



ASSOCIATION OF ONTARIO ROAD SUPERVISORS CONSTITUTION

1.0 GENERAL

1.1 Name

The name of this Association shall be the Association of Ontario Road Supervisors previously known as the Association of Ontario Road Superintendents.

1.2 Head Office

The head office of the Association shall be at a location as determined by the Board of Directors.

2.0 MISSION, VISION AND OBJECTIVES

2.1 Mission

AORS supports and promotes our local associations and the public works industry through • Communication • Education • Certification.

2.2 Vision

We are Ontario's Public Works Professionals who construct, maintain and operate the essential infrastructure you rely upon each day. Our certified members are leaders in delivering services in the most effective, efficient and safe manner – embracing innovative technologies, educational opportunities and environmental stewardship.

2.3 Objectives

The objectives of the Association shall be as follows:

- to acquire and disseminate information concerning public works to municipalities throughout Ontario
- to stimulate interest in the subject of public works
- to promote training and development of experienced, reliable and efficient personnel for public works in Ontario
- to establish standards of professionalism and to grant certification to those certified road supervisors who meet the requirements as indicated in the Association of Ontario Road Superintendents Act, 1996
- to promote legislative and other measures that will result in improved public works practices.

3.0 MEMBERSHIP AND MEMBERSHIP FEES

3.1 Categories of Membership

The categories of membership in the Association and the criteria for eligibility for membership in each category shall be as follows:

- (a) **Local Association Members**
Members of a Region, County or District Association made up of public works employees engaged in a supervisory capacity, including suppliers, where that Region, County or District Association has elected to be part of the Association of Ontario Road Supervisors.
- (b) **Individual Members**
Individuals who are currently or were previously engaged in a supervisory capacity in a Municipal public works department.
- (c) **Certified Members**
Members in good standing of the Certified Road Supervisors program, as administered by the Association of Ontario Road Supervisors under the authority of Bill Pr53, the Association of Ontario Road Superintendents Act, 1996, or any revisions thereof.
- (d) **Honorary Life**
The Board of Directors may approve any individual who has made an outstanding contribution towards the development of public works in Ontario.

3.2 Membership Fees

The fees payable by members in each category shall be determined by the Board of Directors as follows:

- (a) **Local Association Members**
The fee payable by members of a Local Association shall be determined by resolution of the Board of Directors, and shall be paid on their behalf by the Region, County or District Association of which they are a member.
- (b) **Individual Members**
The fee payable by Individual members shall be determined by resolution of the Board of Directors.
- (c) **Certified Members**
The fee payable by Certified members shall be determined by resolution of the Board of Directors.
- (d) **Honorary Life/Retired**
Honorary Life and Retired members shall not be required to pay a membership fee to the Association, except for those individuals who are also Certified members, in which case their membership fees will be as determined in section (c).

3.3 Non-Payment of Fees

The membership of any Association or Individual member that fails by a date determined by resolution of the Board of Directors to pay its, his or her annual membership fee shall be suspended until all overdue fees have been paid.

4.0 BOARD OF DIRECTORS

4.1 Composition of the Board of Directors

The affairs of the Association shall be managed by a Board of Directors comprised of a President, a First Vice-President, a Second Vice-President, the Immediate Past President, and one representative of each subscribing Association.

4.2 Election of the Corporate Directors

(a) **President and Vice-Presidents**

Each year at the Fall Meeting of the Board of Directors, a Second Vice-President shall be elected from the nominees approved by the Board of Directors. The nominees for Second Vice-President shall be Directors of the Association at the time of their nomination. The newly elected Second Vice-President will take office at the Winter meeting of the Board of Directors. At the Winter meeting of the Board of Directors, the previous Second Vice-President shall then become the First Vice-President and the previous First Vice-President shall become the President for the coming year.

If the First Vice-President is unable to become President for the coming year, the Second Vice-President shall become President. If the Second Vice-President is unable to become President, the Board of Directors shall request the current President to continue in his/her office for an additional term or elect one of A.O.R.S. past presidents or another person from the Board of Directors to fill the office of President for the coming year.

If the Second Vice-President is unable to become First Vice-President for the coming year, the Board of Directors shall elect another person to fill the office of First Vice-President from the Board of Directors.

The Immediate Past President shall become a member of the Corporate Directors. If the Immediate Past President is unable to serve, the position shall remain vacant for that year.

