

DRAFT
Bylaw #1

The Constitution of the Manitoba Association of Municipal Emergency Coordinators, Inc.

WHEREAS the interim Board of Directors of the Manitoba Association of Municipal Emergency Coordinators, Inc. (the Association or MAMEC) believes it desirable and in the best interests of the Association to acknowledge and confirm the Association's objectives, membership, offices and basic rules of governance and procedure.

NOW THEREFORE the interim Board of Directors enacts the following bylaw:

ARTICLE 1 - PURPOSE

1(1) The purpose of this bylaw is to acknowledge and confirm the Association's objectives, membership, offices and basic rules of governance and procedure.

1(2) The provisions of this bylaw are in addition to those contained in *The Corporations Act*, C.C.S.M., c. C225.

ARTICLE 2 - GENERAL OBJECTS

- 2(1) MAMEC goals and objectives are to foster, encourage and promote:
- (a) Recognition of the role and responsibilities of Manitoba's municipal emergency coordinators (MEC);
 - (b) MEC education, training and professional development;
 - (c) Compliance with the legislation and generally accepted standards applicable to the role and responsibilities of a MEC;
 - (d) A collegial, professional fellowship among members, that includes appropriate sharing of best practices; and
 - (e) Discussions with applicable governments in furtherance of the other objectives.

ARTICLE 3 - INTERPRETATION

3(1) This bylaw may be referred to as the "The Constitution of the Manitoba Association of Municipal Emergency Coordinators, Inc." (the Constitution).

3(2) Any words or phrases herein pertaining to emergency management concepts or to the roles and responsibilities of a MEC shall have the same meaning and interpretation as in *The Emergency Measures Act*, C.C.S.M., c. E80, and its regulations (the Act), and any words or phrases herein pertaining to corporate organization and governance shall have the same meaning and interpretation as in *The Corporations Act*, C.C.S.M., c. C225.

ARTICLE 4 - MEMBERSHIP CLASSIFICATIONS AND FEES

4(1) The Association shall include regular, associate, and honorary life members, who are individuals 18 years of age or older, have paid the requisite membership fee for the current year,

otherwise remain in good standing, and

(a) In the case of a regular member, holds an appointment as a MEC from a municipality or an incorporated city, town or village to which the provisions of the *Local Authorities Emergency Planning and Preparedness Regulation* apply;

(b) In the case of an associate member, does not qualify to be a regular member but maintains a substantial interest in furthering the objectives of the Association that is satisfactory to the Board of Directors; or

(c) In the case of an honorary life member, is a regular or associate member who has made an exceptional, significant contribution to the advancement of the objectives of the Association that is satisfactory to the Board of Directors.

4(2) Regular members may vote or cast a ballot at all meetings of the membership of MAMEC and at all meetings of committees and sub-committees to which they may be appointed, stand for election and hold such office to which they may be elected or appointed, be appointed to chair or sit as a member of any committee or sub-committee.

4(3) Associate members

(a) may attend and participate in the deliberations of all general and special meetings of the membership of MAMEC, but

i. shall not cast a vote or ballot,

ii. shall not stand for election to the Board of Directors.

(b) may be appointed to committees or sub-committees of MAMEC and may vote as a member of the committee or sub-committee but shall not be appointed to chair a committee or sub-committee other than a committee or sub-committee struck for the sole purpose of advancing the interests of the associate members.

4(4) Honorary life members who hold an appointment as an MEC which would otherwise qualify them to be regular members may exercise all of the privileges of a regular member, and honorary life members who do not hold such appointment may exercise the privileges of an associate member.

4(5) Honorary life members who hold a current appointment as a MEC are required to pay the annual membership fees of a regular member. Honorary life members who do not hold a current appointment as a MEC shall be exempt from payment of annual membership fees.

4(6) Except as provided in this bylaw, the Board of Directors shall by resolution establish an annual membership fee for the upcoming fiscal year for each category of membership.

4(7) Membership fees for the year commencing on April 1st of that year shall be paid on or before March 31st in the preceding fiscal year.

4(8) Unless otherwise provided in this bylaw,

(a) membership fees shall not be reduced or prorated for part of the fiscal year; and

(b) no paid membership fees or any portion thereof shall be refunded unless prior to the day of the fiscal year (April 1st) the member has advised in writing that the member does not want to renew membership, in which case any fees paid by that member for the year commencing on April 1st shall be refunded to the member.

