



**LAKEHEAD REGION**  
CONSERVATION AUTHORITY

# Administrative By-Law

By-Law No. 1/2018

January 26, 2023

<b>VERSION</b>	<b>DATE</b>	<b>Resolution No.</b>
First Reading	June 27, 2018	
Second Reading	August 29, 2018	
Third Reading and Approval	September 26, 2018	#108/18
2.0	April 29, 2020	#35/20
3.0	August 26, 2020	#74/20
4.0	November 24, 2021	#119/21
5.0	January 26, 2023	#21/23

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## 1 INTRODUCTION

Lakehead Region Conservation Authority is a non-share corporation, established under Section 3 of the *Conservation Authorities Act*, with the objects to provide, in the area over which it has jurisdiction, programs and services designed for the purpose of furthering the conservation, restoration, development and management of natural resources in watershed(s) other than gas, oil, coal and minerals.

Under the Act, municipalities within a common watershed are enabled to petition the province to establish a conservation authority. Members of the Authority are appointed as representatives by the Participating Municipalities and are effectively directors also of the Authority. Participating municipalities include: City of Thunder Bay, Municipalities of Oliver Paipooonge, Shuniah and Neebing and Townships of O'Connor, Conmee, Dorion and Gillies. An additional member may be appointed to the authority by the Minister as a representative of the agricultural sector.

The Lakehead Region Conservation Authority has adopted the following Vision and Mission Statements:

*Vision: A healthy, safe and sustainable Lakehead Watershed for future generations.*

*Mission: To lead the conservation and protection of the Lakehead Watershed.*

The Members of the Conservation Authority form the General Membership of the Conservation Authority. The Members are bound by the Act and other applicable legislation. The Authority must always act within the scope of its powers. As a non-share corporation, the Authority has the capacity and, subject to the Act and other applicable legislation, the rights, powers and privileges of a natural person. The powers of a conservation authority to accomplish its objects are set out in the Act, including those identified under subsection 21(1) thereof.

### **1.1 Powers of Authorities**

The powers of Authorities are provided in Section 21 of the *Conservation Authorities Act*.

### **1.2 Definitions and Interpretations**

In this By-Law,

**“Authority”** means The Lakehead Region Conservation Authority.

**“Act”** means the *Conservation Authorities Act*, R.S.O. 1990, chapter C.27

**“Chair”** means the Chair as referenced in the Act as elected by the Members of the Authority.

**“Chief Administrative Officer”** means the Chief Administrative Officer and includes the position of Secretary-Treasurer of the Authority.

**“Fiscal Year”** means the period from and including January 1 through December 31.

**“General Membership”** means all of the Members, collectively and includes a quorum of the Members in reference to a Meeting and effectively acting as directors as specified in the *Ontario Not-for-Profit Corporations Act* (ONCA).

**“Levy”** means the amount of costs apportioned to Participating Municipalities in accordance with the Act and the Regulations thereunder.

**“Majority”** means half of the votes plus one.

**“Members”** shall mean the Members appointed to the Authority by the Participating Municipalities in the Authority’s area of jurisdiction and act as directors as specified in the *Ontario Not-for-Profit Corporations Act* (ONCA).

**“Minister”** means the Minister responsible for administration of the Act.

**“Non-matching Levy”** means that portion of an Authority’s levy that meets the definition of non-matching levy as found in Ontario Regulation 139/96.

**“Officer”** means the Chair, Vice-Chair and the Chief Administrative Officer.

**“Participating Municipality”** means a municipality that is designated by or under the Act as a Participating Municipality in the Authority.

**“Secretary-Treasurer”** means the Secretary-Treasurer of the Authority with the roles specified in the Act and which office is included in the title and roles of the Chief Administrative Officer.

**“Staff”** means employees of the Authority as provided for under Section 18(1) of the Act.

**“Vice-Chair”** means the Vice-Chair as elected by the Members of the Authority. If a first and second Vice-Chair are elected, they shall be called First Vice-Chair and Second Vice-Chair.

**“Weighted Majority”** means the votes of 51 per cent of those represented after the votes are weighted by the percentage that applies under Ontario Regulation 139/96 for Municipal Levies.

### ***1.3 References to Acts or Regulations***

A reference in this By-law to a provision of an Act or Regulation is a reference to the provision as amended, re-enacted, changed or remade.

### ***1.4 Conflict with other By-laws***

In the case of any conflict between any By-law or Regulation heretofore enacted by the Authority and this By-law, this By-law shall govern.



## **2 Governance**

### **2.1 Members**

#### **2.1.1 Appointments**

Participating Municipalities may appoint Members in accordance with Section 14 of the Act.

Members must reside in a Participating Municipality within the Authority's area of jurisdiction. Participating municipalities must ensure that at least 70 percent of its appointees are selected from among the members of the municipal council or apply to the Minister for permission to appoint less than this percent. Additional appointees may include citizens as well as an additional member who may be appointed by the Minister as a representative of the agricultural sector.

Collectively, the appointed Members are for the purposes of this by-law referred to as the General Membership.

#### **2.1.2 Term of Member Appointments**

In accordance with Section 14 of the Act, a Member shall be appointed for a term of up to four years at the discretion of the appointing participating municipality; such term beginning at the first meeting of the Authority following his or her appointment and ending at the expiry of four years or immediately before the first meeting of the Authority following the appointment of his or her replacement, whichever first occurs. The Chief Administrative Officer shall notify the appropriate municipality in advance of the expiration date of any Member's term, unless notified by the municipality of the Member's reappointment or the appointment of his or her replacement. A Member is eligible for reappointment. A Member may be replaced by a Participating Municipality at the municipality's discretion prior to the end of his or her term. The Minister will define the term for the Member they appoint as a representative of the agricultural sector.