(b) **Election of Board of Directors**

Each Association shall elect one public works representative from their local association for the coming year. This individual shall become the local Director of the Association of Ontario Road Supervisors and shall attend all Board of Directors' meetings. It is the responsibility of the local association Secretary/Treasurer to inform the office of the Association of Ontario Road Supervisors of the name, mailing address of the local representative and shall give notice to any changes of its representative.

4.3 Eligibility - Board of Directors

Only municipal public works members in good standing shall be eligible to serve on the Board of Directors of the Association.

4.4 Board of Directors' Meetings

(a) The Board of Directors shall meet three times annually at Spring, Fall and Winter meetings. Additional meetings of the Board of Directors may be called at any time by the Corporate Directors.

(b) **Past Presidents**

Past Presidents may attend Board of Directors' meetings but do not have a vote, and only those actively serving on committees will receive the same per diem as the Directors.

4.5 Quorum

For the purpose of transacting official business, a quorum of the Board of Directors shall be one-third (1/3) of the voting membership.

4.6 Voting

Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes. Each elected member of the Board of Directors other than the Executive Director (who shall not have voting power at Board of Directors' meetings) shall have one vote. All votes at any such meeting shall be taken

in the usual way by assent or dissent. A recorded vote may be requested by any Director present. A declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minutes shall be prima facie proof of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution. In the case of an equality of votes, the motion shall be deemed to have been defeated.

4.7 Duties of the President and Vice-Presidents

The President shall, when present, serve as Chairperson of the Board of Directors and shall preside at all meetings of the Board of Directors and members of the Association. The President, with the Executive Director or other officer appointed by the Board of Directors for the purpose, shall sign all by-laws, contracts and other documents required to be signed by the Association. During the absence of the President, any or all of his/her duties and powers may be exercised by a Vice-President, and if the Vice-President, or such other Corporate Director as the Board of Directors may from time to time appoint, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

4.8 Appointment of Employees

The Board of Directors shall appoint an Executive Director and delegate to him/her the full powers to manage and direct the business of the corporation except such business as must be transacted by the Board. 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 by-laws of the Corporation. The Executive Director shall appoint such other employees or contracted resources as are deemed necessary and approved by the Board of Directors. All employees and contracted resources shall carry out their duties under the direction of the Executive Director. The Board of Directors shall fix the salaries and tenure of all employees and contracted resources.

4.9 Vacancies

Where vacancies occur in the positions of President and First Vice-President between Winter meetings of the Board of Directors of the Association, the First Vice-President and Second Vice-President, respectively, shall automatically fill the vacancy until the next Board of Directors meeting. If a vacancy occurs in the office of Second Vice-President, the Board of Directors may either leave the position vacant until the next Winter meeting of the Board of Directors, or, so long as a quorum remains in office, appoint another member of the Board of Directors to fill the vacancy until the next Winter meeting of the Board. If a vacancy occurs in any Local Association's representative on the Board, the Board of Directors shall request that Association to appoint a representative to fill that vacancy.

4.10 Notice of Board of Directors Meetings

At least five (5) days notice of the time and place of all meetings of the Board of Directors shall be given to each member of the Board of Directors by the Executive Director (or his designate). Such notice may be given in person, by telephone, by electronic means, or by mail, sent to the Director's address as shown in the Association's records.

4.11 Error or Omission in Notice, Board of Directors

No error or omission in any notice of a meeting of the Board of Directors shall invalidate such meeting or invalidate or make void any proceedings taken at such meeting.

4.12 Power

The Board of Directors shall administer the affairs of the Association and may pass such resolutions and by-laws as are necessary or desirable in conducting the business and carrying out the objectives of the Association.

By-laws adopted by the Board of Directors shall not become effective until they have been confirmed or amended and confirmed by the membership at the next regularly scheduled annual general membership meeting or at a Special meeting called for the purpose of considering the by-law.

4.13 Remuneration of a Board of Director

The Director shall receive no remuneration for acting as such.

4.14 Travel and Other Expenses

The Executive Director is authorized to pay such reasonable travel and other expenses of the Board of Directors, members of committees or any such persons as are approved by the Board of Directors or are in accordance with schedules for payment of expenses approved by the Board of Directors.

5.0 MEETINGS OF MEMBERS

5.1 Annual Meetings

An Annual meeting of members shall be held at a day and time selected by the Board of Directors. At every Annual Meeting, in addition to any other business transacted, the report of the Board of Directors, the financial statement and the report of the auditors shall be presented.

