



Operations Manual & Bylaws

June 2011

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Revised June 1998
Revised June 2001
Revised June 2004
Revised June 2011

INTRODUCTION

This manual is designed to provide MISA Executive and Members with information regarding the By-Laws and general operating procedures which govern the operational and legislative processes of the Association.

This manual also outlines the responsibilities of various Committees, Special Interest Groups (SIGs) as well as elected and appointed positions of the Board of Directors.

WHAT IS MISA

MISA Ontario is a strong member Association consisting of municipalities, vendors, partners and other levels of government who are interested in furthering and improving the use of technology in municipal government.

The Association was formally established in 1971, and MISA Ontario (alongside MISA BC, MISA Prairies, RIMQ and MISA Atlantic), is a founding member of MISA/ASIM Canada, which was formed in 2006. MISA Ontario was incorporated under the Ontario Corporations Act in July 1992.

MISA MISSION

Through information sharing and collaboration, MISA Ontario provides leadership and promotes excellence in the delivery and transformation of municipal services using information and communication technologies.

OBJECTIVES

- To build an engaged and active community for all IT professionals working in and with municipal government to share information, skills and experiences.
- To identify and promote municipal IT best practices.
- To achieve recognition as the provincial voice of municipal information technology professionals.
- To advocate on behalf of all municipalities upon issues and topics that impact all members.
- To facilitate and establish partnerships with organizations and agencies to further build MISA Ontario's standing and value to its members.
- To foster partnership and collaboration among stakeholders through projects.
- To promote strategic alliances between member organizations and between the public and private sectors.
- To enable service providers to deliver more effective services to municipalities through education, research and information sharing.

PRINCIPLES

Underlying the Mission and Objectives are the following principles which are presented to provide clarity regarding how the Association will operate.

- Open and transparent decision making and communication.
- Increased participation at all levels in the Association.
- Increased focus upon balancing small and large member interests.
- Increased focus upon balancing technical and IT decision maker interests.

The Mission and Objectives of the Association will be achieved through the major work programs outlined in the following diagram:



ASSOCIATION BY-LAWS

BY-LAW NO. 1

A by-law relating generally to the transaction of the business and affairs of the Municipal Information Systems Association of Ontario.(the "Corporation").

BE IT ENACTED as a by-law of the Corporation as follows:

SEAL

1. The seal, an impression whereof is stamped in the margin hereof shall be the corporate seal of the Corporation.

INTERPRETATION

2.1 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 number or the feminine gender, as the case may be, and vice versa and references to persons shall include firms, corporations, and government ministries.

2.2 In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires:

- a) "annual meeting" means the annual general meeting of the members that is normally held using the annual conference.
- b) "general meeting" means a meeting of the regular, affiliate, and honorary members along with invited associate members and/or non-members.
- c) "regional meeting" means a meeting held in a designated geographic area that has been called by the director for that region. This meeting is open to the same persons as the general meetings.
- d) "special meeting" means a meeting of the members other than a regularly scheduled meeting.
- e) "board meeting" means a meeting of the Board of Directors.
- f) "board" means the Board of Directors.
- g) "executive" means President, Vice President, Past President, Treasurer, Secretary

BOARD OF DIRECTORS

3.1 The affairs of the Corporation shall be managed by a Board of ten (10) directors, each of whom at the time of their election or within ten (10) days thereafter and throughout their term of office, shall be a representative of a regular member of the corporation. The Board of Directors will consist of the elected Executive and Directors as follows:

- President (Chair)
- Vice President
- Past President
- Treasurer
- Secretary
- Regional Directors (4)
- Director at Large (1)

Each director shall be elected to hold office until the second annual meeting after their election, or until a successor shall have been duly elected and qualified. There shall be a limit of three (3) terms for all elected Executive members in each of these positions (an individual may serve up to six (6) years in any one role). Except for the president and Vice President who shall be directors by virtue of their offices, the whole board shall be retired at the annual general meeting (term is two years), two years after their election, but shall be eligible for re-election if otherwise qualified.

Additional non-voting members of the Board will include a legal representative, associate member representative(s) and both formal Committee Chairs and Special Interest Group Chairs, by invitation.

3.2 The representatives of the regular members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a general or special meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of their term of office and may, by a majority of the votes cast at that meeting, elect any person in their stead for the remainder of the term.

VACANCIES ON BOARD OF DIRECTORS

4.1 Vacancies on the Board of Directors, however caused, may, so long as the quorum of directors remain in office, be filled by the directors if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year(s) are elected. If there is not a quorum of directors, the remaining directors shall forthwith call a special meeting of the members to fill the vacancy. If the number of directors is increased between the terms, a vacancy or vacancies to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

4.2 When terminating office, the director leaving office shall turn over all official records and property of the Corporation to the Board.

