

Proposed SUMA Bylaws

Definitions:

"Annual Convention" means SUMA's Convention which is held on an annual basis.

"SUMA" means the Saskatchewan Urban Municipalities Association, as incorporated in legislation, and as referred to in these bylaws.

"Board" means the SUMA Board of Directors as appointed by this Bylaw.

"Census" means the population data provided by Statistics Canada.

"Director" means a member of a sector caucus, elected by the caucus to serve as chair or vice-chair of the caucus and as a director of the SUMA Board of Directors.

"Eligible representative" means elected members of council from a municipality which is a member of SUMA in good standing.

"Municipal districts" means those entities established under *The Municipalities Act* from the application to the Province of at least one rural municipality and at least one urban municipality.

"Northern Saskatchewan Administration District" means the area established under *The Northern Municipalities Act*.

"President" means the leader and chair of the Board of Directors.

"Regional meeting" means those meetings held annually by SUMA which visit each of the separate seven regions and excluding the northern region.

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

"Voting Delegate" means an elected official from a member municipality in good standing, who has been issued voting rights as per article 60 of these bylaws.

I. Membership

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

(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. SUMA's 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 each applicable membership year.

(2) Notwithstanding article 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 fees must have been paid in full. 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 elections.

5. The structure of the SUMA annual 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.

7. Notwithstanding article 5, the Board retains the sole discretion and ability to determine membership fees for municipalities.

8. The most recent Statistics Canada census information shall be used to identify municipal populations for calculation of the per capita portion of the annual membership fee.

9. The Board may assess a special membership levy against the members for any purpose the Board deems necessary by passage of a motion at the Annual General Meeting.

10. 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.

11. 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. Caucuses

12. Five (5) separate caucuses serve the interests of SUMA's membership, comprised of eligible representatives elected or appointed, as specified in the respective Terms of Reference. The caucuses may be established and modified by the Board, in its discretion, and at the time of passage of these Bylaws, shall be:

(a) Cities Caucus;

(b) Towns Caucus;

(c) Villages and Resort Villages Caucus;

(d) Northern Caucus; and

(e) City Mayors Caucus.

13. Cities Caucus, Towns Caucus, Villages and Resort Villages Caucus, and Northern Caucus members may serve for a period of four (4) years, followed by the option to seek re-election from the respective Caucus for another period of four (4) years.

14. Each elected official representing a village/resort village, town, and northern member shall be eligible to cast one (1) vote on a representative to the respective sector caucus at the applicable regional meeting.

IV. Caucus Directors

15. The members of each respective caucus will elect or appoint members from the caucus to SUMA's Board:

- (a) city – voting - director (one)
- (b) town – voting - director (one)
- (c) village and resort village – voting - director (one)
- (d) northern – voting – director (one)
- (e) City Mayors Caucus – ex officio (non-voting) – director (one)

V. Caucus Meetings

16. (1) The caucuses shall meet quarterly. The sector Chair may call a special meeting of the caucus to discuss emerging issues and shall call a special meeting upon receipt of a request to do so from a majority of members of the caucus.

(2) The caucuses shall not convene without the prior notification of SUMA's President and SUMA's Chief Executive Officer.

VI. Regions

17. The Province shall be divided into one (1) northern region, and seven (7) southern regions, as follows:

- (i) Central;
- (ii) East Central;
- (iii) Northeast;
- (iv) Northwest;
- (v) Southeast;
- (vi) Southwest; and
- (vii) West Central.

18. (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 shall review southern region boundaries every ten (10) years based on an even distribution of actual classifications of municipalities, that is the classification they are incorporated as, to ensure boundaries continue to reflect the criteria listed in article 18(1).

(3) Any changes made pursuant to article 18(2) will be implemented in the first regional election following the Census.

19. (1) The Board shall have the authority to call a regional meeting for the purpose of bringing members from each sector together to discuss regional topics relevant to the sectors as a whole.

(2) A meeting shall be held in each region at least once a year, except for 2024 in the case where regional directors will serve until the implementation of the Bylaws in 2025.

VII. Board of Directors

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

21. The Board's areas of responsibility include:

- (a) approving and applying a policy-based governance structure that includes the setting of strategic priorities;
- (b) establishing and structuring committees of the Board to assist with the proper and good governance and operation of SUMA;
- (c) oversight and disposition of SUMA's resources;
- (c) approving policies and advocating to advance the collective interests of the entire membership;
- (d) disposition of cross-caucus resolutions and recommendations from member municipalities and caucuses;
- (e) recommending the selection of a financial auditor to the membership; and
- (f) oversight of the chief executive officer, including hiring, performance management, and termination.

