

November 4, 2021

## RMA Presenting Bylaw Amendments at 2021 Fall Convention

*Revisions to bylaws are required to implement endorsed Board Governance Review recommendations and provide clarity*

RMA's [bylaws](#) clarify the association's objectives, membership, election processes, governance structure, and other key aspects of how RMA operates. Due to Board Governance Review recommendations approved by the membership at the 2021 Spring Convention, the RMA bylaws require amendment. To support a strong governance process, the RMA Board of Directors reviewed the bylaws in their entirety to identify additional amendments that may be required at this time.

As per 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. An email was distributed directly to RMA mayors, reeves, and CAOs for distribution to councils earlier this week providing this required notice.

Each proposed amendment is summarized below.

### Amendment Summary by Bylaws Sections

*Note: Each section includes a summary of the proposed changes and an explanation of the purpose of the changes, as well as the actual proposed amendments. Proposed amendments are identified as follows (additions are identified in [green](#), omissions in ~~red-strikethrough~~, surrounding clauses included for context):*

#### Section: Objects and Preamble to Bylaws

*Purpose:* Clarification on the "Objects" is recommended to note that the Objects come from the *Rural Municipalities of Alberta Act* and thus, cannot be amended by bylaw. This page is a carryover from the association's first 1923 bylaw. A preamble to the bylaw section on page two is added to identify the higher legislative authority that the bylaws fall under (the *Rural Municipalities of Alberta Act*), and the legislation the RMA is required to comply with, the *Business Corporations Act*.

*Proposed Amendments:*

#### **OBJECTS**

*From the [Rural Municipalities of Alberta Act](#) the Objects of the Association are as follows:*

#### **BYLAWS**

*(Made pursuant to the [Business Corporations Act, RSA 2000, Chapter B-9](#), and the [Rural Municipalities of Alberta Act, SA 1923, Chapter 67](#))*

## Section A: Definitions

*Purpose:* Several proposed definition amendments are proposed to clarify the RMA bylaws. This includes:

- ◆ 1(b). The definition of “Business Services” Division has been updated to reflect the previous name change of the insurance subsidiary from Jubilee Insurance Agencies Ltd to RMA Insurance, the newer name change of the Trade Division to Canoe Procurement Group of Canada, and the dissolution of RMA Fuel which is now part of Canoe Procurement.
- ◆ 1(h). The definition of “Electronic Means” for participating in meetings and providing written notice has been added. Elsewhere in the bylaw changes have been made to modernize language to define how both board meetings can be held and meeting notices provided by electronic means referring to this new definition of electronic means. This new wording matches the recent revisions made to the *Business Corporations Act* by *Bill 53: Virtual Meetings Act*.
- ◆ 1(i). The definition of “Executive Director” has been modernized to reflect that the position is a Chief Executive Officer and not a Secretary Treasurer. This matches the language used in the *Business Corporations Act*.
- ◆ 1(j). The definition of “Member” was added to the definition section to reference that additional explanation of member classes is provided in the “Membership” section of the bylaw.
- ◆ 1(l). The definition of “Rural Municipality” has been added to in order to reference the Special Areas Act in addition to the *Municipal Government Act* (MGA) definition that is already referenced in order to be consistent. Special Areas are not defined in the MGA and can easily be confused with the term “Specialized Municipality”.

*Proposed Amendments:*

1. The following terms shall have the associated meanings set forth below:
  - (b) “Business Services” shall mean the delivery of business services and goods to Members through entities including, but not limited to, RMA Insurance and Canoe Procurement Group of Canada. ~~the Trade Division, Jubilee Insurance Agencies Ltd., and Prairie Fuel Advisors;~~
  - (h) “Electronic means”, in respect of attending or holding a meeting, means a method of electronic or telephonic communication that enables all persons attending the meeting to hear and communicate with each other instantaneously, including, without limitation, teleconferencing and computer network-based or internet-based communication platforms. “Electronic Means” in respect to providing notices to be given in writing shall include email, member bulletins, or other electronic means of transmitting written material that the members are advised in advance that this method will be used to transmit notices;
  - (i) “Executive Director” shall mean the chief staff officer hired by the Board to oversee the management and operations of the Association and who shall act as the ~~Secretary-Treasurer~~ Chief Executive Officer of the Association;
  - (j) “Member” shall mean a Full Member and an Associate Member further defined under Membership;

- (l) "Rural Municipality" shall mean a municipal district created pursuant to the Municipal Government Act, R.S.A. 2000, c. M-26, county, or special area ~~within the Province; and~~ defined pursuant to the Special Areas Act, R.S.A. 2000, c. S-16.