QUORUM AND MEETINGS, BOARD OF DIRECTORS

5. A majority of the directors shall form a quorum for the transaction of business. 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. The Board of Directors shall hold a meeting immediately following the annual meeting of the members. Board of Directors' meetings may be formally called by the President, or by the Secretary on direction in writing of four (4) directors. Notice of such meetings shall be delivered, telephoned or sent by facsimile or electronic mail to each director not less than 3 working days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for Board meetings at an hour to be named. An agenda, including meeting location and time must be sent. The directors may consider or transact any business either special or general at any meeting of the Board.

ERRORS IN NOTICE, BOARD OF DIRECTORS

6. 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 any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

VOTING, BOARD OF DIRECTORS

- 7.1 Each director personally present at meetings and on conference calls shall be entitled to one (1) vote on all questions arising at the meeting of the board of directors. Questions arising at any meeting of directors shall be decided by a simple majority of votes. All votes at any such meeting shall be taken by ballot or by electronic means if so demanded by any director present, but if no demand is made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chair 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. In the absence of the President, their duties may be performed by the Vice President or such other director as the Board may appoint for the purpose.
- 7.2 In case of an equality of votes at any meeting of the members of the Corporation or of the Board of Directors, the Chair of the meeting shall be entitled to a second or casting vote.

POWERS

8. The directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided,

generally may exercise all such other powers and do all such other acts and things as the Corporation is, by its charter or otherwise, authorized to exercise and do.

REMUNERATION OF DIRECTORS

9. The directors shall receive no remuneration for acting as such.

OFFICERS OF CORPORATION

- 10.1 The Board of Directors shall be elected bi-annually and hold office for two (2) years with the President being allowed to serve for no more than two (2) consecutive terms. The Vice President will succeed the President when the office is vacant. The President will be the Chair of the Board.
- 10.2 Elected Board members may serve up to three (3) 2-year terms in any one role. If no candidates step forward to run for a specific Board position, the incumbent may run again regardless of how long s/he has previously served in the role.
- 10.3 A secret ballot election shall be held in advance of the annual general meeting if positions are vacant, otherwise on a bi-annual basis. New directors shall assume responsibilities following their election.
- 10.4 At the time of the election of the Board of Directors, each candidate shall indicate the office to be assumed should that candidate be elected. Candidates shall run for one position only in any given election.
- 10.5 Results of the secret ballot election shall be presented to the membership for ratification at the Annual General Meeting.

DUTIES OF CHAIR OF THE BOARD

11. The Chair of the Board shall, if present, preside at all meetings of the Board and at all meetings of members.

DUTIES OF PRESIDENT AND VICE PRESIDENT

12. The president shall, when present, preside at all meetings of the members of the corporation and of the board of directors. The president shall also be charged with the general management and supervision of the affairs and operations of the corporation. The president with the secretary or other officer appointed by the board for the purpose shall sign all by-laws. During the absence or inability of the president, the duties and powers may be exercised by the Vice President, and if the Vice President, or such other directors as the board may appoint for the purpose, exercises any such duty or power, the absence or inability of the president shall be presumed with reference thereto.

DUTIES OF SECRETARY

13. The Secretary shall be ex officio clerk of the Board of Directors. They shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. They shall give all notices required to be given to members and to directors. They shall be the custodian of all books, papers, records, correspondence, contracts, membership list, and other documents belonging to the Corporation which shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution, and shall perform such other duties as may from time to time be determined by the board of directors. When terminating office the Secretary shall turn over all records and property of the Corporation to their successor.

DUTIES OF TREASURER

14. The Treasurer shall keep or cause to be kept, full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit or cause to be deposited, all monies or other valuable effects in such bank or banks as the directors may from time to time decide upon. They shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers thereof and shall render to the Board of Directors at the regular meetings thereof or whenever required, an account of all the transactions as Treasurer, and a written account of the financial position of the Corporation. They shall also perform such other duties as may from time to time be determined by the Board of Directors. When terminating office, the Treasurer shall turn over all records and property of the Corporation to their successor. The Treasurer will work with the appointed auditors and ensure that audited financial statements are presented to the Board and the membership at each annual meeting.

DUTIES OF OTHER OFFICERS

15. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

15.1 Elected Offices:

- (a) Regional Directors
Regional Directors shall report to the Board and preside over regional meetings and host regional events subject to the objectives and activities of the Corporation as determined by the Board of Directors. Regional Directors shall act as ambassadors in their respective regions and solicit membership and participation in the association.
- (b) Director-At-Large
The Director-At-Large shall carry out special assignments as directed by the Board of Directors.

(c) Past President

The immediate Past President of the board shall act in an advisory capacity to the Corporation and serve as parliamentarian at all meetings. The Past President will also Chair the External Relations Special Interest Group aimed at fostering relationships and collaboration between MISA Ontario, the Province and other national and international Associations.

15.2 Appointed Offices

The following and other officers shall be appointed by the Board of Directors following the annual meeting, or from time to time:

(a) **Committee Chairpersons**

Committee Chairpersons, as elected by the Committee, shall be required to provide a written report at least annually to the Board. In addition, all Committee Chairpersons may be required to report Committee activities at any Board meeting by invitation.

