

# **SUMA Bylaws**

**Adopted February 5, 2019**

## **Definitions:**

“Association” or “SUMA” both referred to in these bylaws means the Saskatchewan Urban Municipalities Association, as incorporated in legislation.

“Board” or “SUMA Board” refers to the SUMA Board of Directors.

“Director” is a member of the Board, as appointed by a single-city region, or elected by a region, the membership, or the City Mayors’ Caucus.

“Restructured Municipality” means a municipality incorporated as a result of a restructuring application described in *The Municipalities Act*.

“Plurality” means number of votes cast for a candidate in a contest of more than two (2) candidates that is greater than the number cast for any other candidate, but not more than half the total votes cast.

“Voting Delegate” refers to an elected official from a member municipality in good standing, who has been issued voting rights as per section 96 of these bylaws.

## **I. Membership**

1. (1) Cities, towns, villages, resort villages, northern villages, and northern hamlets, restructured municipalities, regional municipalities, municipal districts or any other urban or northern municipality as defined by provincial legislation, are eligible for membership in the Association upon payment of the annual membership fees.

(2) Member municipalities may be represented by elected members of council at SUMA events. However, questions of quorum will be resolved based on the number of member municipalities represented.

2. The Board may establish formal relationships with other communities, associations and entities, and determine the fees, rights, privileges, and conditions of such arrangements, up to and including full membership privileges.

## **II. Membership Fees**

3. The Association membership year begins January 1 and ends December 31.

4. (1) Membership fees are assessed on an annual basis and are due no later than April 30 of the membership year.

(2) Notwithstanding section 4(1), in order to be considered a member in good standing for participation in voting at the Annual Convention, the previous year’s membership must have been paid. If a municipality was not a member in the previous year, the municipality will be required to pay the present year’s membership prior to the start of Convention in order to be granted voting privileges for any plenary sessions, or executive committee elections.

5. The structure of the SUMA membership fee shall be:

(a) a basic fee per municipality, plus

(b) a per capita levy.

6. The amount of the basic fee and the per capita levy shall be established annually by the Board of Directors.

7. The most recent Statistics Canada census information shall be used to identify municipal populations for calculation of the membership fee.

8. The Board may assess a special membership levy for any purpose the Board deems necessary by passage of a motion at the Annual General Meeting.
9. Passage of any motion assessing a special membership levy shall require the support of sixty (60) per cent of voting delegates in attendance at the Annual General Meeting.
10. Notice of motion to introduce a special membership levy shall be conveyed to SUMA members no less than thirty-five (35) calendar days prior to the first day of the Annual Convention.

### **III. Regions**

11. The province shall be divided into four (4) single-city regions, one (1) northern region, and seven (7) southern regions:
  - (a) Regina, Saskatoon, Moose Jaw and Prince Albert constitute each of the single-city regions;
  - (b) All Northern Municipalities, as defined in *The Northern Municipalities Act, 2010*, constitute one (1) northern region; and
  - (c) The remainder of the province is divided into seven (7) southern regions:
    - (i) Central;
    - (ii) East Central;
    - (iii) Northeast;
    - (iv) Northwest;
    - (v) Southeast;
    - (vi) Southwest; and
    - (vii) West Central.
12. (1) Southern region boundaries shall be set by the Board using three (3) basic criteria:
  - (a) each region should reflect, as much as possible, existing trading and/or service delivery areas;
  - (b) each region should be reasonably equal in population and balanced in number of members; and
  - (c) geographic barriers should be observed wherever possible.(2) The Board of Directors shall review southern region boundaries after the release of Statistics Canada Census 2021 information and every ten (10) years after to ensure boundaries continue to reflect the criteria listed in section 12(1).  
(3) Any changes made pursuant to section 12(2) will be implemented in the first regional election following the Census.

### **IV. Regional Directors – Single-City Regions**

13. In each single-city region, the city council shall appoint their regional director or directors and alternate in accordance with sections 14 and 15.
14. The single-city regions of Saskatoon and Regina shall each appoint two (2) regional directors to the Board.
15. The single-city regions of Prince Albert and Moose Jaw shall each appoint one (1) regional director to the Board.
16. In the event a single-city region director is:

- (a) incapacitated;
- (b) away on approved leave in accordance with these bylaws; or
- (c) otherwise unavailable to attend a Board meeting,

a designated elected official from the single-city region shall be entitled to attend a Board meeting to represent the city as a voting member of the Board.

