



# Constitution

*Association of Management, Administrative and  
Professional Crown Employees of Ontario (AMAPCEO)*

*Incorporating all amendments adopted as of December 9, 2022.*

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## **PREAMBLE**

In adopting this Constitution, the members adopt the principles of free collective bargaining, and the fair and equitable representation of employees by AMAPCEO in the workplace. In carrying out these principles on a day-to-day basis, all members and officers should strive to act with integrity and respect for the human rights of others, and in accordance with democratic principles and due process.

## **NAME**

1. The name of the organization shall be the “Association of Management, Administrative and Professional Crown Employees of Ontario”, hereinafter referred to as “AMAPCEO”.

## **PURPOSE**

2. It shall be the purpose of AMAPCEO:
  - 2.1 To represent the interests of all employees in the bargaining units for which AMAPCEO has jurisdiction in all matters affecting the terms and conditions of employment of such employees, including, without limiting the generality of the foregoing, negotiating and administering collective agreements, and acting as the exclusive bargaining agent for employees in the existing bargaining unit and any future bargaining units (hereinafter referred to as the “bargaining unit” or “bargaining units”) which AMAPCEO is entitled to represent.
  - 2.2 To obtain and disseminate information with respect to the rights and interests of employees in the bargaining units on matters that affect employees’ terms and conditions of employment, and the relationship between employees and their employer.
  - 2.3 To promote the highest standards of public service for the people of Ontario.

3. AMAPCEO shall be operated without purpose of pecuniary gain to any of the members, and any surplus or accretions of AMAPCEO shall be used solely for the purpose of the organization and the promotion of its objectives.

## **HEAD OFFICE**

4. AMAPCEO's head office shall be located in the City of Toronto in the Province of Ontario.

## **MEMBERSHIP**

5. All employees in bargaining units represented by AMAPCEO are automatically eligible for membership in AMAPCEO and may apply for membership in accordance with section 6. Any other employee may apply for membership, and applications shall be considered and determined by the Board of Directors pursuant to section 6. Persons excluded from a bargaining unit represented by AMAPCEO by virtue of any statutory provision shall not be eligible for membership.
6. In order to become a member of AMAPCEO, those employees who are eligible as defined in section 5, above, must formally apply for membership by completing a membership form authorized by AMAPCEO's Board of Directors. Applications for membership shall be addressed to the Secretary and shall be decided by the Board of Directors. Any member may resign from membership in AMAPCEO by giving written notice to the Secretary, who shall so inform the Board of Directors at its next meeting. Such resignations shall become effective on the later of the date specified by the member or the date the Board accepts the resignation.
7. "Members in good standing" shall be those members of AMAPCEO who are paying dues in accordance with this Constitution, and who are not expelled or suspended from membership pursuant to section 10, below. For purposes of clarity, "members in good standing" shall include those members from whom dues ordinarily would be collected, but (a) who are on a leave of absence (including long-term disability leave) or a secondment recognized by AMAPCEO; and (b) whose employment has been terminated

by the employer, but whose grievance or other legal action against such termination has not yet been resolved in the view of AMAPCEO. "Members in good standing" shall include those former employees who have recall rights, for the duration of the period of recall rights, upon payment by such former employees of special membership dues to be determined from time to time by the Board of Directors. Any membership dues authorized for members with recall rights shall be reasonable and should be intended only as a means of recovering the direct costs of supporting their status as members.

8. Except as noted in section 9 and section 37(h), below, only a member in good standing shall have the right to:

- (a) Attend and participate, by moving and seconding motions, speaking and voting, in membership meetings of AMAPCEO, including those of a District or Community, except where required by statute;
- (b) Be informed by AMAPCEO of matters of concern to the membership;
- (c) Subject to section 10.2, review, on request, any official record or document of AMAPCEO;
- (d) Seek and hold office in AMAPCEO or a District or Community, subject to any eligibility criteria that may be specified in a by-law;
- (e) Vote on any matters except where required by statute;
- (f) Serve as a representative of AMAPCEO on any joint employer AMAPCEO committee as authorized by this Constitution, a by-law, a collective agreement, or any other agreement between the employer and AMAPCEO.

9.1

### **Retired Members**

Members in good standing who have resigned from a bargaining unit or retired from a bargaining unit may make a written application to the Secretary to become a "retired

member". The Board of Directors may, by by-law, authorize a membership form for, and specify a membership fee to be paid by, retired members. Any membership fee authorized for retired members shall be reasonable and should be intended only as a means of recovering the direct costs of supporting their status as retired members. A retired member who so advises the Chair shall have the right to:

- (a) Be notified of, attend and speak, without the right to move or second motions, be counted for purposes of quorum or vote, in AMAPCEO membership meetings, including those of the District or Community in which s/he was a member immediately prior to retirement or resignation;
- (b) Be informed by AMAPCEO of matters of concern to the membership.

The Board of Directors or the Delegates' Conference shall have the authority to establish committees consisting, in whole or in part, of retired members, for the purpose of advising AMAPCEO on any issue.

