



**AMCTO**  
**THE MUNICIPAL EXPERTS**

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**Zone Terms of  
Reference**

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April 2010

## Terms of Reference for AMCTO Zones and Zone Executive

### INDEX

<b>Mandate of the AMCTO Zones</b>	<b>3</b>
<b>AMCTO Zones</b>	
Zone Structure	
a) Geographic	<b>4</b>
b) Other	<b>5</b>
Zone Meetings	
a) Meeting Frequency	<b>5</b>
b) Conflict with Board or Management Committee Meetings	<b>5</b>
Voting Procedures	
a) Eligibility to Vote	<b>6</b>
b) Method of Voting	<b>6</b>
c) Method of Voting – Election of Board Representative or Zone Executive	<b>6</b>
Financial Matters	
a) Generation of Funds for Zone Activities	<b>6</b>
b) Surplus Funds	<b>7</b>
c) Signing Authorities	<b>7</b>
d) Incurring Debt	<b>7</b>
e) Financial Reports	<b>8</b>
f) Financial Independence	<b>8</b>
g) Disposition of Funds Upon Dissolution	<b>8</b>
Adherence to AMCTO Constitution and By-laws	<b>8</b>
Policies and Procedures	<b>8</b>
<b>Board Representatives</b>	
Election of Board Representative	<b>9</b>
Role of the Board Representative	<b>9</b>
Term of Office	<b>9</b>
Loss of Eligibility	<b>10</b>

## Terms of Reference for AMCTO Zones and Zone Executive

Filling Vacancy	10
<b>Zone Executive</b>	
Composition	11
Exception re Secretary-Treasurer	11
Role of the Zone Executive Members	
a) Chairperson	11
b) Vice-Chairperson	12
c) Secretary-Treasurer	12
d) Past Chairperson	12
e) Director(s)	13
Nominating Committee	13
Eligibility	
a) Chairperson	13
b) Vice Chairperson, Secretary-Treasurer, Director	13
Election of Zone Executive	14
Term of Office	14
Term of Office Limits	14
Automatic Progression – Vice Chairperson	14
Loss of Eligibility	15
Filling Vacancy	15
Executive Meetings	15

## **Terms of Reference for AMCTO Zones and Zone Executive**

### **Mandate of the AMCTO Zones**

Within the overall AMCTO structure, the AMCTO Zones serve a significant role in the ongoing operation of the Association. The strength of AMCTO is derived from its members and it is through the ongoing cooperative relationship between the Association and the various AMCTO Zones, wherein each supports the other, that this strength can best be realized.

The mandate of the AMCTO Zones is as follows:

- To provide a forum for networking and the exchange of ideas among members who might not otherwise have the opportunity to meet;
- To provide training opportunities for Zone members that address needs and issues that are specific to the local Zone;
- To undertake outreach initiatives directed towards existing, new and potential members;
- To serve as a point of access and contact between the Association and the members with respect to legislative issues, member concerns and communications.

Keeping in mind the specific responsibilities set out above, the AMCTO Zones will work cooperatively with the Association to encourage member participation in, and usage of, the full range of Association services provided. This can be facilitated by:

- Providing advice and assistance to the Association with respect to the development and delivery of education and training opportunities on matters of interest to the Association members on a province-wide basis;
- Assisting in the promotion of the Certified Municipal Officer (CMO) accreditation program;
- Assisting in the promotion of the Association's education and professional development opportunities.

## Terms of Reference for AMCTO Zones and Zone Executive

### AMCTO Zones

#### 1. Structures for the Purpose of Delivering Zone Mandate

Recognizing that the Mandate of the AMCTO Zones cannot be delivered through one single structure, the services provided through the Zones will be delivered by a variety of structures, as set out below.

- a) For the purpose of determining representation on the AMCTO Board of Directors; facilitating outreach initiatives directed towards existing, new and potential members; and providing a point of access and contact between the Association and its members, every Association member will be automatically assigned to one of the following nine geographic Zones as follows:

Zone 1 - The Counties of Elgin, Essex, Lambton and Middlesex and the Municipality of Chatham-Kent;

Zone 2 - The Counties of Bruce, Dufferin, Grey, Huron, Perth, Simcoe and Wellington;

Zone 3 - The Counties of Brant, Haldimand, Norfolk and Oxford, the Regional Municipalities of Halton, Niagara and Waterloo, and the City of Hamilton;

Zone 4 – The City of Toronto and the Regional Municipalities of Durham, Peel and York;

