The Association of Ontario Road Supervisors (AORS)

By-law No. 2025-01

A BY-LAW TO PROVIDE RULES GOVERNING THE CALLING, PLACE AND PROCEEDINGS OF MEETINGS OF THE ASSOCIATION OF ONTARIO ROAD SUPERVISORS BOARD OF DIRECTORS (Procedural By-law)

WHEREAS the Association of Ontario Road Supervisors (AORS) is a corporation incorporated by a special Act, namely the Association of Ontario Road Supervisors Act, (Ontario), 1996;

AND WHEREAS the purpose of the Association is to represent and support its members in delivering municipal public works in the most efficient and cost-effective manner possible;

AND WHEREAS the AORS Board of Directors desires to conduct its affairs and oversee the Association in a manner that best supports the objectives of the organization;

NOW THEREFORE the Board of Directors of the Association of Ontario Road Supervisors hereby enacts as follows:

1. That the proceedings of the Board of Directors and the calling of meetings shall be governed by the provisions and regulations contained in Schedule “A”, attached hereto and forming an integral part of this By-law.

2. That the current edition of “Robert’s Rules of Order Newly Revised” shall be the basis of interpretation for questions of procedure or order not provided for in Schedule “A”.

3. That should any section, subsection, clause, paragraph or provision of this By-law be declared by a court of competent jurisdiction to be invalid, the same shall not affect the validity of the By-law as a whole or any part thereof, other than the provision so declared to be invalid. Any provincial Statutes imposed contrary to this By-law shall take precedence.

4. That this By-law may be cited as the “Procedural By-law”.

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President

_____

Executive Director

September 12, 2025

Schedule "A"
to By-law No. 2025-01 for
The Association of Ontario Road Supervisors

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1.0 Definitions

That in this By-law:

a) "Agenda" means a list of all items to be considered by the Board at the meeting for which the agenda was published.

b) "AORS" or "Association" means the Association of Ontario Road Supervisors

c) "Board" means the Board of Directors of the Association of Ontario Road Supervisors, consisting of Directors appointed by their representative Local Associations in accordance with the AORS Constitution.

d) "Chair" means the person presiding over a meeting of the Board. Normally, but not necessarily, the President.

e) "Closed Session" means a meeting, or portion thereof, restricted to only the voting members of the Board of Directors, and others at the invitation of the Chair.

f) "Delegation" means an individual or group who has requested to provide an address to the Board for the purpose of making a presentation for information or asking for an action.

g) "Director" means an individual duly appointed by one of the affiliated Local Associations of AORS to represent that Local Association on the AORS Board of Directors.

h) "Emergency Meeting" means a meeting not scheduled in accordance with the normal schedule of meetings that must be held as expeditiously as possible.

i) "Executive Director" means the highest-ranking staff member of the Association who reports to the Board of Directors, and normally serves as Secretary and Registrar for the Association.

j) "Local Association" means one of the independent associations that represent municipal public works managers and supervisors in a particular geographic area (e.g. Region, District, County), that has elected to become affiliated with AORS and appoint a representative on the AORS Board of Directors.

k) "Meeting" means any regular, special, emergency or other meeting of the Board.

l) "Open Session" means a Meeting, or portion thereof, that is open to all Directors, as well as invited guests and staff.

m) "President" means the Director duly nominated and elected by the Board to act as the head of the Board for a designated term.

n) "Special Meeting" means a meeting not scheduled in accordance with the regular meetings of the Board but required to deal with a specific matter of business.

2.0 Guiding Philosophy

The primary policy of the Board shall be to govern the affairs of the Association such that it operates in the best interests of its members and the public they serve. It is also the responsibility of the Directors to represent at Board meetings and other events the interests of the members of the Local Association which appointed them to the Board, and to report back to those members the relevant proceedings, discussions and decisions of the Board.

It is imperative that Directors come prepared to every meeting by having read all material supplied, including Agenda and reports, to facilitate discussion and any determination of action.

The provisions of this By-law shall not contradict the provisions included in the Ontario Not-for-Profit Corporations Act (ONCA), 2010; Bill Pr.53, the Association of Ontario Road Superintendents Act, 1996 (Ontario); or the Constitution of the Association of Ontario Road Supervisors, as each may be amended from time to time. If there is a conflict, the provisions of the ONCA, Bill Pr. 53, or the Constitution, shall prevail in that order of priority.