## 9.2 **Rights of Employees Acting From Outside the Bargaining Units**

Notwithstanding sections 5, 6, 7, and 8 (above), employees who hold an acting assignment or acting appointment in a bargaining unit represented by AMAPCEO and who hold a home position outside a bargaining unit represented by AMAPCEO are not eligible to be, and shall not be registered as, members in good standing. Such employees acting from outside an AMAPCEO bargaining unit shall be entitled to attend and speak at District or Community meetings and, on request, receive AMAPCEO communications that are routinely sent or available to members in good standing, but such acting employees are not entitled to move motions, vote on any matter, stand for or serve in any elective office within AMAPCEO, or be counted for purposes of quorum at any meeting. The Board of Directors may, by by-law, establish a special class of membership for such employees to specify the extent to which they may participate within AMAPCEO in a non-elective and non-voting capacity.

## 10.1 Member Conflict

It is recognized that conflict may arise between and among members in their capacity as MAPCEO members or activists (i.e. – conflict related to one's membership, participation, or activism in AMAPCEO). As such, a member complaint resolution process will be established through a By-law enacted by the Board of Directors, and ratified by the ADC Delegates, which provides the opportunity for the members to resolve their conflicts or differences with one another through informal, collaborative, cooperative means, with or without the assistance of the AMAPCEO Ombudsperson or a professional mediator.

#### Member Conduct and Discipline

All members and officers of the union:

- Shall have the right to full and equitable participation in AMAPCEO, without risk of harassment, discrimination, exclusion, or any other impediment to full democratic inclusion.
- Shall always act with honest, integrity, and respect for the human rights of others; and
- Shall not act in a manner that is contrary to stated purposes of AMAPCEO, or in a manner that is detrimental to the interests of the membership.

An AMAPCEO Activist Code of Conduct will be established through a by-law enacted by the Board of Directors, and ratified by the ADC Delegates, which will apply at all times to elected and appointed activists during their term of office/appointment. This by-law will also provide a process to determine if an activist has contravened the said Code of Conduct and the consequences for doing so.

A trial and discipline process shall be established through a by-law enacted by the Board of Directors, and ratified by the ADC Delegates, for members or activists alleged to have engaged in serious misconduct that is considered by the Board of Directors to be contrary to the stated purposes of AMAPCEO and/or detrimental to

the interests of AMAPCEO or its membership. Such a by-law shall provide for the following:

- A formal misconduct complaint review process to determine the seriousness of the alleged misconduct, and whether the member should proceed to a formal trial.
- The opportunity for the member to answer the misconduct allegations through a fair and transparent trial process held in-camera.
- The opportunity for the member concerned to address the Board of Directors before it renders a decision on the imposition of discipline.
- Any disciplinary imposition decision of the Board of Directors shall require at least a two-thirds vote.

10.2 The official records or documents to which members in good standing are granted right of access by paragraph 8(c) shall include, but not be limited to, reports, committee agendas and minutes, and financial statements, with restrictions that may be determined by the Board of Directors to protect the privacy of individuals and to maintain the confidentiality of labour negotiations. The Board may enact policies specifying appropriate timelines for the provision of information; establishing reasonable fees to defray the cost of searching for and copying requested documentation; and providing for an appeal process for disputes over access to officials records or documents.

## DISTRICTS

11. Upon admission to membership in AMAPCEO, a member will be registered by the Secretary in a District in which the member ordinarily works. A member will be registered in only one District at any time.

12. The purposes of Districts are:

- (a) To provide electoral constituencies through which members elect (i) Delegates to the Delegates' Conference and (ii) a Director to the Board of Directors.
- (b) To provide an opportunity to organize members in local geographic units through which to participate in the activities of AMAPCEO
- (c) To promote the purposes and objectives of AMAPCEO, in accordance with this Constitution and any by-laws and policies adopted by the Delegates and the Board of Directors.

13. Additional purposes, powers, and duties of Districts may be specified by the Delegates or the Board of Directors in a by-law.

14. The number, structure, and geographic boundaries of Districts are to be specified in a by-law. Any new by-law describing the number, structure, and geographic boundaries of Districts will incorporate the following minimum provisions:

- (a) The Board Director elected by and from each District shall serve as Chair of a District Executive Committee consisting of all of the elected Delegates in the District.
- (b) The Chair shall preside at meetings of the District Executive and at District membership meetings.
- (c) The District Executive Committee shall elect one of the Delegates to be the Vice-Chair, who shall preside at meetings in the absence of the Chair.
- (d) The District Executive Committee shall be authorized to appoint additional Executive Committee members as required by supplementing its membership to ensure broad representation of members from all parts of the District.
- (e) The District Executive Committee may elect additional officers and strike such subcommittees as required to carry out its work.
- (f) A quorum for the District Executive Committee shall be a majority of its members.

- (g) The District Executive Committee may regulate its activities by adopting policies as required, subject to approval by the Board of Directors.
- (h) The District Executive Committee shall hold general membership meetings, in multiple physical locations throughout the District if required, on a schedule to be determined by the District Executive Committee from time to time.
- (i) Each District Executive Committee is required to hold a minimum of four meetings a year.