(b) **Auditors**

The auditors are appointed annually by the Board of Directors to review the financial records of the Corporation, including its Committees and produce annually audited financial statements of the Corporation and present them to the Treasurer for presentation at each annual general meeting.

BOARD COMMITTEES & SPECIAL INTEREST GROUPS

16.1 **Board Committees**

Committees deal with the day-to-day operational decision making of the Association and provide an opportunity for all members to contribute as such. Membership of the Committees will be renewed on the same cycle as elected Board positions and will be conducted through an open call to MISA Ontario members. The following standing Committees of the Board will be struck:

(a) **Communications & Web Committee**

This Committee will be responsible for the broader communications strategy for MISA Ontario (beyond Municipal Interface), messaging, promotion and the use and management of the web. This Committee will also be responsible for social media channels and activities.

(b) **Member Services & Program Committee**

This Committee will be responsible for supporting and developing member services, securing member offers, undertaking the annual member survey, recommending MISA managed & endorsed projects and overseeing the development and delivery of the annual events program.

(c) **Nominations & Awards Committee**

This Committee will be responsible for administering the nomination and election process for all elected positions as well as for the nomination of members for past service awards.

(d) **Events Planning Committee**

This Committee will be responsible for creating continuity and efficiencies related to the MISA Ontario annual conference and Annual General Meeting. The Committee will be comprised of a number of standing members, to provide consistency and continuity, and members from the conference host municipality. Two weeks prior to the Annual General Meeting, the Board of Directors will convene a conference call to ensure that all aspects of the election process for Officers & Directors of the Association have been appropriately arranged. A brief meeting of the Board will also occur at the commencement of the annual conference in order to ensure that all aspects of the event are in order.

Committees may be Chaired by a member of the Board Executive, with the Executive Director as a key participant. Where it is not stipulated by the By-laws, Committee Chairs will be chosen by the Committee members. Where a Committee is not chaired by a Board Executive, the Chair of the Committee may be invited to participate in relevant sections of MISA Ontario Board Meetings.

Open invitations will be made to all members of the Association to participate on Committees, with particular attention being paid to encourage new participants.

At the discretion of the Board, ad-hoc Committees may be struck to address specific strategic opportunities or project-related initiatives. Ad-hoc Committees will be assigned a specific timeframe within which to complete their mandate.

Each Committee will submit specific Terms of Reference for Board approval. The Board may revise a Committee's Terms of Reference at their discretion. In addition, Committees will follow general guidelines as established and approved by the Board, that apply to all Committees.

16.2 Special Interest Groups (SIGs)

Special Interest Groups will provide a forum for discussion and collaboration on areas of relevance and interest to the membership. They will establish new communities of interest, encourage increased participation of members, add value to MISA Ontario membership and promote the sharing and propagation of best practices. Members of SIGs will be renewed on the same cycle as elected Board positions and will be conducted through an open call to MISA Ontario members.

A SIG Chair and Secretary will be nominated by the membership of the SIG on a bi-annual basis. The Executive Director and one other Board member will participate in each SIG.

At the discretion of the Board, ad-hoc SIGs may be struck to address specific strategic opportunities or project-related initiatives. Ad-hoc SIGs will be assigned a specific timeframe within which to complete their mandate.

Each SIG will submit specific Terms of Reference for Board approval. The Board may revise a SIG's Terms of Reference at their discretion. In addition, SIG's will follow general guidelines as established and approved by the Board, that apply to all SIG's.

The following SIGs will be struck:

- (a) **Gov 2.0**
This SIG will focus on collaborative opportunities related to Gov 2.0 (Open Government/eGovernment). Through information sharing, developing policy and white papers, establishing technology guidelines and developing education materials and forums, the Gov 2.0 SIG will generate relevant content and research that can be shared by all MISA Ontario members.
- (b) **Information Technology Security**
This SIG will strive to advance the knowledge of IT security throughout the MISA Ontario membership, to share best practices in IT security, to promote IT security and to discuss and collaborate on specific projects of interest related to IT security.
- (c) **External Relations**
This SIG will be led by the Past President, to strengthen existing and develop new relationships between MISA Ontario, the Province and other national and international Associations.

EXECUTION OF DOCUMENTS

- 17.1 Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by the President and either the Secretary or Vice President.
- 17.2 The President, Vice President, or the directors, or Secretary, or any person or persons from time to time designated by the Board of Directors may transfer any and all shares, bonds or other securities standing in the name of the Corporation in its individual or any other capacity and may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities transferred to the Corporation, and may affix the Corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the Corporate seal any instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or Corporation.
- 17.3 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 manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

BOOKS AND RECORDS

- 18. The directors shall ensure that all necessary books and records of the corporation required by the by-laws of the corporation or by any applicable statute or law are regularly and properly kept.