4(9) Membership renewals not paid on or before 11:59 PM on March 31st in each year shall be deemed to have expired effective at 12:01 AM on April 1st of that year, at which time all of the member's privileges of membership shall end and any elected offices or appointments in MAMEC held by the member shall be deemed to have been vacated. In exigent circumstances, the member may apply to the Board of Directors for an extension, and the Board of Directors in its sole, unfettered discretion may grant a reasonable extension subject to any conditions or limitations that it deems appropriate.

4(10) Where a municipality has paid its MEC's membership, and the MEC ceases to be employed in that capacity by the municipality, the municipality may apply to transfer the membership to its new MEC for the balance of the year ending on March 31st, in which case the outgoing MEC shall cease to be a regular member of MAMEC but may elect to purchase an associate membership prorated for the days remaining until March 31st of that year.

4(11) Where a MEC has paid the membership fee and the MEC has left the employ of the municipality

(a) the outgoing MEC shall be deemed to be an associate member unless and until the member obtains a further appointment as a MEC, in which case the status shall revert to that of a regular member; and

(b) if there is a difference between the membership fees payable by a regular member and the membership fees payable by an associate member no refund or additional charge will be paid or assessed to that member.

ARTICLE 5 - REPRESENTATION

5(1) For the purposes of its startup and initial development all elected members of the Board of Directors, including the President and Vice President, shall be elected at large by the regular members of MAMEC at its Annual General Meeting.

5(2) Following the 2018 Annual General Meeting, the President shall form a committee to be chaired by a member of the Board of Directors and consisting of two or more additional Board members and five or more additional regular members from diverse areas of the province for the purposes of considering and making recommendations to the Board of Directors regarding a system for district or regional representation on the MAMEC Board.

ARTICLE 6 - BOARD OF DIRECTORS

6(1) The business and affairs of the Association shall be controlled, managed, and regulated by the Board of Directors consisting of:

- (a) President
- (b) Vice President
- (c) Directors (7)
- (d) Executive Director (ex officio, non-voting)

6(2) The objects or powers of the Association shall be carried out and exercised by bylaws and resolutions passed by the Board.

6(3) The Board of Directors may by bylaw:

- (a) Establish any additional qualifications or registration requirements for each class of member.
- (b) Prescribe annual membership or other fees payable to MAMEC, provided that any increase in membership fees shall be approved at least 90 days prior to March 31th of the current fiscal year to take effect for the fiscal year starting April 1st of that year.
- (c) Establish additional process and procedures for the management of MAMEC, including without limitation, procedures for the conduct of meetings of the Board of Directors, committees and sub-committees of the Association and of the membership.
- (d) May authorize the Executive Director to acquire goods or services necessary for the reasonable management of the Association and the expenditure of funds held in the account(s) of the Association for the purpose of advancing its objectives provided that no goods or services shall be acquired without the express consent of the Board of Directors, and no expenditure of funds shall be made other than for goods or services authorized by the Board of Directors.
- (e) Notwithstanding paragraph (d), may authorize the Executive Director to acquire goods or service and expend funds on behalf of MAMEC to a prescribed amount which shall not be exceeded without the express consent of the Board of Directors.
- (f) Determine the manner in which records and the making of reports are maintained and kept for and by MAMEC, provided that no monies shall be paid out of the MAMEC account(s) or reimbursed to any officer or employee without a corresponding invoice issued by the vendor for the good or service provided.
- (g) Authorize the reasonable conduct of any other business necessary to the advancement of the objectives of the Association that is not otherwise limited in the Constitution.

6(4) The Board of Directors may, by resolution, establish policies and procedures related to any Association bylaw and which shall be kept together in a policy manual.

6(5) The Board of Directors may appoint such committees as it deems expedient, and it may delegate to them its powers respecting the examination of any question or the execution of specified duties.

ARTICLE 7 - DUTIES OF OFFICERS

7(1) The Officers of MAMEC and their duties are the President, Vice-President and Executive Director.

7(2) The President is the Chief Executive Officer of MAMEC and

- (a) is an ex-officio member of all committees and subcommittees;
- (b) shall preside at all meetings of the membership of MAMEC and the Board of Directors;
- (c) keep informed on the performance of all duties by the other officers of MAMEC; and
- (d) attend to such measures as will promote the objects and welfare of MAMEC.