## Section B: Membership

*Purpose:* Upon reviewing the definition of members, the RMA Board of Directors identified the need for clarification, including:

- ♦ 2(a). Clarification that "Full Members have access to all the Association's services including Advocacy and Business Services" as that is not stated anywhere despite the fact that the bylaw states that limited services are available to Associate Members.
- ♦ 2(b) Clarification has been added to the definition of "Associate Members" stating that such members must be non-taxable, an important point for the RMA as a business entity with the Canadian Revenue Agency. The rest of the clause has been simplified to better define this group in more general terms plus the term "trading privileges" has been dropped reflecting that the association no longer has a Trade division.

*Proposed Amendments:*

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. Full Members have access to all the Association's services including Advocacy and Business Services. 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 non-taxable entities including, but not limited to, municipalities that are not Full Members; service, housing, or utility authorities, agencies, or commissions; school boards and educational institutions; public sector agencies and institutions; associations; and not for profit organizations and community groups, ~~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~~ access to the Association's Business Services. Associate Members are non-voting members and are not entitled to participate in a distribution of the assets of the Association.

## Section D: Convention (Meeting of the Members)

*Purpose:* A simple amendment to this section has been identified to clarify that the notice in writing that is required for convention may be provided by electronic means.

*Proposed Amendment:*

7. Conventions of the Association may be called at any time by the Executive Director upon the instructions of the Board by notice in writing, at least twenty-one (21) days prior to the date of such Convention. **Notice in writing may be provided by electronic means.** The accidental omission to give notice of a Convention, or the non-receipt of a notice by, any of the Full Members entitled to receive notice does not invalidate proceedings at the Convention. The Full Members of the Association may petition a Convention by submitting a petition signed by at least fifty (50%) plus one (1) of the Full Members in good standing, to the President of the Association, setting forth the reasons for calling such Convention. The Convention Chair shall then call the Convention to order at the hour, time, and place for which it is advertised. Included in each notice of the Convention shall be an agenda for the conduct of the Convention.

## Section E: Election of Directors and Officers

*Purpose:* This section reflects recommendations supported by the membership through the 2021 Board Governance Review. During that review, the membership supporting moving the RM of Wood Buffalo from District 4 to District 5. That change spurred the need to revisit the use of district names in the RMA bylaws, which may not accurately reflect the regions of the province the district covers. As such, clause 11 includes proposed amendments to identify each District by number only within the bylaw, while still enabling the RMA and each district to name their district outside of the formal bylaw.

Clause 12 includes three amendments:

- ◆ A statement has been added to clarify that the board has ability to put in place policies to implement its control and management of the association
- ◆ The minimum three-day time frame for board meeting notification has been eliminated. This is recommended to match the recent changes to the *Business Corporations Act* which was amended via *Bill 53: Virtual Meetings Act*.
- ◆ The clause has been amended to allow for an expanded option of hosting board meetings virtually by “electronic means” and allow for written notice of a board meeting by “electronic means” as earlier defined.

Clause 15 has been amended to put in place a term limit of six years for the President, to fulfil the member approved recommendation from the 2021 RMA Board Governance Review.

*Proposed Amendments:*

11. As necessary, at the Convention, there shall be elected a President or Vice President, and/or five (5) directors, one (1) representing each of the Districts identified below. ~~(the “District Directors”)~~. The officers and directors so elected shall form the Board, and shall serve until their successors are elected and installed.

Districts ~~Directors~~

- (a) District No. 1: ~~Foothills-Little Bow~~
  - (b) District No. 2: ~~Central~~
  - (c) District No. 3: ~~Pembina~~
  - (d) District No. 4: ~~Northern~~
  - (e) District No. 5: ~~Edmonton-East~~
12. The Board shall, subject to the bylaws or directions given it by majority vote at any Convention meeting properly called and constituted, have full control and management of the affairs of the Association **with authority to develop policies on governance and operations to exercise its control.** ~~and~~ Meetings of the Board shall be held as often as may be required, but at least three (3) times per year, and shall be called by the President. Meetings of the Board shall be called ~~on at least three (3) days~~ **by written notice provided to each Director and such written notice of meetings may be done by electronic means.** Attendance by the majority of the Board shall constitute a quorum. ~~A Director may participate in a meeting of Directors by means of a telephone or other communication facility that permits all persons present to hear each other.~~ **Meetings may be held in person and/or by electronic means.**
15. The Full Members shall elect, by nomination and a clear majority, a President for a term of two (2) years that alternates with the two (2) year term of the Vice President. This term shall commence at the conclusion of the Convention at which they are elected, and shall, unless sooner vacated, terminate at the conclusion of the fall Convention two (2) years hence. **The President position will have a term limit of six years or three two-year terms**

The proposed amendments will be presented and voted on by members during the annual general meeting at the RMA 2021 Fall Convention on Thursday, November 25, 2021.

For more information visit: [RMAAlberta.com](http://RMAAlberta.com)

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