MEMBERSHIP

- 19.1 The membership shall consist of such individuals, corporations, partnerships and other legal entities as are admitted as members by the board of directors.
- 19.2 There shall be five (5) classes of membership available:
- Regular member
 - Associate member
 - Affiliate member
 - Honorary member
 - Life member
- (a) **Regular Membership** is available to municipal governments as defined under the Municipal Act of the Province of Ontario.
- (b) **Associate Membership** is available to non-municipal organizations that provide professional expertise or management consulting services to municipal governments, and to organizations that have a professional interest in the information systems or information technology fields. Two (2) Associate members shall be elected as non-voting Board members by their peers.
- (c) **Affiliate Membership** is available to any Federal, Provincial, or municipal government boards, agencies or commissions. Affiliate membership is also available to municipal professional organizations. Affiliate members shall not be directors of the board. Affiliate members shall not have voting rights in the corporation.
- (d) **Honorary Membership** may be granted at the discretion of the current board of directors during their term to a person who has made outstanding contributions to further the purpose and objectives of the Corporation. Honorary membership is for a period of one year (renewable) and includes the right of attendance and participation in all general activities without registration fee. Honorary members shall not have voting rights in the Corporation.
- (e) **Life Membership** may be granted to a person who has made outstanding contributions to further the purpose and objectives of the Corporation over a number of years, including service on Committees and the Board of Directors, and who is retiring or has retired from fulltime municipal employment. An individual who meets the criteria of long service and contributions, including service on Committees and the Board of Directors, may be awarded Life Membership if nominated by at least two members in good standing and approved by a majority of voting members present in person or by proxy at the annual meeting. Life membership includes the right of attendance and participation in all general activities without registration fee. Life members shall not have voting rights in the Corporation.
- 19.3 Organizations (i.e. regular, associate, and affiliate members) may be represented by more than one individual at meetings, Committees, or any other activities of the Corporation, except where stated otherwise in this or other by-laws.
- 19.4 Regular membership shall be accepted and approved upon receipt of a valid application and appropriate fee from a municipality.

- 19.5 Application for Affiliate or Associate membership shall be made in writing to the Association at any time. Subject to objection by any member of the Board of Directors, such an application for membership shall be approved 60 days after receipt of the application. In the event that an objection is raised by a member of the Board of Directors within the 60 day approval period, the application shall be accepted or rejected by the majority of Directors present at the first Board meeting held after the objection is raised.
- 19.6 Membership shall be terminated for just cause by a majority of the Board after a member has been notified of the proposed action and given one month in which to respond. Cause for termination of membership shall be actions deemed detrimental to the objectives of the Corporation.
- 19.7 Members may tender resignation by writing to the Secretary of the Corporation.

DUES

- 20.1 The dues or fees payable by all members shall be from time to time fixed by the Board of Directors, which dues or fees shall become effective only when confirmed by a vote of the members at the annual or at a special meeting.
- 20.2 The Treasurer shall notify the members of the dues or fees at any time payable by them, and if any are not paid within 30 days of the date of such notice, the members in default shall cease to have any voting rights in the Corporation, but any such members may, on payment of all unpaid dues or fees, be reinstated as voting members of the Corporation.

ANNUAL AND OTHER MEETINGS OF MEMBERS

- 21.1 The annual or any other general meeting of the members shall be held at a location in Ontario as the Board of Directors may determine and on such day as the said Directors shall appoint. There will be a minimum of one (1) meeting in each region each year in addition to the annual meeting.
- 21.2 At every annual meeting, in addition to any other business that may be transacted, the following actions will be taken:
- a. the audited financial statement(s) and the report of the auditors shall be presented,
 - b. expiring terms (two years) or vacant positions on the Board of Directors shall be elected for a term of two years
 - c. auditors appointed for the ensuing year,
 - d. the remuneration of the auditors shall be fixed,
 - e. amendments to the by-laws be ratified, and
 - f. the actions of the Board be either ratified or revised in the appropriate manner.

The members may consider and transact any business either special or general without any notice thereof at any meeting of the members.

- 21.3 At the direction of the Board, the President or Vice President shall have power to call at any time a general or special meeting of the members of the Corporation.
- 21.4 No public notice nor advertisement of regular, regional, or annual meetings 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 prepaid mail or electronic mail or facsimile ten (10) days before the time fixed for the holding of such meeting. Any meetings of regular members may be held at any time and place without such notice if all the members of the Corporation are present, or represented by proxy duly appointed, and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact.
- 21.5 If neither the President nor the Vice President are in attendance at a meeting, the members present may appoint a Chairperson to serve for that meeting.
- 21.6 Meetings shall be conducted according to Robert's Rules of Order Revised, so long as they are not inconsistent with the By-laws of the Corporation.

ERROR OR OMISSION IN NOTICE

22. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

ADJOURNMENTS

23. Any meetings of the Corporation or of the Directors may be adjourned to any time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournments took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

QUORUM OF MEMBERS

24. A quorum for the transaction of business at any meeting of members shall consist of not less than a majority of the regular members, present in person or represented by proxy

Proxy votes will automatically be cast in support of all Board recommended motions. This will ensure that we have the required quorum at all meetings.

Members also have an option to assign their voting right to another municipal member.