#### **2.1.3 Powers of the General Membership**

Subject to the Act and other applicable legislation, the General Membership is empowered without restriction to exercise all of the powers conferred on the Authority under the Act. In addition to the powers of an authority under Section 21 of the Act, for the purposes of accomplishing its objects is in this Act, the powers of the General Membership include but are not limited to:

- i. Approving by resolution, the creation of Committees and/or Advisory Boards, the members thereof and the terms of reference for such Committees and/or Advisory Boards;
- ii. Appointing a Chief Administrative Officer;
- iii. Terminating the services of the Chief Administrative Officer;
- iv. Approving, establishing and implementing regulations, policies and programs;

- v. Awarding contracts or agreements where the approval of the Authority is required under the Authority's purchasing policy.
- vi. Appointing an Executive Committee and delegating to the Committee any of its powers except:
  - i. The termination of the services of the Chief Administrative Officer;
  - ii. The power to raise money; and
  - iii. The power to enter into contracts or agreements other than those contracts or agreements as are necessarily incidental to the works approved by the Authority.
- vii. Approving by resolution, any new capital project of the Authority;
- viii. Approving by resolution, the method of financing any new capital projects;
- ix. Approving details on budget allocations on any new or existing capital projects;
- x. Approving of the total budget for the ensuing year, and approving the levies to be paid by the Participating Municipalities;
- xi. Receiving and approving the Financial Statements and Report of the Auditor for the preceding year;
- xii. Authorizing the borrowing of funds on the promissory note of the Authority in accordance with subsection 3(5) of the Act;
- xiii. Approving by resolution, any proposed acquisition of land or the disposition of land, subject to the requirements under the Act;
- xiv. Approving permits or refusing permission as may be required under any Regulations made under Section 28 of the Act including the delegation of this responsibility consistent with Ontario Regulation 180/06;
- xv. Holding hearings required for the purpose of reviewing permit applications, and advising every applicant of the applicant's right to appeal the decision to the Minister through the Ontario Lands Tribunal.

#### **2.1.4 Member Accountability**

Participating Municipalities appoint Members to the Authority as their representatives. Members have the responsibilities of Directors of the corporation that is the Authority. While the Chief Administrative Officer and other staff of the Authority are responsible for the day-to-day operations, the General Membership is responsible for matters of governance, ensuring compliance with applicable legislation, and ensuring appropriate policies are in place and for financial soundness of the Authority.

Every member and officer in exercising his or her powers and discharging his or her duties to the Authority shall act honestly and in good faith with a view to the best interests of the Authority and exercise care, diligence and skill that a reasonably prudent persons would exercise in comparable circumstances.

All Members have the responsibility to be guided by and adhere to the Code of Conduct (Appendix A) and Conflict of Interest Policy (Appendix B), as adopted by the Authority.

Additionally, the agricultural representative appointed by the Minister will be required to follow the provincial ethical framework set out for government public appointees in the Management Board of Cabinet's Agencies and Appointments Directive.

Members are responsible for:

- i. attending meetings of the General Membership and Executive Committee, if applicable;
- ii. understanding the purpose, function and responsibilities of the Authority;
- iii. being familiar with the Authority's statutory and other legal obligations;
- iv. with the administration, setting strategic direction for the Authority.

### **2.1.5 Applicable Legislation**

In addition to the Act, the Members are subject to other legislation including, but not limited to:

- *Municipal Conflict of Interest Act;*
- *Municipal Freedom of Information and Protection of Privacy Act; and,*
- *Not-for-Profit Corporations Act, 2010.*

If any part of this by-law conflicts with any provision of the Municipal Conflict of Interest Act or the Municipal Freedom of Information and Protection of Privacy Act or a provision of a regulation made under one of those acts, the provision of that act or regulation prevails. The same applies to conflicts between these by-laws and the *Not-for-Profit Corporations Act* where dictated by the *Conservation Authorities Act* in which case the Act prevails.

### **2.1.6 Relationship Between Members and Staff**

The Chief Administrative Officer shall manage the operations of the organization, including all employees of the Authority. The Chief Administrative Officer is accountable to the Authority, working cooperatively to achieve the goals established by the Authority Members.

The General Membership shall ensure that a process exists for regular performance evaluations of the Chief Administrative Officer.

## **2.2 Officers**

The Officers of the Authority, and their respective roles and responsibilities, shall be:

### Chair

- Is a Member of the Authority;

- Presides at all meetings of the General Membership (and Executive Committee if applicable);
- Calls special meetings if necessary;
- Acts as a public spokesperson on behalf of the General Membership;
- Serves as signing officer for the Authority;
- Ensures relevant information and policies are brought to the Authority's attention;
- Keeps the General Membership apprised of significant issues in a timely fashion;
- Performs other duties when directed to do so by resolution of the Authority.

#### Vice-Chair(s)

- Is/are a Member(s) of the Authority;
- Attends all meetings of the Authority (and Executive Committee if applicable);
- Carries out assignments as requested by the Chair;
- Understands the responsibilities of the Chair and acts as Chair immediately upon the death, incapacity to act, absence or resignation of the Chair until such time as a new Chair is appointed or until the Chair resumes his or her duties;
- Serves as a signing officer for the Authority.

#### Chief Administrative Officer (CAO)

Roles and responsibilities of the CAO as assigned by the Authority include, but are not limited to the following:

- Is an employee of the Authority;
- Attends all meetings of the General Membership and Executive Committee or designates an acting CAO if not available;
- Works in close collaboration with the Chair and Vice-Chair(s) and keeps them apprised of relevant information and significant issues in a timely fashion;
- Develops a strategic plan for approval by the General Membership and Implements short and long-range goals and objectives;
- Is responsible for the management of the operations of the Authority, including all staff and programs of the Authority;
- Ensures resolutions of the Authority are implemented in a timely fashion;
- Develops and maintains effective relationships and ensures good communications with Participating Municipalities, federal and provincial government ministries/agencies, Indigenous communities, other conservation authorities, Conservation Ontario, stakeholder and community groups and associations;
- Holds the office of the Secretary-Treasurer and undertakes the duties of the Secretary-Treasurer, including:
  - Fulfills the requirements of the Secretary-Treasurer as defined in the Act;

- Is the custodian of the Corporate Seal;
- Serves as a signing officer for the Authority.

### **2.3 Absence of Chair and Vice-Chair(s)**

In the event of the absence of the Chair and Vice-Chair(s) from any meeting, the Members present shall appoint an Acting Chair who, for the purposes of that meeting has all the powers and shall perform all the duties of the Chair.

### **2.4 Maximum Term for Chair and Vice-Chair(s)**

Both the Chair and Vice-Chair shall hold office for a term of one year, and shall serve for no more than two consecutive terms. Notwithstanding these terms, the Minister may grant permission (upon application by an Authority or a Participating Municipality) for a Chair or Vice-Chair to serve for a term of more than one year or to hold office from more than two consecutive terms.