5.2 Calling of Meetings of Members

The Corporate Directors shall have the power to call at any time a meeting of the members of the Association. Notice shall be given to each Secretary-Treasurer and individual member by sending the notice at least fourteen (14) days before the time fixed for the holding of such meeting, to the Secretary-Treasurer's and individual member's address as shown in the Association's records.

5.3 Error or Omission in Notice, Members

No error or omission in the giving of notice of any annual or general meeting shall invalidate such meeting or make void any proceedings taken at that meeting.

5.4 Eligibility to Vote at Meetings of Members

Each member in good standing of the Association, with the exception of Honorary Life Members not including Past Presidents, shall be entitled to vote on any question brought before the members.

5.5 Voting at Meetings of Members

At all meetings of members, every question shall be decided by a majority of the votes of the voting members present unless otherwise required by the by-laws of the Association or by law. Every question shall be decided in the first instance by a show of hands but a poll shall be taken if demanded by a 2/3 majority vote of members present. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll is demanded, a declaration by the Chairperson that a resolution has been carried or not carried and an entry in the minutes of the Association shall be prima facie proof of the fact without proof of the number or proportion of the votes in favour of or against such resolution. If a poll is demanded, it shall be taken in such manner as the Chairperson shall direct. The question shall be decided by a majority of the votes of the members present and the result shall be deemed the decision of the Association. In the case of an equality of votes, the motion shall be deemed to have been defeated. Proxy votes are not valid.

5.6 Quorum

A quorum for the transaction of business at any General Membership meeting shall be one-third (1/3) of the voting membership of the Board of Directors.

6.0 FINANCES

6.1 Fiscal Year

The fiscal year of the Association shall be the last day of November (November 30) each year.

6.2 Financial Transactions

The Board of Directors shall determine from time to time by resolution the officers of the Association who are authorized to sign cheques, other orders for payment of money and evidences of indebtedness on behalf of the Association and to carry out banking and other financial transactions of the Association, subject to the general supervision of the Association's financial affairs by the Executive Director and the approval by the Board of Directors of all borrowing of money and significant expenditures by, and other material financial transactions of the Association.

7.0 COMMITTEES

7.1 Appointment of Committees

The Board of Directors may from time to time by resolution appoint committees composed in whole, or in part, of Directors, members or non-members. The committees' purposes, powers and duration shall be indicated in the resolution appointing them and/or in any amending resolution. All such committees shall be advisory only. The President shall be an ex officio member of all committees.

8.0 ROAD SUPERVISORS CERTIFICATION PROGRAM

8.1 Certification Board

The Board of Directors shall appoint three (3) representatives to the six (6) member Certification Board established to administer the Road Supervisors Certification Program. One member shall be appointed each year for a three (3) year term. The Board of Directors shall also appoint a Secretary for the Certification Board. The Secretary shall be responsible for keeping the minutes of Certification Board, conducting correspondence, making recommendations regarding the assessment of candidates and maintaining all records of the Board and of applicants for certification.

8.2 Designations

The Association designations, awarded to qualified applicants for certification, shall be as follows:

- Associate Road Supervisor
- Certified Road Supervisor (CRS)
- Certified Road Supervisor - Intermediate (CRS-I)
- Certified Road Supervisor - Senior (CRS-S)

Eligibility requirements for certification shall be those outlined in the Certification Board Manual and the Applicant's Guide or as determined from time to time by the Association.

8.3 Certification Program Fees

The initial registration fees and renewal fees shall be determined by the Board of Directors and reviewed annually. The Board of Directors may change or adjust these fees by resolution by the Board of Directors.

8.4 Non-Payment of Certification Program Fees

If a member of the Certification Program fails to pay his/her annual renewal fee within ninety (90) days of the date of the invoice, his/her membership in the Program shall be suspended until all overdue fees have been paid.

9.0 CONDUCT OF ASSOCIATION BUSINESS

9.1 By-Laws and Resolutions

All matters relating to the business and affairs of the Association other than amendments to this Constitution may be approved by resolution of the Board of Directors or the members, as the case may be.

9.2 Amendment of Constitution

This Constitution may be amended by a by-law enacted by the Board of Directors and confirmed with or without amendment by the members of the Association at a meeting of members called for the purpose of considering such amendment.