VOTING OF MEMBERS

- 25.1 The municipality is the regular member. Any number of persons from a member organization may attend meetings and be entitled to discounts or other privileges so determined by the by-laws of the Corporation. However, only one individual may vote for a regular (i.e. municipal) member.
- 25.2 Each regular member may vote by proxy. Such proxy need not be a member, but before voting shall produce and deposit with the secretary sufficient appointment in writing from their constituent or constituents. No member shall be entitled either in person or by proxy to vote at meetings of the corporation unless all dues or fees if any have been paid. Proxy votes will automatically be cast in support of all Board recommended motions unless otherwise specified by the member. Members also have an option to assign their voting right to another municipal member.
- 25.3 At all meetings of members every question shall be decided by a majority of the votes of the designated voting member representatives, present in person, through electronic means or represented by proxy 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 a poll or ballot be demanded by any members. When a tie breaker is required a poll shall be taken. Unless a poll be demanded a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in 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. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the Chair shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question.

FINANCIAL MATTERS

- 26.1 The Board of Directors may:
- a) borrow money upon the credit of the Corporation;
 - b) issue, sell or pledge securities of the Corporation for such sums and on such terms as the Directors may deem expedient;
 - c) dispose of or encumber any property held by the Corporation in order to secure any debts, obligations or liabilities of the Corporation.
- 26.2 Any of the foregoing powers may be delegated by the Board of Directors to any one or more of the directors or other officers of the Corporation.
- 26.3 All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by two of either the president or the Treasurer or such other officer or officers, agent or agents and in such manner as shall from time to time be determined by resolution of the Board of Directors and any one of such officers or agents may alone endorse notes and

drafts for collection on account of the corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any of such proper signing officers may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

- 26.4 The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other 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 Corporation signed by such officer or officers, agent or agents of the Corporation, and in such 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.

INDEMNITY OF DIRECTORS AND OFFICERS

27. Every Director or officer of the Corporation and their heirs, executors and administrators, and estate and effects respectively shall, at all times, be indemnified and saved harmless out of the funds of the Corporation from and against:
- a) all costs, charges and expenses whatsoever that such Director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of the office; and
 - b) all other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

NOTICE

28. Whenever under the provisions of the by-laws of the Corporation notice is required to be given, such notice may be given either personally or by facsimile or electronic mail or by depositing same in a post office or a public letter-box in a prepaid, sealed wrapper addressed to the Director, officer or member at their address as the same appears on the books of the Corporation. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter-box as aforesaid, or sent by facsimile or electronic mail at the time sent. For the purpose of sending any notice the address of any member, Director or officer shall be their latest address as recorded on the books of the Corporation.

AMENDMENTS

- 29.1 Proposed amendments to this by-law shall be circulated to the regular members at least two (2) weeks before the annual meeting or a special meeting called for that purpose.
- 29.2 Amendments to this by-law shall be carried by a two-thirds majority of voting members present in person or by proxy.
- 29.3 Financial by-laws and amendments require a two-thirds majority of voting members present in person or by proxy.

PASSED by the board the 10th day of June 2001
President – Walter Gasparini

CONFIRMED by the members in accordance with the Corporations Act (Ontario) the 12th day of June 2001.
Secretary – Karl Drysdale

BOARD OF DIRECTORS

Roles and Responsibilities

The following section describes in some detail the roles and responsibilities of each of the elected positions on the Board as well as additional appointed positions and information regarding the qualifications and prerequisites for holding a position. Also included in the section is a description of the roles and responsibilities of MISA Committees.

Position: President

Selection: Succession from Vice President

Term of Office: Two year but not more than two consecutive terms

Prerequisites: Preferably will have held the position of Vice President

Voting Rights: Full voting rights

Time Commitment: Approximately 3 - 4 days per month

Responsibility:

The President of the Association is the Chief Executive Officer and is responsible for the administration of all affairs under By-laws. The President provides leadership for sound policy management and strategic direction. The President is responsible for performance and growth of the Association in service, prestige, membership and program attendance

Duties & Administration:

1. Set guidelines and policies in conjunction with the board of directors for all activities in compliance with the Association By-laws. The President must ensure that the interests of the Association are not contravened by any action of the membership.
2. Preside over all Board of Director meetings and the Annual General Meeting and ensure voting is conducted in accordance with the by-laws (Le. voting rights, quorum, proxies).
3. Appoint, or ratify the appointment of, the Chairpersons of all Committees.
4. Authorize a change of Chairperson of any Committee.
5. Act as an ex-officio member of all standing Committees.
6. Present by-law changes for approval of the general membership at the annual meeting.
7. Assign specific administrative duties to the Vice President and other members of the Board of Directors.
8. Request Committee Chairpersons and other officers to provide activity reports on a regular basis.
9. Approve invitations and expenditures for attendance by special guests at MISA programs and functions.
10. Welcome new members to the Association with a personal letter and provide opening remarks at the Associate member luncheon.
11. Establish a calendar of events for all Executive meetings.

12. Represent MISA Ontario at the MISA Prairies conference and the MISA BC Conference, alternating one for the other, every year with the Vice President of the Board.
13. Participate and offer welcoming remarks at the annual MISA Ontario Conference and be present in the MISA booth at the tradeshow. Ensure that every vendor is visited at their booth on the last day of the tradeshow.
14. Participate and offer welcoming remarks at the annual Security Conference.

