

**RULES AND PROCEDURE FOR THE CONDUCT AND OPERATION
OF THE
ROMA (THE RURAL SECTION OF AMO)
OF THE
ASSOCIATION OF MUNICIPALITIES OF ONTARIO**

Approved at the ROMA Annual General Meeting

ROMA/OGRA Conference

MARCH 1, 2011

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1. NAME

This section, to be known as the Rural Ontario Municipal Association, referred to hereinafter as ROMA, shall be recognized as the Rural Section of the Association of Municipalities of Ontario, hereinafter referred to as AMO.

If it appears that a part of the following Policy Statement is in conflict with the governing rules of AMO, the interpretation of the AMO By-laws are to have precedence.

2. OBJECTS

ROMA agrees with and will promote the AMO By-laws and will attempt to provide an effective avenue for the expression of the rural municipal view-point to other levels of government and other appropriate bodies.

3. HEAD OFFICE

The offices of ROMA shall be at the AMO offices and meetings shall be held at that location or such other place as shall be determined by the ROMA Board.

4. MEMBERSHIP OF ROMA

(a) Qualified members of ROMA shall be those Ontario municipalities that deem themselves to have a rural interest.

(b) Associate Members

Associate Members shall be any persons or groups interested in municipal affairs, who through related experience may make a contribution to the benefit of the Section, and who are admitted by the ROMA Board. Such associate members shall have the privilege of the floor at the Annual Conferences, but will not be entitled to vote nor shall they be entitled to have any representative elected to any office of ROMA.

(c) Honorary Life Members

The ROMA Board by resolution may name persons to be honorary members of ROMA. An honorary member may participate in proceedings but shall not be entitled to a vote except in the case where such honorary member is a representative from a member municipality.

5. OFFICERS AND BOARD MEMBERS

(a) Officers

The Officers shall be: the Chair, 1st Vice-Chair, 2nd Vice-Chair, Immediate Past Chair, Board Treasurer and the Chair of the AMO Rural Caucus.

(b) Board

- (i) There shall be a ROMA Board which will be comprised of the following:
 - 1. The Officers.
 - 2. A representative of each of the nine designated Zones of the Section as elected in February.
 - 3. Such elected members of the Rural Caucus on the AMO Board of Directors as are not already members of the ROMA Board by virtue of 1) and 2) above.
- (ii) The ROMA Board may at the first meeting following the Annual General Meeting of ROMA name an additional qualified person to the Board who shall be known as the Member at Large.

(c) Elections

- (i) The Zone Representatives shall be elected at the Annual Conference immediately following each municipal election and shall hold office for a period of four years.
- (ii) At the meeting held at the conclusion of the Annual Conference, or at the first regular Board Meeting held thereafter, the Board shall choose from its number, persons to serve as the Chairperson of the Board, and as the first and second Vice-Chairpersons of the Board and such persons shall serve in that position for a period of TWO years at a time.
- (iii) The Rural Caucus of the AMO Board shall consist of such number of persons as shall be determined by the AMO By-laws.

(d) Vacancies

In the event of a vacancy occurring in the office of Chair or 1st Vice-Chair, the next ranking officer shall fill the vacancy and the remaining vacancy among the Officers shall be filled by the appointment of the Board from among its members. Vacancies in the remaining Board shall be filled by the Board by appointment from among the members of the Zone in which the vacancy occurs. If, in the opinion of the Board, the remaining term of office is such that it does not warrant appointment, then the vacancy may

remain until the next Annual Conference, at which time it shall be filled through the election process.

6. BOARD TREASURER

- (a) The Board Treasurer shall be appointed by and hold office at the direction of the ROMA Board. The Board Treasurer shall be a member of the ROMA Board and shall be charged with the general financial affairs of the Section.
- (b) The Board Treasurer shall receive an honorarium, the amount of which shall be determined by the ROMA Board annually.
- (c) The Board Treasurer shall prepare an annual budget for ROMA and shall see to the general administration of the budget. The Board Treasurer shall cause to be presented annually to the ROMA Annual Conference, a statement of revenues and expenditures.

7. DUTIES OF THE OFFICERS AND THE ROMA BOARD

- (a) It shall be the duty of the ROMA Board to put into effect the will of AMO as expressed by by-law or resolution at the Annual General Meeting or any other special meeting of the membership.
- (b) In administering the affairs, the ROMA Board shall respect the AMO Bylaws and shall be supportive of the directions and intent as expressed therein.
- (c) The ROMA Board Chairperson shall, when present, preside at all meetings of the delegates and of the Board. The Chair shall also be charged with the management and supervision of the affairs of the ROMA Board.
- (d) Meetings
 - (i) The Board shall meet at the time of and prior to the ROMA annual meeting and shall hold such other meetings as may be called for by the Chair. In the absence of the Chair, or in the case of a vacancy in the office, the meeting shall be called by the next ranking Officer of the Section on the direction, in writing, of the majority of the members of the Board.
 - (ii) At least five days notice of the time, place and purpose of all meetings of the ROMA Board shall be given to each member of the ROMA Board. Such notice may be given in person, by telephone or by mail, or by email of fax.

- (e) Upon notification of a meeting, as noted above, a majority of the ROMA Board members shall constitute a quorum at such meetings.
- (f) The ROMA Board shall have the power to approve budgeted expenditures or such other expenditures, the monies for which have been arranged by the ROMA Board and necessary to carry out the business or general welfare.
- (g) The ROMA Board may enter into agreements for special projects within the limits of the fiscal arrangements.
- (h) The ROMA Board shall at its first meeting following the Annual Meeting or as soon thereafter as possible, name those members who shall represent the Association on other activities or on any committee on which it is necessary or advantageous to have members appointed.
- (i) Expenses of ROMA Board Members

The Board may authorize the reimbursement of out-of-pocket expenses incurred by persons acting on behalf of ROMA when such expenses are not assumed by a municipality or other organization or agency. The Board shall not be reimbursed for attending the Annual Meeting of ROMA or AMO.

