



"Joe Tiernay"
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31/10/2013 11:44 AM

To "gtreftlin@fort-frances.com" <gtreftlin@fort-frances.com>
cc
bcc
Subject OGRA Board of Directors - 1st Call for Nominations

This is the first call for Nominations to the 2014/15 OGRA Board of Directors. Please refer to the attached document for details.

Municipal Clerk

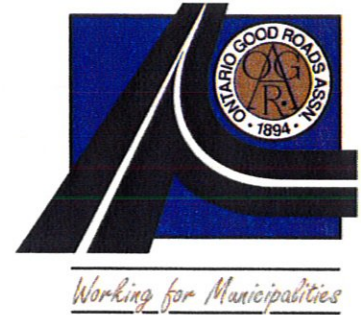
Please place the attached document on a future Council agenda.

Thank you

J. W. Tiernay
Executive Director



OGRA Board of Directors - Nominations - 1st Call.pdf



October 31, 2013

To the Head & Members of Council:

Pursuant to Policy B-008 of the Ontario Good Roads Association, the Nominating Committee shall report to the Annual Conference its nominations for 12 directors. The following members of the Board will automatically serve on the 2014-2015 Board of Directors in the following capacity:

President	Tom Bateman, P. Eng., County Engineer, County of Essex
1 st Vice-President	Rick Champagne, Councillor, Municipality of East Ferris
Immediate Past President	Joanne Vanderheyden, Mayor, Municipality of Strathroy-Caradoc

| Those nominated by the Nominating Committee shall be selected from OGRA's municipal membership pursuant to the requirements for geographic representation contained in Section 12 of the Constitution, and so far as possible meeting the criteria established in Policy B-008. A full copy of the Constitution can be viewed on the OGRA web-site:

<http://www.ogra.org/AboutOGRA/Constitution.aspx>

The following incumbent Directors have put their name forward wishing to continue to represent their respective Zones:

North (3 to be elected)

Luc Duval,
City Engineer
City of Timmins

John MacEachern
Mayor
Township of Manitouwadge

Southwest (1 to be elected)

No candidate at this time

South Central (3 to be elected)

Ken Lauppe,
Manager, Road Operations – East,
City of Brampton

Duncan McKinlay
Warden
County of Grey

Terry McKay,
Deputy Mayor,
Township of Chatsworth

Southeast (3 to be elected)

Craig Davidson
CAO/Treasurer
Municipality of Hasting Highlands

Steve Desroches
Deputy Mayor
City of Ottawa

Michelle Hendry,
Director of Public Works,
City of Kawartha Lakes

Toronto (2 to be elected)

Robert Burlie
Manager, Road Operations
City of Toronto

Mark Grimes*
Councillor
City of Toronto

*Pending approval by the City of Toronto

One vacancy exists in both the **Northern** and **Southwest** Zones.

The Northern Zone consists of the municipalities in the Districts of Algoma, Cochrane, Kenora, Manitoulin Island, Nipissing, Parry Sound, Rainy River, Sudbury, Thunder Bay and Timiskaming; municipalities in and including the District of Muskoka and the City of Greater Sudbury.

The Southwest Zone consists of the municipalities in and including the Counties of Brant, Bruce, Elgin, Essex, Haldimand, Huron, Lambton, Middlesex, Norfolk, Oxford, and Perth, the municipality of Chatham-Kent, and municipalities in and including the Regional Municipality of Waterloo.

The South Central Zone consists of the municipalities in and including the Counties of Dufferin, Grey, Simcoe, and Wellington, and municipalities in and including the Regional Municipalities of Durham, Halton, Niagara, Peel and York, and the City of Hamilton.

The South East Zone consists of municipalities in and including the Counties of Frontenac, Haliburton, Hastings, Lanark, Leeds and Grenville, Lennox and Addington, Northumberland, Peterborough, Prescott and Russell, Prince Edward, Renfrew, and Stormont, Dundas and Glengarry, and the Cities of Kawartha Lakes and Ottawa.

