

**ONTARIO ROWING ASSOCIATION
LOCATED IN ONTARIO, CANADA**

BY-LAW #1

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SECTION 1 – GENERAL

1.01 Purpose

The Association shall be called the Ontario Rowing Association, herein sometimes called the ORA. For day-to-day purposes, the ORA shall operate under the registered business-style name of Row Ontario.

1.02 Objectives of the Ontario Rowing Association are

- a) To promote the sport of rowing at all levels in the Province of Ontario.
- b) To implement the mission and vision, and be guided by its values, as described in the Association's Strategic Plan, as amended from time to time by the Board of Directors.
- c) To provide assistance to the Member Clubs in the encouragement and development of competitive and recreational rowing for:
 - i. The benefit of new and existing clubs.
 - ii. The benefit of athletes, coaches, umpires and volunteers.
 - iii. The expansion of the scope of rowing activities.
- d) To represent Ontario rowing with the national rowing organization, Rowing Canada Aviron, and to provide input and advice on behalf of the Member Clubs into governance and policies of the national body.
- e) To be guided by the Canadian Sport Policy (2012) and its successor policy in order to achieve growth and enhance the experience of all involved at all levels of the sport of rowing.
- f) To interact with other provincial water sports, and other sports, for the betterment of the sport of rowing.

1.03 Definitions

In this By-law #1, unless the context otherwise requires:

- a) Act – means the *Corporations Act* (Ontario) and any act that may be substituted therefor (including the *Not-for-Profit Corporations Act* (Ontario)) and, where the context requires, includes the regulations made thereunder, as the Act or the regulations are passed, made, amended, replaced or re-enacted from time to time;
- b) Annual Meeting – means the annual meeting of Members;
- c) Articles – means the letters patent incorporating the Association dated July 22, 1985, as from time to time amended and supplemented by supplementary letters patent or articles of amendment;
- d) Association – Ontario Rowing Association (ORA);
- e) Board – the Board of Directors of the Association;
- f) By-laws – this By-law #1 (including the schedules to this By-law #1) and all other B-laws of the Association as amended and which are, from time to time, in force;
- g) Day – calendar days;
- h) Director – an individual occupying the position of director on the Board;
- i) Director Members – all individuals who are Directors;
- j) Majority vote – fifty percent (50%) plus one (1) of all of the votes cast on that resolution;
- k) Members – Director Members and Member Clubs;
- l) Member Clubs – any organization located in the Province of Ontario which includes as a purpose promoting the sport of rowing, and which has been admitted as such in accordance with subsection 8.03;
- m) Members' Meeting – includes Annual Meetings and Special Members' Meetings;
- n) Officer – an officer of the Association;
- o) President - the President of the Association;
- p) Registered Participants – those individuals registered with a Member Club, Ontario Rowing Association and with Rowing Canada Aviron;
- q) Special Members' Meetings - means any Members' Meeting other than the Annual Meeting;

1.04 Interpretation

Other than as specified in subsection 1.02, all terms contained in the By-laws 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.

1.05 Severability and Precedence

The invalidity or unenforceability of any provision of the By-laws shall not affect the validity or enforceability of the remaining provisions of the By-laws. 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.

1.06 Seal

The seal of the Association shall be in the form determined by the Board.

1.07 Offices

The head / registered office of the Association shall be in the Province of Ontario at a location determined by the Board.

SECTION 2 - DIRECTORS

2.01 Election and Term

- a) The Association shall be managed by a Board of seven (7) Directors elected by the Member Clubs.
- b) Each Director shall be elected for a term of three (3) years commencing on the date of the Members' Meeting at which such Director is elected until the Annual Meeting three (3) years hence or until his or her successor is elected or appointed.
- c) A Director is eligible for re-election for a consecutive term or terms, but a Director who has held office for three (3) consecutive terms is not eligible to be a Director by re-election or otherwise until the expiration of one (1) year from the date his or her office is vacated.

2.02 Eligibility

To be eligible for election as a Director, an individual shall:

- a) Be eighteen (18) years of age or older;
- b) Be a resident of Canada as defined in the *Income Tax Act*;
- c) Not have been found incapable of managing property under the *Ontario Substitute Decisions Act, 1992* or under the *Mental Health Act*;
- d) Not have the status of bankrupt;
- e) Consent to abide by ROWONTARIO policies and procedures; and
- f) Consent in writing to be a Director.

2.03 Nominating Committee

There shall be a Nominating Committee that shall be struck not less than ninety (90) days before the Annual Meeting, comprised of a chair and not fewer than two (2) representatives of the Members. Forty-five (45) days before the Annual Meeting, the Nominating Committee shall present a Slate of Candidates for election as Directors at that Annual Meeting.