8. COMMITTEES

- (a) Chair's Committee

There shall be a Chair's Committee consisting of the Officers of the ROMA Board. The Chair's Committee shall be the governing body between meetings of the Board and shall report all business transacted at its meetings to the next meeting of the Board. The powers of the Chair's Committee shall exclude those powers assigned to the Board with respect to the fiscal policies of ROMA.

- (b) Special Committees

The ROMA Board may annually appoint such special committees as it deems to be necessary and in the general interest of ROMA and its membership. A resolution to appoint such a committee shall include the terms of reference for the proposed committee, the name of the person to act as Chair, as well as the names of the persons to serve as members of the committee. The Board may delegate its authority with respect to the appointment of committee

personnel to the Chair or the Chair's Committee. A quorum of any special committee shall be the majority of the members appointed.

9. ANNUAL MEETING

(a) General

There shall be an Annual Meeting of ROMA which shall take place at the Annual Conference and at least thirty days notice shall be given to the membership of such dates and place designated for holding the Annual Meeting.

(b) Representation (Voting delegates)

Each qualified member municipality shall be entitled to send such representatives to the Annual Conference as the member municipal council may appoint and each delegate so authorized to attend shall be entitled, upon payment of a registration fee, to the privilege of the floor and shall be entitled to vote.

(c) Quorum

At all Annual Meetings, those voting delegates present shall constitute a quorum for the transaction of ROMA business.

(d) Voting at Annual Meeting

(i) Voting shall be by a show of hands of those entitled to vote and the Chair's decision as to whether or not a motion is won or lost is final, unless immediately upon the decision of the Chair being declared, ten or more voting delegates then present, by standing, demand a standing vote, whereupon the Chair shall put again the same question to the Annual Meeting to be decided by a count of those standing in favour of and against the motion. The results of a standing vote shall be final. Notwithstanding the foregoing, the Chair of the session may at any time order that the matter before the Annual Meeting be determined by standing vote.

(ii) In all cases where the votes of the delegates then present are equal for and against the question, the motion shall be lost, and it shall be the duty of the Chair to so declare.

(iii) In addition to the foregoing, the ROMA Board may establish additional procedures to facilitate the orderly procedure of ROMA business during the Annual Meeting. Any such additional procedures shall not conflict with these Rules of Procedure.

- (e) Nominations and Elections
 - (i) Not less than three months prior to the date of the Annual General Meeting, the Board shall ensure that a call for nominations is sent out to the membership.
 - (ii) Nominations are to be received not later than 30 days prior to the holding of the Annual General Meeting and no nominations will be accepted thereafter.
 - (iii) Subject to the foregoing, ROMA shall prescribe the manner of receiving nominations, holding elections, including the forms to be used, the method of voting and such rules and procedures pertaining thereto, so as to ensure the fair and proper conduct of nominations and elections. Copies of the procedures as prescribed by the ROMA Board shall be distributed to the delegates prior to the Annual Meeting together with a Nominations Report.

10. SPECIAL GENERAL MEETINGS

- (a) Special General Meetings of ROMA may be called at any time by a majority vote of the ROMA Board and the ROMA Board shall call such a meeting on receipt of a request in writing specifying the nature of the business to be transacted and submitted by at least fifty (50) of the members in good standing for the current year.
- (b) A notice shall be sent to every member of ROMA at least two weeks before the time appointed by the Board for a Special General Meeting and such notice shall specify the place where such meeting shall be held and the nature of business to be transacted and no other business shall be transacted at such Special General Meeting.
- (c) At any Special General Meeting, those voting delegates present shall constitute a quorum.
- (d) A decision of a Special General Meeting shall have the same force and effect as a decision taken at an Annual Meeting.
- (e) All voting rights, voting procedures and so forth, as are generally contained within the Rules of Procedure relating to Annual Meetings of ROMA shall be in force during any such Special General Meeting, except that the Board may prescribe that voting on questions shall be by ballot. The manner of holding such balloting, including the forms to be used, the method of voting and the rules of procedure pertaining thereto, shall be

prescribed by the Board and shall be distributed to the delegates upon registration at such Special General Meetings.

11. GENERAL ADMINISTRATIVE PROVISIONS

(a) Fiscal Year

Unless otherwise ordered by the ROMA Board, the fiscal year of ROMA shall commence on the first day of January and end on the thirty-first day of December in each year.

(b) Association Zones

(i) For the purposes of ROMA, the Province of Ontario shall be divided into membership zones as may be determined by the ROMA Board from time to time, and as ratified by the members of ROMA at the next succeeding Annual Meeting.

(ii) For the purposes of the Annual Meeting or any Special General Meeting, a list and description of the ROMA Zones shall be distributed to the delegates upon the call for nominations.

12. AMENDMENT OF THE RULES OF PROCEDURE

- (a) The Rules of Procedure of ROMA may be amended, supplemented or repealed only at an Annual Meeting of ROMA.
- (b) Proposals for amendment, supplement or repeal may be introduced at the Annual Meeting by either resolution of the ROMA Board or by petition of any five members of ROMA but only if not less than thirty (30) days notice of the proposal or proposals has been given to the ROMA Board.
- (c) Upon the coming into force of these Rules of Procedure, all former Policy Statements of ROMA shall cease to have any effect but nothing herein shall derogate from the validity of anything done under their authority.