Zone 5 - The Counties of Haliburton, Hastings, Lennox and Addington, Northumberland, Peterborough, and Prince Edward, the District Municipality of Muskoka and the City of Kawartha Lakes;

Zone 6 - The Counties of Frontenac, Lanark and Renfrew, the United Counties of Leeds and Grenville, Prescott and Russell, Stormont, Dundas and Glengarry, and the City of Ottawa;

Zone 7 - The Districts of Algoma, Manitoulin, Nipissing, Parry Sound and Sudbury and the City of Greater Sudbury;

Zone 8 - The Districts of Cochrane and Timiskaming, and;

## **Terms of Reference for AMCTO Zones and Zone Executive**

Zone 9 - The Districts of Kenora, Rainy River and Thunder Bay and areas lying outside the boundaries of the province of Ontario.

- b) To assist the Zones in fulfilling the purpose of providing a forum for networking and exchanging ideas among members and providing training on specific needs and issues, options will be provided for every Association member to also choose to enrol in one or more additional Association structures (or networks) which the Association proposes to establish. Structures (or networks) which members may self-select may focus on, for example, topics of specific interest to:
- Urban municipalities
  - Rural municipalities
  - Northern municipalities
  - Upper Tier and Single Tier municipalities
  - Specific areas of member responsibility (i.e. Clerk, Treasurers, Administrators, Managers, etc.)

## **2. Zone Meetings**

### **a) Meeting Frequency**

Each Zone shall hold a minimum of two (2) Zone Meetings per year, with at least one being held in the Spring and one in the Fall. The specific time, date and location for each meeting will be determined by the Zone Executive with input, as required, from the Zone membership.

### **b) Conflict with Board or Management Committee Meetings**

Zone Meeting dates under consideration must not conflict with scheduled meeting dates for the AMCTO Board of Directors and Management Committee. To ensure that the scheduling of Zone Meetings does not conflict with meetings of the Association's Board of Directors or Management Committee, the Executive of each Zone will be provided a list of the Board and Management Committee Meeting dates for the current year. The avoidance of conflicting meeting dates will ensure that the Board Representative, Association President (or an AMCTO Board member attending as the President's designate) and/or Association Staff are able to attend the Zone Meeting.

## **Terms of Reference for AMCTO Zones and Zone Executive**

### **3. Voting Procedures**

#### **a) Eligibility to Vote**

Individuals attending a Zone meeting, who are members whose annual Association membership dues for the current year have been paid in full at the time of the meeting, will be entitled to vote on business matters raised at the Zone meeting.

#### **b) Method of Voting**

Except as noted in Section 3(c) which follows, all voting will be conducted by the Zone Chairperson and will require a show of hands of those in attendance at the meeting. A motion placed before the members of the Zone for consideration will be carried by a simple majority of those in attendance, who are entitled to vote on the matter.

#### **c) Method of Voting – Election of Board Representative or Zone Executive**

Where the matter to be voted on pertains to the election of the Board Representative or a position on the Zone Executive and there is more than one candidate for the position under consideration, voting will be conducted by secret ballot. Any such secret balloting required will be administered by the Zone's Past Chairperson or, in the absence of the past Chairperson, by the AMCTO President (or an AMCTO Board member attending as the President's designate) or an AMCTO Staff member in attendance at the meeting. The candidate receiving the highest number of votes will be declared elected. In the event of a tie vote, the tie will be broken by lot with the first name drawn being declared elected.

### **4. Financial Matters**

#### **a) Generation of Funds for Zone Activities**

Each Zone will have the authority to raise funds for the purpose of financing costs related to the conduct of Zone meetings and general Zone operations, including incidental expenses incurred by the Zone Executive. Such funds may be raised through the charging of registration fees for attendance at the Zone meetings and related social events or through the soliciting of sponsorships from municipalities, businesses and other organizations. Other revenue-generating opportunities may also be implemented by the Zone.

## **Terms of Reference for AMCTO Zones and Zone Executive**

An annual written report will be provided to the AMCTO Board of Directors by the Zone Executive, which details the various initiatives undertaken by the Zone to generate funds for Zone activities. Highlights of this report will be presented to the AMCTO Board of Directors by the Zone Chair, or if they cannot attend by the Zone Board Representative or another designated member of the Zone Executive, at the November Board meeting.