15. Districts may be subdivided into Communities, if required, to address the physical distances among members and to ensure an equitable allocation of Delegates. Districts subdivided into Communities may allocate the election of the District's Delegates by Community. Communities may be established by by-law.

16. In the event that a conflict or inconsistency exists between any District policy and this Constitution and/or any by-laws, this Constitution and the By-laws shall take precedence and prevail.

17. In the case of ambiguity or lack of clarity with respect to a District policy, this Constitution and/or By-laws shall be used to assist in the interpretation of the District policy.

18. The Board of Directors shall resolve any conflicts, inconsistencies, ambiguity, or lack of clarity between District policies and this Constitution and/or By-laws, and the decision of the Board of Directors in this respect shall be final.

## **DELEGATES' CONFERENCE**

19. The supreme governing body of AMAPCEO shall be the Delegates' Conference (hereinafter referred to as "the Conference", "the Delegates", or "a meeting of the Delegates").

20. The Delegates' Conference shall consist of:

- (a) All members of the Board of Directors;
- (b) Additional Delegates elected for a two-year (2-year) term of office by members, typically in the spring, according to a process to be specified in a by-law, with each District or Community entitled to representation in accordance with a formula by which one Delegate is elected for any portion of the first fifty (50) members, and one Delegate is elected for every fifty (50) members thereafter until reaching a final portion of less than fifty (50) members, in which case the District or Community is entitled to a final Delegate when that final portion falls between twenty-five (25) and fifty (50). The following illustration is provided for purposes of clarity, using two (2) examples of a District or Community with, respectively, one hundred and fifty-three (153) members and one hundred and seventy-five (175) members:

**Example 1 – District or Community with 153 members:**

From 1 to 50 members:	1 Delegate
For the next 50 members (to 100):	1 Delegate
For the next 50 members (to 150):	1 Delegate
For the final 3 members (to 153):	0 Delegates, for a total of 3 Delegates

**Example 2 – District or Community with 175 members:**

From 1 to 50 members:	1 Delegate
For the next 50 members (to 100):	1 Delegate
For the next 50 members (to 150):	1 Delegate
For the final 25 members (to 175):	1 Delegate, for a total of 4 Delegates

- (c) Notwithstanding anything in Subsection (b) of Section 20, a District that includes Communities is entitled to the same number of Delegates as if it

were organized without Communities. Where this principle may lead to additional Delegates despite the final portion, as referred to in Section 20(b), in any particular Community in the District being less than 25, the additional Delegates shall be allocated to Communities in the District and voted upon according to a process to be specified in a by-law.

21. Delegates may resign from office upon giving written notice to the Secretary who shall so advise the relevant District Executive Committee.
22. Notwithstanding the provisions of section 20, above:
  - 22.1 The Board of Directors may appoint, for the duration of the next scheduled Delegates' Conference, up to a maximum of 10 per cent of the total number of elected Delegates to be 'Delegates-at-Large' if their participation in the Delegates' Conference is deemed to be desirable. Such Delegates-at-Large shall have the right to be notified of, attend and speak, without the right to move or second motions, be counted for purposes of quorum or vote, at a Delegates' Conference. Delegates-at-Large must be members in good standing.
  - 22.2 Any member of AMAPCEO may register for and attend as an observer at any meeting of the Delegates, upon payment of any registration fee specified by the Board of Directors. Any registration fee shall be levied only with the intention of recovering the direct cost of registration and attendance. For clarity, members attending a Delegates' Conference as observers shall not be entitled to speak at the meeting, except with the permission of the assembly on motion duly moved, seconded, and carried with a two-thirds (2/3) vote. Such a motion shall not be debatable.
  - 22.3 If a Delegate is unable to attend a Conference, an authorized "alternate Delegate" may attend, participate, and vote at a specific Conference in the Delegate's stead. The process for selecting Alternate Delegates shall be specified in a by-law.
  - 22.4 Additional Delegates to be elected for a two-year (2-year) term may be authorized by by-law to ensure the representation of members in specific bargaining units.

23. A Delegates' Conference shall be held at least once each year.
- 24.1 Each Delegate who is present at a Conference shall be entitled to one vote on each question. All questions will be decided by majority vote of those present and voting, unless specified otherwise in this Constitution, in *Robert's Rules of Order*, or in by-laws approved by the Delegates.
- 24.2 Voting for election of any position, including officers and members of the Board of Directors, shall be by secret ballot.
- 24.3 Except for the Annual Delegates' Conference (described in section 25.1, below), the Secretary shall provide each Delegate with at least two (2) weeks' written notice of the place, time, and date of each meeting of the Delegates. Such notice shall include reasonable information on the intended purpose of the meeting.
- 24.4 The Board of Directors shall be responsible for drafting an agenda for any meeting of the Delegates, although the first item of business for any Delegates' Conference shall be a request to approve the agenda. At the time of the approval of the agenda, changes in the order of business may be made, and items may be added to the agenda, by majority vote, subject to section 24.6, below.
- 24.5 Proposals on which Delegates will be asked to vote, other than amendments proposed during a meeting, shall (a) be framed in the form of an appropriate resolution; (b) be provided in written form by the Secretary to all Delegates at least two (2) weeks in advance of the date of the meeting; and (c) include a comment or a recommendation from the Board of Directors. The Board of Directors shall specify a reasonable deadline by which any proposed resolutions must be submitted to the Board for prior review and comment. The two-week (2-week) notice requirement for any resolution may be waived in special circumstances by a two-thirds (2/3) vote of Delegates present and voting at any conference.
- 24.6 A quorum for any meeting of the Delegates is one-third (1/3) of the total number of Delegates representing at least a majority of Districts.

