

Newcastle Village and District Historical Society

Constitution and By-laws

Constitution, as of April 15, 2023

Context

The following is the Newcastle Village and District Historical Society's Constitution and By-laws. It conforms to the *Ontario Not-for-Profit Corporations Act* of 2010, which takes precedence on matters of conflict and omission.

Article 1 – Name

The name of the organization is “Newcastle Village and District Historical Society” (NVDHS), hereafter referred to as the “Society.”

Article 2 – Status

The Society is an independent, not-for-profit organization incorporated on September 11, 1982, through affiliation with The Ontario Historical Society under its Special Act approved by the Legislative Assembly of Ontario in 1899. The Society shall maintain membership in The Ontario Historical Society. The Ontario Corporation Number is 528331.

The Society is a registered charity under paragraph 149(1)(f) of the Canadian Income Tax Act, effective November 28, 1983, with the Registered Charity No. 886648591 RR001. The Society shall be subject to the Ontario Charities Accounting Act, R.S.O. 1990.

Article 3 – Purposes

1. To record and preserve the history of the area defined by Lake Ontario on the south, the Darlington/Clarke town line on the west, Boundary Road on the North and the Hope/Clarke Boundary Road on the east (“the District”).
2. To promote public interest and understanding of the history of the District through permanent and changing displays and exhibitions, holding public meetings and by hosting educational events, displays and lectures.
3. To elicit interest in the history of the District through producing books, newsletters, websites and other educational materials
4. To facilitate the archival preservation of historical material related to the District.
5. To make the Society archives accessible to those who wish to undertake research.
6. To do all other activities that are necessary, incidental, or conducive to achieving the objectives and goals of the Society.

Article 4 – Head Office

The head office shall be in the former village of Newcastle, in the Municipality of Clarington, Regional Municipality of Durham, Ontario.

Article 5 – Fiscal Year

The fiscal year shall be from January 1 to December 31.

Article 6 – Accounting

The Society shall be subject to the *Charities Accounting Act*.

Article 7 – Remuneration

No director shall receive remuneration for services provided in their capacity as a director, although they may be paid reasonable expenses incurred by them in the performance of their duties. Unless otherwise prohibited by the Society, a director may be compensated for services other than as a director pursuant to the regulation made under the *Charities Accounting Act*, or with court approval or an order made under section 13 of the *Charities Accounting Act*.

Article 8 – Commercial Purposes

Commercial purposes, if any, included in the articles are intended only to advance or support one or more of the non-profit purposes of the Society. No part of a Society 's profits or of its property or accretions to the value of the property may be distributed, directly or indirectly, to a member, a director, or an officer of the Society except in furtherance of its activities.

Article 9 –Investments

The funds of the Society will be invested pursuant to the Trustee Act.

Article 10 – Board of Directors

The Society shall have a Board of Directors of not less than nine (9) and no more than thirteen (13) Directors, including the following officers – President, Vice President, Treasurer and Secretary. The Vice President will act as substitute for the President where necessary as outlined in By-Law 3.04. Each Board Director shall be a member of the Society in good standing and elected by the Membership.

Article 11 – Membership

1. There will be 3 categories of membership in the Society, namely Individual, Family and Corporate. There will be an annual fee for membership. The amount shall be established from time to time by the Board of Directors.
2. Any person(s) interested in promoting the purposes of the Society may become a member. Every member in good standing shall be entitled to receive notice of, attend, or vote at meetings of the Members of the Society, including by proxy and all members are encouraged take part in the activities of the Society.
3. Membership may be terminated for failure to pay the annual fee within 90 days of a request for payment in writing which may be by email secure electronic message (Electronic Message) and/or for acting against the Purposes of the Society. A member may resign at any time by submitting a resignation in writing, which may be by Electronic Message to the Board of Directors, but no refund of fees shall be made.
4. The governance of this organization is vested in its members with powers delegated to officers and directors. The officers and directors must be members of the Society. All powers not specifically delegated by the members are retained by the membership.