### **2.5 Representatives to Conservation Ontario Council**

The representatives to Conservation Ontario Council “Council” are the Chair (Voting Delegate), Vice-Chair (Alternate) and Chief Administrative Officer (alternate). Council will consist of the Voting Delegates appointed by each Member Conservation Authority. The Voting Delegate and Alternates shall be registered with Conservation Ontario annually.

### **2.6 Election of Chair and Vice-Chairs**

The election of the Chair and one or more Vice-Chairs shall be held at the first meeting held each year in accordance with the Authority’s Procedures for Election of Officers (Appendix C). Successors to the positions of Chair and Vice-Chair shall be a Member from a different participating municipality from the incumbent. Upon application by an Authority or a participating Municipality, the Minister may grant permission for a member who was appointed to the Authority by the same participating municipality that appointed the outgoing Chair or Vice-Chair to serve as Chairs or Vice-Chairs.

### **2.7 Appointment of Auditor**

The General Membership shall appoint an auditor at the Annual Meeting by Resolution and in accordance with Section 38 of the Act.

### **2.8 Appointment of Financial Institution**

The General Membership shall appoint a financial institution to act as the Authority’s banker by Resolution annually at the Annual Meeting.

### **2.9 Appointment of Solicitor**

The General Membership shall appoint a solicitor(s) to act as the Authority’s legal counsel by Resolution annually at the Annual Meeting.

### **2.10 Financial Statements and Report of the Auditor**

The Authority's accounts and transactions will be audited by a person licensed under the *Public Accounting Act, 2004* and shall ensure that the annual audit is prepared in accordance with generally accepted accounting principles for local governments recommended by the Public Sector Accounting Board of the Chartered Professional Accountants of Canada.

The General Membership shall receive, consider and if appropriate approve the Audited Financial Statements and Report of the Auditor annually for the previous year at the April Board Meeting.

The Authority shall forward copies of the Audited Financial Statements and Report of the Auditor to Participating Municipalities and the Minister in accordance with Section 38 of the Act and shall make the Audited Financial Statements available to the public on the Authority's website within sixty (60) days of receiving the Auditor's Report.

### **2.11 Borrowing Resolution**

If required, the Authority shall establish a borrowing resolution at the Annual Meeting each year and such resolution shall be in force until it is superseded by another borrowing resolution.

### **2.12 Levy Notice**

The levy due to the Authority from Participating Municipalities shall be communicated to those municipalities in accordance with the Act and any applicable Regulations.

### **2.13 Signing Officers**

All deeds, transfers, assignments, contracts, and obligations entered into by the Authority shall be signed by any two of the signing officers of the Authority, as follows:

- Chair,
- Vice Chair, and
- Chief Administrative Officer.

Purchase Orders may be signed by the Chief Administrative Officer in accordance with the Purchasing Policy.

Signing authority that was authorized by any previous Administration Regulation or By-law is superseded by this by-law.

### **2.14 Executive Committee**

The Authority may appoint an Executive Committee at the first meeting of the General Membership each year in accordance with the Section 19 of the Act and Section 2.1.3 (xv) of this by-law.

### **2.15 Advisory Boards and Other Committees**

In accordance with Sub-Section 18(2) of the Act, the Authority shall establish such Advisory Boards as required by Regulation and may establish such other Advisory Boards or Committees as it considers appropriate to study and report on specific matters.

The General Membership shall approve the terms of reference for all such Advisory Boards and Committees, which shall include the role, the frequency of meetings and the number of members required.

Resolutions and policies governing the operation of the Authority shall be observed in all Advisory Board and Committee meetings.

Each Advisory Board or Committee shall report to the General Membership, presenting any recommendations made by the Advisory Board or Committee.

Prior notice of the dates for all Advisory Board and Committee meetings shall be made available to all Members of the Authority.

### **2.16 Remuneration of Members**

The Authority shall establish a per-diem rate from time to time to be paid to Members for attendance at General Meetings and Advisory Board or Committee meetings, and at such other business functions as may be from time to time requested by the Chair, through the Chief Administrative Officer. In addition, an honorarium may be approved by the Authority for the Chair and Vice-Chair(s) as compensation for their additional responsibilities. A single per-diem will be paid for attendance at more than one meeting if they occur consecutively on the same day.

The Authority shall reimburse Members' reasonable travel expenses incurred for the purpose of attending meetings and/or functions on behalf of the Authority. A per-kilometre rate to be paid for use of a personal vehicle shall be approved by Resolution of the General Membership from time-to-time. Requests for such reimbursements shall be submitted within a timely fashion and shall be consistent with Canada Revenue Agency guidelines.

Remuneration of the Member appointed by the Minister as a representative of the agricultural sector is at the expense and discretion of the Province.

### **2.17 Records Retention**

The Authority shall keep full and accurate records including, but not limited to:

- i. Minutes of all meetings of the Authority, including registries of statements of interests in accordance with the *Municipal Conflict of Interest Act*;
- ii. Assets, liabilities, receipts and disbursements of the Authority and Financial Statements and Reports of the Auditors;
- iii. Human Resources Files for all employees and Members as applicable;

- iv. Workplace Health and Safety documents including workplace inspections, workplace accidents, investigations, and other related documents;
- v. Electronic Communications including emails;
- vi. Contracts and Agreements entered into by the Authority;
- vii. Strategic Plans and other documents providing organizational direction;
- viii. Projects of the Authority;
- ix. Technical Studies and data gathered in support of Programs of the Authority;
- x. Legal Proceedings involving the Authority;
- xi. Incidents of personal injury or property damage involving the Authority and members of the public.

Such records shall be retained and protected in accordance with all applicable laws and the Authority may enact Record Retention Policies prescribed by the Authority from time to time.

### ***2.18 Records Available to Public***

Records of the Authority shall be available to the public as required pursuant to, the *Municipal Freedom of Information and Protection of Personal Privacy Act* (MFIPPA) or exemptions from disclosure as provided therein and further to O. Reg. 400/22 Information Requirements.

The Authority shall designate a Member or a committee of Members to act as head of the Authority for the purposes of MFIPPA.

### ***2.19 By-law Review***

In accordance with the Act, these by-laws shall be reviewed by the Authority to ensure the by-laws are in compliance with the Act and any other relevant law. The General Membership shall review the by-laws on a regular basis to ensure best management practices in governance are being followed. This by-law shall be reviewed not less frequently than every four years.