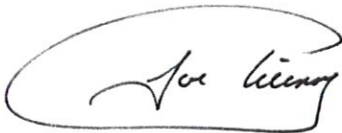
Any member of Council or a permanent full time staff from an OGRA member municipality interested in being considered as a candidate for a position on the Board of Directors must complete the attached Nomination Consent form and submit it along with their résumé to the attention of the Chair of the Nominating Committee by no later than November 22, 2013. Fax your information to 289-291-6477, e-mail to info@ogra.org or mail to OGRA, 1525 Cornwall Road, Unit 22, Oakville, Ontario L6J 0B2

The Nominating Committee will meet in November to recommend a slate of Directors to the membership. The members of the Committee are:

Chair: Alan Korell, Immediate Past President
Members: Tom Bateman, OGRA 1st Vice President
Rick Champagne, OGRA 2nd Vice President
John Curley, OGRA Past President
John Parsons, OGRA Director

Any questions regarding the Nomination process or serving on the Board of Directors can be directed to the undersigned at joe@ogra.org.

Yours truly,

A handwritten signature in black ink, enclosed within a hand-drawn oval. The signature appears to read "Joe Tiernay".

J. W. Tiernay,
Executive Director

c: Alan Korell, Chair, Nominating Committee

ONTARIO GOOD ROADS ASSOCIATION

CONSTITUTION & BY-LAW NO. 1 (Incorporating amendments approved February 2007)

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ONTARIO GOOD ROADS ASSOCIATION

By-Law No. -- 1 --

A by-law relating generally to the transaction of the affairs of the Ontario Good Roads Association, a Corporation without share capital organized to represent the interests of municipalities through advocacy, consultation, training and the delivery of identified services.

1. Head Office

The Head Office of the Corporation shall be at such place as the Board of Directors may from time to time determine.

2. Seal

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

3. Interpretation

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

4. Membership

Every municipality and First Nation shall be eligible for membership subject to payment of the applicable membership fee. Other corporations, partnerships, individuals, and legal entities are also eligible for membership subject to payment of the applicable membership fee. The following shall be the classes of membership:

a) municipal

Municipal members shall be municipal corporations or First Nations.

b) corporate

Corporate members shall be private sector organizations interested or involved in the design, construction, management and/or maintenance of roads and structures.

c) life

Life members shall be all Past Presidents of the Association.

d) honorary life

Honorary life members shall be those who have performed distinguished service in the field of municipal transportation and public works. They shall be nominated by the Nominating Committee and approved by the Board of Directors.

e) special

Special members shall be other bodies or organizations as approved by the Board of Directors.

5. **Annual and Other Meetings of Members**

The annual general or any other general meeting of members shall be held at a location in Ontario as determined by the Board of Directors and on such day as the said Directors shall appoint.

The annual general meeting shall be held within ninety days of the fiscal year end.

At every annual general meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors shall be presented and a Board of Directors elected and auditors appointed for the ensuing year. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The Board of Directors or the President or Vice-President shall have the power to call at any time a general meeting of the members of the Corporation. A printed or typewritten notice stating the day, hour and place of meeting and the general nature of the business to be transacted shall be given by serving such notice on each member entitled to notice of such meeting in the manner specified in section 33. Notice to municipal members of annual general or other meetings shall be deemed to have been sufficiently given if directed to the head and members of council to the attention of the clerk of the municipality at his municipal office address.

6. **Error or Omission in Notice**

The accidental omission to give notice of any meeting to, or the non receipt of any notice by, any member or members or any irregularity in the notice of any meeting, shall not invalidate any resolution passed or any proceedings taken at any meeting of members.

7. **Adjournments**

The Chair of any meeting of members or Directors may adjourn the same from time to time to a fixed time and place and no notice of such adjourned meeting need be given to the members. Any business may be brought before or dealt with at any adjourned meeting which

might have been brought before or dealt with at the original meeting in accordance the notice calling the original meeting.

