of Directors may, from time to time by resolution, establish the Terms of Reference for a committee.

#### Section 2 – Role of President

The President shall be an ex-officio, voting member of all committees of the OTC.

## **ARTICLE EIGHT – FINANCIAL MATTERS**

### Section 1 – Financial Year

The fiscal year of the OTC shall terminate on the 31st day of December in each year.

### Section 2 – Cheques

All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the OTC shall be signed by each Officer or Officers and in such manner as shall from time to time be determined by the Board of Directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the OTC through its financial institutions, and endorse notes and cheques for deposit and the OTC's financial institutions for the credit of the OTC, or the same may be endorsed "for collection" or "for deposit" with the bankers of the OTC, by using the OTC's stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the OTC's financial institutions and may receive all paid cheques and vouchers and sign all the financial institution's forms of settlement of balances and release or verification slips.

### Section 3 – Deposit of Securities

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

## **ARTICLE NINE – Amendments to Bylaw**

### Section 1 – Amending Bylaw at Annual General Meeting

This bylaw may be amended or altered only when same has been reported on by the Board of Directors and approved by the membership at an Annual General Meeting.

Proposals for amendment or alteration must be received by the Executive Director at least 30 days prior to the Annual General Meeting and notice of the proposal or proposals shall be sent to every member at least 10 days prior to the Annual General meeting.

*END OF MOTION*

## **EXPLANATION OF CHANGES TO BY-LAW**

This document is designed to give an overview of the proposed changes to the OTC By-Law that is being reviewed on October 16, 2008.

The reason for changing the By-law at this point is so that it was apply to the 2009 year from the beginning of the year instead of passing mid-year in 2009. That would leave an outdated By-law in place until January 2010.

First and foremost the change is designed to create a By-law that is less awkward than the current version and to remove some text that conflicts with other parts of the By-law.

In short, there are very few substantive changes. This document will review what these changes mean to the OTC.

### **ARTICLE 1 – INCORPORATION**

Adds a section (1.3) which explains that terms that use HE can also equally mean SHE.

### **ARTICLE 2 – MEMBERSHIP**

This section changes the classes of membership from numeric (currently they are Class I, II, III and IV) and breaks these down into more descriptive classes of membership.

Large Municipality Member: replaces the current Class I

Regional Municipality and Provincial Ministry Member: replaces the current Class II

Small Municipality Member: replaces part of the current Class III (separates small municipal and other non-profits from corporate)

Corporate Member: replaces part of the current Class III (separates corporate members from small municipal members)

Individual Member: replaces the current Class IV

The idea is not to have members ranked by first class, second class. Instead we will be able to refer to the membership classes by the type of organization. This will help to make it clear that an OTC membership covers not just the individual, who is the billing contact, but rather all employees within the organization.

New section: All membership fees shall be paid in advance of the Annual General Meeting. Any member delinquent in the payment of fees on the date of the Annual General Meeting will not

be entitled to vote on matters raised at the Meeting. This means that membership fees should be paid by June 1<sup>st</sup> each year.

### **ARTICLE THREE – ANNUAL GENERAL AND GENERAL MEETINGS**

Section 4: In the previous By-Law a voting delegation at the AGM from a municipality would have to include a fixed portion of voters who were Councillors, a fixed number that were police officers and a fixed number that were transportation staff. The new By-Law leaves it up to municipalities to determine who they send to vote at an AGM.

Example: Ottawa had 11 delegates (3 had to be Councillors, 3 had to be transportation staff and 5 had to be police officers).

New By-Law: We have moved the number of delegates to a more round number (12) and now it can be any 12 staff from the City of Ottawa.

Most organizations will see their delegation rise in number or stay the same:

Large Municipality Member: NEW: 12, OLD: 11

Regional Municipality and Provincial Ministry Member: NEW 9, OLD 6

Small Municipality Member and Not-for-Profit members: NEW 3, OLD 2

Corporate Member: NEW 3, OLD 1 or 2 (depending on how the old By-law is read)

Individual Member: NEW 1, OLD 1

### **ARTICLE FOUR – BOARD OF DIRECTORS**

This section removes positions on the Board which have not existed in several years (Director of Strategic Planning, Director of Safety and Director of Convention). These duties have been added to the current members of the Board.

The rest of Article Four is taken from the previous By-law.

### **ARTICLE FIVE – DUTIES OF DIRECTORS**

The duties of the President, VP and Treasurer came from the old By-Law. The names of the other positions are mentioned (Director of Education, Director of Enforcement, Director of Engineering and the Director of Marketing). The role of these positions will be determined by the Board as they are under the previous By-Law.

**ARTICLE SIX – EXECUTIVE DIRECTOR**

New Article: This Article sets out that the Executive Director will carry out Board directions, will follow the By-laws of the OTC, give all information about the OTC operations to Board members and attend Committee meetings as a non-voting member.

**ARTICLE SEVEN – COMMITTEES**

New Article: This Article sets out that the Committees exist within OTC, which is not in the previous By-Law. It allows the Board to create new Committees and their terms of reference when needed. It notes that the OTC President is a member of all Committees.

**ARTICLE EIGHT – FINANCIAL MATTERS**

No change

**ARTICLE NINE – Amendments to Bylaw**

Section 1 – The new By-law may be amended or altered when a change has been approved by the Board of Directors and approved by the membership at an Annual General Meeting.

It is possible for non-Board members to propose By-Law changes if they are submitted 30 days prior to the Annual General Meeting so that it could be reviewed by the Board.

Then notice of the proposal or proposals shall be sent to every member at least 10 days prior to the Annual General meeting.