### ***2.20 By-law Available to Public***

In accordance with the Act, the Authority shall make its by-laws available to the public on the Authority's website. By-laws shall also be available for review by any member of the public at the Authority's Administration Office or provided in alternative formats, in accordance with the *Accessibility for Ontarians with Disabilities Act*, if requested by interested parties.



### ***2.21 Enforcement of By-laws and Policies***

The Members shall respect and adhere to all applicable by-laws and policies (for example, the Code of Conduct and Conflict of Interest Policy). The Authority may take reasonable measures to enforce its by-laws and policies, including the enforcement mechanisms under the *Municipal Conflict of Interest Act*.

If required, the following procedure will be followed:

- an investigation will be conducted regarding the alleged breach;
- an opportunity will be provided to the affected member to respond to the allegation;
- the findings of the investigation and the affected member's response will be communicated to the General Membership in a closed meeting;
- the appointing municipality or appointing Minister shall be notified of the outcome of the investigation.

### ***2.22 Indemnification of Members, Officers and Employees***

The Authority will enact By-laws to provide for indemnification of Members, Officers and Employees.

### **3 Meeting Procedures**

The Meeting Procedures below governing the procedure of the Authority shall be observed in Executive Committee and Advisory Board meetings, as far as they are applicable, and the words Executive Committee or Advisory Board may be substituted for the word Authority as applicable. When the Authority or Executive Committee, as the case may be, are sitting as a Hearing Board, hearings will meet the requirements of the Statutory Powers and Procedures Act, the details of which are specified in LRCA Section 28(12) *Conservation Authorities Act* Hearing Guidelines.

#### **3.1 Rules of Procedure**

In all matters of procedure not specifically dealt with under the Act and this By-law, the current edition of Robert's Rules of Order shall apply.

The Authority may choose to conduct its business as a committee of the whole.

#### **3.2 Notice of Meeting**

The General Membership shall approve a schedule for regular meetings in advance. The Chief Administrative Officer shall send Notice of regular meetings to all Members at least five calendar days in advance of a meeting. Notice of all regular or special meetings of the General Membership or its committees shall be made available to the public as soon as possible after its delivery to General Membership.

Notice of any meeting shall indicate the time and place of that meeting and the agenda for the meeting.

All material and correspondence to be dealt with by the Authority at a meeting will be submitted to the Chief Administrative Officer 14 days advance of the meeting where it is to be dealt with, if it is to be included in the published agenda, or within 4 days if it is to be introduced at the meeting.

The Chair may, at his/her pleasure, call a special meeting of the Authority as necessary on 5 calendar days notice in writing or email. That notice shall state the business of the special meeting and only that business shall be considered at that special meeting. Any member, with 50% support of the other members, may also request the Chair to call a meeting of the Authority and the Chair shall call the meeting accordingly.

The Chair or the Chief Administrative Officer may, by notice in writing or email delivered to the members so as to be received by them at least 24 hours before the hour appointed for the meeting, postpone or cancel any meeting of an Advisory Board or other committee until the next scheduled date for the specific Advisory Board or Committee affected.

The Chair or the Chief Administrative Officer may, if it appears that a storm or like occurrence will prevent the Members from attending a meeting, postpone that meeting by advising as many Members as can be reached or, if warranted, hold the meeting electronically provided quorum and public participation can be met. Postponement shall not be for any longer than the next regularly scheduled meeting date.

### **3.3 Meetings Open to Public**

All meetings of the General Membership and Executive Committee shall be open to the public. Where possible, the Authority will provide for alternative means for the public to participate in meetings electronically.

Notwithstanding the foregoing, a meeting or part of a meeting may be closed to the public if the subject matter being considered is identified in the closed meeting section of the Agenda or arises during a meeting requiring that it be closed to the public at the time that the matter is raised at a meeting, and the subject matter meets the criteria for a closed meeting as defined in this by-law.

### **3.4 Agenda for Meetings**

Authority staff, under the supervision of the Chief Administrative Officer, shall prepare an agenda for all regular meetings of the General Membership shall include, but not necessarily be limited to, the following headings:

1. Adoption of Agenda
2. Disclosure of Interest
3. Minutes of Previous Meeting
4. In-Camera Agenda
5. Business Arising from Previous Minutes
6. Correspondence
7. Staff Reports
8. Chief Administrative Officer Report
9. Passing of Accounts
10. Regulatory Role
11. Projects Update
12. New Business
13. Next Meeting
14. Adjournment

The agenda for special meetings of the Authority shall be prepared as directed by the Chair.

Agendas for meetings shall be forwarded to all Members at least 5 calendar days in advance of the meeting. Such agendas shall be made available to the public on the Authority's website at the same time, unless the meeting is closed to the public in accordance with this by-law. Such agendas shall also be available in alternative formats, in accordance with the *Accessibility for Ontarians with Disabilities Act*, if requested by interested parties.

### **3.5 Quorum**

At any meeting of the General Membership, a quorum consists of one-half of the Members appointed by the Participating Municipalities, except where there are fewer than six such Members, in which case three such Members constitute a quorum (per s16(2) CAA). At any Executive Committee, Advisory Board or Committee meeting, a quorum consists of one-

half of the Members of the Executive Committee, Advisory Board or Committee. NOTE: the Member appointed by the Minister to represent agricultural interests is not part of quorum.

If there is no quorum within one half hour after the time appointed for the meeting, the Chair for the meeting shall declare the meeting adjourned due to a lack of a quorum, or shall recess until quorum arrives, and the recording secretary shall record the names of the Members present and absent.

If during an Authority or Advisory Board or Committee meeting a quorum is lost, then the Chair shall declare that the meeting shall stand recessed or adjourned, until the date of the next regular meeting or other meeting called in accordance with the provisions of this by-law. Agenda items including delegations present may be covered and presented and issues discussed, but no formal decisions may be taken by the remaining Members, which do not constitute a quorum.

Where the number of Members who are disabled from participating in a meeting due to the declaration of a conflict of interest is such that at that meeting the remaining Members are not of sufficient number to constitute a quorum, the remaining number of Members shall be deemed to constitute a quorum, provided such number is not less than two.

### **3.6 Order of Business**

The business of the Authority shall be taken up in the order in which it stands on the agenda unless otherwise decided by a majority of those Members present.

No Member shall present any matter to the Authority for its consideration unless the matter appears on the agenda for the meeting of the Authority or leave is granted to present the matter by the affirmative vote of a majority of the Members present.