7(3) The Vice-President is the Deputy Chief Executive Officer of MAMEC and

- (a) shall, in the absence of the President at any meeting
- (b) preside at any such meetings, and
- (c) be vested with all the duties and authority of the President while so presiding.

7(4) The Executive Director is an employee and the general administrative manager of MAMEC, responsible for the implementation of the policies of the Board of Directors and the day to day

administration of MAMEC, and shall in addition:

- (a) Record in a minute book all resolutions, decisions and other proceedings of the Board of Directors and all proceedings of the Annual General Meeting and Special General Meetings.
- (b) Conduct all correspondence of MAMEC and the Board of Directors.
- (c) Send all notices to all members of MAMEC and the Board of Directors.
- (d) Keep all records, minutes, bylaws, and other necessary documents in a place of safekeeping.
- (e) Receive and deposit all money belonging to MAMEC, in a Chartered Bank, Credit Union, or Caisse Populaire in the name of MAMEC.
- (f) Ensure the proper fees are levied and collected and keep a record of all monies received.
- (g) Prepare an annual statement of receipts and disbursements and provide this statement to the auditor when directed to do so by the Board.
- (h) Perform such other duties as are directed by the Board of Directors.

7(5) Each Director is the representative of the members of the district in which the Director is elected and shall:

- (a) Call an annual meeting of the District Members.
- (b) Record the minutes of district meetings and present them at the next meeting of the Board of Directors.
- (c) Preside at meetings of the District Membership.
- (d) Perform such duties as may be assigned by the Board of Directors.

ARTICLE 8 - QUALIFICATIONS AND TERMS OF OFFICE

8(1) A regular member of the Association who has paid the required fees and is otherwise in good standing, including current or former office holders, shall be eligible to be nominated and stand for election for the position of President, Vice-President or Director, provided that:

- (a) no one may be nominated or stand for election for more than one office in the same election; and
- (b) no one may hold more than one office at the same time.

8(2) The President shall be elected at the annual meeting and shall hold office until the close of the next annual meeting, at which time the successor shall take office.

8(3) The Vice-President shall be elected at the annual meeting and shall hold office until the close of the next annual meeting, at which time the successor shall take office.

8(4) Each Director shall be elected at the annual meeting and shall hold office until the close of the next annual meeting, at which time the successor shall take office.

8(5) Notwithstanding other provisions in this bylaw, where a MEC holds offices or appointments in the Association that require the member to be a regular member, and no longer holds an appointment as a MEC, the member may continue to hold the office or appointment in MAMEC until the end of the calendar month in which the member ceased to be a MEC, provided that the Board of Directors may, by resolution, extend the period for a further 60 days to allow the member to acquire a new appointment as a MEC, or for the orderly transfer of responsibilities in MAMEC.

8(6) Elected office and appointments in MAMEC held by an outgoing MEC do not transfer to the incoming MEC.

ARTICLE 9 - ELECTIONS

9(1) Only regular members who have paid the required membership fee shall be entitled to vote during any election of officers or on any matter requiring a vote.

9(2) All matters except elections shall be decided by a majority vote of the regular members in attendance.

9(3) All voting during any election shall be by ballot and the candidate receiving more than fifty percent (50%) of the vote shall be declared elected. If there are three or more candidates on the ballot and none of the candidates receive fifty percent (50%) or more of the vote on the first vote, the candidate with the least number of votes shall be dropped from the ballot and a second vote taken. This procedure shall continue until a vote has determined that a candidate has received fifty (50%) or more of the vote.

9(4) In the case of a tie vote between two candidates, a second vote shall be taken. If after the second vote a tie still exists, the deciding vote shall be cast by lot, with the Presiding Officer making the draw.

9(5) Scrutineers shall report the result of each vote to the Presiding Officer who shall announce the result to the Meeting.

9(6) The Presiding Officer shall not announce the number of votes for each candidate unless a majority of the members in attendance shall otherwise direct.

9(7) No objection to validity of any vote will be allowed, except at the meeting and at the time of the taking of the vote.

9(8) The Presiding Officer shall be the sole judge of the validity of every vote taken at any meeting.

