



## BY-LAW NUMBER 6

(as of June 2021)

## **BY-LAW NO. 6**

being a By-Law relating generally to the transaction of the business and affairs of the Municipal Retirees Organization Ontario (MROO) and to repeal By-laws No. 1, No. 2, and By-Law No. 3, all of which were enacted and passed by the Board of Directors of the Corporation on the 8<sup>th</sup> day of January 1986, and By-Law No. 4, which was enacted on September 25, 2006, and By-Law No. 5, which was enacted on January 10, 2007.

NOW THEREFORE, the Board of Directors of the Municipal Organization of Ontario enacts as follows:

### **1. SEAL**

The seal, an impression of which is stamped in over the signature of the President and Secretary on the last page of this By-law be the corporate seal of the Corporation.

### **2. ACCREDITED REPRESENTATIVE(S)**

In this By-law accredited representative(s) shall mean the Zone Director and at least one Alternate Representative from each Zone.

### **3. BOARD OF DIRECTORS**

- a) As per the Constitution, the affairs of the Corporation shall be managed by the Board of Directors.
- b)
  - i. The immediate Past President of the Corporation shall be a member ex-officio in lieu of election and shall hold office until their successor assumes their title.
  - ii. If the Board of Directors elects to the position of President, Vice-President, Treasurer, Secretary or Secretary/Treasurer, a member of the Organization who has not also been elected as a Zone Director in accordance with subsection (c):

*“That member shall be a member ex-officio of the Board of Directors and shall hold office until the election for the position is held at the next Annual Meeting of the Board of Directors. They shall not have a vote in the election for their position.”*

- c) Nine members of the Board shall be Zone Directors elected by and for the nine (9) groups of members representing the nine (9) geographic zones of the Corporation, as follows:

**Zone 1:** Comprised of the Counties of Essex, Chatham-Kent, and Lambton;

**Zone 2:** Comprised of the Counties of Bruce, Elgin, Middlesex, Huron, Perth, Oxford, and Norfolk;

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

- b)
  - i. Each elected Zone Director shall hold office for three-years, or until their successor shall have been duly appointed or elected and qualified as a member of the Corporation.
  - ii. Once Directors have been elected for a three-year term, no Director may serve for more than three consecutive terms. After an absence of one term, that Director may run for re-election.

#### **4. ALTERNATE ZONE DIRECTORS**

- a) When the current term expires, the members at a Zone meeting, shall also elect an Alternate Zone Director who shall, under the direction of the incumbent Zone Director:
  - i. Replace the Zone Director at meetings with power to vote when the Zone Director cannot be in attendance. The Director will provide notice by e-mail, to the MROO Executive Director and Office Administrator that the Alternate Zone Director has been given authority to attend in their stead.
  - ii. Attend the Zone Meeting to take minutes and assist, as necessary.
  - iii. Seek approval of the Zone Director before incurring any expenses on behalf of MROO.
  - iv. Assist the Zone Director in promoting membership in MROO.
- b)
  - i. Once Alternate Directors have been elected for a 3-year term, no Alternate Director may serve for more than three (3) consecutive terms. After an absence of one- term that Alternate Director may run for re-election to the same position.

#### **5. ELECTION PROCEDURES FOR DIRECTORS AND ALTERNATE DIRECTORS**

- a) Directors and Alternate Directors shall be elected for a term as set out in (3) or (4) above;
- b) Nominations for Director or Alternate Director must be submitted in writing and received in the MROO office no later than 21 days prior to the zone meeting at which the election will be held;