Position: Vice President

Selection: Elected by the membership

Term of Office: Two Year but not more than two consecutive terms

Prerequisites: Regular MISA Member

Voting Rights: Full voting rights

Time Commitment: Approximately 2 - 3 days per month

Responsibility:

The Vice President shall assist the President in managing the objectives and administration of the Association. During the absence or inability of the President to conduct or administrate the business of the Association, the Vice President shall assume the power and duties of the President. In accepting this position, the Vice President is indicating a willingness to assume the position of President, either during the current term, or during a successive term of office.

Duties & Administration:

1. Chair Board meetings in the absence of the President.
2. Act on behalf of the President at any function that the President is unable to attend.
3. Attend all meetings of the Board of Directors and serve as a member of this Board.
4. Participate in all Board Executive conference calls.
5. Participate on Committees and/or Special Interest Groups as appropriate.
6. Represent MISA Ontario at the MISA Prairies conference and the MISA BC Conference, alternating one for the other, every year with the President of the Board.
7. Participate in the annual MISA Ontario conference and be present in the MISA booth at the tradeshow.

Position: Secretary

Selection: Elected by the membership

Term of Office: Two Year

Prerequisites: Regular MISA Member

Voting Rights: Full voting rights

Time Commitment: Approximately 4 - 5 days per month

Responsibility:

Record minutes of all Board of Director, Regular, and Special meetings and present them in the form of minutes to the Board of Directors for approval. The Secretary shall arrange for suitable storage of all Association records.

Duties & Administration:

1. Record the minutes of all Board of Director regular and special meetings, and the Annual General Meeting.
2. Record the minutes of all Board of Director regular and special meetings, and the Annual General Meeting as well as the Board Executive calls & meetings.
3. Send minutes of meetings to the Board of Directors within two weeks after such meetings, including an updated list of follow up items, timelines and responsibilities.
4. Keep and maintain the official records of the Association, including the Constitution, Bylaws and Operating Procedures of the Association.
5. Prepare, co-ordinate and distribute all official Association correspondence related to Board of Director activities.
6. Provide the incoming Secretary with all books, documents and other Association property required for the position.
7. Maintain a list of names, addresses, home and business telephone numbers, e-mail addresses, and FAX numbers of incoming Board of Directors.
8. File changes of Board of Directors as legislated by the Ontario Corporations Act.
9. Assist with the organization of the Annual General Meeting by ensuring all members are notified in accordance with the by-laws; collecting and tracking all proxy votes.
10. Maintain or cause to be maintained, an archive of publications and promotional material prepared by the Communications & Web Committee.

11. Participate on the Communications & Web Committee.
12. Participate in the annual MISA Ontario conference and be present in the MISA booth at the tradeshow.

Position: Treasurer

Selection: Elected by the membership

Term of Office: Two year

Prerequisites: Regular MISA Member

Voting Rights: Full voting rights

Time Commitment: Approximately 4 - 5 days per month

Responsibility:

The Treasurer shall keep or cause to be kept, full and accurate accounts of all receipts and disbursements of the corporation in proper books and shall deposit or cause to be deposited, all monies or other valuable effects in such financial institutions as the board of directors may from time to time decide upon. The Treasurer shall disburse the funds of the Association under the direction of the board of directors and shall provide the board of directors an account of all financial transactions in accordance with accepted accounting practices.

The Treasurer shall co-sign and issue all cheques on behalf of the Association. Two signatures are required per cheque; signing authority is held by the Treasurer, President, and Secretary. In the case of events such as the annual conference or the security conference, one of the above noted signatures is required in addition to one of the Chairs from the annual conference or the security conference.

The Treasurer shall propose investment strategies to the Board of Directors for ratification. Investments of the Association shall be handled in a manner commensurate with the trust bestowed upon the Treasurer by the Association and its members.

Duties & Administration:

1. Record revenue, expenses, assets and liabilities.
2. Report financial status at each Board of Directors meeting and audited financial statements to the membership at the Annual meeting.
3. Provide the Auditors with the financial records.
4. Arrange for banking services, ensure sufficient signing officers and ensure the appropriate documents are filed with the bank.
5. Maintain a current investment portfolio. Any changes in duration, amounts of dollars invested, or the investment vehicles shall be researched and presented to the Board of Directors for approval.

Guidelines for investments are:

- Investments must be insured by the Bank of Canada
 - Private investment companies are not preferred
 - Investment Portfolios should primarily be Short term (30-90 days)
6. Request an annual budget from all Committee Chairpersons and prepare an annual budget for the Association.
 7. Provide accounting assistance to Committees; and for special events as requested.
 8. Maintain adequate insurance policies to protect members of the Association.
 9. Pay all invoices and make other disbursements in accordance with the Constitution and By-laws of the Association or as directed by the Executive Committee.
 10. Make recommendations for Executive approval of the use of the balance of on hand funds.
 11. Invoice and receive annual membership fees and keeps an accurate record of paid members.
 12. Work with the Audit or to ensure proper custodianship of funds including those of subcommittees.
 13. Participate in the annual MISA Ontario conference and be present in the MISA booth at the tradeshow.