### **3.7 Debate**

The Authority shall observe the following procedures for discussion/debate on any matter coming before it:

- a) A Member shall be recognized by the Chair prior to speaking;
- b) Where two or more Members rise to speak, the Chair shall designate the Member who has the floor, who shall be the Member who in the opinion of the Chair was first recognized;
- c) All questions and points of discussion shall be directed through the Chair;
- d) Where a motion is presented, it shall be moved and seconded, where required before debate;
- e) No Member shall speak more than once to the same question without leave from the Chair, except in explanation of a material part of the speech;
- f) No Member shall speak more than three minutes without leave of the Chair;

- g) Any Member may ask a question of the previous speaker through the Chair;
- h) The Member who has presented a motion, other than a motion to amend or dispose of a motion, may speak again to the motion immediately before the Chair puts the motion to a vote;
- i) When a motion is under debate, no motion shall be received other than a motion to amend, to defer action, to refer the question, to take a vote, to adjourn, or to extend the hour of closing the proceedings;
- j) When a motion is under consideration, only one amendment is permitted at a time.

### **3.8 Matters of Precedence**

The following matters shall have precedence over the usual order of business:

- a) a point of order;
- b) matter of privilege;
- c) a matter of clarification;
- d) a motion to suspend a rule of procedure or to request compliance with the rules of procedure;
- e) a motion that the question be put to a vote;
- f) a motion to adjourn.

### **3.9 Members' Attendance**

The Authority shall provide a listing of Members' attendance at scheduled meetings of the Authority to the Participating Municipalities at least annually.

Upon the office of a Member becoming vacant due to death, incapacity or resignation occurring in any office of the Authority, the Authority shall request the municipality that was represented by that Member appoint a Member replacement.

If a Member is unable to attend any meeting and wishes to bring any additional information or opinion pertaining to an agenda item to the General Membership, the Member shall address in writing or email to the Chair or Chief Administrative Officer such correspondence prior to the start of the meeting. The correspondence shall be read aloud by the Chief Administrative Officer without comment or explanations.

### **3.10 Electronic Meetings and Participation**

Electronic meetings are permitted and the Meeting Procedures identified in this by-law apply.

A Member can participate electronically in a meeting that is open or closed to the public and either case may be counted in determining whether or not a quorum of members is present at any point in time. A Member who plans on participating electronically must give

adequate notice to the CAO prior to the meeting, in order to prepare for electronic participation of member(s).

Electronic meetings must permit all participants to communicate adequately with each other during the meeting. For open electronic meetings, the public must be able to participate in the meeting electronically.

A Member shall not participate by electronic means for the purposes of electing Officers of the Authority.

During any period where an emergency has been declared to exist, in all or part of an area over which the Authority has jurisdiction, under Section 4 or 7.0.1 of the *Emergency Management and Civil Protection Act*, that may prevent the Board of Directors from meeting in person, a Member may participate in meetings including the election of Officers of the Authority electronically and shall have the ability to:

- a) register a vote;
- b) be counted towards determining a quorum; and
- c) participate in meetings closed to the public.

### **3.11 Deputations**

Any person or organization who wishes to address the General Membership may make a request in writing or email to the Chief Administrative Officer. Deputations shall follow the procedures outlined in the LRCA Board of Directors Policy BOD-03: Deputation Policy.

### **3.12 Annual Meeting**

The Authority shall designate one meeting of the Board of Directors each year as the Annual Meeting and shall include the following items on the agenda, in addition to the normal course of business:

- i. Election of the Authority Chair
- ii. Election of the Authority Vice-Chair(s)
- iii. Appointment of Authority Solicitors for the upcoming year
- iv. Appointment of Authority Bank for the upcoming year
- v. Appointment of the Auditor for the upcoming year
- vi. Borrowing Resolution

### **3.13 Meetings with Closed “In Camera” Sessions**

Every meeting of the General Membership, Executive Committee and Advisory Boards, if applicable, shall be open to the public as required by Section 15(3) of the Act, subject to the exceptions set out below.

Meetings may be closed to the public if the subject matter being considered relates to:

- a) The security of the property of the Authority;
- b) Personal matters about an identifiable individual, including employees of the Authority;
- c) A proposed or pending acquisition or disposition of land by the Authority;
- d) Labour relations or employee negotiations;
- e) Litigation or potential litigation, including matters before administrative tribunals (e.g., Ontario Land Tribunal), affecting the Authority;
- f) Advice that is subject to solicitor-client privilege, including communications for that purpose;
- g) A matter in respect of which the General Membership, Executive Committee, Advisory Board or Committee or other body may hold a closed meeting under another Act;
- h) information explicitly supplied in confidence to the Authority by Canada, a province or territory or a Crown agency of any of them;
- i) a trade secret or scientific, technical, commercial, financial or labour relations information, supplied in confidence to the Authority, which, if disclosed, could reasonably be expected to prejudice significantly the competitive position or interfere significantly with the contractual or other negotiations of a person, group of persons, or organization;
- j) a trade secret or scientific, technical, commercial or financial information that belongs to the Authority and has monetary value or potential monetary value; or
- k) a position, plan, procedure, criteria or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of the Authority;
- l) the meeting is held for the purpose of educating or training the Members, and
- m) at the meeting, no Member discusses or otherwise deals with any matter in a way that materially advances the business or decision-making of the Authority, the Executive Committee, Advisory Board or other Committee.

The Authority shall close a meeting if the subject matter relates to the consideration of a request under MFIPPA, and the designated head of the Authority for the purposes of MFIPPA is present.

Before holding a meeting or part of a meeting that is to be closed to the public, the Members shall state by resolution during the open session of the meeting that there will be a meeting closed to the public and the general nature of the matter to be considered at the closed meeting. Once matters have been dealt with in a closed meeting, the General Membership shall reconvene in an open session.

The General Membership shall not vote during a meeting that is closed to the public, unless:

- a) the meeting meets the criteria outlined in this by-law to be closed to the public; and
- b) the vote is for a procedural matter or for giving directions or instructions to Officers, employees or agents of Authority.

Any materials presented to the General Membership during a closed meeting shall be returned to the Chief Administrative Officer prior to departing from the meeting and shall be treated in accordance with the Authority's procedures for handling confidential material.

### **3.14 Voting**

In accordance with Section 16 of the Act:

- a) each Member (including the Chair) is entitled to one vote, and
- b) a majority vote of the Members present at any meeting is required upon all matters coming before the meeting.