24.7 A Delegates' Conference may be called by the Board of Directors at any time, but must be called by the Board of Directors if requested by at least fifty (50) Delegates.

24.8 The Delegates shall elect one or more of their number to chair meetings of the Delegates' Conference.

25. The Delegates' Conference shall have the following responsibilities and authority:

25.1 **Annual Delegates' Conference**

At least one meeting of the Delegates' Conference shall be held each year to be known as the "Annual Delegates' Conference" (ADC). The Secretary shall provide each Delegate with at least one month's written notice of the place, time, and date of the Annual Delegates' Conference. The following items of business shall be considered at the ADC (although additional items may also be considered):

- (a) Acceptance of audited financial statements and appointment of an auditor;
- (b) Approval of an annual budget, including approval of any change in the level of membership dues;
- (c) Election of AMAPCEO's Executive Officers, as specified elsewhere in this Constitution;
- (d) Annual reports of Executive Officers and committees.

25.2 **Constitutional Amendments**

- (a) This Constitution may only be amended by a two-thirds (2/3) vote of Delegates at any meeting of the Delegates' Conference, provided paragraph 25.2 (b), below, is complied with, and provided written notice of the full text of any proposed amendments is given by the Secretary to all Delegates

at least two (2) weeks prior to the first day of the Conference at which the amendments are to be considered.

- (b) The Board of Directors, individual Delegates, and District Executive Committees shall have the right to propose constitutional amendments, although all proposed amendments must be subject to review and comment by the Board of Directors before the Secretary provides notice to the Delegates. The Board of Directors shall specify a reasonable deadline, and so advise all Delegates, by which any proposed amendments must be submitted to the Board for prior review and comment. The Secretary shall include the Board's comments with the text of proposed amendments given to the Delegates.
- (c) A formal review of the entire Constitution, all By-laws, and the boundaries of Districts and Communities shall be scheduled in accordance with By-law 12 Constitutional Review Process.

#### **25.3      Collective Bargaining Priorities**

When practical, the Board of Directors shall share OPS and/or BPS bargaining unit information with the Delegates' Conference. In those instances where the timing of bargaining does not permit sharing of bargaining priorities with the Delegates, the Board's commitment shall be considered alternatively fulfilled at the point it formally presents tentative collective agreement details to the general membership of respective bargaining units for their ratification.

#### **25.4      General Policies and By-laws**

The Delegates' Conference may determine general policies and positions of AMAPCEO, and shall have the authority to adopt by-laws.

#### **25.5      Authority to Establish Committees**

The Delegates' Conference may, by resolution, establish any committee, consisting of only Delegates or of a combination of Delegates and non-Delegate members, including retired members, for the purpose of investigating or studying any matter.

- (a) Unless specified otherwise in this Constitution or in a by-law approved by the Delegates, or in the resolution establishing a committee, committees established by the Delegates shall (a) elect from among the committee membership a Chair, who shall be responsible for convening and presiding at meetings; (b) elect from among the committee membership a Secretary, who shall be responsible for recording the decisions of the committee and for keeping the Secretary informed of the outcome of all meetings of the committee; and (c) report back to the Delegates by filing a report with the Board of Directors, whose comments or recommendations shall accompany any committee report submitted to the Delegates.
- (b) Unless specified either in the resolution establishing the committee or as an approved item in the annual budget, a committee established by the Delegates shall be required to seek explicit approval from the Board of Directors before any major financial costs are incurred by the committee, including any leave and travel costs for the committee's members.

#### **25.6 Other Duties and Responsibilities of Delegates**

Either the Board of Directors or the Delegates may specify additional duties and responsibilities for Delegates, by by-law.

#### **25.7 Borrowing Authority**

The Delegates' Conference may vote to authorize AMAPCEO to borrow funds.

#### **25.8 Referendum Authority**

The Delegates' Conference may refer any question, including, notwithstanding Section 25.2 (a), above, an amendment to this Constitution, for advice or determination by the membership by referendum, conducted in a manner and at a time to be determined by either the Delegates or the Board of Directors. The term "referendum" as used in this section does not include any mandatory votes required by statute to be conducted among all employees in a bargaining unit.

If an amendment to the Constitution is referred for determination by the membership through a referendum, such an amendment shall be adopted if approved by a two-thirds vote of the members, provided that at least one-third of eligible voters representing at least a majority of Districts, vote in the referendum, and provided that the full text of any amendment, accompanied by any comments from the Board of Directors, have been circulated to the membership at least two weeks prior to the referendum date.