Article 12 – Delegates

The Directors of the Society may pass by-laws respecting delegates pursuant to the *Ontario Corporations Act*, Section 130

Article 13 – Dissolution

1. The decision to dissolve the Society shall be voted upon by the general members at a special meeting called for that purpose.
2. In the event of the winding up of the Society, distribution of income of the Society during its lifetime, or of earned surplus to any member or for the personal benefit of any members of the Society is prohibited.
3. Upon the dissolution of the Society and after satisfying the interests of its creditors in all its debts, obligations and liabilities, its remaining property shall be distributed to a Canadian body corporate that is a registered charity under the Income Tax Act (Canada) with similar purposes to its own, the Crown in

right of Ontario, the Crown in right of Canada, an agent of either of those Crowns or a municipality in Canada.

4. Upon dissolution, in the event that another charitable organization or government body has agreed to continue the operation of the Historical Room all remaining property and any funds still held by the Newcastle Village and District Historical Society will be made available to such organization or government body for the purpose of operating the Historical Room.

Bylaws

Section 1 – General

1.01 Definitions

In this by-law and all other by-laws of the Society, unless the context otherwise requires:

- a. "Act" means the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. "Board" means the board of directors of the Society;
- c. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Society as amended and which are, from time to time, in force and effect;
- d. "President" means the president of the Board;
- e. "Society" means the Newcastle and Village District Historical Society, that has passed these by-laws under the *Act* or that is deemed to have passed these by-laws under the *Act*;
- f. "Director" means an individual occupying the position of director of the Society by whatever name he or she is called;
- g. "Member" means a member of the Society;
- h. "Members" means the collective membership of the Society; and
- i. "Officer" means an officer of the Society.

1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the *Act* shall have the meanings given to such terms in the *Act*. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the articles or the *Act*, the provisions contained in the articles or the *Act*, as the case may be, shall prevail.

1.05 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Society may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Society to be a true copy thereof.

Section 2 – Directors

2.01 Election and Term

The Directors shall be elected by the Members at the first meeting of Members and at each succeeding annual meeting. The term of office of the Directors (subject to the provisions, if any, of the articles) shall be from the date of the meeting at which they are elected or appointed until the next annual meeting or until their successors are elected or appointed.

2.02 Vacancies

The office of a Director shall be vacated immediately:

1. if the Director resigns office by written notice to the Society, which resignation shall be effective at the time it is received by the Society or at the time specified in the notice, whichever is later;
2. if the Director dies or becomes bankrupt;
3. if the Director is found to be incapable by a court or incapable of managing property under Ontario law;
or
4. if, at a meeting of the Members, the Members by ordinary resolution removes the Director before the expiration of the Director's term of office.

2.03 Filling Vacancies

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

1. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
2. if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and
3. a quorum of Directors may fill a vacancy among the Directors.

2.04 Committees

Committees may be established by the Board as follows:

1. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in the *Act* that are not permitted to be delegated; and
2. The Society will have a Curatorial Committee and a Nomination Committee, and subject to the limitations on delegation set out in the **Act**, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.
3. The Curatorial Committee shall consist of a Chairperson who is a Director selected annually by the Board of Directors and at least 2 additional members of the Society. The Nomination Committee shall consist of a Chairperson who is a Director selected annually by the Board of Directors and at least 2 additional members of the Society who are not Directors. The chairperson of each committee may select the other members to serve on the committee. Each committee shall meet on a regular basis and submit a copy of

its minutes to the Board of directors 10 days prior to the next Board meeting. All committee action shall be approved by the Board of Directors. The chairperson of each Committee shall report regularly at the Board of Directors meetings.

2.05 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; subject to the following:

1. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties.

Section 3 – Board Meetings

3.01 Calling of Meetings

Meetings of the Directors may be called by the President or any two Directors at any time and any place on notice as required by this By-law.

3.02 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

3.03 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this By-law to every Director of the Society not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Society.

3.04 President

The President shall preside at Board meetings. In the absence of the President, the Vice President shall serve as Chair for such meetings. In the absence of both the President and the Vice President, the Directors present shall choose one of their number to act as the Chair.