## **V. Regional Directors and Alternates – Northern and Southern Regions**

17. Elected officials representing member municipalities in good standing in each northern and southern region shall elect one (1) regional director and one (1) regional alternate at the first regional meeting following each municipal general election.

18. (1) Regional elections shall be conducted according to the elections rules and procedures policy adopted by the Board.

(2) In the event of a tie vote between two (2) or more candidates, the process set out in section 50 shall be followed.

19. The regional director shall serve on the Board until the regional meeting following the next municipal general election unless they are disqualified or cease to hold office pursuant to section 36.

20. If a position of regional director for a northern or southern region becomes vacant, the regional alternate for that region shall assume the vacated position and serve out the term of office, unless they are disqualified or cease to hold office pursuant to section 36.

21. If a regional alternate position becomes vacant, it shall be filled in accordance with the elections rules and procedures policy, at the next scheduled regional meeting.

22. In the event a regional director is:

- (a) incapacitated;
- (b) away on approved leave in accordance with these bylaws; or
- (c) otherwise unavailable to attend a board meeting,

the regional alternate shall be entitled to attend a board meeting to represent the region, as a voting member of the Board.

## **VI. Regional Meetings**

23. (1) The Board and the regional director for the applicable region shall each have the authority to call a regional meeting.

(2) Each region shall hold a regional meeting at least once a year.

24. Quorum for regional meetings shall be representation from ten (10) member municipalities in the region.

25. Each elected official representing a member municipality in the region shall be eligible to cast one (1) vote on motions, resolutions or recommendations considered at the regional meeting.

26. (1) The Board may allocate a block of funds annually to each region to support meetings held within that region, for the benefit of members.

(2) Any funds allocated by the Board for support of regions shall be administered and distributed by SUMA as needed.

(3) Single-city regions shall receive no annual funding from the Board for regional meetings.

## **VII. Board of Directors**

27. The Board shall have the power and authority to put into effect and carry out all the powers conferred upon SUMA by legislation.

28. The Board's areas of responsibility include:

- (a) strategic orientation of SUMA;
- (b) oversight and disposition of SUMA's resources;
- (c) creating policies and advocating to advance the collective interests of the membership;
- (d) disposition of resolutions and recommendations from member municipalities;
- (e) recommending the selection of a financial auditor to the membership;
- (f) oversight of the chief executive officer, including hiring, performance management and termination; and
- (g) maintaining a collective perspective of regional and sectoral urban interests.

29. Additional responsibilities for the Board may be prescribed in a SUMA duties and responsibilities policy, as approved by the Board.

30. (1) The Board shall develop a four (4) year strategic plan and adopt it within three (3) regular board meetings following each convention where the SUMA executive is elected.

(2) The strategic plan will be reviewed at each regular board meeting, with an update on activities and progress.

31. The members of the Board shall consist of:

- (a) the President;
- (b) the Vice-President of Cities;
- (c) the Vice-President of Towns;
- (d) the Vice-President – Villages, Resort Villages, and Northern Municipalities;
- (e) two (2) regional directors appointed by the City of Saskatoon;
- (f) two (2) regional directors appointed by the City of Regina;
- (g) one (1) regional director appointed by the City of Moose Jaw;
- (h) one (1) regional director appointed by the City of Prince Albert;
- (i) eight (8) regional directors from the southern and northern regions;
- (j) the current President of the Urban Municipal Administrators Association of Saskatchewan, or their delegate, as a non-voting observer.

32. Additional responsibilities for members of the Board may be prescribed in a SUMA duties and responsibilities policy, as approved by the Board.

33. Any person who:

- (a) ceases to hold office as a member of council in a member municipality, or
- (b) is disqualified from holding office as a member of council in a member municipality in accordance with the applicable legislation in force and effect in the municipality in which the person is a council member,

is disqualified from being a member of the Board immediately upon the last day of holding office or date of disqualification.

34. At any point during their term on the Board or executive committee, members of the Board may apply for a temporary leave of absence, not to exceed ninety (90) days. Requests for such a leave must be made by the member of the Board in writing and submitted to the executive committee for approval. Such leave can be extended, subject to approval by the executive committee.

35. (1) Members of the Board and alternates who seek nomination as candidate for any federal or provincial elected position shall, following section 34, apply for a leave of absence effective the day the member submits their candidate nomination paperwork with a federal or provincial political party.