- c) Nominations must bear the signature of the nominee, the nominator, and a seconder. The nominator and seconder shall both be full members of MROO residing within the zone in which the election is to take place;
- d) All nominees shall have been MROO members for at least two years prior to the date of the nomination;
- e) Nominations received late or nominations from the floor will not be considered;
- f) The Executive Director is authorized to verify the nominee, nominator, seconder, and the completeness of the nomination, and, after notice to any candidate whose nomination is non-compliant with this bylaw or incomplete, to disqualify any candidate before the meeting at which the election is to take place;
- g) Should only one person be validly nominated for either the Director or Alternate Director position, that person shall be deemed to be elected;
- h) Should no valid nominations be received by the deadline, the Board reserves the right to appoint any full MROO member;
- i) If there is more than one nominee for either the Director or Alternate Director position, an election shall be held by secret ballot among the members attending the zone meeting at which the election is to be held;
- j) The Executive Director or their designate shall act as Returning Officer at any zone meeting at which an election is being contested between two or more nominees for the position of Director or Alternate Director, and any election procedures not otherwise specified in this bylaw shall be determined by the Executive Director for the purpose of ensuring fairness, transparency and impartiality, and any rulings by the Executive Director shall be reported subsequently to the Board at the next Board meeting.
- k) The person who receives the most votes for any position shall be deemed to be elected to that position for the term set out in (3) or (4) above.
- l) In the event of a tie, the election shall be determined by a second vote, in the event of a second tie, then there will be a random drawing of names.
- m) Those elected shall take office at the end of the zone meeting at which they were elected.

## **6. LOCAL AMBASSADORS**

- a) Each Zone Director shall, wherever necessary, appoint any Zone Member as Local Ambassadors to assist the Zone Director and the Alternate Director.
- b) The duties of a Local Ambassador, under the direction and control of the Zone Director, shall be as follows:
  - i. contact city staff and council, county, police, unions, and associations in the area;
  - ii. inform people about MROO; encourage prepaid memberships;
  - iii. attend OMERS retiree and pre-retirement seminars in area, with or without director (with appropriate materials/training by director and staff)
  - iv. get invited to and attend municipal pre-retirement seminars in the area, with or without director (with appropriate materials/training by director and staff)

- v. carry around and distribute MROO information whenever opportunity presents itself;
- vi. help Zone Director to organize zone meetings when they occur in that city.
- vii. local Ambassadors shall serve without remuneration except where The Board of Directors has set out a schedule for payment to them, and, on the approval of the Zone Director, payment of expenses is believed to be warranted by the Board of Directors.

## **7. ERRORS IN NOTICE – BOARD OF DIRECTORS**

No error or omission in giving such notice for a meeting of Directors, shall invalidate such meetings 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.

## **8. BOOKS AND RECORDS**

The Directors shall see that all necessary books and records of the Corporation required by the *Corporations Act, R.S.O.* or any other statute or law, are regularly reviewed and filed accordingly.

Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board of Directors may, at any time, by resolution, direct the way, and the person or persons by whom, any instrument, contract or obligation of the Corporation may or shall be executed.

## **9. MEMBERSHIP**

### **(a) LIFE MEMBERS**

- i. The Life Members, as defined in the Constitution, shall be entitled to one vote per member at all Zone meetings of members of the Organization;
- ii. A Life member shall pay a fee of \$25 on admission to membership, or a fee of \$25 shall have been paid on behalf of the member, but shall not be required to pay any further fees;
- iii. When an OMERS pensioner who has not otherwise paid the fee for MROO life membership enrolls as a policyholder in the MROO Health Insurance Plan, that person shall become a life member of MROO. \$25 for each such member shall be credited by the Treasurer to the Life membership fund in the year that the person becomes a policyholder in the MROO Health Insurance Plan. The \$25 shall be transferred from revenues received by MROO for the administration and promotion of the MROO Health Insurance Plan.

### **(b) HONORARY MEMBERS**

- i. An honorary member is anyone who, in the determination of the Board of Directors, has made an outstanding contribution to OMERS pensioners or shown outstanding support on issues affecting seniors in Ontario generally and/or OMERS pensioners particularly.
- ii. An honorary member shall have all rights and privileges of a life member, except that Honorary members who are not otherwise life members of MROO shall not be entitled to vote or to hold office.