3.05 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the President or Chair shall not have a second or casting vote, and the resolution shall not pass.

3.06 Participation by Telephonic or Electronic Means

If all of the Directors of the Society consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate

adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

Section 4 - Financial

4.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Society shall be placed for safekeeping.

4.02 Financial Year

The financial year of the Society ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.

Section 5 – Officers

5.01 Officers

The Board shall appoint from among the Directors a Chair, who shall be the president, a vice president, a treasurer and a secretary at its first meeting following the annual meeting of the Society. The office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

5.02 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- a. the Officer's successor being appointed,
- b. the Officer's resignation, or
- c. such Officer's death.

5.03 Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

5.04 Duties of the Chair

The Chair, who is also the President, shall perform the duties described in sections 3.04 and 9.05, and the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

5.05 Duties of the Vice President

The Vice President shall assist the President and shall conduct the Society's meetings in the absence of the President. The Vice President shall also complete the term of the President in the event of the President's

resignation, inability to act, or removal from office. The Vice President shall have such other duties and powers as the board may specify.

5.06 Duties of the Treasurer

The treasurer shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

5.07 Duties of the Secretary

The secretary shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

Section 6 – Protection of Directors and Others

6.01 Protection of Directors and Officers

No Director, Officer or committee member of the Society is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Society or for joining in any receipt or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Society or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Society shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Society with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. complied with the *Act* and the Society's articles and By-laws; and
2. exercised their powers and discharged their duties in accordance with the *Act*

Section 7 - Conflict of Interest

7.01 Conflict of Interest

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Society or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Society shall make the disclosure required by the *Act*. Except as provided by the *Act*, no such Director shall participate in any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

7.02 Charitable Corporations

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Society if it is a charitable corporation unless the provisions of the *Act* and the law applicable to charitable corporations are complied with.

Section 8 - Members

8.01 Members

Membership in the Society shall consist of persons interested in furthering the purposes of the organization, who may become a member on payment of an annual fee, which is determined by the Board of Directors and ratified by the membership.

Membership in the Society shall consist of three classes of Members, namely Individual, Family and Corporate Members. The following conditions of Membership shall apply:

1. Individual Members

Individual Members shall be individuals who have paid for an individual membership in the Society. The term of membership for an Individual Membership is one year from the date of payment, and subject to renewal in accordance with the policies of the Society

As set out in the articles, each Individual Member is entitled to receive notice of, attend, and vote at all meetings of Members, and each Individual Member shall be entitled to one (1) vote at such meetings

2. Family Members

Family membership will allow two (2) individuals residing at the same address who have paid for a family membership, membership in the Society. The term of membership for a Family Membership is one year from the date of payment, and subject to renewal in accordance with the policies of the Society

As set out in the articles, each Family Member is entitled to receive notice of, attend, and vote at all meetings of Members, and each Family Member shall be entitled to one(1) vote at such meetings, for a total of two(2) votes per Family Membership.

3. Corporate Members

Corporate Members shall be individuals representing a corporation, who have paid for a Corporate membership in the Society. The term of membership for an Corporate Membership is one year from the date of payment, and subject to renewal in accordance with the policies of the Society

As set out in the articles, each Corporate Member is entitled to receive notice of, attend, and vote at all meetings of Members, and each Individual Member shall be entitled to one (1) vote at such meetings

8.02 Membership

A membership in the Society is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Act.

8.03 Disciplinary Act or Termination of Membership for Cause

1. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws.
2. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

Section 9 - Members' Meetings

9.01 Annual Meeting

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided not less than five business days, or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual and subsequent special meetings;
- c. consideration of the financial statements;
- d. report of the auditor or person who has been appointed to conduct a review engagement;
- e. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- f. election of Directors; and
- g. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member has given notice to the Society of any matter that the Member proposes to raise at the meeting in accordance with the *Act*, so that such item of new business can be included in the notice of annual meeting.

9.02 Special Meetings

The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Members who hold at least 5 per cent of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition unless the *Act* provides otherwise.

9.03 Notice

Subject to the *Act*, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the *Act* to each Member, each Director and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted to the meeting.