Position: Past President

Selection: Succession from President

Term of Office: Two year but no more than two terms

Prerequisites: Served as President

Voting Rights: Full voting rights

Time Commitment: Approximately 1 – 1.5 days per month

Responsibility:

The immediate past president shall act in an advisory role to the Board of Directors and shall undertake special assignments as requested by the President.

Duties & Administration:

1. Provide advice to the Board of Directors;
2. Chair Nomination and Awards Committee;
3. Chair External Relations Committee.
4. Act in the role of parliamentarian to guide the Board of Directors;
5. Interpret the articles of the By-Laws (with the assistance of Legal Council) as required by the Board;
6. Review and recommend updates to the By-Laws and Operations Manual to the Board.
7. Participate in the annual MISA Ontario conference and be present in the MISA booth at the tradeshow.

Position: Regional Director

Selection: Elected by Members

Term of Office: Two Year

Prerequisites: A Regular Member

Voting Rights: Full Voting Rights

Time Commitment: Approximately 1 day per month

Responsibility:

Co-ordinates MISA programs and activities within each MISA region. Provides a point of contact within each MISA region for both existing MISA members and for municipalities seeking information about MISA and its activities and services. Solicits input and acts as a spokesperson for regional issues and concerns at the Board.

Duties & Administration:

1. Provide a focal point for MISA programs and activities within the region.
2. Arrange at least one regional meeting annually, generally in conjunction with a program or workshop event, and notify all regional members.
3. Serve as regional representative on the Member Services & Program Committee, or identify an alternative from the region who is willing to assume this role, which involves:
 - a) Contributing ideas and suggestions on program workshop topics, speakers, locations and timing.
 - b) Arranging facilities for workshops to be held within the region.
 - c) Promoting the workshops to regional members and other potential attendees.
4. Provide a point of contact within each MISA region for both existing MISA members and for municipalities seeking information about MISA and its activities and services. Respond to requests for information or advice and/or recommends an alternate source for same.
5. Monitor and promote membership in MISA by municipalities within the region. Follow up with municipalities who have not renewed their membership and contact larger municipalities who are not members.
6. Solicit input and act as spokesperson for regional issues and concerns at the Board.
7. Seek out opportunities to contact members to inform them about MISA, its activities and services, and to solicit feedback/suggestions regarding same.
8. Provide a regular report of significant events within the Region, suitable for publication in the MISA Interface. "Events" include new system acquisitions or implementations, IT Staff

appointments or retirements, and other noteworthy events or projects of general interest to MISA members and other subscribers.

9. Participate in the annual MISA Ontario conference and be present in the MISA booth at the tradeshow.
10. Work with the Executive Director to provide region-specific updates to be included in an electronic newsletter.
11. Actively participate in regional zone meetings....

Position: Director At Large

Selection: Elected by Members or appointed by the Executive

Term of Office: Two Year

Prerequisites: A Regular Member

Voting Rights: Full Voting Rights

Time Commitment: Approximately 1 – day per month

Responsibility:

Carry out special assignments as directed by the Executive Committee.

Duties & Administration:

1. Prepare a budget for special assignments.
2. Present reports to the Board Executive on results of special assignments.
3. Participate in the annual MISA Ontario conference and be present in the MISA booth at the tradeshow.

Position: Executive Director

Selection: Recruited & Appointed by the Board Executive

Term of Appointment: Two Years with Optional Extension

Voting Rights: Ex-Officio, No Voting Rights

Time Commitment: Full-time Paid Position

Responsibility:

Provide leadership for the operational and administrative requirements of the Association.

Duties & Administration:

1. Work with the board to identify and manage priorities and ensure that the work of the Association aligns with the needs of its members.
2. Work with the board to manage the implementation of the Association's strategic and tactical plans.
3. Work collaboratively to lead the development of appropriate policies and guidelines to support the effective and efficient function of the Association.
4. Develop success measures and reporting tools to measure and report performance and progress of the Association to the board and broader membership.
5. Facilitate and support the operation of Executive and Board meetings, the Association's AGM and other key Association meetings.
6. Stimulate discussion and collaboration of Association members through all available channels (including mail, email, conferences, seminars, web discussion, etc).
7. Contribute to (and in some cases lead) the key operating Committees of the Association; ensuring that activities align with the broader strategic objectives of the Association.
8. Contribute to and provide advice and guidance to the Event Planning Committee and Event Project Teams.
9. Participate in and facilitate the development of appropriate and relevant Special Interest Groups; ensuring that activities align with the broader strategic objectives of the Association.