(2) If any member of the Board or alternate fails to comply with section 35(1), the Board may place the member on a leave of absence, in accordance with section 34.

(3) If a member of the Board or alternate:

(a) wins a party nomination for any federal or provincial elected position, or

(b) submits their candidate nomination paperwork with Elections Canada or any provincial elections office, their board position is vacant effectively immediately from the day the nomination is accepted or filed with the federal or provincial elections office.

(4) Should a member of the Board or alternate on a leave of absence in accordance with section 35(1) or 35(2) not win a party nomination they may return to their position on the Board, provided that their leave of absence has not expired, and their position has not been filled through a scheduled SUMA executive election or a regional election during their leave.

36. (1) A member of the Board ceases to hold office with the Board when they:

(a) Die or resign;

(b) Become disqualified pursuant to section 33;

(c) Are nominated as candidate in a federal or provincial election, in accordance with section 35(3).

(2) Upon a director ceasing to hold office, the president shall forthwith provide written notice to the respective city or regional alternate advising of the vacancy and request the position be filled in accordance with the bylaws.

## **VIII. Meetings of the Board**

37. The Board shall meet at the call of the president or upon written request of five (5) members of the Board.

38. (1) Quorum for a meeting of the Board shall be a majority of members of the Board.

(2) Members of the Board may attend board meetings in person, by telephone, or using other electronic means that allow for full participation in voting and discussion.

39. (1) The president shall be chair and preside when in attendance at a board meeting.

(2) Should the president not be in physical attendance at a board meeting, the president shall designate an interim chair from the Board members physically attending the meeting.

(3) Board meetings procedures will be in accordance with Kerr and King's *Procedures for Meetings and Organizations*.

40. Each member of the Board in attendance at a board meeting shall vote on every motion before the Board unless the member is required to abstain.

41. A tie vote on any motion of the Board of Directors shall be declared lost.

## **IX. Appointment of a Chief Electoral Officer**

42. (1) The Board shall appoint a chief electoral officer to administer the elections of the President, Vice-President of Towns, the Vice-President of Villages, Resort Villages, and Northern Municipalities, and southern and northern regional directors.

(2) The Board shall establish an election rules and procedures policy to govern elections of all director and executive committee positions, with the exception of the Vice-President of Cities, the Regina/Saskatoon executive member, and single-city region directors.

## **X. Executive Committee Elections**

43. The President, Vice-President of Towns, and the Vice-President of Villages, Resort Villages, and Northern Municipalities shall be elected for a four (4) year term at the first convention following province-wide municipal elections.

44. Each elected official representing a SUMA member municipality who is in attendance at the convention and who has registered as a convention delegate shall be eligible to cast one (1) ballot in the election of the President.

45. Each elected official representing a SUMA member town who is in attendance at convention, and who has registered as a convention delegate shall be eligible to cast one (1) ballot in the election of the Vice-President of Towns.

46. Each elected official representing a SUMA member village, resort village, or northern municipality who is in attendance at convention, and who has registered as a convention delegate shall be eligible to cast one (1) ballot in the election of the Vice-President of Villages, Resort Villages, and Northern Municipalities.

47. (1) Nominations must be received by the chief electoral officer no later than fifteen (15) days prior to the date set for the presidential or vice-presidential election.

(2) All nominations must be submitted in writing and signed by the candidate and at least two (2) other elected officials of any SUMA member from the appropriate sector.

48. If there are no candidates nominated for any election, nominations for the position will be accepted from the convention floor, provided that the nominee meets the eligibility criteria.

49. All elections will be conducted by secret ballot, with the candidate receiving a plurality of votes being declared the winner by the chief electoral officer.

50. (1) In the event of a tie vote between two (2) or more candidates with the largest number of votes, the chief electoral officer shall:

- (a) write the names of those candidates separately on blank sheets of paper of equal size, colour and texture;
- (b) fold the sheets in a uniform manner so the names are concealed;
- (c) deposit them in a receptacle; and
- (d) direct a person to withdraw one (1) of the sheets.

(2) The candidate whose name is on the sheet withdrawn pursuant to Article 50(1) shall be declared elected.

51. If a regional director from outside a single-city region is elected to any executive committee position, their regional seat will be considered vacant, and shall be filled by the regional alternate.

## **XI. City Mayors' Caucus**

52. (1) Mayors of cities that are member municipalities are automatically members of the City Mayors' Caucus.