9(9) The Presiding Officer shall be appointed by the Board prior to the annual meeting annual meeting.

ARTICLE 10 - APPOINTMENT OF EXECUTIVE DIRECTOR

10(1) The Executive Director is an employee or an independent contractor of MAMEC and is not a regular member.

10(2) An Executive Director shall be appointed by resolution of the Board of Directors to serve for such term and upon such conditions, as the Board of Directors shall determine.

ARTICLE 11 - VACANCIES

- 11(1) A vacancy shall occur in the Board of Directors when:
- (a) An Officer or Director resigns or is deemed to have resigned;
 - (b) An Officer or Director dies;
 - (c) Subject to subsection 8(8), an Officer or Director ceases to be a regular member of MAMEC; or
 - (d) An Officer or Director is absent from three consecutive Board of Directors meetings without the consent of the Board;
- 11(2) When a vacancy occurs in the Board of Directors for any cause, the Board of Directors shall fill the vacancy as follows:
- (a) Vice-President to replace the President
 - (b) Director to replace the Vice-President.
- 11(3) A majority vote of the Board of Directors shall determine the Director to replace the Vice-President.
- 11(4) The foregoing designations shall be deemed "Acting" and in effect until the close of the next Annual Meeting, except in the case of Acting Directors. This designation shall remain in effect until the close of the next District Meeting for the applicable district.

ARTICLE 12 - MEETINGS

- 12(1) The Annual General Meeting shall be held at such time and place in each year as shall be determined by the Board of Directors.
- 12(2) Special meetings of MAMEC shall be held at the call of the President or the Board, or upon receipt of a request in writing signed by at least fifteen members of MAMEC specifying the reasons for calling such special meeting.
- 12(3) A meeting of the Board of Directors shall be held at the call of the President or upon receipt of a request in writing from three members of the Board of Directors specifying reasons for calling such meeting.
- 12(4) An annual District meeting shall be held in each District at such time and place as may be determined by the District Director.
- 12(5) Notices of meetings shall be given as follows:
- (a) Notice of the Annual Meeting and all Special Meetings shall be provided electronically by email to each member (unless a member has previously advised in writing that the member has no access to email, in which case the notice shall be sent by ordinary mail) at least three weeks before the date of the meetings and shall state the time and place of the meeting.
 - (b) In the notices of Special Meetings, the nature of the special business to be brought before the meeting shall be clearly specified and no other matter may be dealt with at that meeting.
 - (c) Notice of all Board of Directors and district meetings shall be provided electronically by email to each member thereof (unless a member thereof has previously advised in writing that the member has no access to email, in which case the notice shall be sent by ordinary

mail) at least 72 hours before the date of the meetings and shall state the time and place of the meeting.

12(6) The necessary quorum for the transaction of business at any meeting shall be as follows:

- (a) 25% of the regular members at the annual general meeting;
- (b) 25% regular members at a special meeting;
- (c) A majority of members at a Board of Directors meeting;
- (d) A majority of members of any committee;

12(7) Committees may be appointed by the Board of Directors for the purpose of considering any matter and the committee shall report of the matter as the body or reference may direct.

12(8) Rules of procedure to be followed at the Annual Meeting, Special Meetings, District Meetings and all meetings of the Board of Directors shall be guided by "Roberts Rules of Order".

12(9) No bylaw, resolution or election approved by a majority of the quorum of those regular members present at the annual general meeting, special meeting, or meeting of the Board of Directors shall be invalid by reason of any procedural error made in good faith.

12(10) The Board of Directors or Committee, as the case may be, may, if all members of the Board of Directors or Committee consent, participate in a meeting by means of telephone or other communication facility. A member participating in the meeting by that means is deemed for the purposes of this bylaw to be present at that meeting.

ARTICLE 13 - FINANCE PROVISIONS

13(1) The Board of Directors may direct the Executive Director to acquire goods or services or expend funds in the account(s) of MAMEC for the reasonable management of MAMEC, including without limiting the foregoing:

- (a) To implement any of the objects of MAMEC;
- (b) To pay for the costs incurred for the Annual General Meeting;
- (c) To pay the reasonable, out of pocket expenses of the officers, Directors and staff of MAMEC for authorized activities on behalf of MAMEC.