10. Work with the Board to grow the membership of the Association according to the targets outlined in the Strategic Plan.
11. Promote and evangelize the work of the Association and benefits of membership to:
 - Existing Members
 - Potential Members
 - Staff within member organization
 - Other municipal and public sector Associations and organizations
 - Other levels of government.
12. Support and facilitate the growth of the member events program.
13. In collaboration with the appropriate Committees prepare annual member wide surveys and manage the annual call for projects.
14. Participate in, monitoring and reporting to the board on project portfolio progress.
15. Lead the definition, development and sustainment of the 'technology directory' project.
16. Support the development of new and existing funding sources (including fees, donations in kind and grant sources) to sustain and grow the organization.
17. Manage the staff and resources of MISA Ontario to deliver existing and new services effectively and efficiently.
18. Periodic bank deposits.
19. Receive and act on mail – by post and electronic.
20. Process annual membership renewals.
21. Act as support resource for the Association web site system.
22. Communications conduit for web site issues.
23. Summarize revenue received through web site daily.
24. Answer telephone calls for MISA Ontario.
25. General administrative support for MISA Ontario.
26. Attend Board meetings.
27. Attend Board Executive meetings on request.

28. Attend Committee & SIG meetings on request.
29. Coordinate liaison between the Board and other organizations.
30. Participate in the annual MISA Ontario conference and be present in the MISA booth at the tradeshow.

BOARD APPOINTMENTS

The following section describes appointment of officers to assist the Board of Directors.

- A. Committee Chairpersons
- B. Associate Member Representative
- C. International Ambassador
- D. Auditors
- E. Legal Counsel
- F. Special Projects

Position: Committee Chairpersons

Selection: Elected by members of the Committee

Term of Office: One Year

Prerequisites: A Regular Member (or Associate Member in specific cases)

Voting Rights: No voting rights unless also a Board Member

Responsibility:

Carry out the terms of reference of a specific Committee.

Duties & Administration:

1. Call meetings as deemed necessary for the proper fulfillment of the appointed Committee mandate.
2. Attend meetings of the Board of Directors on an as required basis.
3. Provide the Board of Directors with an annual Committee budget for review and approval.
4. Provide written reports or minutes of meetings to the Board of Directors on Committee activities.
5. Participate in the annual MISA Ontario conference and be present in the MISA booth at the tradeshow.

Position: Associate Member Representative

Selection: Elected by Associate Members

Prerequisites: An Associate Member

Term of Office: One Year

Voting Rights: None

Responsibility:

Provides a link between MISA and its Associate Members, for both existing members and those seeking information about MISA and its activities and services. Solicits input from and acts as a spokesperson for Associate Member issues and concerns at the Board.

Duties & Administration:

1. Monitor and promote membership in MISA by private sector organizations providing information technology products or services to municipalities. Follow up with members who have not renewed to encourage membership or solicit feedback that would assist with associate member retention.
2. Seek out opportunities to contact existing Associate Members to inform them about MISA activities and services, and to solicit feedback or suggestions regarding the same.
3. Act as a spokesperson for Associate Member issues and concerns at the Board.
4. Serve as the Associate Member on the Member Services & Program Committee, including contributing ideas and suggestions on program workshop topics and speakers.
5. Support the Communications & Web Committee, preparing or soliciting input to the Newsletter by, about or of interest to Associate Members. Alternatively, suggest other Associate Members who may be willing to assume this role.
6. Support the Member Services & Program Committee, providing and soliciting input on ways in which the website and the Applications Directory can be enhanced to meet the needs of Associate Members. Alternatively, suggest other Associate Members who may be willing to assume this role.

Position: Auditors

Term of Office: One Year

Prerequisites: Recommended by the Board of Directors and approved by the general membership at the AGM

Voting Rights: None

Objective: Review the financial status of the Association on an annual basis.

Responsibilities:

1. Conduct an independent audit of financial transactions undertaken by the Association and on behalf of the Association.
2. Provide the Board of Directors with an account of all expenditures and revenues.
3. Provide recommendations to ensure the financial integrity of the Association and its Directors & officers.
4. Prepare audited financial statements of the Corporation and present them to the Treasurer for delivery at each Annual General Meeting of the Association.

Position: Legal Counsel

Term of office: Appointed Position

Prerequisites: Lawyer

Voting Rights: None

Responsibility:

1. Advise the Board of Directors on legal matters.
2. Act on specific requests for legal services approved by the Board of Directors.

Position: Special Projects

Term of Office: One Year

Prerequisites: A regular member preferably with Board experience

Voting Rights: None

Responsibilities:

1. To assist the Board in meeting its objectives by taking responsibilities for special priority projects.

GENERAL COMMITTEES

The Board of Directors shall have the right to establish committees to meet the goals and objectives of the Association. Each committee chairperson is responsible for providing minutes and reports to keep the Executive informed of committee activities.

Standing Committees Include:

A. Member Services & Program

B. Communications & Web

C. Conference

D. Nominations & Awards

Terms of reference documents for all Committees shall be updated annually to reflect the following areas:

- Membership composition
- Frequency of meetings
- Overall objectives and responsibilities
- Specific deliverables

Terms of reference documents shall be housed on the MISA Ontario website and be available to all members of the association.

***Municipal Information Systems Association
Operations Manual***