3.0 Notice of Meeting

a) The Executive Director shall ensure that notice for each regular meeting of the Board be issued by email to each Director on record at least one calendar month prior to the scheduled meeting. Notice of upcoming Board meetings and other relevant events are included in the minutes of each meeting, which also constitutes notice of the meetings.

b) Notice of a Special or Emergency Board Meeting shall be issued by email to each Director on record as soon as is practical after the need for such a meeting has been established.

c) The Executive Director, in consultation with the President, may cancel a meeting due to lack of items for consideration, or when it has been confirmed before the meeting that there will be a lack of quorum present, or due to an emergency situation such as severe inclement weather. Such cancellation shall be communicated to each Director on record as soon as is practical after the meeting has been cancelled.

d) Lack of receipt of notice or Agenda for a meeting by any Director shall not affect the validity of the meeting or any action taken at the meeting.

4.0 Calling, Place and Time of Meetings

4.1 Regular Meetings of the Board

The regular schedule of Board meetings shall be:

a) A Board meeting held in late Winter to early Spring (typically February, March or April), usually in conjunction with the annual conference of the Ontario Good Roads Association, usually held in Toronto, but subject to change.

b) A Board meeting held in late Spring or early Summer, typically in June, in a central location to be selected by the Board at a prior meeting.

c) A Board meeting held in late Summer or early Fall, typically in September, at a location selected by the First Vice President who will host the meeting.

4.2 Special or Emergency Meetings of the Board

a) The President may, at any time, call a Special or Emergency Meeting of the Board. The Directors shall be given notice of the meeting by email as soon as practicable after the decision to hold a Special or Emergency Meeting has been made.

b) The Executive Director, in consultation with the President, may call a Special Meeting of the Board in circumstances where the Board needs to make decisions and actions need to be taken before the next regularly scheduled meeting. One such example is a special meeting to receive and approve the audited financial statements of the previous fiscal year and approve the operating and capital budgets for the current year. Such a meeting would typically be held by electronic means in February or March.

c) The President may, at any time, call an Emergency Meeting of the Board with minimal notice where the President is satisfied an extraordinary situation exists that will expose the Association to liability, or otherwise negatively impact the Association.

d) No business may be transacted at a Special or Emergency Meeting of the Board other than that specified in the notice of the meeting or Agenda.

4.3 Meetings – In-person / Via Electronic Participation

a) Meetings will be conducted as in-person, or via electronic participation (teleconference or videoconference), or in a hybrid format, which shall be noted on the Agenda for the Meeting. In the case of hybrid meetings, the Directors shall inform the AORS office of their intended manner of participation. All members, whether participating in-person or electronically, shall be counted as present for the purpose of determining if quorum is established.

b) The decision as to whether electronic participation will be available for a particular meeting will be based on relevant factors, such as if the technical requirements (e.g. high speed internet access) can be satisfied at the meeting venue, or if there is sufficient demand from Directors to participate electronically.

c) In the event of technical difficulties during a meeting that is being held electronically or as a hybrid meeting, such that a number of Directors are unable to attend or actively participate in the meeting, the Chair may choose to adjourn

the meeting and reschedule to a different time. If the number of Directors able to attend and actively participate should fall below that required for quorum, the meeting shall be adjourned and rescheduled.

5.0 Quorum and Attendance

5.1 Quorum

a) Directors shall inform the AORS office of their intent to attend or not attend each Board meeting, so quorum can be confirmed in advance. If their intention to attend a meeting changes, they shall notify the AORS office as soon as practicable.

b) Quorum shall be as specified in the AORS Constitution as amended from time to time.

c) Where quorum is not present within fifteen (15) minutes of the time appointed for a Meeting, the Executive Director shall call the roll and record the names of the Directors present. The Meeting shall stand adjourned until the next regular Meeting or until a Special Meeting is called.

5.2 Non-Attendance

a) Directors are required to inform the AORS office of any anticipated, but unavoidable, absences from upcoming meetings. Where feasible, said Director shall request another member of their Local Association Executive, or another municipal member at large, to attend an AORS Board Meeting as their alternate. Provided said Director has advised the Executive Director in advance of the meeting that they will be represented by an alternate, that alternate will have the same voting privileges as the absent Director. The alternate will also be entitled to receive the same reimbursement of expenses to which the Director would have been entitled had they attended, usually in the form of a per diem. Unless approved by the Board of Directors, representatives from a Local Association would only be entitled to a single reimbursement of expenses or per diem for each meeting.

b) If a Director is absent from 3 or more consecutive meetings of the Board, the Executive Director will request said Director provide confirmation that they continue to have the support of the Local Association that appointed them to the Board to continue in the role of their AORS Representative / Director. Should the Local Association not provide confirmation of support, they will be asked to appoint an alternate representative to serve as a Director.