## **DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS**

### **26. President**

The President shall:

- a) Be the Chief Executive Officer and, as such, shall be responsible for carrying out AMAPCEO's mission;
- b) Be the Chair of the Executive Committee;
- c) In consultation with the Secretary, prepare meeting agendas of the Executive Committee and Board of Directors;
- d) Ensure that all policies and actions approved by the Delegates and the Board of Directors are properly implemented;
- e) Be an ex-officio member of all bargaining unit negotiations teams;

- f) Be AMAPCEO's chief spokesperson;
- g) Be a member of the senior management team that oversees the operations of AMAPCEO;
- h) Carry out other duties specified in the Board of Directors' Policy & Procedure Manual.

27. **Vice-President**

The Vice-President shall:

- a) In consultation with the President, share some of AMAPCEO's leadership responsibilities;
- b) Fulfill the duties of the President when that officer is temporarily absent or otherwise unable to perform the duties of the office;
- c) Assume the position of President if there is a vacancy in the position of President;
- d) Carry out duties specified in the Board of Directors' Policy & Procedure Manual.

28. **Secretary**

The Secretary shall:

- (a) Function as the governance Secretary of AMAPCEO and its various central governing bodies, including the Delegates' Conference, the Board of Directors, and the Executive Committee;
- b) Be responsible for ensuring that proper notice is given of meetings of the Delegates, the Board of Directors, and the Executive Committee; that

proper agendas and supporting documentation are prepared for these bodies; and that proper minutes are recorded and maintained for the meetings of these bodies;

- c) Be responsible for correspondence with the membership and for maintaining internal communication within AMAPCEO;
- d) Carry out duties specified in the Board of Directors' Policy & Procedure Manual.

29. **Treasurer**

The Treasurer shall:

- (a) Function as the Chief Financial Officer and, as such, shall be responsible for the care and custody of AMAPCEO's funds and other assets;
- b) Maintain full and accurate accounts of all financial transactions;
- c) Report to the Board of Directors on AMAPCEO's financial accounts, as required;
- d) Present a financial report at the Annual Delegates' Conference inclusive of an audited financial statement of AMAPCEO's accounts, a budget for the next fiscal year, and any consequential recommendations for changes in the membership fees (dues).
- e) Carry out duties specified in the Board of Directors' Policy & Procedure Manual.

30. **Chair of the Board of Directors**

The Chair of the Board of Directors shall:

- a) Be responsible for officiating the conduct of Board meetings in a fair and impartial fashion;

- b) Be responsible for ensuring the efficient completion of Board business through the use of consensus decision-making and formal voting; and by ensuring proper meeting etiquette through the application of *Robert's Rules of Order*, as required;
- c) Carry out duties specified in the Board of Director's Policy & Procedure Manual.

### 31. **Directors**

Directors on the Board of Directors shall:

- (a) Provide oversight and approval of policies, budgets, and plans;
- (b) Collectively, exercise the specific responsibilities and authority given to the Board of Directors in this Constitution and any by-laws;
- (c) Individually, assume specific leadership responsibilities or portfolios, as may be determined by the Board from time to time, including but not limited to: chairing the Board and Board committees; acting as a Board liaison or representative on other committees; leading a functional responsibility in AMAPCEO; representing AMAPCEO at events; and/or leading a special project.

### 32. **Time Commitment Required from Members of the Board of Directors**

- 32.1 The duties of President and Vice-President shall be conducted in a full-time manner, necessitating a full-time paid leave of absence from the incumbent's workplace for the duration of their term of office.
- 32.2 The duties of Secretary and Treasurer shall be conducted in a part-time manner, necessitating paid leaves of absence from the incumbent's workplace, on an as required basis, for the duration of their term of office.

- The Secretary and Treasurer shall be afforded up to 30 days of paid leave per annum for the purposes of conducting their duties, in addition to any leave requirements necessary to attend Board meetings and related events.

32.3 The duties of District Directors shall be conducted in a part-time manner, necessitating paid leaves of absence from the incumbent's workplace, on an as required basis, for the duration of their term of office.

- District Directors shall be afforded 10 days of paid leave per annum for Board-related activities such as preparation, committee work, education, or outreach events. This shall be in addition to any leave requirements necessary to attend Board meetings and related events.
- OPS-employed Directors shall also be afforded paid leave for the conduct of local district duties, as prescribed and paid for by the employer in the OPS collective agreement. BPS-employed Directors who do not have similar provisions in their collective agreement will be afforded additional paid leave by AMAPCEO, for the purpose of equitably conducting local District duties.

32.4 The President may recommend to the Board of Directors that other Executive Officers and District Directors be eligible for paid leave(s) for the purpose of conducting special projects or assignments deemed necessary to the mission of AMAPCEO by the Board of Directors.

32.5 The Board of Directors shall report all paid leaves for its members to the ADC annually. It shall also report the usage of employer paid leaves by District Directors required to conduct local district duties.

## **BOARD OF DIRECTORS**

33.1 The management of the affairs of AMAPCEO shall be vested in a Board of Directors, hereinafter referred to as the "Board".

33.2 The Board of Directors shall consist of the four Executive Officers (President, Vice-President, Secretary, and Treasurer) elected by and from the Delegates' Conference; and one Director elected by and from the members in each of a number of Districts. The election process for Executive Officers and Directors shall be specified elsewhere in this Constitution and by by-law.