8. **Quorum of Members**

A quorum for the transaction of business at any annual general meeting, or special meeting of members shall consist of representatives from not less than 30 municipal members.

9. **Voting Members**

At annual general and other meetings of the members of the Corporation, each member in good standing who has paid the registration fee and who wears the current official registration badge, if any, or has a receipt for such payment shall be entitled to one vote on each question. At all meetings of members, every question shall be decided by a majority of the votes of the members present 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 otherwise demanded by a 2/3rd majority vote of members present. Upon a show of hands, every member having voting rights shall have one vote and, unless a poll be demanded, a declaration by the Chair that a resolution has been carried or not carried and an entry 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 the poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by the members present 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.

10. **Dues and Fees**

The fees or dues payable by members shall be fixed from time to time by a 2/3rd majority vote of the Directors.

11. **Board of Directors**

The affairs of the Corporation shall be managed by a Board of 15 Directors comprised as follows:

- a) immediate Past President, who shall be a municipal or life member;
- b) President, who shall be a municipal member when he/she assumes the office of President;
- c) First Vice-President and Second Vice-President, each of whom shall be municipal members throughout his/her term of office;

- d) eleven Directors, each of whom shall be a municipal member throughout his/her term of office, which shall not exceed seven years.

The Directors shall be elected from OGRA's municipal membership with the following requirements for geographic representation and so far as possible maintaining an equal balance between elected and appointed representatives:

Four Directors from northern Ontario (municipalities in the Districts of Algoma, Cochrane, Kenora, Manitoulin Island, Nipissing, Parry Sound, Rainy River, Sudbury, Thunder Bay, and Timiskaming, the Greater City of Sudbury, and municipalities in and including the District of Muskoka.

Three Directors from southwest Ontario (municipalities in and including the Counties of Brant, Bruce, Elgin, Essex, Haldimand, Huron, Lambton, Middlesex, Norfolk, Oxford, and Perth, the municipality of Chatham-Kent, and municipalities in and including the Regional Municipality of Waterloo).

Three Directors from south central Ontario (municipalities in and including the Counties of Dufferin, Grey, Simcoe, and Wellington, and municipalities in and including the Regional Municipalities of Durham, Halton, Niagara, Peel and York, and the City of Hamilton.)

Three Directors from southeast Ontario (municipalities in and including the Counties of Frontenac, Haliburton, Hastings, Lanark, Leeds and Grenville, Lennox and Addington, Northumberland, Peterborough, Prescott and Russell, Prince Edward, Renfrew, and Stormont, Dundas and Glengarry, and the Cities of Kawartha Lakes and Ottawa.

Two Directors from the City of Toronto.

Election to the Board, if required, shall be by ballot at the annual general meeting.

12. **Advisory Board of Past Presidents**

Advisory to the Board of Directors, there shall be an Advisory Board composed of all Past Presidents of the Association.

- (1) The Vice-Chair and the Chair of the Advisory Board shall be the immediate Past President, and the next most immediate Past President of the association respectively. If the immediate Past President and/or the next most immediate Past President is/are not available to serve, the next most immediate Past President(s) would fill this (these) offices(s).
- (2) The Secretary of the Advisory Board shall be the Secretary of the Association, or such other person as the said Board may name.

- (3) At least one meeting of the members of the Advisory Board shall be held each year. Other meetings may be held at the call of the President of the Association or at the call of the Chair or Vice-Chair of the Advisory Board or of any three members.
- (4) Members of the Advisory Board shall be entitled to receive copies of the minutes of the meetings of the Board of Directors of the Association, and shall, from time to time make such recommendations to the Board of Directors as they deem expedient.
- (5) During the term of their office as members of the Advisory Board, such members shall without payment of fees be deemed members in good standing of the Association, and shall be registered as delegates at the annual conference of the Association without payment of registration fees.