2.04 Other Candidates:

- a) Other candidates for election as Directors shall announce their intent, in writing, to the Secretary (or delegate) no less than thirty (30) days prior to the Annual Meeting.
- b) Such a Candidate:
 - i. requires the sponsorship of two (2) Member Clubs in good standing; and
 - ii. must be a ORA Registered Participant.
- c) At least fifteen (15) days prior to the Annual Meeting, the Secretary (or delegate) shall inform all Members of the names of those seeking election as Directors.

2.05 Vacancies

The office of a Director shall be vacated immediately:

- a) If the Director resigns office by written notice to the President or the Secretary; or
- b) If the Director is no longer eligible to be a Director (section 2.02)
- c) if, at a Members' Meeting called and held in compliance with the Act and the By-laws, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

2.06 Filling Vacancies

A vacancy on the Board shall be filled as follows:

- a) As long as there is a quorum of Directors in office, any vacancy occurring in the Board may be filled for the remainder of the term by the Directors then in office;
- b) If there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the Articles, the Directors in office shall, without delay, call a Special Members' Meeting to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member Club;
- c) If the vacancy occurs as a result of the Members removing a Director, the Member Clubs may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term.

2.07 Committees

- a) Committees may be established by the Board, provided that the Board shall appoint:
 - i. a Membership Fee Advisory Committee; and
 - ii. a Nominating Committee.
- b) Subject to the limitations on delegation set out in the Act, the Board may establish any committee(s) the Board determines necessary for the execution of the Board's responsibilities or to advise the Board.
- c) The Board shall determine the composition and terms of reference for any such committee.
- d) Subject to (a) above, the Board may dissolve any committee at any time.

2.08 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; provided that:

- a) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- b) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Association in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is: (i) considered reasonable by the Board; (ii) approved by the Board for payment by resolution passed before such payment is made; and (iii) in compliance with the disclosure and conflict of interest provisions of the Act.

SECTION 3 - BOARD MEETINGS

3.01 Calling of Meetings

Board meetings may be called by the President, or any two (2) Directors at any time and any place on notice as required by the By-laws. Quorum for Board meetings will be a majority.

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 holding a Board meeting shall be given in the manner provided in Section 10 to every Director not less than seven (7) 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 holding the meeting, or if those absent have waived notice or have otherwise signified their consent to holding such a 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.

3.04 Chair

The President shall preside at Board meetings. In the absence of the President, the Directors present shall choose one of their number to act as the chair.

3.05 Voting

Each Director has one (1) vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the President shall not have a second or casting vote; if there is a tie vote, the motion is lost.

3.06 Minutes

The minutes of the Board of Directors shall be made available to the Member Club.

SECTION 4 - FINANCIAL

4.01 Financial Year

The financial year of the Association ends on March 31st in each year or on such other date as the Board may from time to time determine.

4.02 Auditor

The Members shall at an annual meeting appoint an auditor to audit, or a person to conduct a review engagement regarding, the accounts of the Association and to hold office for a period not to exceed five (5) years, provided that the directors may fill any casual vacancy in the office of the auditor or person engaged to conduct a review engagement until the next Annual Meeting wherein an auditor or a person to conduct a review engagement will be appointed. The Board shall fix the remuneration of the auditor or the person to conduct a review engagement.

4.03 Special Assessments

The Board shall have the right to levy special assessments against Member Clubs in order to cover unexpected deficits or to provide emergency funds. The amount of the assessment and how it is to be assessed will be determined by the Board at the time based on the prevailing circumstances.

SECTION 5 - OFFICERS

5.01 Officers

The Board shall elect from among the Directors a President and may appoint any other Director to be Treasurer and Secretary at its first meeting following the Annual Meeting. 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, 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.

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 in accordance with the description of their duties and with the resolution by which they are appointed (as applicable).

5.04 Duties of the President

The President shall preside at Board and Member Club meetings. The President shall perform 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 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.

5.06 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 Association is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Association or for joining in any receipt or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Association 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 Association 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:

- a) complied with the Articles and the By-laws; and
- b) exercised their powers and discharged their duties in accordance with the Act.

6.02 Indemnification of Directors and Officers

Subject to the Act, every Director and Officer, and his or her heirs, executors and administrators, and estate and effects, respectively, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against,

- a) All costs, charges and expenses whatsoever that he, she or it sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him, her or it, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, her or it, in or about the execution of the duties of his, her or its office; and
- b) All other costs, charges and expenses that he, she or it sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his, her or its own willful neglect or default.

6.03 Directors' and Officers' Liability Insurance

The Association shall purchase and maintain insurance for the Directors and Officers against any liability incurred by the Directors and Officers in their respective capacities as Directors or Officers of the Association.