(2) The City Mayors' Caucus is a standing committee of SUMA.

53. (1) Mayors sitting on the City Mayors' Caucus shall be accountable to their respective municipal council.

(2) The City Mayors' Caucus shall also report on a regular basis to SUMA's executive committee and the Board.

(3) The City Mayors' Caucus and SUMA may work jointly on projects and activities.

54. (1) The City Mayors' Caucus shall elect a chair and vice-chair at their first meeting after a general municipal election.

(2) The chair and vice-chair shall serve a two (2) year term, unless they:

(a) Die or resign;

(b) Become disqualified pursuant to section 33;

(c) Are nominated as candidate in a federal or provincial election, in accordance with section 35(3).

(3) Should the chair be vacated, the vice-chair shall become chairperson until the next regularly scheduled election.

(4) Elections for chair and responsibilities shall be prescribed by the Board in a City Mayors' Caucus policy.

55. (1) The Vice-President of Cities shall be the chair elected by the City Mayors' Caucus.

(2) Their term shall be served concurrently with their election as chair of the City Mayors' Caucus.

(3) If a southern director wins election as chair of the City Mayors' Caucus, their position as director shall immediately be declared vacant from the day of election as chair of the City Mayors' Caucus.

(4) If a single-city director wins election as chair of the City Mayors' Caucus, their position as director shall not be declared vacant.

## **XII. Executive Committee**

56. The executive committee of the Board shall consist of:

(a) the President;

(b) the Vice-President of Cities;

(c) the Vice-President of Towns;

(d) the Vice-President of Villages, Resort Villages, and Northern Municipalities; and

(e) a Regina or Saskatoon representative from the Board, should it be required, pursuant to section 57(1).

57. (1) In the event that a delegate from Saskatoon or Regina is not president or vice-president cities, then one (1) of the Regina or Saskatoon representatives already serving on the Board will be appointed by their city to serve as a member of the executive committee.

(2) The Regina or Saskatoon executive committee position, when required under section 57(1), shall alternate between Regina and Saskatoon every two (2) years, beginning with Regina in February 2019.

58. The executive committee shall undertake such things as directed by the Board and advise the Board on matters referred to the executive committee.

59. The executive committee's main responsibilities are to:

- (a) oversee the execution of the Board's directives and decisions;
- (b) monitor the financial status of SUMA, including budget, expenditures and fiscal reserves;
- (c) oversee the chief executive officer's annual work plan and ongoing performance;
- (d) provide guidance to the chief executive officer on internal and administrative matters, including human resources, financial management, public policy development, member services and corporate programs; and
- (e) deal with pressing policy issues that are not sufficiently urgent to call a full Board meeting but cannot wait until the next regular Board meeting.

60. The executive committee shall direct the operations of SUMA and report to the Board as per guidelines established by the Board and fulfil any other responsibilities that may be prescribed in the SUMA duties and responsibilities policy, as approved by the Board.

### **XIII. Executive Committee Meetings**

61. The executive committee shall meet at the call of the president or upon written request of two (2) other executive committee members.

62. (1) Quorum for executive committee meetings shall be a majority of the executive committee members.

(2) Executive committee members may attend meetings and be included in quorum in person, by telephone, or using other electronic means that allow for full participation in voting and discussion.

63. (1) The president shall be chair and preside when in attendance at an Executive meeting.

(2) Should the president not physically be in attendance at an Executive meeting, the president can appoint an interim chair from the Executive members physically attending the meeting.

(3) Executive committee meeting procedures will be in accordance with Kerr and King's *Procedures for Meetings and Organizations*.

64. All members of the executive committee in attendance at executive committee meetings shall vote on all motions, recommendations, resolutions and all other committee decisions unless the member is required to abstain.

65. A tie vote of the executive committee on any motion shall be declared lost.

### **XIV. Vacancy at the Position of President**

66. If the position of president becomes vacant prior to the end of their term, the Board shall hold a special meeting within two (2) weeks of the occurrence of the vacancy to elect an interim president.

67. The election of the interim president shall be carried out by secret ballot, either physically or through electronic means, with the SUMA chief executive officer or other designated SUMA staff member acting as the chief electoral officer.

68. Only members of the Board shall be eligible to stand for election as interim president, or to vote for an interim president.

69. The candidate who wins a plurality of votes shall be declared the winner. In the event of a tie vote, the tie-deciding process from section 50 shall be followed.

