



Municipal Information Systems Association

ASSOCIATION BY-LAWS

AND

OPERATIONS MANUAL

TABLE OF CONTENTS

INTRODUCTION	3
ASSOCIATION BY-LAWS	5
BOARD OF DIRECTORS	6
OFFICERS OF CORPORATION	8
EXECUTION OF DOCUMENTS	12
MEMBERSHIP	13
DUES	14
ANNUAL AND OTHER MEETINGS OF MEMBERS	15
VOTING OF MEMBERS	16
FINANCIAL MATTERS	17
INDEMNITY OF DIRECTORS AND OFFICERS	19
AMENDMENTS	20
BOARD OF DIRECTORS	21
APPOINTED OFFICERS	30
GENERAL COMMITTEES	36

Revised June 1998
Revised June 2001
Revised June 2004

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.

There is also a section which describes the responsibilities of each of the Committees in the Association.

WHAT IS MISA

The Municipal **Information Systems Association** is an established Ontario Association composed of municipal government representatives and others engaged in, or interested in, the development and operation of municipal information systems.

In July 1992, the Association was incorporated under the Ontario Corporations Act.

MISA MISSION

MISA enables information sharing among information technology professionals, municipal staff, elected officials and service providers about technology solutions and innovations for municipalities in Canada.

OBJECTIVES

- To reduce costs, improve service and enhance quality within Canadian municipalities by promoting leadership in the effective and efficient use of technology
- To provide a forum for the exchange of information, skills and experiences about information technology issues among Canadian municipalities, other levels of government, service providers and related organizations.
- To achieve recognition as the national voice of municipal information technology professionals.
- To facilitate cooperation among stakeholders and promote strategic alliances among 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

- MISA cooperates and collaborates with other organizations.
- MISA is client-focussed.
- MISA's volunteer executive and membership share workload equitably.
- MISA members cooperate to share best practices, research and experience.
- MISA members obtain value for membership.
- MISA members enjoy participation, work hard and have fun.
- MISA members provide an opportunity for service providers to learn about the municipal technology market and to develop mutually beneficial partnerships.

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.(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.

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. 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. 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.
- 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 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 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 not 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 Directors shall be elected bi-annually and hold office for two years with the president being allowed to serve for no more than two 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 Directors may hold the same office for more than one year.
- 10.3 Elections shall be held as part 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.

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 full and accurate accounts of all receipts and disbursements of the corporation in proper books of account and shall deposit 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.

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 appoint regional committees subject to the objectives and activities of the corporation as determined by the board of directors.

(b) **Director-At-Large**

The Director-At-Large shall carry out special assignments as directed by the board.

(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.

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 appointed by each board, 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 meeting.

(b) **Auditors**

The auditors are appointed annually by the board of directors to review the financial records of the corporation, including its committees.

EXECUTION OF DOCUMENTS

- 16.1 Deeds, transfers, licences, contracts and engagements on behalf of the corporation shall be signed by the president and either the secretary or vice-president.
- 16.2 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.
- 16.3 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

- 17. 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

18.1 The membership shall consist of such individuals, corporations, partnerships and other legal entities as are admitted as members by the board of directors.

18.2 There shall be five (5) classes of membership available:

- . Regular member
- . Associate member
- . Affiliate member
- . Honourary 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. Associate members are not eligible to become directors of the board. Associate members have no voting rights in the corporation.
- (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) **Honourary 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. Honourary membership is for a period of one year (renewable) and includes the right of attendance and participation in all general activities without registration fee. Honourary 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.

- 18.3 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.
- 18.4 Regular membership shall be accepted and approved by the Treasurer on receipt of a valid application and appropriate fee from a municipality.
- 18.5 Application for Affiliate or Associate membership shall be made in writing to the Treasurer 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.
- 18.6 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.
- 18.7 Members may tender resignation by writing to the secretary of the corporation.

DUES

- 19.1 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.
- 19.2 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

- 20.1 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. Normally there would be one or two regional meetings in each region each year in addition to the annual meeting.
- 20.2 At every annual meeting, in addition to any other business that may be transacted, the following actions will be taken:
- a. the financial statement 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.
- 20.3 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.
- 20.4 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.
- 20.5 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.
- 20.6 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

21. 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

22. 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

23. 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.

