

October 17, 2018

RMA Presenting Bylaw Amendments at Fall 2018 Convention

RMA is structured around a set of **bylaws** that clarify the association's objectives, membership, election process, governance structure, and other fundamental aspects of how RMA functions. Periodically, the RMA Board of Directors will review and propose amendments to the bylaws. Any bylaw amendments must be approved by a three-fifths majority of RMA Full Members, and proposed amendments must be circulated to Full Members at least twenty-one days prior to the convention where the vote will be held. This bulletin is considered the requisite twenty-one-day notice to members.

The RMA Board of Directors is proposing three separate amendments to the current bylaws. Each amendment is summarized below.

Amendment 1

Section: Membership

Purpose: Recommendation 8 of the 2017 RMA Board Governance Review Committee called for the following: "Revise the definition of 'rural municipality' in the AAMDC bylaws to include 'specialized municipality with a significant rural area.'"

Because the *Municipal Government Act* allows the Minister of Municipal Affairs the ability to designate a municipality as "specialized" for any reason, this recommendation ensures that the RMA Board of Directors can review the characteristics of a newly formed specialized municipality to ensure it includes an adequate rural component to justify RMA membership. The proposed bylaw amendments do not include a single definition of a "rural area," but instead allow the Board of Directors to consider several factors. Additionally, the proposed amendments allow the Board of Directors to automatically confer membership on newly formed specialized municipalities that they believe have a "significant rural area," but allows all specialized municipalities to apply for membership, and have their application reviewed by the Board of Directors.

Language change (additions in green, omissions in red strikethrough, surrounding clauses included for context):

Definitions

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- (a) "Rural Municipality" shall mean a municipal district created pursuant to the Municipal Government Act, R.S.A. 2000, c. M-26, county, or ~~other~~ special area ~~or specialized municipality~~ within the Province; and
- (b) "Specialized Municipality" shall mean any municipality defined as "specialized" by the discretion of the Minister of Municipal Affairs pursuant to s. 83(a-c) of the Municipal Government Act, R.S.A. 2000, c. M-26; and

Membership

- 2. There shall be the following categories of membership within the Association: Full Membership and Associate Membership, with the specific characteristics set forth below:
 - (a) Full Members of the Association shall consist of councils of Rural Municipalities, who have paid the applicable membership fee for the year. Ownership of the assets of the Association shall be vested exclusively with the Full Members and, upon dissolution of the Association, or at such other times as the Board may determine, distribution of assets will be made amongst the Full Members. Full Members shall be voting Members, and shall, at each Convention, have that number of votes equal to the number of Voting Delegates of the Member in attendance.
 - (b) Associate Members shall consist of those organizations and institutions whose objects relate to the welfare and advancement of Rural Municipality ratepayers or residents, and without restricting the generality of the foregoing, shall include school divisions, school districts, towns, villages, cities, hospital districts, health units, senior citizens' homes, municipal, community and recreation organizations, irrigation districts and water boards, and cooperatives supplying electric power or natural gas associations comprised of the said organizations or institutions, who have paid the applicable membership fee for the year. The rights and privileges of Associate Members shall be limited to all trading privileges within the ~~Aggregated Business Services~~. Associate Members are non-voting members and are not entitled to participate in a distribution of the assets of the Association.
 - (c) Notwithstanding sections 2(a) and 2(b) above, the Board of Directors may, in its sole discretion allow ~~duly incorporated specialized municipalities Full Member or Associate Member status~~ automatic Full Membership to a newly formed Specialized Municipality if the Board of Directors is satisfied that the newly formed Specialized Municipality includes a significant rural area. Recognizing that a significant rural area

may differ across the province, the Board of Directors will consider the following factors when making this decision:

- Area of rural land in Specialized Municipality
- Rural population in Specialized Municipality
- Proportion of rural to urban land mass and population in Specialized Municipality
- Reason for formation of Specialized Municipality
- Other factors as identified by Board of Directors

If the Board of Directors is not satisfied that a newly formed Specialized Municipality includes a significant rural area, they must provide the Specialized Municipality with an opportunity to apply for Full Membership by making a case as to why they would reflect the Rural Municipalities of Alberta's rural membership base. After this application process, the Board of Directors will have the discretion to allow or not allow membership.

The Board of Directors must decide whether to allow automatic membership to a newly formed Specialized Municipality within thirty days of the Ministerial Order establishing the Specialized Municipality.