### **(c) ASSOCIATE MEMBERS**

- i. Associate member pending retirement, enrolled in the OMERS Plan;

- ii. A class of associate member shall be created which contains persons who are employees of an OMERS employer and who are enrolled in the OMERS Pension Plan but who are not yet in receipt of an OMERS pension.
- iii. To become an associate member in this class the person shall have paid the membership admission fee applicable to life members, or the membership admission fee shall have been paid on behalf of the person.
- iv. When an associate member in this class begins to receive an OMERS pension, the associate member shall become a Life Member without further payment of a membership admission fee.
- v. When a person who is an employee of an OMERS employer and enrolled in the OMERS Plan has not otherwise paid the MROO membership admission fee but enrolls as a policyholder in the MROO Health Insurance Plan, that person shall become an associate Member of MROO in this class. Section 9) a) iii) shall apply with respect to the membership admission fee of that associate member.
- vi. Associate members of this class shall have all the rights and benefits of life membership, except the right to vote or to hold office.

(d) AFFILIATE MEMBERS

- i. A retiree from an “other public sector employer” of the type listed in paragraph iii) below, who is not in receipt of an OMERS pension, is eligible to become an affiliate member.
- ii. An active employee of an “other public sector employer” of the type listed in paragraph iii) below, who is not enrolled in the OMERS Pension Plan, is eligible to become an affiliate member providing they are at least 65 years of age.
- iii. For the purposes of this By-law, an “other public sector employer” shall mean a government organization, or an organization which is primarily funded by government, in the fields of health care, education including post- secondary education, public utilities and electricity, public transportation, childcare, or care for senior citizens.
- iv. An affiliate member shall be deemed to have paid the membership admission fee if they have enrolled as a policyholder in the MROO Health Insurance Plan.
- v. Affiliate members shall be eligible to enroll in the MROO Health Insurance Plan but shall otherwise have none of the rights and privileges of a Life Member.

**10. ELECTION FOR EXECUTIVE POSITIONS**

- a) At the annual meeting, the Executive Director or their designate shall call for nominations by a member of the Board of Directors for each Executive position in turn, beginning with the President position.
- b) When a nomination is made, the Executive Director shall call for a seconder by a member of the Board of Directors for that nomination.
- c) The Executive Director shall ask each nominee duly nominated and seconded whether they are prepared to accept the position.

- d) Each candidate for Election to an Executive Position must make a presentation, when they are nominated for or seeking to maintain an executive position, to the Directors, outlining their goals for the organization and their accomplishments during the past term.
  - i. members of the organization attending the AGM will be afforded the opportunity to ask the candidate questions after nomination, with the questions limited to no more than three per candidate.
  - ii. this applies to all candidates whether acclaimed or not.
- e) Where only one nominee is duly nominated and seconded for any position, the Executive Director shall declare that nominee elected.
- f) Where two or more nominees are duly nominated and seconded for any position, the Executive Director shall cause ballots to be distributed to each member of the Board of Directors; and each member of the Board of Directors shall write on the ballot the name of the nominee for which they are voting.
- g) Before proceeding to call for nominations for the next Executive position, the Executive Director shall count the ballots in secret and announce the winning nominee for the position.
- h) The Executive Director shall ask a member of the Organization other than a member of the Board of Directors to witness the counting of the ballots.
- i) After the election is complete, the ballots shall be destroyed, and the count shall be kept confidential by the Executive Director and the witness to the count.

**11. AMENDMENTS**

- a) By-Laws may be amended at any regularly constituted meeting of the Board of Directors by a simple majority of the duly elected Board of Directors present and voting, provided notice of the proposed amendments has been given to all Board Members with notice of meeting. Where the notice requirement has not been fulfilled, an amendment of the By-Law, in whole or in part, shall require the unanimous vote of all Board Members who are present and voting.
- b) Annual General Meeting as required by Section 129(2) of the Corporations Act.

ENACTED AND PASSED this day of .

X

---

President