Where a member has been appointed by the Minister as a representative of the agricultural sector, the member shall not vote on:

- a resolution to enlarge an authority's area of jurisdiction;
- a resolution to amalgamate the Authority with another conservation authority;
- a resolution to dissolve the Authority; or
- a resolution related to any budgetary matter.

If any Member who is qualified to vote abstains from voting, he or she shall be deemed to have voted neither in favour nor opposed to the question, which will not alter the number of votes required for a majority.

On a tie vote, the motion is lost.

Interrelated motions shall be voted on in the order specified in Robert's Rules of Order.

Unless a Member requests a recorded vote, a vote shall be by a show of hands or such other means as the Chair may call. No question shall be voted upon more than once at any meeting, unless a recorded vote is requested.

If a Member present at a meeting at the time of the vote requests immediately before or after the taking of the vote that the vote be recorded, each Member present taken in order by alphabetical surname, with the Chair announcing last (except a member who is disqualified from voting by this By-law or any Act) shall announce his or her vote openly answering "yes" or "no" to the question, and the Chief Administrative Officer shall record each vote.



At the meeting of the Authority at which the Non-Matching Levy is to be approved, the Secretary-Treasurer shall conduct the vote to approve of Non-Matching Levy by a Weighted Majority of the Members present and eligible to vote, in accordance with Ontario Regulation 139/96.

Where a question under consideration contains more than one item, upon the request of any Member, a vote upon each item shall be taken separately.

Except as provided in Sub-Section 2.6 of this By-law (Election of Chair and Vice-Chair), no vote shall be taken by ballot or by any other method of secret voting, and every vote so taken is of no effect.

### ***3.15 Notice of Motion***

Written notice of motion to be made at a General Membership, Executive Committee, Advisory Board or Committee meeting may be given to the Chief Administrative Officer by any Member of the Authority not less than 14 days prior to the date and time of the meeting and shall be forthwith placed on the agenda of the next meeting. The Chief Administrative Officer shall include such notice of motion in full in the agenda for the meeting concerned.

Recommendations included in reports of Advisory Boards or Committees that have been included in an agenda for a meeting of the General Membership or Executive Committee, shall constitute notices of motion for that meeting.

Recommendations included in staff reports that have been included in an agenda for a meeting of the General Membership or Executive Committee (if applicable), shall constitute notice of motion for that meeting.

Notwithstanding the foregoing, any motion or other business may be introduced for consideration of the General Membership provided that it is made clear that to delay such motion or other business for the consideration would not be in the best interest of the Authority and that the introduction of the motion or other business shall be upon an affirmative vote of the majority of the Members present.

### ***3.16 Motion to Reconsider***

If a motion is made to reconsider a previous motion, a two-thirds majority vote shall be required in order for reconsideration to take place. If a motion to reconsider is passed, the original motion shall then be placed on the agenda at the next meeting to be debated and voted upon, and the result of that vote, based on a simple majority, shall supersede the previous vote.

### ***3.17 Duties of the Meeting Chair***

It shall be the duty of the Chair, with respect to any meetings over which he or she presides, to:

- a) Preserve order and decide all questions of order, subject to appeal; and without argument or comment, state the rule applicable to any point of order if called upon to do so;
- b) Ensure that the public in attendance does not in any way interfere or disrupt the proceedings of the Members, adhering to Board Policies BOD-01, Conduct of Media at Board Meetings and BOD-02, Conduct of Public at Board Meetings;
- c) Receive and submit to a vote all motions presented by the Members, which do not contravene the rules of order or regulations of the Authority;
- d) Announce the results of the vote on any motions so presented;
- e) Adjourn the meeting when business is concluded.

### ***3.18 Conduct of Members***

Members shall maintain a high standard of conduct and at all times comply with applicable laws and the Authority's Code of Conduct (Appendix A).

No Member at any meeting of the Authority shall:

- a) Speak in a manner that is discriminatory in nature based on an individual's race, ancestry, place of origin, citizenship, creed, gender, sexual orientation, age, colour, marital status, family status or disability;
- b) Leave his or her seat or make any noise or disturbance while a vote is being taken and until the result is declared;
- c) Interrupt a Member while speaking, except to raise a point of order or a question of privilege;
- d) Speak disrespectfully or use offensive words against the Authority, the Members, staff, or any member of the public;
- e) Speak beyond the question(s) under debate;
- f) Resist the rules of order or disobey the decision of the Chair on the questions or order or practices or on the Chair's interpretation of the By-laws.

### ***3.19 Minutes of Meetings***

The Chief Administrative Officer shall undertake to have a recording secretary in attendance at meetings of the General Membership, the Executive Committee and each Advisory Board or Committee. The recording secretary shall make a record in the form of minutes of the meeting's proceedings and in particular shall record all motions considered at the meeting.

If a recording secretary is not present in a closed session, the Chief Administrative Officer shall act as recording secretary.

Minutes of all meetings shall include the time and place of the meeting and a list of those present and shall state all motions presented together with the mover and seconder and voting results.

The Chief Administrative Officer or designate shall provide draft minutes of the previous meeting to the General Membership at the same time as agendas for the next meeting are distributed.

After the minutes have been approved by resolution, original copies shall be signed by the Chair and Secretary-Treasurer and copies of all non-confidential minutes shall be posted on the Authority's website. Minutes shall be made available for review on the Authority's website within 30 days of the meeting. Minutes shall be made available in alternative formats, in accordance with the *Accessibility for Ontarians with Disabilities Act*, if requested by interested parties.

#### **4 Approval of By-law and Repealing of Previous By-law(s)**

The Constitution and Regulations of the Lakehead Region Conservation Authority, dated February 21, 1978, and regulations made under Section 30 of the *Conservation Authorities Act* prior to its repeal, are hereby repealed.

By-Law No. 1/2018 shall come into force on the 26<sup>th</sup> day of September 2018.

Read a first time on the 27<sup>th</sup> day of June 2018.

Read a second time on the 29<sup>th</sup> day of August 2018.

Read a third time and finally passed on the 26<sup>th</sup> day of September 2018.


Revised April 29, 2020.

Revised August 26, 2020.