SECTION 7 - CONFLICT OF INTEREST

7.01 Conflict of Interest

A Director who is in any way directly or indirectly interested, or could be perceived as interested, in a contract or transaction, or proposed contract or transaction, with the Association shall make the disclosure contemplated by the Act. Except as provided by the Act, no Director shall attend any part of a meeting of Directors or vote on any resolution in relation to a matter with respect to which that Director has declared an interest.

SECTION 8 – MEMBERS

8.01 Members

Membership in the Association shall consist of: **Member Clubs** who have been accepted into membership in the Corporation by resolution of the Board; and **Director Members**.

8.02 Member Clubs

An organization may be accepted as a Member Club if they meet the following conditions:

- a) Fully completed current Application Form;
- b) In good standing;
- c) Compliant with any policies of the Association as required; and
- d) In good standing as a member club of Rowing Canada Aviron.

8.03 Representatives

- a) Each Member Club in good standing (as that term is defined in subsection 8.05) shall be entitled to designate from time to time an individual as its representative (a "**Representative**") who shall be the only person entitled to vote on behalf of the club at a Members' Meeting.
- b) Only appointed Representatives may address a Members' Meeting. Any other individual must seek prior consent from the ORA President to address a Members' Meeting.
- c) Each Member Club shall appoint its Representative and an authorized officer of the Member Club shall notify the Association in writing of the identity of the Representative, at least ten (10) days before the Members' Meeting.

8.04 Membership Not Transferable

Membership in the Association is not transferable and automatically terminates annually on March 31st or if the Member resigns or such Membership is terminated in accordance with subsection 8.07.

8.05 In Good Standing

A Member Club shall be in "good standing" provided that it has completed and submitted all required documentation as required by the Board from time to time, has complied with the By-laws, is not subject to disciplinary action or the outcome of any such disciplinary action (up to and including termination as a Member), has not been issued a notice under subsection 8.07, and has paid all required Membership fees as established by the Board from time to time. If a Member ceases to be in good standing, it (through its Representative) shall not be entitled to vote at Members' Meetings, nor shall its Registered Participant athletes and coaches be able to participate in RCA sanctioned events.

8.06 Obligation

All Member Clubs shall, by applying for Membership, agree and are deemed to agree to the By-laws and the Articles and all the provisions thereof and to the rules, regulations and policies made by the Board and shall be bound thereby.

8.07 Disciplinary Action or Termination of Membership

- a) Upon fifteen (15) days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or termination of membership for violation of any provision of the Articles or the By-laws or any rule, regulation or policy made by the Board.
- b) The notice shall set out the reasons for the disciplinary action or termination of membership.

- c) The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the fifteen (15) day notice period.
- d) The Board shall provide the opportunity for a hearing and 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. Not less than twenty-one (21) days before the Annual Meeting, each Member shall be provided with a copy of or access to a copy of the approved financial statements, the report of the auditor or person who has been appointed to conduct a review engagement, and other financial information required by the Act, the By-laws or the Articles.

The business transacted at the Annual Meeting shall be limited to:

- a) Approval of the agenda;
- b) Minutes of the previous Members’ Meeting;
- c) Receipt of the financial statements;
- d) Report of the auditor or person who has been appointed to conduct a review engagement;
- e) Appointment of the auditor or person to conduct a review engagement for the coming year;
- f) Election of Directors; and
- g) Such other business proper for consideration at a Members’ Meeting and as set out in the notice of meeting.

9.02 Special Members’ Meetings

The Directors may call a Special Members’ Meetings on a day and at a place within Ontario fixed by the Board.

9.03 Notice

Subject to the Act, fifty (50) days written notice of any Members’ Meeting shall be given to each Member Club in the manner provided in Section 10. Notice of any Members’ 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.

9.04 Quorum

A quorum for the transaction of business at a Members’ Meeting is forty percent (40%) of current Members in good standing whether present in person or by proxy. If a quorum is present at the opening of a Members’ Meeting, 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’ Meetings; in the President’s absence, 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-laws provided that:

- a) Each Member Club in good standing shall be entitled to one (1) vote through its Representative at any meeting;
- b) Votes shall be taken by a show of hands among all Representatives present;
- 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 Representative may demand, a secret ballot or a recorded vote. A secret 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 secret ballot, and shall not have a second or casting vote; if, after such secret ballot, there is a tie vote, the motion is lost; and
- f) Whenever a vote by show of hands is taken on a question, unless a secret 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 Proxies

A Member (including a Member Club through its Representative) may by means of a proxy appoint any person as the Member's nominee to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy. The Directors may by resolution fix a time not exceeding forty-eight (48) hours, excluding Saturdays, Sundays and holidays, preceding any meeting or adjourned Members' Meeting before which time proxies to be used at that meeting must be deposited with the Association or an agent thereof, and any period of time so fixed shall be specified in the notice calling the meeting.