9.04 Quorum

A quorum for the transaction of business at any such meeting of the General Membership, seven (7) members in person or by Electronic Means must be present to constitute a quorum for conducting Society business. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

9.05 Chair of the Meeting

The President shall be the chair of the Members' meeting. In the absence of the President, the Vice President shall serve as Chair for such meetings. In the absence of both the President and the Vice President, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of

the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

9.06 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

- a. each Member shall be entitled to one vote at any meeting;
- b. votes shall be taken by a show of hands among all Members present and the chair of the meeting;
- c. an abstention shall not be considered a vote cast;
- d. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- e. if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- f. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.07 Adjournments

The Chair may, with the majority consent of any Members' at a meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.08 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Society, if any, and others who are entitled or required under any provision of the Act or the articles or the By-laws of the Society to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting, a director, or with the majority consent of the Members present at the meeting.

Section 10 - Notices

10.01 Service

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of the Society shall be delivered personally, or sent by prepaid mail, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Society; and to such Director at his or her latest address as shown in the records of the Society or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

10.02 Error or Omission in Giving Notice

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Society has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Section 11 - Adoption and Amendment of Constitution and By-laws

11.01 Amendments to By-laws

The Board may from time to time in accordance with the *Act* amend or repeal and replace these By-laws and Constitution.

The directors shall submit the constitution or by-law, amendment, or repeal to the members at the next meeting of the members, and the members may confirm, reject or amend the by-law, amendment or repeal by ordinary resolution.

This Constitution and By-Laws shall be effective as of from April 15, 2023.

Thomas Wallace, President

Date _____

Sher Leetooze, Treasurer

Date _____

Patricia Duncan, Secretary

Date _____

Schedule A

Position Description of the President

Role Statement

The president provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The president co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors. The president ensures the Board discusses all matters relating to the Board's mandate.

Responsibilities

Agendas. Establish agendas aligned with annual Board goals and preside over Board meetings. Ensure meetings are effective and efficient for the performance of governance work.

Direction. Serve as the Board's central point of communication of the Society regarding the Board's expectations and concerns. Develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that strategies and planning and performance information are appropriately presented to the Board.

Performance Appraisal. Lead the Board in monitoring and evaluating the performance of employees, if any, through an annual process.

Work Plan. Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

Representation. Serve as the Board's primary contact with the public.

Reporting. Report regularly to the Board on issues relevant to its governance responsibilities.

Board Conduct. Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

Mentorship. Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

Succession Planning. Ensure succession planning occurs for the Board.

Committee Membership. May serve as member on all Board committees.

Schedule B

Position Description of the Vice President

Role Statement

The vice president assists in providing leadership to the Board, and assists the president to co-ordinate Board activities in fulfilling its governance responsibilities and facilitate co-operative relationships among Directors.

Responsibilities

Board Conduct. Assists the president in setting a high standard for Board conduct and enforcing policies and By-laws concerning Directors' conduct.

Representation. Serve as the Board's secondary contact with the public.

Mentorship. Serve as a mentor to other Directors.

Schedule C

Position Description of the Treasurer

Role Statement

The treasurer works collaboratively with the president to support the Board in achieving its fiduciary responsibilities.

Responsibilities

Custody of Funds. The treasurer shall have the custody of the funds and securities of the Society and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Society in the books belonging to the Society and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Society in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The treasurer shall disburse the funds of the Society as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Society. The treasurer shall also perform such other duties as may from time to time be directed by the Board.

Board Conduct. Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Mentorship. Serve as a mentor to other Directors.

Financial Statement. Present to the Members at the annual meeting as part of the annual report, the financial statement of the Society approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

Schedule D

Position Description of the Secretary

Role Statement

The secretary works collaboratively with the president to support the Board in fulfilling its fiduciary responsibilities.

Responsibilities

Board Conduct. Support the president in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Document Management. Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Society, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, and registers and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

Meetings. Give such notice as required by the By-Laws of all meetings of the Society, the Board and Board committees. Attend all meetings of the Society, the Board and Board committees.