13. **Vacancies, Board of Directors and Officers**

- (1) Vacancies on the Board of Directors (excluding Officers), however caused may be filled by the Directors from among the qualified members of the Corporation.
- (2) If the office of President should become vacant the office shall remain vacant until the next general meeting.
- (3) If the President ceases to be eligible, he/she shall be allowed to complete the term.
- (4) If the office of 1st Vice-President should become vacant the 2nd Vice-President shall assume the office of 1st Vice-President and the Board shall elect from its members an individual to fill the office of 2nd Vice President.
- (5) If the 1st Vice President ceases to be eligible, he/she shall resign from the Board immediately if the next annual general meeting is more than six months in the future, or may serve until the next general meeting (if less than six months), and then resign.
- (6) If the office of 2nd Vice-President should become vacant the Board shall elect from its members an individual to fill the office of 2nd Vice President.
- (7) If the 2nd Vice President ceases to be eligible, he/she shall resign from the Board immediately if the next annual general meeting is more than six months in the future, or may serve until the next general meeting (if less than six months), and then resign.
- (8) If the office of Immediate Past President becomes vacant, the next most immediate Past President able to serve will be requested to serve out the remainder of the term.
- (9) If the office of Director becomes vacant it shall remain so until the next general meeting.

14. **Quorum and Meetings, Board of Directors**

Eight of the Directors shall form a quorum for the transaction of business. In the absence of a quorum, the Board of Directors shall continue to meet, and its decisions ratified by confirming motion at the next meeting at which a quorum is present. 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. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the President or Vice-President or by the Executive Director on direction in writing of two Directors.

15. **Powers**

The affairs of the Corporation shall be managed by the Board of Directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation that are not by the bylaws or any special resolution of the Corporation or by statute expressly directed or required to be done in some other manner.

16. **Remuneration of Directors**

The Directors shall receive no remuneration for acting as such.

17. **Travel and Other Expenses**

The Treasurer is authorized to pay such reasonable travel and other expenses of Officers, Directors, Advisory Board members, members of committees, and of the spouses of any such persons as are approved for payment by the Board of Directors and in accordance with policies for payment of expenditures approved by the Board of Directors.

18. **Officers of Corporation**

- (1) There shall be a President who shall be a municipal member. At the first meeting of the Board of Directors following the annual general meeting, the First Vice-President shall become President.
- (2) There shall be a First Vice-President who shall be a municipal member. At the first meeting of the Board of Directors following the annual general meeting, the second Vice-President shall become First Vice-President.
- (3) There shall be a Second Vice-President who shall be a municipal member. The Second Vice-President shall be elected by the Board of Directors at the first meeting of the Board following the annual general meeting.

- (4) The President, First Vice-President and Second Vice-President shall each have served a minimum of three years as a Director prior to becoming eligible to serve as an officer.
- (5) The President, First Vice-President and Second Vice President are not subject to annual re-election to the Board.
- (6) Such other officers as the Board of Directors may by by-law from time to time determine shall be appointed by the Board, and the employment of all appointed Officers shall be settled from time to time by the Board.

19. **Executive Director**

The Board of Directors may from time to time appoint an Executive Director and delegate to him/her the full powers to manage and direct the business of the Corporation except such business as must be transacted by other officers, by the Board of Directors, or by the members. The Executive Director shall conform to all lawful orders given by the Board of Directors and such matters and duties as are contained in the bylaws of the Corporation. The Executive Director shall at all reasonable times give to the Directors, or any of them, all information they may require regarding the affairs of the Corporation.

The Executive Director will serve as Secretary and Treasurer.

20. **Duties of President and Vice-President**

The President shall, when present, preside at all meetings of the members of the Corporation and of the Board of Directors.

The First Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President.