### **b) Surplus Funds**

It is expected that surplus funds generated by the Zone will be used to further the general purposes of the Zone. In particular, Zones are encouraged to use such surplus funds to reduce the cost to individuals employed within the Zone for participation in AMCTO professional development and education events. Contributions towards the Association's Annual General Meeting and Professional Development Institute are also encouraged.

Each Zone Executive will prepare and submit an annual written report to the AMCTO Board of Directors which details the amount of surplus funds held by the Zone and describes the Zone's plans regarding the future use of these funds and the timeframes in which this usage will occur. Highlights of this report will be presented to the AMCTO Board of Directors by the Zone Chair, or if they cannot attend by the Zone Board Representative or another designated member of the Zone Executive, at the November Board meeting.

### **c) Signing Authorities**

All financial transactions initiated by the Zone will require the signature of the Zone Chairperson or Vice-Chairperson and the Secretary-Treasurer. In those Zones where separate individuals hold the position of Secretary and Treasurer, the signature of the Treasurer will be required.

### **d) Incurring Debt**

No Zone shall incur any debt for which Zone funds are not on hand and available.



## **Terms of Reference for AMCTO Zones and Zone Executive**

### **e) Financial Reports**

The Treasurer or Secretary-Treasurer of each Zone is responsible for all monies of the Zone and the keeping of appropriate accounting records. The Treasurer or Secretary-Treasurer is also required to submit a financial report for the approval of the Zone members at each Zone meeting. A copy of the financial report, approved by the membership, should be forwarded to the Association for information purposes.

### **f) Independence**

While inter-related and often working cooperatively, the AMCTO Zones and the broader AMCTO organization shall not directly incur any financial responsibility in the name of the other.

### **g) Disposition of Funds Upon Dissolution**

In the event that an AMCTO Zone becomes inactive and is dissolved, any surplus funds remaining after all outstanding financial obligations of the Zone have been settled will be forwarded to the AMCTO and will become part of the general revenues of the Association.

## **5. Adherence to AMCTO Constitution and By-laws**

It is the responsibility of the Zone Executive members to ensure that they are familiar with the terms and conditions set out in the Association's Constitution and By-laws and that all activities of the Zone adhere to these terms and conditions.

An updated copy of the Association's Constitution and By-laws will be provided to the Secretary-Treasurer of each Zone Executive following each Annual General Meeting of the Association.

## **6. Policies and Procedures**

Zones are encouraged to develop a Zone Policies and Procedures Manual which sets out the policies and procedures to be followed by the Zone, as agreed upon by the Zone members. Any such Policies and Procedures, in addition to complying with the Association's Constitution and By-laws, must be consistent with any Policies approved by the AMCTO Board of Directors and with the provisions of the Zone Terms of Reference, as approved by the Board of Directors.

## **Terms of Reference for AMCTO Zones and Zone Executive**

### **Board Representatives**

#### **7. Election of Board Representative**

Each Zone will elect a Board Representative who will serve on the AMCTO Board of Directors. To be eligible, an individual must:

- Be a Full Member in good standing with the Association, and;
- Must be employed by, or under contract directly or indirectly with, a municipal corporation or local board within the geographic boundaries of the Zone.

Elections for the Board Representative will be conducted at the Spring Meeting of the Zone, in accordance with the term of office provisions as set out in Section 9.

#### **8. Role of the Board Representative**

The role of the Board Representative is to:

- Serve as the primary liaison between the Zone and the Board of Directors;
- Ensure that the concerns and interests of the Zone members are represented at the meetings of the Board of Directors;
- Provide a verbal or written report of key Association activities at each meeting of the Zone;
- Serve as a member of the Zone Executive;
- Provide clarification and guidance to the Zone members and Zone Executive regarding the Association's Constitution and Policies;
- Participate on the Zone Nominating Committee, where the Zone has determined that such a Committee is required and, in the absence of the Past Chairperson, fulfill the Committee responsibilities of the Past Chairperson;
- Represent the Association, as requested, at special functions (retirements, etc.) for Zone members.

#### **9. Term of Office**

Subject to maintaining their eligibility to serve, a Board Representative will serve a two-year term of office. The two-year term of office for a Board Representative in an even-numbered Zone will expire in the odd-numbered years while the two-year term of office for a Board Representative in an odd-numbered Zone will expire in the even-numbered years.

## **Terms of Reference for AMCTO Zones and Zone Executive**

The Board Representative's term of office commences immediately following the conclusion of the Association's Annual General Meeting.