70. (1) The interim president shall serve until the next Annual Convention, at which time a new president shall be elected.



(2) Upon being elected interim president, a regional director's position may be temporary filled by a new appointee, in the case of a single-city region, or by a regional alternate for all other regions.

(3) Should a member of the executive committee be elected interim president, they shall continue to fulfil their executive duties in addition to their new presidential duties.

#### **XV. Vacancy at the Position of Sector Vice-President**

71. If the position of vice-president of cities is declared vacant, it shall be filled according to section 54(3). For any other vacancy of a sector vice-president that occurs ninety (90) days or more before the first day of the next convention, the Board shall hold a special meeting within two (2) weeks of the occurrence of the vacancy to fill the position.

72. (1) The Board shall appoint an interim sector vice-president from within the membership of the current board, if there is at least one (1) Board member from the appropriate sector who is willing to serve in the interim position.

(2) Should more than one (1) Board member from the appropriate sector desire to fill the interim position, an election will be carried out by secret ballot.

73. The candidate who wins a plurality of votes shall be declared the winner. In the event of a tie vote, the tie-deciding process outlined in section 50 shall be followed.

74. If no Board member from the appropriate sector is available and willing to serve as interim sector vice-president, the board shall appoint an interim sector vice-president from outside the membership of the current board, but from within the appropriate sector, and from a SUMA member in good standing.

75. If the vacancy occurs less than ninety (90) days from the first day of the next SUMA Annual Convention, the Board may:

(a) fill the vacant executive committee position, following the same procedures set out for a period of greater than ninety (90) days remaining; or

(b) leave the executive committee position vacant until the next SUMA annual convention.

76. (1) The interim vice-president shall serve until the next convention, at which time a new vice-president shall be elected.

(2) Upon being elected interim vice-president, the regional director's position shall be temporarily filled by the regional alternate, until the next convention.

#### **XVI. Standing Committees of the Board – Resolutions**

77. In addition to standing committees established under these bylaws, the Board of Directors shall have the power to establish ad hoc committees and task forces for the purposes of pursuing the objectives of the Association. Such committees shall be established by resolution of the Board, defining the mandate and membership of these committees.

78. There shall be a resolutions committee appointed by the Board consisting of Board members only.

79. Resolution committee appointments shall be made for a one (1) year term.

80. The Board may appoint any personnel it deems necessary to advise the resolutions committee.

81. The resolutions committee shall:

(a) review all resolutions and report on them as it deems necessary; and

(b) develop resolutions procedures for approval by the Board, which facilitate the timely and effective disposition of resolutions at the Annual Convention and throughout the year.

82. Resolutions for consideration by the Board, the executive committee, or members at the Annual Convention may be submitted by:

- (a) SUMA member councils in good standing with evidence of endorsement by way of a council motion; or
- (b) any meeting of SUMA members held within the framework of the Association, including regional meetings, sector meetings, and City Mayors' Caucus meetings, with evidence of endorsement by way of a motion approved by members attending the meeting.

83. Resolutions will not be accepted from third party individuals or organizations unless endorsed by a member council.

84. Resolutions submitted by members and through member meetings must meet the following criteria:

- (a) be consistent with SUMA's goals, aims and objectives;
- (b) be relevant to current or future urban issues; and
- (c) not be of a purely local nature.

85. The Board may place resolutions before SUMA members for consideration at the Annual Convention.

86. The Board shall adopt a resolutions policy to guide the development, submission, presentation, and actioning of SUMA resolutions.

#### **XVII. Standing Committee of the Board – Convention Planning**

87. There shall be a convention planning committee appointed by the Board, consisting only of Board members.

88. Convention planning committee appointments shall be made for a one (1) year term.

89. The Board may appoint any personnel it deems necessary to advise the convention planning committee.

90. The convention planning committee shall:

- (a) plan and deliver an annual convention of the Association; and
- (b) develop and submit a budget for the Annual Convention to the Board for approval.

#### **XVIII. Standing Committee of the Board – Bylaw and Governance**

91. There shall be a bylaw and governance committee appointed by the Board consisting of Board members only.

92. Committee appointments shall be made for a one (1) year term.

93. The Board may appoint any personnel it deems necessary to advise the bylaw and governance committee.

94. The bylaw and governance committee shall:

- (a) meet at least once per year to review the purpose, organization, and effectiveness of the bylaws of the Association;
- (b) report annually to the Board; and
- (c) report to SUMA's Annual General Meeting.