22.(1) The members of the Board shall consist of:

- (a) one (1) representative from the cities caucus (voting);
- (b) one (1) representative from the towns caucus (voting);
- (c) one (1) representative from the villages and resort villages caucus (voting);
- (d) one (1) representative from the northern caucus (voting);
- (e) one (1) representative from Saskatoon (voting);
- (f) one (1) representative from Regina (voting);
- (g) one (1) president (voting);
- (h) one (1) ex-officio board member from the Urban Municipal Administrators Association of Saskatchewan (UMAAS) (non-voting); and
- (i) one (1) ex-officio board member from the City Mayors Caucus (non-voting).

(2) Every member of the Board, in exercising their powers and discharging their duties, shall:

- (a) Act honestly and in good faith with a view to the best interests of SUMA;
- (b) Exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances; and

(c) Comply with these Bylaws and any policies adopted by the Board.

23. In-camera discussions may cover any content the Board decides and may be called for any reason.

24. (1) In-camera discussions include voting members of the Board, the chief executive officer, and the executive assistant.

(2) Pursuant to 24(1), non-voting members of the Board, other SUMA administration, or external consultants may be invited to attend in-camera discussions.

(3) Notwithstanding 24(1), the chief executive officer may be excluded from in-camera discussions where the topic is evaluation of the chief executive officer.

25. Any Board member, other than the members of the Board from UMAAS, shall be disqualified from being a member of the Board and Caucus immediately upon the last day of holding office or date of disqualification, if they:

(a) cease to hold office as a member of council in a member municipality; or

(b) are 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.

26. At any point during their term on the Board or any Caucus, members of the Board or representatives of the Caucus may apply for a temporary leave of absence, not to exceed ninety (90) days. Requests for such a leave shall be made by the member of the Board or representative of the caucus in writing and submitted to the Board (through the chief executive officer) for approval. Such leave can be extended, subject to approval by the Board.

27. (1) A member of the Board or representative from a Caucus who seeks nomination as candidate for any federal or provincial elected position shall, following article 26, apply for a leave of absence from the Board, their respective Caucus, and all Committees, effective the day the member submits their candidate nomination paperwork with a federal or provincial political party.

(2) If a member of the Board or representative from a Caucus fails to comply with article 27(1), the member or representative will be placed on a leave of absence, in accordance with article 26.

(3) If a member of the Board or representative from a Caucus:

(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 position, including as member of any Committee, is vacant effective immediately from the day they win the party nomination or the nomination is accepted or filed with the federal or provincial elections office, whichever is earliest.

(4) Should a member of the Board or representative from a Caucus on a leave of absence in accordance with articles 27(1) or 27(2) not win a party nomination they may return to their position on the Board or Caucus or Committee, provided that their leave of absence

has not expired, and their position has not been filled through a scheduled SUMA executive election, a regional election, or Committee appointment during their leave.

(5) Should a member of the Board or representative from a Caucus still have their party nomination pending, the Board may vote to extend the leave in article 26 or declare the seat vacant.

28. (1) A member of the Board or representative from a Caucus ceases to hold office with the Board or Caucus, and ceases to be a member of all Committees, when they:

- (a) Die or resign;
- (b) Become disqualified pursuant to article 25; or
- (c) Are nominated as a candidate in a federal or provincial election, in accordance with article 27.

(2) Upon a member of the Board or representative from a Caucus ceasing to hold office, the president shall forthwith provide written notice to the respective caucus chair or vice-chair, advising of the vacancy and request the position be filled in accordance with Caucus Terms of Reference.

(3) Upon a member of a Committee ceasing to hold their position on that Committee pursuant to article (1), the Board:

- (a) may appoint a new member to that Committee if the number of members of the Committee drops to the minimum specified in articles 46, 50, or 54; or
- (b) shall appoint a new member to that Committee if the number of members of the Committee drops to below the minimum specified in articles 46, 50, or 54.

VIII. Meetings of the Board

29. The Board shall meet quarterly. The president may call additional meetings and shall call a meeting upon receipt of written request to do so from the majority of the Board.

30. (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.

31. The president shall be chair and preside when in attendance at a board meeting. When the president is not in attendance the Board will appoint an interim chair.

32. 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.

IX. Appointment of a Chief Electoral Officer

33. (1) The Board shall appoint a chief electoral officer to administer the respective caucus elections, the election of the caucus Director position(s) by the respective caucus members, and the election of the president.

(2) The Board shall establish an election rules and procedures policy to govern elections of all Director position(s) and election of the president.

34. Each elected official representing a SUMA member town who is in physical or virtual attendance at Convention, and who has registered as a Convention delegate shall be eligible to cast one (1) ballot in the election of towns caucus member for their region.

35. Each elected official representing a SUMA member village or resort village who is in physical or virtual attendance at Convention, and who has registered as a Convention delegate shall be eligible to cast one (1) ballot in the election of the villages and resort villages caucus member for their region.