An incumbent Board Representative is eligible for re-election at the expiration of their term of office. To maximize the opportunity for Zone members to become involved in Association activities and to encourage appropriate succession planning, no individual may hold the position of Board Representative for more than four (4) consecutive two-year terms.

### **10. Loss of Eligibility**

A Board Representative who, due to a change in employment circumstances, no longer meets the criteria for Full membership or is no longer employed by a municipal corporation or local board within the geographic boundaries of the Zone will be ineligible to complete their term of office as the Board Representative and must notify the Association of their resignation as the Board Representative at the earliest opportunity. Upon receiving notification of the resignation, the AMCTO Executive Director will inform the Chair of the Zone Executive

### **11. Filling Vacancy**

- a) Where a Board Representative position becomes vacant through the resignation of an incumbent prior to January 31<sup>st</sup> in the second year of the Representative's term, the Zone shall be provided an opportunity to fill the vacancy through a by-election at a Zone meeting, which must be held prior to March 1<sup>st</sup> in the second year of the Representative's term. If the Zone chooses not to hold a by-election to elect a new Board Representative, the AMCTO Board of Directors shall appoint a qualified Full member to fill the vacancy until the next Annual General Meeting of the Association.
- b) Until such time as a by-election can be held to elect a new Board Representative, the Zone may request that the AMCTO Board of Directors appoint an elected member of the Zone Executive to fill the vacancy until the by-election is held.
- c) Where a vacancy occurs after January 31<sup>st</sup> in the second year of the Representative's term, the Board of Directors may deem that the vacancy not be filled until the next Annual General Meeting of the Association.

## **Terms of Reference for AMCTO Zones and Zone Executive**

### **Zone Executive**

#### **12. Composition**

Each Zone shall elect a Zone Executive that will, at a minimum, consist of the following positions:

- Chairperson
- Vice Chairperson
- Secretary-Treasurer

The Immediate Past Chairperson and the Board Representative will also be members of the Zone Executive by virtue of their positions.

At its discretion, a Zone may choose to elect additional Directors to serve on the Zone Executive to meet local needs.

The composition of the Zone Executive should include, where practical, representation from the following:

- Different geographic areas within the Zone;
- Various disciplines within the membership;
- Various types of municipalities within the Zone.

#### **13. Exception re Secretary-Treasurer**

At the option of each Zone, the position of Secretary-Treasurer may be split into the separate positions of Secretary and Treasurer.

#### **14. Role of the Zone Executive Members**

##### **a) Chairperson**

The role of the Chairperson is to:

- Preside over meetings of the Executive and over general Zone Meetings;
- Promote, lead and direct the resources of the Zone to attain the Mission, Vision and Goals of the Association as set out in Article II of the AMCTO Constitution;
- Assist the Board Representative in representing the Zone at meetings of the AMCTO Board of Directors to which they have been invited;
- Represent the Zone at special functions (retirements, etc.) for Zone members;

## **Terms of Reference for AMCTO Zones and Zone Executive**

- In the absence of the Board Representative, represent the Association, as requested, at special functions (retirements, etc.) for Zone members;
- Ensure that the Zone Executive is fulfilling its duties and responsibilities.

### **b) Vice-Chairperson**

The role of the Vice-Chairperson is to:

- Assist the Chairperson in the performance of their duties;
- Oversee and act as team leader for the planning and coordination of the Spring and Fall Zone meetings;
- Act in the absence of the Chairperson;

### **c) Secretary-Treasurer**

The role of the Secretary-Treasurer is to:

- Be responsible for all monies of the Zone, keeping of accounting records and the preparation of financial statements;
- Submit a financial report at each Zone Meeting;
- Prepare and distribute Minutes of the Zone Meeting;
- Prepare all required annual reports to the AMCTO Board of Directors
- Assist in the identification, establishment and communication of Zone Meeting dates;
- Prepare and distribute Zone Meeting agendas and related materials to the Zone membership and to the Association for inclusion on the Zone page of the AMCTO website;
- Maintain appropriate records management principles (including adherence to Association records retention schedules) with respect to Zone Executive materials and ensure that Zone Executive members have up-to-date copies of all required Zone and Association policies and procedures;
- Prepare and issue all correspondence arising out of Zone business;
- Submit copies of all reports, minutes and agendas and the results of the Zone Executive election to the AMCTO's Executive Director.