**XIX. Annual Convention**

95. The Annual Convention of SUMA shall be held annually at such time and place as decided by the Board.

96. Voting delegates at the Annual Convention shall be elected officials representing SUMA member municipalities in good standing, who are authorized to serve as voting delegates by resolution of their respective councils, and who are registered for Convention, up to the following maximums:

Municipal Population	Maximum Number of Voting Delegates
1 -500	1
501 - 2,000	2
2,001 - 5,000	4
5,001 - 10,000	6
10,001 - 50,000	7
50,001 - 100,000	10
Greater than 100,000	11

97. Only voting delegates shall be allowed to vote on motions and resolutions in plenary sessions of the Annual Convention.

**XX. Voting Procedures at the Annual Convention**

98. Voting on motions in plenary sessions by voting delegates shall be by a show of voting credentials.

99. Quorum for plenary sessions shall be fifty (50) voting delegates.

100. A motion shall be decided by ballot upon request from the floor by twenty-five (25) or more voting delegates, to be made prior to a call for vote.

101. In all ballot votes on motions during a plenary session, each of the ballots cast by voting delegates from Regina and Saskatoon will be counted as seven (7) votes.

102. The convention session chairperson shall name such scrutineers as deemed necessary to collect and count ballots cast in a ballot vote on a motion during plenary sessions.

103. Additional voting procedures shall be developed by the Board as required and shall be valid for application at the convention.

**XXI. SUMA Annual General Meeting**

104. There shall be an Annual General Meeting of SUMA.

105. SUMA’s audited annual financial statements shall be presented with a motion to be received at the Annual General Meeting.

106. Only voting delegates in attendance shall be allowed to vote on motions and resolutions at the Annual General Meeting.

107. Quorum for the Annual General Meeting shall be voting delegates representing 50 SUMA member municipalities in good standing.

## **XXII. Amendment of the Bylaws of the Association**

108. (1) SUMA member municipalities in good standing may submit motions containing proposed changes to the Association bylaws to the Board at any time.

(2) Submissions received prior to October 1 of each year will be considered for the following Annual Convention. Any submissions received after that date will be held over for consideration the following year.

109. Motions from SUMA member municipalities containing proposed changes to SUMA bylaws require evidence of council endorsement by way of a council motion.

110. Notice of a motion containing any proposed change to the Association bylaws shall be conveyed by the Association to all SUMA member municipalities no later than thirty-five (35) calendar days prior to the first day of the Annual Convention.

111. Motions proposing changes to SUMA bylaws that meet the requirements of sections 108 to 110 shall be considered during the Annual General Meeting.

112. Motions proposing a change in SUMA bylaws shall require sixty (60) percent of votes cast for passage.

## **XXIII. Chief Executive Officer**

113. The Board shall appoint a chief executive officer to serve at the pleasure of the Board.

114. The chief executive officer shall serve as the secretary to the Board.

115. The chief executive officer shall appoint all employees of SUMA.

116. The chief executive officer shall be responsible for the competent performance of all employees, and the prudent financial management of the association.

117. Other duties of the chief executive officer may be prescribed by the Board in a roles and responsibilities policy.

## **XXIV. Appointment of Auditor**

118. The Board shall present a motion at every Annual General Meeting appointing an auditor.

119. Upon approval of the motion by the Annual General Meeting, the auditor named in the motion shall be contracted to issue an opinion on the Association's financial statements.

## **XXV. Execution of Documents**

120. When carrying out the powers conferred upon SUMA by the Act of Incorporation, documents shall be executed by such officers of SUMA as may, from time to time, be decided by the Board.

## **XXVI. Meeting Procedures**

121. (1) Except as otherwise provided in these bylaws, the rules of procedure to be followed at meetings of the Board, executive committee, the Annual Convention, and the Annual General Meeting shall be in accordance with Kerr and King's *Procedures for Meetings and Organizations*.

(2) In addition, the Board may adopt procedures to facilitate and regulate the process by which binding electronic consultations and electronic votes may be held. Similar procedures may be adopted by the Board to facilitate the deliberations and decision-making process of the executive committee.

## **XXVIII. Effective Date of Bylaws**

122. These bylaws shall take effect on February 5, 2019, and all bylaws prior to that date shall be repealed.