21 **Duties of Secretary**

The Secretary shall be ex-officio clerk of the Board of Directors. He 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. He shall give all notices required to be given to members and to Directors. He shall be the custodian of the seal of the Corporation and all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he 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. He shall perform such other duties as may from time to time be determined by the Board of Directors. All records required by the *Corporations Act* are exempt from this provision, and are open for inspection and extraction during normal working hours.

22. **Duties of the Treasurer**

The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable affects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. He shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefor and shall render to the Board of Directors at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the Corporation. He shall act in accordance with all policies concerning issuance of cheques and investments as approved by the Board of Directors, and shall perform such other duties as may from time to time be determined by the Board of Directors.

23. **Duties of Other Officers**

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.

24. **Executive Committee**

- (1) The Executive Committee shall be comprised of the President, the First and Second Vice-Presidents, the Immediate Past President, and one Director elected at the first meeting of the Board of Directors following the annual general meeting. Directors shall have served a minimum of three years on the Board to be eligible to serve on the Executive Committee.
- (2) The Executive Committee shall review governance, financial and personnel issues and report on same to the Board of Directors.

25. **Nominating Committee**

- (1) The Nominating Committee shall comprise five members. The Chair of the Nominating Committee will be the Immediate Past President. The next most immediate Past President able to serve will be a member of the Nominating Committee. The remaining three members will be current Directors and will be chosen and appointed by the Board of Directors at the meeting of the Directors immediately following the annual general meeting each year.
- (2) Those nominated by the Nominating Committee shall be selected from OGRA's municipal membership pursuant to the requirements for geographic representation contained in Section 11, and so far as possible maintaining an equal balance between elected and appointed representatives.

- (3) The Nominating Committee shall report to the following year's annual general meeting of the Association its nominations for 12 Directors.

26. **Committees**

- (1) The Board of Directors may from time to time by resolution appoint committees composed in whole, or in part, of Directors, members, or non-members.
- (2) The President may from time to time appoint special committees.
- (3) The President shall be a member of all committees.

27. **Execution of Documents**

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation either the President or First Vice President and by the Executive Director. In addition, the Board of Directors may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. The Executive Director shall affix the seal of the Corporation to such instruments as require the same.

28. **Books and Records**

The Directors shall see 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.

29. **Financial Year**

The fiscal year of the Association shall be determined by the Board of Directors.

30. **Cheques**

All cheques and other orders for payment issued by the Corporation shall be signed by such Officer or Officers provided signing authority determined by resolution of the Board of Directors from time to time. Any one of such Officer or Officers may deposit cheques, bank drafts, etc. on account of the Corporation with its bankers and receive bank statements and cancelled cheques on behalf of the Corporation.

31. **Deposit of Securities**

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.

32. **Borrowing**

The Directors may from time to time

- (a) borrow money on the credit of the Corporation; or
- (b) issue, sell or pledge securities of the Corporation; or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises, and undertakings to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

The Board of Directors may also authorize any director, officer or employee of the Corporation to approve terms, conditions and security for such loans and generally to manage, transact and settle the borrowing of money by the Corporation.

33. **Notice**

Any notice (which term includes any communication or document) to be given (which includes sent, delivered or served) pursuant to this bylaw to a member, Director, officer, or member of the committee of the Board of Directors shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered his recorded address or if mailed to him at his recorded address by prepaid ordinary mail or if sent to his recorded address by any means of any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid. A notice so mailed shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any member, director, officer, or member of the committee of the Board of Directors in accordance with any information believed by him to be reliable. Not less than three days notice shall be given for meetings of the Board of Directors and not less than 14 days notice shall be given for general meetings.

34. **Amendment of By-Law #1**

This bylaw may be amended or altered only when same has been reported on by the Board of Directors and approved by the membership at an annual general meeting. Proposals for amendment or alteration must be received by the Executive Director at least ninety days prior

to the annual general meeting and notice of the proposal or proposals shall be sent to every member at least thirty days prior to the annual general meeting.

Amended February, 2003

Amended February, 2007

-O-