13(2) With the exception of the costs incurred for the incorporation of MAMEC and its start-up and membership drive, the Board of Directors shall not authorize the acquisition of goods or services or authorize any expenditure for which Association funds are not on hand and available.

13(3) All payments, including all payments made to a member or officer of the Association or to create or replenish a 6(3)(e) account, by MAMEC shall be made by a cheque signed by the President or Vice-President and countersigned by the Executive Director.

13(4) Notwithstanding subsection 13(2) where it is impractical to pay by cheque due to issues of immediacy or small amount, a cash or debt card payment, other than payment to a member or officer of the Association, may be made by the Executive Director from a 6(3)(e) account to the limit of funds available in that account, provided that all such payments must be reported immediately after the end of the month in which the payment was made to the President and accompanied by invoices or receipts. The monthly 6(3)(e) reports and invoices or receipts must be presented for

acceptance at the next Board of Directors meeting and retained as required by law and as directed by the accountant.

13(5) The President, Vice-President and Directors positions are voluntarily undertaken without any expectation of remuneration, other than the recovery of reasonable out of pocket expenses for authorized activities. The Board of Directors may, subject to subsection 13(2), define in a bylaw "reasonable out of pocket expenses" along with any criteria or limitations.

13(6) The Executive Director is an employee of the Association (or if otherwise agreed, an independent contractor) entitled to receive reasonable remuneration for services rendered to the Association, as agreed from time to time, and recover out of pocket expenses that are authorized and incurred on behalf of the Association.

13(7) By prior agreement, remuneration and out of pocket expenses incurred by the interim President, Vice-President and Directors, and by the Executive Director, may be accrued in accordance with subsection 13(2) and be paid when funds are available, with priority given to the set-up costs paid by the Executive Director on behalf of the founders to incorporate the Association and get it up and running.

13(6) The fiscal year of MAMEC is from April 1 to March 31.

13(6) The finances of MAMEC shall be presented to the membership at the annual meeting. The financial report shall have been reviewed by a professional accountant in accordance with applicable legislation and generally accepted accounting principles.

ARTICLE 14 - GENERAL PROVISIONS

14(1) In the event of any dispute in the interpretation of this bylaw, or any other bylaw, rule, regulation or requirement, the interpretation of the Board of Directors shall be final.

14(2) Any bylaw may be amended at an Annual General Meeting or Special Meeting of the members, provided that notice of any proposed amendments to the Constitution or other bylaws shall be submitted in writing, along with the text of the proposed amendment, to the Executive Director at least 30 days prior to the date of the Annual or Special meeting and all such proposed amendments to the bylaws of MAMEC may be adopted upon a majority vote of the quorum of regular members voting in favour of the amendment.

14(3) Where a proposed amendment is defeated at a special meeting, no further proposal to amend that provision will be considered, unless expressly approved by the Board of Directors, until the next Annual General Meeting.

14(4) Where a proposed amendment is defeated at an Annual General Meeting, no further proposal to amend that provision will be considered until the next Annual General Meeting.

14(5) Unless otherwise provided in the bylaw

14(6) This bylaw shall take effect when adopted by a majority of the regular members present

at the first Annual General Meeting.

14(7) Notwithstanding subsection 14(3), the provisions set out in 7(5)(a), (b) and (c); 11(4); and 12(4), (5)(c) and (8) shall, to the extent that they create a system of districts and district representation, not take effect until the committee to be created under subsection 5(2) has reported to the Board of Directors, and a system of districts and district representation is approved at a subsequent Annual General Meeting or special meeting called for that purpose.

SCHEDULE "A" FEES

SCHEDULE "B" DISTRICTS

District 1

District One shall be comprised of all Members who work in the geographical areas governed by the Corporations listed below:

Boissevien-Morton, Municipality
Deloraine-Winchester, Municipality
Melita, Town
Riverdale, Municipality
Souris-Glenwood, Municipality
Virден, Town
Whitehead, Rural Municipality
North Norfolk, Municipality

Brenda-Waskada, Municipality
Grassland, Municipality
Pipestone, Rural Municipality
Sifton, Rural Municipality
Two Borders, Municipality
Wallace-Woodworth, Rural Municipality
Brandon, City

District 2

District Two shall be comprised of all Members who work in the geographical areas governed by the Corporations listed below:

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|--------------------------------------|---|
| Argyle, Rural Municipality | Cartwright- Roblin, Municipality |
| Glenboro-South Cypress, Municipality | Killarney-Turtle Mountain,
Municipality Louise, Municipality |
| Lorne, Municipality | Norfolk Treherne, Municipality |
| Morden, Town | Pembina, Municipality |
| Oakland- Wawanesa, Municipality | Stanley, Rural Municipality |
| Prairie Lakes, Rural Municipality | Victoria, Rural Municipality |
| Thompson, Rural Municipality | |
| Winkler, City | |

District 3

District Three shall be comprised of all Members who work in the geographical areas governed by the Corporations listed below:

Altona, Town
Dufferin, Rural Municipality
Grey, Rural Municipality
Macdonald, Rural Municipality
Morris, Rural Municipality
Niverville, Town
Reynolds, Rural Municipality
Ritchot, Rural Municipality
Ste. Anne, Rural Municipality
St. Pierre-Jolys, Village
Stuartburn, Rural Municipality
Rosser, Rural Municipality
St. Francois Xavier, RM
Rosser, Rural Municipality
Cartier, Rural Municipality
Headingley, R.M.
Portage La Prairie, City
Portage La Prairie, RM

Carman, Town
De Salaberry, Rural Municipality
Emerson-Franklin, Municipality
Hanover, Rural Municipality
La Broquerie, Rural Municipality
Montcalm, Rural Municipality
Morris, Town
Piney, Rural Municipality
Rhineland, Rural Municipality
Roland, Rural Municipality
Ste. Anne, Town
Steinbach, City
Tache, Rural Municipality

District Four shall be comprised of all Members who work in the geographical areas governed by the Corporations listed below:

Alexander, Rural Municipality
Armstrong, Rural Municipality
Bifrost- Riverton, Municipality
Coldwell, Rural Municipality
East St. Paul, Rural Municipality
Gimli, Rural Municipality
Lac Du Bonnet, Town and RM
Pinawa, Local Government District
St. Andrews, Rural Municipality
St. Laurent, Rural Municipality
Stonewall, Town
Victoria Beach, Rural Municipality
West St. Paul Rural Municipality
Winnipeg, City
Woodlands, Rural Municipality
Springfield, Rural Municipality
Teulon Town
West Interlake, Municipality
Whitemouth, Rural Municipality
Winnipeg Beach, Town
St. Clements, Rural Municipality

Arborg, Town
Beausejour, Town
Brokenhead, Rural Municipality
Dunnotar, Village
Fisher, Rural Municipality
Grahamdale, Rural Municipality
Rockwood, Rural Municipality
Powerview-Pine Falls, Town
Selkirk, City

District 5

District Five shall be comprised of all Members who work in the geographical areas governed by the Corporations listed below:

Alonsa, Rural Municipality
Elton, Rural Municipality
North Cypress- Langford, Municipality
Rosedale, Rural Municipality
Cornwallis, Rural Municipality
Glenella-Lansdowne, Municipality
Neepawa, Town
Westlake-Gladstone, Municipality
Ellice-Archie, Municipality
Harrison Park, Municipality
Minto-Odanah, Municipality

Oakview, Municipality
Riding Mountain West, Municipality
Yellowhead, Rural Municipality

Clanwilliam- Erickson, Municipality
Hamiota, Municipality
Minnedosa, Town
Prairie View, Municipality
Russell- Binscarth, Municipality
Rossburn, Municipality

District 6

District Six shall be comprised of all Members who work in the geographical areas governed by the Corporations listed below:

Churchill, Town

Dauphin, Rural Municipality

Flin Flon, City

Gillam, Town

Grandview, Municipality

Kelsey, Rural Municipality

Leaf Rapids, Town

Minitonas-Bowsman, Municipality

Mountain, Rural Municipality Ste.

Rose, Municipality

Swan River, Town

The Pas, Town

Roblin, Town

Dauphin, City

Ethelbert, Municipality

Gilbert Plains, Rural Municipality

Grand Rapids, Town

Hillsburg-Roblin-Shell River, Municipality

Lakeshore, Rural Municipality

Lynn Lake, Town

Mossey River, Municipality

Mystery Lake, L.G.D. of

Snow Lake, Town

Swan Valley West, Municipality

Thompson, City

McCreary, Town/RM