36. Each elected official representing a SUMA member northern community, part of the Northern Saskatchewan Administration District (NSAD), who is in physical or virtual attendance at Convention, and who has registered as a Convention delegate shall be eligible to cast one (1) ballot in the election of the northern caucus member for their region.

37. Where possible, all elections will be conducted by secret ballot, with the candidate receiving the most votes, even if not a majority, being declared the winner by the chief electoral officer.

38. If there is only one (1) nominee running in an election, they will be declared elected by acclamation.

39. In the event of a tie vote between two (2) or more candidates with the largest number of votes, the winner will be decided by lot, as detailed in the election rules and procedures policy.

X. Election of the President

40. Election of the president shall be done in accordance with section 33(2).

41. The candidate who wins the most votes, even if not a majority, shall be declared the winner. In the event of a tie vote, the tie-deciding process from article 39 shall be followed.

42. The president shall serve for four (4) years and is eligible to seek re-election for one (1) further term of four (4) years.

XI. Vacancy at the Position of President

43. 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 a new president.

XII. Vacancy at the Position of Caucus Chair or Director

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

XIII. Board Committees and Mandates

45. In addition to standing committees established under these bylaws, the Board shall have the power to establish any directed or ad hoc committees and task forces for the purposes of pursuing the objectives of SUMA and its governance. Such committees shall be established by resolution of the Board, defining the mandate and membership of these committees.

XIV. Standing Committees of the Board

Bylaw and Governance

46. There shall be a bylaw and governance committee appointed by the Board consisting of three (3) or four (4) Board members only.

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

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

49. The bylaw and governance committee shall:

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

Human Resources

50. There shall be a human resources committee appointed by the Board consisting of three (3) or four (4) Board members only.

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

52. The Board may appoint any personnel it deems necessary to advise the human resources committee.

53. The human resources committee shall:

- (a) meet at least once per year to oversee the appointment, performance evaluation, and compensation of the chief executive officer and succession planning and development; and
- (b) report annually to the Board.

Audit and Finance

54. There shall be an audit and finance committee appointed by the Board consisting of three (3) or four (4) Board members only.

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

56. The Board may appoint any personnel it deems necessary to advise the audit and finance committee.

57. The audit and finance committee shall:

- (a) meet at least once per year to oversee SUMA's financial reporting, control systems, external audit, legal and ethical conduct, accountability for the use of assets, fiduciary responsibilities regarding oversight of financial reporting processes, and recommendation of an auditor to put to a vote at the Annual General Meeting;
- (b) report annually to the Board; and
- (c) report to SUMA's Annual General Meeting.

XV. Annual Convention

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

59. 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

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

XVI. Voting Procedures at the Annual Convention

61. Where possible, voting on motions in plenary sessions by voting delegates shall be anonymous and through the use of voting credentials.

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

63. 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.

64. The ballot vote in article 63 may be conducted through electronic means, where the confidentiality of each individual vote is preserved.

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

XVII. SUMA Annual General Meeting

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

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

68. Voting delegates in either physical or virtual attendance shall be allowed to vote on motions and resolutions at the Annual General Meeting.

69. Quorum for the Annual General Meeting shall be voting delegates representing fifty (50) SUMA member municipalities in good standing.

XVIII. Amendment of the Bylaws of SUMA

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

(2) The Board may submit motions containing proposed changes to SUMA's bylaws for consideration at the Annual Convention.

(3) Submissions received prior to December 15 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.

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

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

73. Motions proposing changes to SUMA bylaws that meet the requirements of articles 70 to 72 shall be considered during the Annual General Meeting.

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

XIX. Chief Executive Officer

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

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

77. The chief executive officer shall appoint and engage all employees of SUMA.

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

79. Other duties of the chief executive officer may be prescribed by the Board from time to time in a roles and responsibilities policy.

XX. Appointment of Auditor

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

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

XXI. Execution of Documents

82. 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.

XXII. Meeting Procedures

83. (1) Except as otherwise provided in these bylaws or rules of procedure policy set by the Board, the rules of procedure to be followed at meetings of the Board, Committees, the Caucuses, the Annual Convention, and the Annual General Meeting shall be in accordance with the current edition of Robert's Rules of Order Newly Revised.

(2) Pursuant to article 83(1), the Board may make changes to internal rules of procedure as listed in a rules of procedure policy.

(3) 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 Committees and Caucuses.

XXIII. Indemnification

84. SUMA shall indemnify the directors and officers who act or acted at SUMA's request against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a director or officer of SUMA if they acted honestly and in good faith with a view to the best interests of SUMA and in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that this conduct was lawful.

XXIV. Effective Date of Bylaws

85. These bylaws shall take effect on April 16, 2025, and all bylaws prior to that date shall be repealed.

XXV. Review of Bylaws

86. These Bylaws shall be reviewed after the passage of three (3) years from the date they take effect.