



## **TERMS OF REFERENCE BOARD OF DIRECTORS**

### **Composition**

The Board of Directors shall consist of 12 members of the Representative Assembly as follows:

- (a) the Officers of the Association, and
- (b) eight Directors.

### **Election and Term of Office**

- (1) The Officers, except the immediate past president, and the Directors shall be elected annually by and from the members of the Representative Assembly.
- (2) Each newly-elected Officer and Director shall take office at the close of the Representative Assembly meeting at which elections take place and the term of office shall expire at the end of the next succeeding annual meeting of the Representative Assembly provided, however, that no term of office shall expire before a successor has been elected.

### **Duties and Powers**

The Board of Directors shall:

- (a) be responsible to the Representative Assembly and shall exercise all powers of the Association and the Representative Assembly between meetings of the Association and meetings of the Representative Assembly;
- (b) establish policies relating to the collection of annual membership dues and to other matters in the conduct of the affairs of the Association providing however they are in harmony with these bylaws and the objects of the Association;
- (c) expend prudently such funds of the Association as are provided in the annual budget approved by the Representative Assembly provided, however, that any expenditures beyond the budget must be reported and justified to the Representative Assembly;
- (d) as soon as feasible fill, until the next election, any vacancy which may occur in the Board;
- (e) determine from time to time the address of the Association's office within the Province of Saskatchewan;
- (f) engage a person to be in charge of the staff, offices and administration of the Association to be known as the Executive Director, or by such other title as the Board may, from time to time, designate;
- (g) engage personnel on such terms as it may consider proper for the office of the Association and to carry on the administration of the Association business, and engage such professional and other assistance as may be required from time to time;

- (h) appoint the editorial staff for such official publications of the Association as may be deemed necessary from time to time;
- (i) prescribe the manner in which changes in, and additions to, the subdivisions will be recognized by the Association;
- (j) prescribe the procedures for the nomination and election of District Delegates;
- (k) prescribe the terms and conditions of affiliation with the Association;
- (l) appoint and disband such standing, special and other committees from time to time as the Board considers necessary, and outline the duties of such committees;
- (m) determine the place and date of each general meeting and of each meeting of the Representative Assembly;
- (n) delegate such duties and powers, except with respect to expenditure of funds, as it may consider necessary, provided that "expenditure of funds" shall be deemed not to include the expenditure of funds for office operating supplies and equipment and petty cash expenditures; and
- (o) perform such other duties and functions as may from time to time be necessary, or as the Board may consider necessary for the operation of the Association and the carrying on of its functions.

## **EXECUTIVE COMMITTEE**

### **Composition**

The Executive Committee shall consist of the Officers of the Association.

### **Powers**

The Executive Committee shall be responsible to the Board of Directors and shall exercise all powers of the Board between its meetings.

## **MEETINGS**

### **Annual General Meetings**

There shall be a meeting of the members of the Association not less than once annually, at a time and place to be determined by the Board.

### **Powers of the Annual Meeting**

The annual meeting:

- (a) may make recommendations for the consideration of the Representative Assembly and/or the Board of Directors;
- (b) shall receive for approval the Association's annual financial statements; and

(c) shall approve, reject or modify all proposals for amendments to the Association's bylaws.

### **Entitlement to Attend**

All members of the Association are entitled to attend and all ordinary members are entitled to vote at the annual general meeting of the Association.

### **Content**

Scientific sessions may be held at the discretion of the Board in conjunction with any other meeting of the Association.

### **Special General Meetings**

- (1) A special meeting of the general membership may be called by the Representative Assembly or by the Board when deemed necessary or expedient, and shall be called by the President on a written request signed by not fewer than 50 Ordinary members of the Association.
- (2) The business discussed at any such meeting shall be as stated in the notice of the meeting.

### **Quorum for General Meetings**

At any general or special meeting of the Association, after proper notice thereof, those members present shall constitute a quorum for the transaction of business.

### **Rules of Order**

At all meetings of the Association, the parliamentary authority for all matters not clarified in the Act or in these bylaws shall be *Wainberg's Society Meetings Including Rules of Order*.

### **Regular Meetings of Representative Assembly**

- (1) The Representative Assembly shall meet not less frequently than twice annually at a time and place set by the Board of Directors. One of the said meetings shall be designated by the Board of Directors as the Annual Meeting of the Representative Assembly.
- (2) Meetings of the Representative Assembly shall be chaired by the Speaker of the Representative Assembly or, in his absence, by the Deputy Speaker both of whom shall be elected by the Representative Assembly as provided in bylaw 32.

### **Special Meetings of Representative Assembly**

- (1) A special meeting of the Representative Assembly may be called by the Board of Directors when deemed necessary or expedient and shall be called by the President on a written request signed by not fewer than ten members of the Representative Assembly.
- (2) The business discussed at any such meeting shall be as stated in the notice of the meeting.

### **Quorum at Representative Assembly**

A majority of the delegates to the Representative Assembly shall constitute a quorum and all resolutions and motions, except as otherwise provided by the Act, shall be carried by a majority of the votes cast by those present and voting.

### **Voting Rights at Representative Assembly**

All delegates to the Representative Assembly shall have voting powers and shall be appropriately identified.

### **Entitlement to Attend Meetings of Representative Assembly**

All Association members shall have the right to attend meetings of the Representative Assembly and to take reasonable part in the deliberations, on their own initiative, or on the invitation of the Board, and shall be appropriately identified, but only members of the Representative Assembly shall be entitled to vote.

### **Meetings of Board of Directors**

- (1) The Board shall meet at least four times annually and at such times and places as may be designated by the President.
- (2) A special meeting of the Board may be called by the President in consultation with the Executive Committee and shall be called on a written request signed by three Directors.

### **Quorum for Board of Directors**

A majority of the Board of Directors shall constitute a quorum of the Board and all resolutions and motions shall be carried by the majority of those present and voting.

### **Meetings of Executive Committee**

The Executive Committee shall meet at the call of the President to conduct the affairs of the Association between meetings of the Board of Directors.

### **Notice of Meeting of Association or of Representative Assembly**

- (1) Except as otherwise provided in the Act, at least five days' notice of each meeting of the Association and of each meeting of the Representative Assembly in each case specifying the business to be placed before the meeting, shall be given to each representative or member entitled to receive notice at the last address of each of them on the Association's records.
- (2) Each notice shall be deemed to have been duly and properly given if deposited in the post office nearest the Association's head office with postage prepaid addressed to each member concerned at his last address on the Association's records at least five days before the date of the meeting to which the notice relates.

### **Notice of Meetings of Board and Executive Committee**

The provisions in this Part with respect to notice apply, mutatis mutandis, to meetings of the Board and of the Executive Committee.

### **Waiver of Notice of Meeting**

The provisions in this Part with respect to the period and content of the notice may be waived in case of emergency by a two-thirds vote of the meeting, provided that it is shown that reasonable steps were taken to inform all persons entitled to notice by telephone or otherwise of the meeting and the business to be placed before it.

November 1997