34. The Board shall hold regular meetings at least 10 times each year.

35. Regular meetings of the Board shall be called by either the President or the Secretary by giving at least five days' notice of the date, time, and place of the meeting.

36. Special meetings of the Board may be called by either the President or the Secretary by any reasonable means and with as much notice to all members as possible under the circumstances. At the request of one-half of the members of the Board, the Secretary must call a special meeting of the Board.

37. The President shall convene and chair the first meeting of the Board held in the calendar year immediately following an Annual Delegates' Conference. The Board shall elect one of its members who is not an Executive Officer to chair meetings of the Board and shall determine the method of election, role, and responsibilities and term of office of the Board Chair. The Board may also, at its discretion, elect one or more of its members to serve as Board Vice-Chair.

38. In addition to other specific duties and powers assigned elsewhere in this Constitution, the Board shall:

(a) Prepare general policies and actions for consideration by the Delegates' Conference;

(b) Implement all policies and actions approved by the Delegates' Conference;

- (c) Have the authority to enter into contracts in the name of AMAPCEO in accordance with policies and practices approved by the Delegates' Conference;
- (d) Have the authority to retain consultants, agents, or employees at such remuneration as it deems appropriate from time to time;
- (e) Have the authority to specify, by resolution, limits on the authority of Executive Officers to spend funds;
- (f) Be responsible for interpreting this Constitution, its By-laws and any policies adopted by Districts;
- (g) Have the authority to review the actions of a District executive on the basis of a concern expressed in writing to Secretary by at least fifteen (15) per cent of the members in a District or twenty-five (25) members, whichever is the smaller number, and, if deemed necessary: (1) call a District or Community membership meeting to address members' concerns; and/or (2) appoint an interim District executive committee; and/or (3) order new District elections to be held;
- (h) Have the authority to permit persons appointed to positions named in section 38(d), above, to:
  - (1) attend and speak at, without the right to be counted for purposes of quorum, move or second motions or vote, at any AMAPCEO meetings, including those at a District or Community level, the Board of Directors, the Delegates' Conference, and any committees or subcommittees thereof;
  - (2) serve as AMAPCEO representatives on joint employer-AMAPCEO committees established under this Constitution, a

by-law, a collective agreement, or any other agreement between an employer and AMAPCEO; and

- (3) attend and represent, or act on behalf of, employees in a bargaining unit at hearings or other meetings called by grievance- or other dispute-resolution bodies, as the Board may deem appropriate.

(i) Have the authority:

- (1) to appoint members to serve on a Bargaining Team;
- (2) to specify the process, format, and frequency by which a Bargaining Team will report to the Board, the Delegates, and/or the membership before, during and after negotiations; and
- (3) to remove members of a Bargaining Team, in whole or in part, by simple majority vote of the Board members present and voting at any meeting.

(j) Have the authority to refer any question, including, notwithstanding Section 25.2 (a), above, an amendment to this Constitution, for advice or determination by the membership by referendum, conducted in a manner and at a time to be determined by the Board. The term "referendum" as used in this section does not include any mandatory votes required by statute to be conducted among all employees in a bargaining unit.

If an amendment to the Constitution is referred for determination by the membership through a referendum, such amendment shall be adopted if approved by a two-thirds (2/3) vote of members, provided that at least one-third of eligible voters representing at least a majority of Districts vote in the referendum; and provided that the full text of any amendment,

accompanied by any comments from the Board of Directors, have been circulated to the membership at least two (2) weeks prior to the referendum date.

- (k) Have the authority to adopt by-laws, and by-laws adopted by the Board of Directors shall be ratified by a majority of votes cast by the Delegates.
- 39. The Board of Directors may exercise all such powers not specifically required by this Constitution to be exercised by the Delegates' Conference. The Board is accountable for its actions to the Delegates' Conference.
- 40. The Board of Directors may delegate authority for specific matters to the Executive Committee, or to any Executive Officer, provided that any authority delegated to the Board by the Delegates' Conference is not further delegated without the prior permission of the Delegates' Conference.
- 41. The Board may establish committees of the Board from time to time to conduct its business more effectively.
- 42. The Board may, by resolution, approve rules of procedure to govern its operations.
- 43. A quorum for the conduct of business by the Board shall be a majority of the Board. Each member of the Board who is present and voting shall be entitled to one vote on each question.
- 44. No vote on the Board shall be conducted by secret ballot except for the election of the Board Chair.
- 45. Any meeting of the Board may be declared *in camera* by the Chair at the request of the Executive Committee or by majority vote.