9.08 Adjournments

The chair of the meeting may, with the majority consent of the Members present at any Members' 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 thirty (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.

SECTION 10 - NOTICES

10.01 Service

Any notice required to be sent to any Members or Director shall be provided by personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at their latest address as shown in the records of the Association; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

10.02 Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

10.03 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Members' Meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

SECTION 11 – DISSOLUTION

11.01 Dissolution

The Association may be dissolved in accordance with the Act. In the event of the dissolution of the Association, after the payment of all debts and liabilities, its remaining property shall be distributed in accordance with the Articles.

SECTION 12 – AMENDMENT OF BY-LAWS

12.01 Amendments to By-laws

- a) The Board may from time to time in accordance with the Act pass, repeal, amend or re-enact by-laws.
- b) A by-law passed, repealed, amended or re-enacted, is effective only if it is confirmed by majority vote at the next Members Meeting duly called for that purpose.
- c) Thirty (30) days' notice of proposed amendments to the bylaws must be given to the Board. Twenty One (21) days' notice of proposed amendments must be given to all Members.

Enacted November 30, 2019 in Mississauga, Ontario

President
Christopher Waddell

Secretary
Judy Sutcliffe

SCHEDULE A – Position Description of the President

Role Statement

The President provides strategic 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 and between the Board and senior management of the Association. The President ensures the Board discusses all matters relating to the Board's mandate (which is described in the Governance Manual).

Responsibilities

The President shall:

Agendas - Cause to be established, agendas aligned with annual Board goals and preside over Board meetings. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

Chairing Meetings - If present, chair Members' Meetings. The President, if present, shall be the chair of Board meetings.

Direction - Serve as the Board's central point of communication with the Executive Director of the Association; provide guidance to the Executive Director regarding the Board's expectations and concerns. In collaboration with the Executive Director, 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 management strategies, planning and performance information are appropriately presented to the Board.

Performance Appraisal - Lead the Board in monitoring and evaluating the performance of the Executive Director 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 - Cause for a regular report to be made to the Board on issues relevant to its governance responsibilities.

Board Conduct - Set a high standard for Board conduct and enforce policies and the 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 Executive Director and Board.

Committee Membership - Serve as member on all Board committees.

Statutory Functions - Perform all of the duties of the president of the Association as set out in the Act, and shall, for the purposes of the Act, be the president of the Association.

Delegation - The President may delegate responsibilities identified by the President (other than those related to the President's role as a Director) to staff of the Association.

SCHEDULE B – Position Description of the Treasurer

Role Statement

The Treasurer works collaboratively with the President and senior management to support the Board in achieving its fiduciary responsibilities.

Responsibilities

The Treasurer shall:

Custody of Funds

Direct the custody of the funds and securities of the Association and shall cause to be kept, full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association and shall cause to be deposited all monies, securities and other valuable effects in the name and to the credit of the Association 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 cause to be disbursed the funds of the Association as may be directed by proper authority taking proper vouchers for such disbursements, and shall cause to be rendered to the President and Directors at the regular Board meetings, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Association. Ensure that all financial reports and remittances are prepared and filed as required by law or requested by the Board. 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 the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Mentorship

Serve as a mentor to other Directors.

Financial Statement

Present to the Member Clubs at the annual meeting as part of the annual report, the financial statement of the Association 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.

Delegation

The Treasurer may delegate responsibilities identified by the Treasurer (other than those related to the Treasurer's role as a Director) to staff of the Association.

SCHEDULE C – Position Description of the Secretary

Role Statement

The Secretary works collaboratively with the President to support the Directors in fulfilling their fiduciary responsibilities.

Responsibilities

The Secretary shall:

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

Cause to be kept a roll of the names, addresses and other pertinent contact details of the Member Clubs (and whether or not each is in good standing), and of the Directors. Ensure the proper recording and maintenance of minutes of all Members' Meetings, Board meetings and meetings of Board committees. Attend to correspondence on behalf of the Board. Cause the Association to have custody of all minute books, documents, registers and the seal of the Association 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

Cause for such notice to be given as required by the By-laws of all Members' Meetings, Board meetings and meetings of Board committees. Attend all Members' Meetings, Board meetings and, where applicable, meetings of Board committees.

Mentorship

Serve as a mentor to other Directors.

Delegation

The Secretary may delegate responsibilities identified by the Secretary (other than those related to the Secretary's role as a Director) to staff of the Association.