

Background

Policy

The following policies clarify the manner in which certain Society by-laws are interpreted and carried out. They specifically deal with Society membership and Board governance.

1. Manner of Election (article 6.1)

- a. The Board of Directors shall consist of nine members but may be expanded to as many as twelve members during the period between the election of new Board members at the spring meeting and departure of retiring Board members in September of each year.
- b. Each year the terms of three directors shall ordinarily end and an election held to determine their successors.
- c. The Board member nomination process shall follow the written procedures adopted by the Board.
- d. A candidate for Board membership shall be declared elected upon obtaining the highest number of votes at the AGM.
- e. In case of a tie vote between candidates for Board membership, the presiding officer shall draw lots, unless the meeting decides by resolution upon another way of resolving the tie vote.
- f. When the number of candidates is equal to, or less than, the number of vacant positions, and no additional candidates have been nominated from the floor of the meeting, the presiding officer may ask for a Motion from the members at the meeting declaring the candidate(s) to be elected by acclamation.

2. Term of Office (article 6.1)

- a. The term of office of new Board members shall commence upon their election in the spring. The term of office of retiring Board members shall end at the first Board meeting following the beginning of the new school year in the year their term expires. Retiring Board members will be recognized for their contributions at a Society meeting.
- b. A director elected to fill a former director's unexpired term shall complete that unexpired term (article 6.4).

3. Meetings of the Board (article 7.2)

- a. The quorum of the Board shall consist of five Board members.
- b. Ordinarily, the Board shall meet every other month, except during July and August, in accordance with a schedule approved by the Board in September of each year.
- c. For a regular Board meeting to be duly constituted, all Board members must have

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been notified of such meeting at least one week in advance. For a special Board meeting to be duly constituted all Board members must have been notified at least one day in advance.

- d. Notice of Board meetings shall ordinarily be given in writing or, in the case of special or extra-ordinary meetings, notice by telephone or email is deemed sufficient.
- e. The inadvertent omission or non-receipt of notice of a Board meeting for any specific Board member shall not invalidate the proceedings at such a Board meeting.
- f. Notice of Board meetings may, in extraordinary circumstances, be waived by resolution of the Board.
- g. Board members are expected, but not required, to vote on all matters coming before the Board.
- h. A Board member shall refrain from voting in a case of actual or potential conflict of interest. The determination of actual or potential conflict of interest is initially made by the Board member but may also be decided by the Board.
- i. The slate of officers shall be elected at the first Board meeting of the new school year. In the case of a tie vote in the election of any of the officers, the presiding officer shall cast the deciding vote.
- j. Concerning procedure, a consensus model of operations will be observed.