## **EXECUTIVE COMMITTEE**

46. The Executive Committee of the Board shall consist of the President, Vice-President, Secretary, Treasurer, and the Chair of the Board of Directors.
47. Meetings of the Executive Committee shall be held at the call of the President or at the request of at least two (2) other members of the Committee. Reasonable notice shall be given by any reasonable means of the time, date, and place of any meeting of the Committee. The President shall chair the Committee, preside at all meetings and rule on any procedural questions. Each member of the Committee present shall be entitled to one vote on any question. A quorum for the Committee shall be three members.
48. The Committee may, by resolution adopted by majority vote, adopt rules of procedure to govern its meetings. Once adopted, any such rules shall be reported to the next meeting of the Board of Directors.
49. The Executive Committee shall be responsible for the day-to-day management of AMAPCEO's office in accordance with policies and practices approved by the Board or the Delegates. The Committee shall function as the Board's personnel committee. The Committee will have authority to approve expenditures in accordance with the general provisions of the approved budget of AMAPCEO. The Committee has the authority to appoint any member of the Board of Directors to certify a specific document.

## **ELECTIONS**

50. In order to be eligible to be elected and to serve as an Executive Officer, a Director, a Delegate, or a member of an ADC committee, a nominee must be a member in good standing. Additionally, to be eligible to be elected as a Delegate or Director, a nominee must hold a home position in the District to be represented.
51. An elections by-law shall be adopted to govern elections of Executive Officers, Directors, Delegates, and members of ADC committees. With regard to elections to the Board of Directors, the by-law shall incorporate the following provisions:

51.1 Executive Officers and Directors shall be elected for two-year (2-year) terms, which commence on the first day of January following their election, with the exception of those Officers and Directors elected in a by-election. Unless a by-election is required in order to fill a vacancy, the Executive Officers will normally be elected at the Annual Delegates' Conference, and the election for the other Directors will be normally be held in the fall. All members of the Board are to be elected by majority vote.

51.2 Terms on the Board will be staggered, with the President and the Treasurer elected in one year, and the Vice-President and the Secretary elected in the other year. One-half of the Directors will be elected in one year, with the remainder elected in the other year.

51.3 A second ballot (or "run-off" election) will be held between the two (2) candidates with the highest votes for each of the positions of President, Vice-President, Secretary, and Treasurer, if no one candidate obtains a majority of votes cast on a first ballot for each position.

51.4 The Delegates' Conference will elect an Elections and Credentials Committee to superintend the elections process for (a) Executive Officers, (b) Directors, (c) Delegates, and (d) members of ADC committees. The Chair of the Elections and Credentials Committee shall also function as the Chief Returning Officer, whose specific duties will be outlined in an elections by-law. No member of the Elections and Credentials Committee shall, while serving on the Committee, be a candidate for or serve as a member of the Board of Directors.

51.5 At least two (2) months before the ADC, the Elections and Credentials Committee shall:

- (a) Invite nominations, including self-nominations, from all members for the upcoming vacancies of Executive Officers and Directors on the Board of Directors;
- (b) Specify a closing date for nominations in advance of the ADC.

51.6 The Elections and Credentials Committee will ensure:

- (a) That all those nominated are willing to serve if elected to office;
- (b) That any complaints or disputes over Delegate credentials are investigated fairly and promptly. Any dispute over the right of any Delegate selected to participate at a conference shall be referred immediately to the Elections and Credentials Committee, whose decision on the matter shall be final.

51.7 Nominations received by the Committee shall not be confidential at any time, and any candidate shall be free to withdraw in favour of another.

51.8 The report from the Elections and Credentials Committee shall be included with the agenda of the ADC, and shall contain the names of all persons nominated and willing to serve, as well as a brief written statement and statement of views submitted by each candidate.

51.9 Nominations may not be made from the floor at the ADC, except where a vacancy in an Executive Officer or ADC committee position occurs after the close of nominations, but before the end of the conference and for which there were no nominations, or for which all nominees have withdrawn their nominations. Candidates nominated from the floor will be given the opportunity to make brief oral statements.

51.10 Voting shall be by secret ballot of Delegates present and voting at the ADC. Members of the Elections and Credentials Committee shall supervise the vote and shall count the ballots, assisted by additional Delegates as the Committee may see fit to appoint. No Delegate shall forfeit their vote by virtue of serving as the Chief Returning Officer, a member of the Elections and Credentials Committee, or in any other role associated with the conduct of an election.

51.11 The results of any secret ballot vote will be announced to the meeting by the Chair, including the number of votes received by each candidate or proposition, and the number of spoiled ballots.

## VACANCIES ON THE BOARD OF DIRECTORS

52. Detailed rules governing the filling of vacancies that occur on the Board are to be specified in an elections by-law, provided those rules incorporate the following basic provisions:

- (a) If a vacancy occurs in the position of the President, and if the Vice-President subsequently assumes the presidency as specified elsewhere in this Constitution, the position of Vice-President shall then be declared vacant.
- (b) If a vacancy occurs in the position of the President, and if the Vice-President does not assume the presidency, the position of President is to be filled in accordance with the procedures outlined in Section 52 (c), below.
- (c) Vacancies that occur in the positions of Vice-President, Secretary, or Treasurer (or in the position of President under the provisions of Section 52 (b), above) shall be filled temporarily by and from the Board of Directors for a period of up to 45 days, during which time the Elections and Credentials Committee shall call for nominations and conduct a by-election among the Delegates to complete the remainder of the term of office of the vacated position.
- (d) Notwithstanding Section 52 (c), vacancies that occur in positions covered by Section 52 (c) in the final six months of the original term of office will be filled temporarily by and from the Board without a requirement for a by-election among the Delegates. The position will then be filled according to its normal nomination cycle at the ADC.
- (e) If a vacancy occurs in a Director position, the Elections and Credentials Committee shall call for nominations and conduct a by-election within 45 days among the members of the affected District to complete the remainder of the term of office of the vacated position.
- (f) Notwithstanding Section 52 (e), if a vacancy occurs in a Director position in the final six months of the Director's term, the Vice-Chair of the District shall temporarily assume the position for the remainder of the term of office of the vacated position. If