### **d) Past Chairperson**

The role of the Past Chairperson is to:

- Assist and advise the Chairperson on matters such as past practice and conformity with the Association's Constitution and Policies;
- Chair the Nominating Committee, where the Zone has determined that such a Committee is required;

## **Terms of Reference for AMCTO Zones and Zone Executive**

- Assist in welcoming first-time Zone Meeting attendees and ensuring that appropriate hospitality is extended.

### **e) Director(s)**

For those Zones that have chosen to elect additional Directors to serve on the Zone Executive to meet local needs, the role of the Director(s) is to:

- Assist the other members of the Zone Executive in the performance of their duties;
- Undertake other responsibilities as determined by the Zone Executive.

## **15. Nominating Committee**

To assist in the identification and recruitment of individuals to serve on the Zone Executive, each Zone may establish a Nominating Committee comprised of the Past Zone Chairperson and the Board Representative. The Past Zone Chairperson, or in their absence the Board Representative, will present a slate of members who have agreed to let their name stand for election at the Zone meeting and will seek additional nominations from the floor. Any subsequent election required will be conducted in accordance with the provisions of Section 3.

## **16. Eligibility**

### **a) Chairperson**

Individuals nominated for the position of Chairperson must meet the following requirements:

- Full member in good standing with the Association, and;
- Employed by, or under contract directly or indirectly with, a municipal corporation or local board within the geographic boundaries of the Zone.

Previous experience serving on the Zone Executive is preferred but not mandatory.

### **b) Vice-Chairperson, Secretary-Treasurer, Director**

Individuals nominated for the position of Vice Chairperson, Secretary-Treasurer or Director must meet the following requirements:

- Full or Associate member in good standing with the Association, and;

## **Terms of Reference for AMCTO Zones and Zone Executive**

- Employed by, or under contract directly or indirectly with, a municipal corporation, local board or organization directly involved with municipal government, located within the geographic boundaries of the Zone, or;
- If retired, residing within the geographic boundaries of the Zone.

### **17. Election of Zone Executive**

Elections for the Zone Executive will be conducted at the Spring Meeting of the Zone, in accordance with the term of office provisions as set out in Section 18.

### **18. Term of Office**

Subject to maintaining their eligibility to serve, members elected to the Zone Executive will serve a one-year term of office.

At its discretion, a Zone may choose to have one or more members elected to the Zone Executive serve a two-year term of office.

The Zone Executives' term of office commences immediately following the conclusion of the Association's Annual General Meeting.

### **19. Term of Office Limits**

All incumbent members of the Zone Executive are eligible for re-election at the expiration of their term of office. To maximize the opportunity for Zone members to become involved in Zone activities, no individual should hold the same office for more than six consecutive years.

### **20. Automatic Progression – Vice Chairperson**

A Zone may, if it so chooses, designate that the Vice-Chairperson will automatically assume the position of Chairperson upon the completion of their term as Vice-Chairperson. Under these circumstances, the individual elected as the Vice-Chairperson will not be required to be re-elected to the Zone Executive at the next Zone election.

Should a Zone choose to establish this automatic progression, the eligibility requirements for individuals nominated for the position of Vice-Chairperson will be

## **Terms of Reference for AMCTO Zones and Zone Executive**

identical to the eligibility requirements for the position of Chairperson as set out in Section 16(a).

### **21. Loss of Eligibility**

A member of the Zone Executive who, due to a change in employment or personal circumstances, no longer meets the eligibility criteria for their position as set out in Section 16 will be ineligible to complete their term of office and must notify the Zone Executive of their resignation as a member of the Executive at the earliest opportunity. Upon receiving notification of the resignation, the Zone Executive will inform the Association's Executive Director.

### **22. Filling Vacancy**

Where an elected position on the Zone Executive becomes vacant through the resignation of an incumbent the Zone shall fill the vacancy through a by-election at its next scheduled Zone meeting.

Where a vacancy occurs less than six months prior to the expiration of the term of office, the Zone Executive may deem that the vacancy not be filled until the next scheduled Zone election.

At their discretion, the Zone Executive may appoint an individual to fill the vacant position in an acting capacity until a by-election (or election) has been held. Individuals appointed must meet the eligibility requirements as set out in Section 16.

### **23. Executive Meetings**

The Zone Executive is expected to work as a team to coordinate the activities of the Zone. The Executive will, at a minimum, meet once in advance of each Zone Meeting to organize the content of the upcoming Zone Meeting. Such meetings may be held in whatever fashion is best suited to the needs and schedules of the members of the Zone Executive.