VOTING OF MEMBERS

- 24.1 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.
- 24.2 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.
- 24.3 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 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

- 25.1 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;
- 25.2 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.

- 25.3 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.
- 25.4 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

26. 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 wilful neglect or default.

NOTICE

27. 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

- 28.1 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.
- 28.2 Amendments to this by-law shall be carried by a two-thirds majority of voting members present in person or by proxy.
- 28.3 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

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.
11. Establish a calendar of events for all Executive meetings.

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

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. Represent the Board of Directors on the Annual Conference Committee.
5. Co-ordinate all membership programs and activities as chairperson of the Program Committee.

Position:	Secretary
Selection:	Elected by the membership
Term of Office:	Two Year
Prerequisites:	Regular MISA Member
Voting Rights:	Full voting rights

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.
3. Send minutes of meetings to the Board of Directors within two weeks after such meetings.
4. Keep and maintain the official records of the Association, including the Constitution, By-laws and Operating Procedures of the Association.
5. Prepare, co-ordinate and distribute all official Association correspondence.
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 an archive of publications and promotional material prepared by the Communications Committee.

Position:	Treasurer
Selection:	Elected by the membership
Term of Office:	Two year
Prerequisites:	Regular MISA Member
Voting Rights:	Full voting rights

Responsibility:

The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the corporation in proper books and shall deposit 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 (excluding Annual Conference Committee cheques). Two signatures are required per cheque; signing authority is held by the Treasurer, President, Vice President and Secretary.

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 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)
 - . Maximum time commitment is the length of the Treasurer's term in office
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 sub-committees.

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

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. Act in the role of parliamentarian to guide the Board of Directors;
4. Interpret the articles of the By-Laws (with the assistance of Legal Council) as required by the Board;
5. Review and recommend updates to the By-Laws and Operations Manual to the Board.

Position:	Regional Director
Selection:	Elected by Members
Term of Office:	Two Year
Prerequisites:	A Regular Member
Voting Rights:	Full Voting Rights

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 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.

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

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 Executive Committee on results of special assignments.
3. Chair one Committee.

APPOINTED OFFICERS

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

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

Position:	Committee Chairpersons
Selection:	Appointed by the Board of Directors
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. Select committee members.
2. Call meetings as deemed necessary for the proper fulfilment of the appointed committee mandate.
3. Attend meetings of the Executive on an as required basis.
4. Provide the Executive with an annual budget.
5. Provide written reports or minutes of meetings to the Executive on committee activities.

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. Provide a point of contact within MISA for both existing Associate Members and for potential members seeking information about MISA and its activities and services. Respond to requests for information or advice.
2. 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.
3. 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.
4. Act as a spokesperson for Associate Member issues and concerns at the Board.
5. Serve as the Associate Member on the Program Committee, including contributing ideas and suggestions on program workshop topics and speakers.
6. Support the Communications 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.
7. Support the Member Services 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 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 Associates

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
- B. Communications
- C. Conference
- D. Nominations/Awards
- E. Program

Committee:	Member Services
Reports to:	Vice President or Director at Large
Objective:	Recommend, develop and manage specific information services for MISA Members, including Directory Services and the MISA Web Site. Solicit feedback from all MISA members on how these services can be improved and on additional information services that may enhance the value of their membership.
Membership:	Two or more regular members, plus one or more Associate Members
Term:	One Year

Responsibilities:

MISA Directory

1. Recommend to the Board a process and budget for a complete update of the MISA Directory at least once every two years. The MISA Directory shall include information on the technology environment in place in every Ontario municipality including at least the following:
 - Names and contact information for key individuals responsible for technology in the municipality;
 - Information on the primary computer hardware and operating systems used in the municipality, including mainframe and midrange computers, network servers and associated network hardware, desktop computers and workstations;
 - Information on the primary computer software used in the municipality including: business applications, office automation and end user software, and development languages and tools.
2. With each update, review the technology used for the Directory and recommend and implement any changes that will enhance its usefulness or ease of use.
3. Develop and implement a process for ongoing update of Directory information by MISA regular members, using the capabilities of the MISA Web Site.
4. Ensure that a current version of the MISA Directory is available for distribution to MISA Members, primarily by download from the MISA Web Site.