Revised November 24, 2021

Revised January 26, 2023

Signed:

  
\_\_\_\_\_  
Chair

  
\_\_\_\_\_  
Chief Administrative Officer

**APPENDIX A:**  
**Code of Conduct**

## **1. Background**

The Lakehead Region Conservation Authority demands a high level of integrity and ethical conduct from its General Membership. The Authority's reputation relies upon the good judgement of individual Members. A written Code of Conduct helps to ensure that all Members share a common basis for acceptable conduct. Formalized standards help to provide a reference guide and a supplement to legislative parameters within which Members must operate. Further, they enhance public confidence that Members operate from a base of integrity, justice and courtesy.

The Code of Conduct is a general standard. It augments the laws, which govern the behaviour of Members.

This Code of Conduct will also assist Members in dealing in confronting situations not adequately addressed or that may be ambiguous in Authority resolutions, regulations, or policies and procedures. Additionally, the agricultural representative appointed by the Minister will be required to follow the provincial ethical framework set out for government public appointees in the Management Board of Cabinet's Agencies and Appointments Directive.

## **2. General**

All Members, whether municipal councillors or appointed representatives of a municipality, or whether appointed by the Minister as a representative of the agricultural sector, are expected to conduct themselves in a manner that reflects positively on the Authority.

All Members shall serve in a conscientious and diligent manner. No Member shall use the influence of office for any purpose other than for the exercise of his/her official duties.

It is required that Members will adhere to a Code of Conduct which:

- i. upholds the mandate, vision and mission of the Authority;
- ii. considers the Authority's jurisdiction in its entirety, including those of appointing municipalities;
- iii. respects confidentiality;
- iv. approaches all Authority issues with an open mind and with consideration for the organization as a whole;
- v. governs the exercise of the powers of a Member when acting in a meeting of the Authority;
- vi. respects the democratic process and respects decisions of the General Membership, Executive Committee, Advisory Boards and other committees;
- vii. requires that Members conduct themselves in a manner which reflects respect and professional courtesy and does not permit offensive language in or against the Authority or against any Member or any Authority staff.

### 3. *Gifts and Benefits*

Members shall not accept fees, gifts, hospitality or personal benefits that are connected directly or indirectly with the performance of duties.

### 4. *Confidentiality*

The Members shall be governed at all times by the provisions of the *Municipal Freedom and Information and Protection of Privacy Act*.

All information, documentation or deliberations received, reviewed, or taken in a closed meeting are confidential.

Members shall not disclose or release by any means to any member of the public, either in verbal or written form, any confidential information acquired by virtue of their office, except when required by law to do so.

Members shall not permit any persons, other than those who are entitled thereto, to have access to information which is confidential.

In the instance where a member vacates his or her position on the General Membership, he or she will continue to be bound by MFIPPA requirements.

Particular care should be exercised in protecting information such as the following:

- i. Human Resources matters;
- ii. Information about suppliers provided for evaluation and that might be useful to other suppliers;
- iii. Matters relating to the legal affairs of the Authority;
- iv. Information provided in confidence from an Aboriginal community, or a record that if released could reasonably be expected to prejudice the conduct of relations between an Aboriginal community and the Authority;
- v. Sources of complaints where the identity of the complainant is given in confidence;
- vi. Items under negotiation;
- vii. Schedules of prices in tenders or requests for proposals;
- viii. Appraised or estimated values with respect to the Authority's proposed property acquisitions or dispositions;
- ix. Information deemed to be "personal information" under MFIPPA.

The list above is provided for example and is not exhaustive.

### **5. Use of Authority Property**

No Member shall use for personal purposes any Authority property, equipment, supplies, or services other than for purposes connected with the discharge of Authority duties or associated community activities of which the Authority has been advised.

### **6. Work of a Political Nature**

No Member shall use Authority facilities, services or property for his or her other election or re-election campaign for any position or office within the Authority or otherwise.

### **7. Conduct at Authority Meetings**

During meetings of the Authority, Members shall conduct themselves with decorum. Respect for delegations and for fellow Members requires that all Members show courtesy and not distract from the business of the Authority during presentations and when others have the floor.

### **8. Influence on Staff**

Members shall be respectful of the fact that staff work for the Authority as a whole and are charged with making recommendations that reflect their professional expertise and corporate perspective, and shall be free to do so without undue influence.

### **9. Business Relations**

No Member shall borrow money from any person who regularly does business with the Authority unless such person is an institution or company whose shares are publicly traded and who is regularly in the business of lending money.

No Member shall act as a paid agent dealing with or appearing before the Authority, the Executive Committee or an Advisory Board or Committee of the Authority, except in compliance with the terms of the *Municipal Conflict of Interest Act*.

### **10. Encouragement of Respect for the Authority and its Regulations**

Members shall represent the Authority in a respectful way and encourage public respect for the Authority and its Regulations.

### **11. Harassment**

It is the policy of the Authority that all persons be treated fairly in the workplace in an environment free from discrimination and personal and sexual harassment. Harassment of another Member, staff or any member of the public is misconduct. Members shall follow the Authority's Harassment Policy as approved from time-to-time.

Examples of harassment that will not be tolerated include: verbal or physical abuse, threats, derogatory remarks, jokes, innuendo or taunts related to an individual's race, religious beliefs, colour, gender, physical or mental disabilities, age, ancestry, place of origin, marital



status, source of income, family status or sexual orientation. The Authority will also not tolerate the display of pornographic, racist or offensive signs or images; practical jokes that result in awkwardness or embarrassment; unwelcome invitations or requests, whether indirect or explicit and any other prohibited conduct under the provisions of the *Ontario Human Rights Code*.

#### **12. Breach of Code of Conduct**

Should a Member breach the Code of Conduct, he or she shall advise the Chair, with a copy to the Chief Administrative Officer, as soon as possible after the breach.

Should a Member allege that another Member has breached the Code of Conduct, the said breach shall be communicated to the Chair, with a copy to the Chief Administrative Officer, in writing. In the absence of the Chair, or if a Member alleges that the Chair has breached the Code of Conduct, the said breach shall be communicated to the Vice-Chair, with a copy to the Chief Administrative Officer, in writing.

Should a member of the public or a municipality allege that a Member has breached the Code of Conduct, the party making the allegation will be directed to follow the notification procedure outlined in the preceding paragraph.

Any breach, or alleged breach, of the Code of Conduct shall be investigated in accordance with the Enforcement of By-laws and Policies procedure outlined or referred to in this By-law.