6.0 Open and Closed Meetings

6.1 Open Session Meetings

All Board Meetings are open to all Directors appointed by Local Associations in good standing, or their designated alternates, and all Past Presidents of the Association who remain active on one or more Committee. Attendance by

Delegates, Guests or AORS Staff is at the discretion of the President. Delegates or Guests are not entitled to receive reimbursement of expenses (e.g. per diem) to attend the meeting, unless approved by the Board.

6.2 Closed Session (In camera) Meetings

a) A Meeting or part of a Meeting may be moved In camera upon a motion duly passed by the Directors. Staff, guests and non-voting Past Presidents shall leave the meeting for the In camera portion, with the exception of anyone requested by the Chair to stay for all or part of the In camera session. The Board meeting shall move In camera to deal with the following matters:

i) the security of the property of the Association (may be cited as “security of Association property”);

ii) personal matters about an identifiable individual, including Association employees (may be cited as “personal matters about an identifiable individual”);

iii) the proposed or pending acquisition/disposition of land by the Association (may be cited as “acquisition/disposition of land”);

iv) labour relations or employee negotiations (may be cited as “labour relations/employee negotiations”);

v) litigation or potential litigation affecting the Association;

vi) advice that is subject to solicitor-client privilege, including communications necessary for that purpose (may be cited as “solicitor-client privilege”);

vii) information explicitly supplied in confidence to the Association by Canada, a province or territory or a Crown agency of any of them (may be cited as “government information”);

viii) a trade secret or scientific, technical, commercial, financial or labour relations information, supplied in confidence to the Association, which, if disclosed, could reasonably be expected to prejudice significantly the competitive position or interfere significantly with the contractual or other negotiations of a person, group of persons, or organization (may be cited as “technical information with competitive implications”);

ix) a trade secret or scientific, technical, commercial or financial information, including intellectual property, that belongs to the Association and has monetary value or potential monetary value (may be cited as “technical information with financial implications);

x) a position, plan, procedure, criteria or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of the Association (may be cited as “negotiations on behalf of the Association”).

b) All Directors shall ensure that all confidential matters disclosed to them with respect to a Closed Session Item are maintained as Confidential, and that all materials distributed to Members during a Closed Session are required to be returned to the Executive Director, at the conclusion of the matter, for destruction.

7.0 Chair of Board Meetings

7.1 Chair

The Chair of Board Meetings is as stated in the AORS Constitution.

7.2 Duties of Chair

a) The Chair shall preserve order and decorum, decide questions of order and, without unnecessary comment, cite the rule of authority commonly accepted (under parliamentary procedures or the Procedural By-law) applicable to the case, if called upon to do so.

b) To open the Meeting by taking the chair and calling the Members to order.

c) To announce the business before the Board in the order in which it is to be acted upon.

d) To receive and submit, in the proper manner, all motions/recommendations presented by the Members.

e) To put to vote all questions which are regularly moved and seconded, or necessarily arise in the course of proceedings, and to announce the results.

f) To decline to put to vote motions which infringe on the rules of procedure.

g) To restrain the Members, within the rules of order, when engaged in debate.

h) To enforce, on all occasions, the conduct of the Members.

i) To expel any person for improper conduct or breach of the rules.

j) To authenticate, by their signature when necessary, all By-laws (if applicable), motions/recommendations and minutes of the Board.

k) To represent and support the Board, declaring its decision in all things.

l) To ensure that the decisions of the Board are in conformity with the laws, Constitution, and By-laws governing the Association.

m) To adjourn the meeting when the business is concluded.

n) To unilaterally adjourn the meeting without a motion, in the event of grave disorder arising in the meeting place.

8.0 Voting

8.1 Voting – General

Voting at Board Meetings is as specified in the AORS Constitution.

9.0 Motions/Recommendations

9.1 Motions/Recommendations – General

a) Motions/recommendations, or notices thereof, shall be moved and seconded.

b) Every motion/recommendation, when duly moved and seconded, shall be received by the Chair, and shall then be open for discussion prior to the vote being taken. Immediately preceding the taking of the vote, the Chair, may state the question in the form introduced and shall do so if required by a Member. They shall state the question in the form in which it will be recorded in the minutes.