MISA Web Site

5. Prepare a budget for the annual operation of the MISA Web Site, including funds for any recommended expansion or change the services provided by or the technology used for the Site.
6. Ensure that the MISA Web Site includes at least the following:
 - General Information about MISA, its objectives, current members of the Executive and information on how to become a member;
 - Promotional information about MISA, developed in conjunction with the Communications Committee, but adapted to a format suitable for the Web Site;
 - A directory of current MISA Members in all membership categories;
 - A discussion forum in which MISA Members and others can submit questions and exchange information on topics relevant to municipal information technology;
 - An information resource in which MISA Members can post documents, reports and procedures that they feel may be of interest to other members;
 - Other information services and resources , as recommended by the Committee or the Board from time to time;
7. Review and provide regular reports to the Board on all activity associated with the Web Site, including usage trends and feedback received through the site.
8. Review the Web Site on an ongoing basis to ensure that all information provided on the Site is appropriate and consistent with MISA's objectives and professional image.
9. Negotiate, submit for Board approval and manage any contracts associated with development or operation of the Web Site.
10. Solicit member input on the format and content of existing member services. Recommend to the Board a budget and plan for any enhanced or additional services of value to members, which could include:
 - Expansion of the Directory to include information for municipalities from outside Ontario;
 - A municipal Information Technology Services Directory, providing information on the major suppliers of Information Technology products and services to the Ontario or Canadian municipal market;
11. Receive and respond to other information requests received from MISA members and others, especially those concerning the computer hardware and software used by Ontario municipalities and others. Where necessary, research the required information and prepare an appropriate response.

Committee:	Communications
Reports to:	President or Designate, appointed as Committee Chair
Term of Office:	One year
Membership:	Includes Committee Chair, and two or more MISA Members
Objective:	Develop and distribute professional quality promotional material, including the MISA Interface Newsletter, that will create awareness of MISA, its goals and objectives and the accomplishments of its members.

Responsibilities:

Publications

1. Plan, prepare and publish the Municipal Interface Newsletter.
 - Form a Newsletter Sub-committee, consisting of members and others interested in sub-committee or soliciting articles for publication in the Newsletter. Committee members should reflect MISA's regional and national diversity, and should include associate and affiliate members.
 - Recommend annually to the Board a specific publication schedule and distribution (number of copies).
 - Solicit, review and arrange for publication, both articles and advertising for each Newsletter issue, reviewing all material for suitability in relation to MISA's image and objectives, prior to publication. (When in doubt, material should be reviewed with the MISA President).
 - Prepare, print and distribute each issue of Interface in accordance with approved schedule and distribution.
2. Review and update annually all MISA Promotional Materials. Recommend additions or changes to such materials, in liaison with the Membership/Recruitment Committee.
3. Prepare and submit for approval by the Board an annual budget for Municipal Interface and for promotional materials. Such budgets shall incorporate both anticipated expenditures and offsetting revenues (e.g. from Newsletter Advertising).
4. Negotiate, submit for Board approval, and manage any contracts associated with preparation, publication or distribution of the Newsletter or other promotional materials.

5. Work with MISA Program Committee to develop suitable promotional material for program events and workshops organized by the Program Committee. (All costs for such materials are assigned to the Program Committee budget).
6. Work with MISA Conference Committee to develop suitable promotional material for the Conference. (All costs for such materials are assigned to the Conference Committee budget).
7. Develop and implement public information programs and news releases to achieve broader recognition for MISA, its goals and objectives, and the achievements of its members.
8. Develop contacts with editors of other publications to ensure coverage and promotion of MISA events, as well as the accomplishments of MISA and its members.
9. Exchange information with other Municipal Associations and public agencies, publicizing their initiatives and events, where appropriate, in exchange for similar consideration for MISA in their publications.
10. Submit, where appropriate and with the approval of the author, articles from Municipal Interface for reprint in other Association Newsletters or professional journals. Similarly, request permission to reprint articles from these Newsletters and Journals that may be of specific interest to Interface readers.
11. Maintain and recommend a distribution list for the Municipal Interface and MISA promotional material, in addition to MISA members, where such distribution will contribute to the promotion and awareness of MISA and its objectives.
12. Maintain and enhance the professional image of MISA in all publications and in all dealings with the membership, media and other associations or organization.