**APPENDIX B:**  
**Conflict of Interest**

### **1. *Municipal Conflict of Interest Act***

The Authority Members commit themselves and the Authority to ethical, businesslike, and lawful conduct when acting as the General Membership. The Authority and Members are bound by the *Municipal Conflict of Interest Act*. This by-law is intended to assist Member in understanding their obligations. Members are required to review the *Municipal Conflict of Interest Act* on a regular basis.

Additionally, the agricultural representative appointed by the Minister will be required to follow the provincial ethical framework set out for government public appointees in the Management Board of Cabinet's Agencies and Appointments Directive.

### **2. *Disclosure of Pecuniary Interest***

Where a Member, either on his or her own behalf or while acting for, by, with or through another, has any pecuniary interest, direct or indirect, in any matter and is present at a meeting of the Authority, Executive Committee, Advisory Board or committee at which the matter is the subject of consideration, the Member:

- a) shall, prior to any consideration of the matter at the meeting, disclose the pecuniary interest and the general nature thereof;
- b) shall not take part in the discussion of, or vote on any question in respect of the matter;
- c) shall not attempt in any way whether before, during or after the meeting to influence the voting on any such question; and,
- d) shall file a written statement of the Conflict of Interest and its general nature with the Chief Administrative Officer.

### **3. *Chair's Conflict of Interest or Pecuniary Interest***

Where the Chair of a meeting discloses a conflict of interest with respect to a matter under consideration at a meeting, another Member shall be appointed by Resolution to chair that portion of the meeting by Resolution.

### **4. *Closed Meetings***

Where a meeting is not open to the public, a Member who has declared a conflict of interest shall leave the meeting for the part of the meeting during which the matter is under consideration.

### **5. *Member Absent***

Where the interest of a Member has not been disclosed by reason of their absence from the particular meeting, the Member shall disclose their interest and otherwise comply at the first meeting of the Authority, Executive Committee, Advisory Board or Committee, as the case may be, attended by them after the particular meeting.

#### **6. Disclosure Recorded in Minutes**

The recording secretary shall record in reasonable detail the particulars of any disclosure of conflict of interest or pecuniary interest made by Members and whether the Member withdrew from the discussion of the matter. Such record shall appear in the minutes/notes of that particular meeting of the General Membership, Executive Committee, advisory board or committee, as the case may be.

#### **7. Registry Maintained for Public Inspection**

The Authority shall maintain a registry in which shall be kept:

- a) A copy of each statement filed under Section 2d) of this policy; and,
- b) A copy of each declaration recorded in the Minutes.

The registry shall be available for public inspection.

#### **8. Breach of Conflict of Interest Policy**

Should a Member breach the Conflict of Interest Policy, he or she shall advise the Chair, if the Chair has conducted the breach he or she shall advise the Vice-Chair, in writing with a copy to the Chief Administrative Officer, as soon as possible after the breach.

Should a Member allege that another Member has breached the Conflict of Interest Policy, the allegation shall be communicated in writing to the Chair, with a copy to the Chief Administrative Officer. In the absence of the Chair, or if a Member alleges that the Chair has breached the Conflict of Interest Policy, the allegation shall be communicated in writing to the Vice-Chair, with a copy to the Chief Administrative Officer.

Should a member of the public or a municipality allege that a Member has breached the Conflict of Interest Policy, the party making the allegation will be advised to follow the notification procedure outlined in the preceding paragraph.

Any breach, or alleged breach, of the Conflict of Interest Policy shall be investigated in accordance with the Enforcement of By-laws and Policies procedure outlined or referred to in this By-law.

Nothing herein is intended to discourage or prevent a Member or any other person from exercising the right to initiate a proceeding under the *Municipal Conflict of Interest Act*.

# **APPENDIX C: Procedure for Election of Officers**

### **1. Voting**

Voting shall be by secret ballot and no Members may vote by proxy.

### **2. Acting Chair**

The Chief Administrative Officer, or his or her designate, shall assume the position of Chair for the purpose of the election of Officers. No Member may act as such.

### **3. Scrutineer(s)**

The appointment of one or more scrutineers is required for the purpose of counting ballots, should an election be required. All ballots shall be destroyed by the scrutineers afterwards when authorized by Resolution. The Acting Chair shall call a motion for the appointment of one or more persons to act as scrutineers. A Member not standing for election may be appointed as an additional scrutineer, if requested.

### **4. Election Procedures**

The Acting Chair shall advise the Members that the election will be conducted in accordance with the Act and the Lakehead Region Conservation Authority Administrative By-Law Section 2.2 'Maximum Term for Chair and Vice Chair(s) as follows:

- a) The elections shall be conducted separately in the following order:
  - i. Election of the Chair, who shall be a Member appointed by a participating Municipality to the Authority;
  - ii. Election of one or more Vice-Chairs, who shall be Members appointed by a participating Municipality to the Authority.
- b) The Acting Chair shall ask for nominations to the position;
- c) Only current Members of the Authority who are present may vote;
- d) Nominations shall be called three (3) times and will only require a mover;
- e) The closing of nominations shall require both a mover and a seconder;
- f) Each Member nominated shall indicate if he or she accepts the nomination. The Member must be present to accept the nomination unless the Member has advised the Chief Administrative Officer in writing or by email in advance of the election of their willingness to accept the nomination.

If one Nominee has accepted:

- g) If only one nominee accepts the nomination, he or she shall be declared elected to the position by acclamation.

If more than one Nominee have accepted:

- h) each nominee shall be permitted not more than three (3) minutes to speak in support of his or her candidacy, in the order of the alphabetical listing by surnames.
- i) ballots shall be distributed to the Members by the scrutineers for the purpose of the election and the Acting Chair shall ask the Members to write the name of one individual only on the ballot.
- j) The scrutineers shall collect the ballots, leave the meeting to count the ballots, return and advise the Acting Chair as to who was elected with more than 50% of the vote.

A majority vote shall be required for election. If there are more than two nominees, and upon the first vote, no nominee receives the majority required for election, the name of the person with the least number of votes shall be removed from further consideration for the office and new ballots shall be distributed. In the case of a vote where no nominee receives the majority required for election and where two or more nominees are tied with the least number of votes, a special vote shall be taken to decide which one of such tied nominees' names shall be dropped from the list of names to be voted on in the next vote.

Should there be a tie vote between two remaining candidates, new ballots shall be distributed and a second vote held. Should there still be a tie after the second ballot a third vote shall be held. Should there be a tie after the third vote, the election of the office shall be decided by lot drawn by the Acting Chair or designate.