there is a vacancy in the position of Vice-Chair of the affected District at the time a vacant Director position is to be temporarily filled, the vacant Director position shall be temporarily filled by one of the Delegates of the affected District through an election by that District's Delegates.

## TERMS OF OFFICE

53. All Executive Officers, Directors, and members of committees, including District executive committees, shall hold office for their designated term of office, unless such officers, Directors, and members of committees resign, cease to be eligible for membership, or are removed from office in accordance with this Constitution. A member shall not serve in more than one of the following positions at the same time: Delegate, Director, or Executive Officer. The four Executive Officers are prohibited from serving on a District Executive Committee while serving as an Executive Officer.
54. Any Executive Officer or Director may resign their position by providing written notification to the Secretary.
55. An Executive Officer shall cease to hold office if and when a resolution requesting removal of that person from office is approved by a two-thirds (2/3) vote of Delegates present and voting at a meeting of a Delegates' Conference, provided that at least two (2) weeks' notice of the resolution has been given to (a) the person who is proposed to be removed and (b) all Delegates (subject to the provisions of Section 24.5, above and provided that the person who is proposed to be removed has been invited to make a statement at the meeting).
56. Other officials (Director, Chair or member of a committee, Delegate, or member of a District executive committee) may be removed from office by a two-thirds (2/3) vote of the members present and voting at a meeting of the body authorized to appoint or elect the official, provided that at least two (2) weeks' notice of the resolution proposing the removal from office has been given to all members of the body, as well as to the person who is proposed to be removed, and provided that the person proposed to be removed has been invited to make a statement at the meeting.

## **VOTING MATTERS**

57.1 Unless otherwise indicated or required, all substantive questions (main motions and resolutions) to be decided by the Delegates' Conference, the Board of Directors, Districts, and committees require a majority vote among those members present (in person or by simultaneous remote access) and voting. Proxy voting is not permitted at any meeting. No chair of any committee, Board, or other body established under this Constitution or any of its by-laws shall have a second or "casting" vote in order to break a tie vote on any question. The chair of a meeting has the option of either voting at the same time other members vote or not voting. The chair of a meeting does not give up their right to vote on any question.

57.2 A member who makes a declaration of a real or potential conflict of interest shall not participate in any discussion or voting on the matter in which the member has declared a conflict. A notation of the conflict, along with a brief description of it, should appear in the Minutes of the meeting at which the conflict was declared. The members of the body to whom such a declaration is made are entitled to decide whether the individual making the declaration shall temporarily withdraw from the meeting during the discussion and voting on the matter in which the member has declared a conflict.

## **FINANCIAL MATTERS AND SIGNING AUTHORITY**

58. AMAPCEO's fiscal year shall span January 1 through December 31.

59. A qualified accountant to audit AMAPCEO's accounts shall be appointed by the Annual Delegates' Conference on the recommendation of the Board of Directors.

60. The ADC, in adopting the annual budget, may authorize funds to be allocated to Districts. In such an event, the Board of Directors will request and review proposed District budgets and, at the Board's discretion, will authorize the amount to be allocated to each District for the year covered by the budget. The Board will determine the

manner and timing of any payments to Districts and may, by resolution, require Districts to submit financial statements to the Board at such times and in such a manner as the Board determines appropriate.

61. An allocation may be withdrawn from a District by the Board at any time, with the District entitled to appeal to the Board for reconsideration of such a decision.
62. The compensation structure of members of the Board of Directors shall be set as outlined in By-law 11 – Board Compensation Process.
63. Members serving on AMAPCEO committees shall not receive remuneration for such service, but may receive reasonable reimbursement of expenses incurred while performing such duties, in accordance with AMAPCEO's expense reimbursement policy.
64. The four Executive Officers shall be the signing officers for contracts, documents, cheques, or other instruments made in the name of AMAPCEO. The Board shall have the authority to designate additional members of the Board or members of its senior management team as signing officers, as appropriate. The signatures of at least two (2) signing officers must appear on any document for that document to be binding on AMAPCEO, within the Board's Delegation of Authority Policy.

## **RULES OF ORDER**

- 65.1 AMAPCEO shall be governed in all procedural matters not contained in the Constitution and its By-laws by the most recent edition of *Robert's Rules of Order*.
- 65.2 Notwithstanding section 65.1, above, the motion in *Robert's Rules of Order* "to reconsider and enter upon the minutes" is not recognized and has no authority in any AMAPCEO meeting.

## **MISCELLANEOUS**

66. The Preamble to this constitution is intended as a general statement of principle and not as a contractual commitment amongst the members.