Committee:	Conference
Reports to:	Vice President
Membership:	Conference Committee Chair; Conference Treasurer, (appointed by the Chair); plus additional members; as determined by the Chair.
Prerequisites:	Committee Chair and Conference Treasurer shall be regular members.
Term of Office:	From appointment until approval of final post conference report by the Board of Directors. The final report is due no later than four months following the close of the conference.
Objectives:	To organize and stage the annual conference

Responsibilities:

1. Finances

- Prepare a conference budget for approval by the Board of Directors. Unless otherwise approved by the Board, the Conference should be *planned* as a revenue generating event for MISA.
- Open a separate bank account for the Conference, for which the signing authorities shall be the Conference Chair and Conference Treasurer.
- Maintain complete records of Conference revenues and expenditures.
- Provide regular reports on Conference financial status to the Board.
- Provide a summary report and complete accounting records for review and audit by the MISA Treasurer, within four months after the completion of the Conference, at which time the Conference Bank Account shall be closed, funds turned over to the MISA Treasurer, and the MISA Treasurer shall assume responsibility for following up on any unpaid invoices or receivables.

2. Reporting

The Conference Committee Chair shall report on a regular basis to the Board of Directors and shall attend executive meetings as required.

3. Program

The committee shall prepare a conference program and submit this to the Board of Directors for approval in principle. The program should include a description of the venue, the theme of the conference, keynote speakers, and any special events.

4. Logistics

The committee shall arrange for all conference facilities such as meeting rooms, accommodations, meals and audio/visual aids. For vendor displays the committee shall arrange for loading areas, storage room, security, power and communications; hook ups. The committee shall be aware of the safety and well-being of the delegates to the annual conference.

5. Communications/Publicity

The committee shall arrange for all local publicity to advertise the conference in the community and shall work with the Newsletter Committee to communicate with the membership regarding the conference. The committee shall be in charge of protocol for all meetings and events during the conference.

6. Registration

The committee shall receive all registrations to the conference, record the names of registrants and make this list available to the membership. The committee shall be responsible for the collection of all fees and charges for the conference.

7. Trade Show and Hospitality

The committee shall establish an area of the conference for the trade show for the associate members (vendors) and shall set reasonable fees for the rental of spaces. The committee may allow member vendors to advertise at the show, participate in sessions and hold scheduled hospitality meetings. The committee will be responsible for all licenses and pen-nits for MISA-sponsored events organized as part of the conference.

Committee:	Nominations/Awards
Reports to:	Board of Directors
Members:	Past President (Chair), Vice President, and two other members of which at least one must be a regular member.
Term of Office:	3 months prior to the annual General Meeting
Voting Rights:	None
Objective:	To solicit nominations for all elected positions on the Board of Directors and to provide the Board of Directors with a list of names for nominees for consideration for an award.

Responsibilities:

1. Nominate candidates for elected offices as required to form the Board of Directors.
2. Nominate members for awards for past service to the association.
3. Forward nominations for office and awards to the Secretary no later than six weeks prior to the Annual meeting.

Committee:	Program
Term of Office:	One Year
Members:	Vice President, Regional Directors (or designates), and Associate Member Representative (or designate)
Objective:	Research, recommend to the Board and implement a series of program events and workshops on topics of interest to the membership, with at least two annual events, one in the spring and one in the fall. Each event may be held centrally or replicated in one or more MISA regions.

Responsibilities:

1. Research and recommend to the Board a series of program events and workshops on topics of interest to the membership.
 - Survey membership on issues and topics of interest;
 - Liaise with other municipal associations and government agencies to minimize overlap, co-ordinate common programs and share speakers, topics or events;
 - Liaise with MISA Conference Committee to ensure that program events complement rather than duplicate conference theme and workshops;
 - Recommend program event timing, location, organization and fees.
2. Recommend annual Program Budget, working within general guideline that program events should be self funding or revenue generating.
3. Plan and organize program events, in accordance with general plan submitted to and approved by the Board.
 - Arrange facilities for meeting locations, including required presentation equipment.
 - Select and arrange speakers and other participants.
 - Work with Communications Committee to prepare and distribute promotional material, including promotion in the MISA Newsletter, well in advance of the schedule event.
 - Coordinate the availability and distribution of speaker gifts and honorariums.
 - Solicit volunteers to assist in the arrangements for each event.
4. Maintain adequate financial records of expenditures and revenues for each event, including list of attendees and associated registration fees. Prepare within three months of each event a financial summary for review by the MISA Treasurer and presentation to the Board.

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