Amendment 2

Section: Membership

Purpose: Recommendation 9 of the 2017 RMA Board Governance Review Committee called for the following: "Expand the AAMDC's membership definition to provide the AAMDC board of directors with the discretion to allow for membership of a newly formed municipality as a result of amalgamation, if that newly formed municipality includes all or part of a former AAMDC member."

As intermunicipal collaboration and regional service delivery become more common across Alberta, RMA is aware of several instances in which rural municipalities and their urban neighbours are undertaking regional governance studies, which could potentially lead to newly formed municipalities consisting of both rural and urban areas. Under the MGA, these new municipalities would not necessarily be specialized municipalities. This recommendation empowers the Board of Directors to confer membership of a newly formed municipality, regardless of what type of municipality it is, if it contains all or part of a former RMA member municipality. In this case, membership is not automatic, but

contingent upon the approval of the Board of Directors.

This recommendation will help to “future-proof” the RMA rural member base by allowing flexibility in ensuring RMA membership is still available to rural areas, regardless of municipal type.

Language change (additions in green, omissions in red strikethrough, surrounding clauses included for context):

Membership

****NOTE – Amendment 1 (above) proposes amending sub-section “c” of the membership section. This amendment proposes adding a sub-section “d” to the membership section. For clarity purposes, the addition of sub-section “d” shown below uses the un-amended version of sub-sections “b and c.” If all amendments are endorsed by members, sub-sections “b and c” will be amended as above, and sub-section “d” will be added as below.*

2. There shall be the following categories of membership within the Association: Full Membership and Associate Membership, with the specific characteristics set forth below:
 - (a) Full Members of the Association shall consist of councils of Rural Municipalities, who have paid the applicable membership fee for the year. Ownership of the assets of the Association shall be vested exclusively with the Full Members and, upon dissolution of the Association, or at such other times as the Board may determine, distribution of assets will be made amongst the Full Members. Full Members shall be voting Members, and shall, at each Convention, have that number of votes equal to the number of Voting Delegates of the Member in attendance.
 - (b) Associate Members shall consist of those organizations and institutions whose objects relate to the welfare and advancement of Rural Municipality ratepayers or residents, and without restricting the generality of the foregoing, shall include school divisions, school districts, towns, villages, cities, hospital districts, health units, senior citizens' homes, municipal, community and recreation organizations, irrigation districts and water boards, and cooperatives supplying electric power or natural gas associations comprised of the said organizations or institutions, who have paid the applicable membership fee for the year. The rights and privileges of Associate Members shall be limited to all trading privileges within the Aggregated Business Services. Associate Members are non-voting members and are not entitled to participate in a distribution of the assets of the Association.
 - (c) Notwithstanding sections 2(a) and 2(b) above, the Board of Directors may, in its sole discretion allow duly incorporated specialized municipalities Full

Member or Associate Member status.

- (d) Notwithstanding sections 2(a), 2(b) and 2(c) above the Board of Directors may, in its sole discretion, allow Full Membership to a newly formed municipality as a result of amalgamation, if that newly formed municipality includes all or part of one or more former Rural Municipalities of Alberta members, and is sufficiently rural to warrant Full Membership in the Rural Municipalities of Alberta.

Amendment 3

Section: Vacancies

Purpose: This change was identified as necessary by the Board of Directors. It clarifies the process in the event that the both the RMA President and Vice President are simultaneously unable to fulfill their duties.

Language change (additions in green, omissions in red strikethrough, surrounding clauses included for context):

Vacancies

19. If during any year there is a vacancy in the Board is that of President, the Vice President shall assume the role of interim President until such time as an election for President can be held at the next following Convention. If a vacancy in the Board is that of Vice President, the vacancy shall remain open until the next following Convention.
20. In the event that both the President and Vice President are unable to serve in their elected capacities for the Association at the same time, an Interim President will be elected from within current District Directors until an election following the processes outlined in the Association bylaws can be held. In this scenario, those elected to fulfill the role of President and Vice President will serve for the term remaining left as a result of the vacancies.
21. If during any year there is a vacancy occurring on the Board at any time among the District Directors, the Board shall give notice to the affected District, which shall constitute a meeting for the purpose of electing the successor District Director. The results of such election shall be reported to the Association, and the successor District Director shall hold office until the time at which the previous Director's term of office would have expired.



BULLETIN

The proposed amendments will be presented and voted on by members during the annual general meeting at the RMA Fall Convention on Wednesday, October 21, 2018.

To read more about recommendations 8 and 9 of the RMA Board Governance Review Committee, view the full report by [clicking here](#). To view the complete RMA bylaws, click [here](#).

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