10.0 Agendas

10.1 Board Agenda

a) The Executive Director shall ensure that the Agenda, for each regular meeting of the Board shall be delivered by email to each Director on record at least 5 business days prior to the meeting. Where practicable, the agenda shall include a copy of any reports or other matters that the Board will receive or deliberate at the meeting. An exception would be where the report or other information is not readily available at the time the agenda is issued, but should be forwarded to the Directors as soon as they are available. Another exception would be if the subject matter is highly confidential and should only be disclosed at the meeting.

b) No less than 14 days prior to a regularly scheduled Board meeting, the Executive Director shall request all Directors identify any topics for discussion, proposals, or motions they wish to be presented at the upcoming meeting, to be submitted to the Executive Director no less than 9 days prior to the meeting. The Board Executive will determine which if any of these requests will be included on the agenda. Requests received 9 days or less prior to the meeting will be included as addenda items at the discretion of the Chair, at the commencement of the meeting.

c) Any requests for Delegations to present to the Board at a meeting shall be received and put forward by one of the Directors, no less than 9 days prior to the meeting. The Board Executive will determine if the Delegation will be invited to speak, and what time limits will be imposed, normally no more than 10 minutes. Members of a Delegation approved to present at a Board meeting will not receive any compensation or reimbursement of expenses to attend the meeting, except with the explicit approval of the Board.

11.0 Agenda Section Headings

The Executive Director shall publish an Agenda with such Agenda Section Headings as may be required and listing all matters to be considered. At minimum, the agenda for a regularly scheduled Board meeting will include the following.

11.1 Call to Order / Opening Remarks / In Memoriam

As soon after the hour fixed for the Board meeting as there is a quorum present, the Chair shall take the chair and call the Members to order. A moment of silence will be observed for any recently passed directors, previous directors, Past Presidents, or others.

11.2 Roll Call / Introduction of Directors, Staff and Guests

All attendees will be asked to state, in turn, their name, their employer and position (if applicable), and in the case of Directors, the Local Association they represent.

11.3 Adoption of the Agenda

A motion will be brought forward to adopt the Agenda. The motion may include any addenda items which have been added per the Procedural By-law.

11.4 Adoption of Minutes of Previous Board Meetings

The minutes of meetings of the Board shall record, without note or comment:

i) the place, date and time of meeting;

ii) the names of those present;

iii) all motions/recommendations, decisions and proceedings of the meeting.

iv) the fact of the holding of a closed meeting or portion of the meeting and the general nature thereof;

The minutes of the meeting shall record when the Chair has exercised the right to unilaterally adjourn a meeting without a motion, in the case of grave disorder arising in the designated meeting place, and shall identify any outstanding agendas items that will be brought forward to a future meeting.

Minutes of Board meetings shall be received and adopted by one motion, with or without amendments.

11.5 Business Arising from Previous Meetings

Matters brought forward from previous meetings may be addressed as follows:

i) The matter may be further discussed, resolved or dismissed at this point of the meeting.

ii) The matter may be deferred to subsequent agenda item of the meeting, for further discussion, resolution, or dismissal.

iii) The matter may be deferred to a Committee of the Board for further deliberation and recommendations.

iv) The matter may be deferred to a later meeting of the Board for discussion, resolution or dismissal.

11.6 Correspondence

The Board will be asked to receive any correspondence delivered to the Association, addressed to the Board of Directors or believed to be of interest to the Board.

11.7 Committee Reports and Business Items

The Board will receive reports from standing and ad-hoc committees, and address other routine business items as would normally be brought forward for Board review or approval. Any committee reports or business items that do not require Board review or approval at this meeting will be noted as “No Report”.

11.8 New & Other Business

The Board will consider other business brought forward in accordance with sections 10.1 (b) and (c).

11.9 Upcoming Meetings & Events

11.10 Closing Remarks

11.11 Closed Session / In camera (if required)

11.12 Adjournment

12.0 Suspension/Amendment of Procedure

a) Any procedure required by this by-law may be suspended with consent by a 2/3 vote of the Directors present.

b) No amendment or repeal of this By-law or any part thereof shall be considered at any meeting of the Board unless notice of proposed amendment or repeal has been given at a previous regular meeting of the Board or in writing 30 days prior. The waiving of this notice by the Board is prohibited.