

## **Part 5 - Board of Directors**

### **Election or appointment of directors**

- 5.1 Directors will be elected for two year terms – in even numbered years, the president, club secretary, and 2 directors-at-large will be elected. In odd numbered years, the vice president, treasurer, membership secretary and 2 other directors-at-large will be elected.
- 5.2 Separate elections must be held for each office to be filled.
- 5.3 Election will be by secret ballot or by acclamation if there is only one candidate.
- 5.4 In order to run for a director, a member must meet the requirements of the Societies Act (Part 5 Sections 44 and 45) and be a member with Voting Privileges.

### **Election or appointment to Board positions**

- 5.5 Directors must be elected or appointed to the following executive positions:
  - (a) President,
  - (b) Vice-President
  - (c) Secretary
  - (d) Treasurer
  - (e) Membership Secretary
- 5.6 Directors who are elected or appointed to positions on the Board in addition to the positions described above are elected or appointed as directors-at-large.
- 5.7 Any director, other than the president, may hold more than one position until such time as another person is elected or appointed to the vacated position, as per Sec 5.9.
- 5.8 As a requirement of the Canadian Kennel Club (CKC), a minimum of 3 executive directors, including the president, must be CKC members.

### **Vacancies on the Board of Directors**

- 5.9 The directors may appoint another director to fill a vacant executive position. A director or any member may fill any other vacancy.
  - (a) A person so appointed holds office only until the next annual general meeting of the society, but may put their name forward for election. Their term of office when elected will be in accordance with the rotation schedule (see Sec 5.1).
- 5.10 The members may, by special resolution, remove a director before the expiration of his or her term of office, and may elect a successor to complete the term of office.

## **Proceedings of Directors**

### **Calling a directors' meeting**

**5.11** A directors' meeting may be called by the president or by any 2 other directors.

### **Conduct of directors' meetings**

**5.12** The directors may meet at any location, on any notice and in any manner convenient to the directors.

### **Quorum of directors**

**5.13** A quorum is a majority of the directors in office.

### **Resolutions**

**5.14** A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.

**5.15** A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

**5.16** In certain circumstances, where an issue needs to be addressed before the next scheduled Board meeting, discussion and voting may be done by email.

### **Directors' attendance at meetings**

**5.17** Directors who are absent for 3 consecutive meetings or a total of 5 meetings in a calendar year may be removed from their position.

## **Duties of Directors**

**5.18** The president is chief executive officer of the club and is responsible for the other directors in the execution of their duties.

**5.19** The vice-president is vice-chair of the Board and is responsible for the duties of the president, if the president is unable to act.

**5.20** The club secretary is responsible for, and makes necessary arrangements for:

- (a) the correspondence of the club and the board;
- (b) notices of, and minutes of, General and Director's meetings;
- (c) the Records of the Club in accordance with the Act; and
- (d) the annual reports.

**5.21** The treasurer is responsible for, and makes necessary arrangements for, the following:

- (a) monies and invoices collected from the members or other sources;
- (b) accounting records in respect of the Society's financial transactions; and
- (c) the Society's financial statements.

**5.22** The membership secretary is responsible for:

- (a) the club's membership files,
- (b) membership notifications, and
- (c) recording attendance at general meetings.

**5.23** The directors-at-large attend Board meetings and assist the executive with decisions.