



# **Icelandic Canadian Club of Toronto**

## **By-laws**

**October 2024**

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## Section 1 – General

### 1.01 Definitions

In this by-law, 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 Corporation;
- c. “By-laws” means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- d. “Chair” means the chair of the Board;
- e. “Corporation” means the corporation 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 Corporation by whatever name he or she is called;
- g. “Member” means a member of the Corporation;
- h. “Members” means the collective membership of the Corporation; and
- i. “Officer” means an Officer of the Corporation.

### 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.

### 1.04 Seal

The seal of the Corporation, if any, shall be in the form determined by the Board.

## **1.05 Execution of Contracts**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation 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 Corporation 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:

- a. if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- b. if the Director dies or becomes bankrupt;
- c. if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
- d. 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:

- a. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
- b. 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

- c. a quorum of Directors may fill a vacancy among the Directors.

## **2.04 Committees**

Committees may be established by the Board as follows:

- a. 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 excepting those powers set out in the Act that are not permitted to be delegated; and
- b. 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.

## **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; 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 Corporation 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 conflict of interest provisions of the Act; and
- c. Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if the Corporation is a charitable corporation, unless the provisions of the Act and the law applicable to charitable corporations are complied with, including Ontario Regulation 4/01 made under the Charities Accounting Act.

# **Section 3 – Board Meetings**

## **3.01 Calling of Meetings**

Meetings of the Directors may be called by the Chair, president or any one 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 Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all 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 Corporation.

### **3.04 Chair**

The Chair shall preside at Board meetings. In the absence of the Chair, 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 Chair shall have a second vote or casting vote.

### **3.06 Participation by Telephone or Other Communications Facilities**

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permit 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 Corporation shall be placed for safekeeping.

### **4.02 Financial Year**

The financial year of the Corporation ends on June 30 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 and may appoint any other person to be president, treasurer and secretary at its first meeting following the annual meeting of the Corporation. The office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer. The office of Chair and president may also be held by the same person. 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:

- the Officer's successor being appointed,
- the Officer's resignation, or
- 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 such duties.

### **5.04 Duties of the Chair**

The Chair shall perform the duties described in sections 3.04 and 9.05 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 President**

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.

### **5.06 Duties of the Vice President**

The vice president 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 Treasurer**

The treasurer 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.

### **5.08 Duties of the Secretary**

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

### **5.09 Duties of the VP of Membership**

The vice president of marketing shall perform the duties described in Schedule E and such other duties as may be required by law or as the Board may determine from time to time.

### **5.10 Duties of the Fundraising Director**

The fundraising director shall perform the duties described in Schedule F 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 Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation 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 Corporation 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 Act and the Corporation's articles and By-laws; and
- b. 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 Corporation 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 Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend 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 Corporation 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 Corporation shall consist of two classes of Members: Class A – “Regular Members” and Class B – “Honourary Members”. The Board may, by resolution, approve the admission of the Members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the Board through a resolution. The following conditions of Membership shall apply:

#### a) Class A – Regular Members

##### 1. Eligibility

Class A Regular Members shall be individuals who have applied and been accepted for Class A Regular Membership in the Corporation.

##### 2. Term

The term of Membership for a Class A Regular Member shall be one (1) year, subject to renewal in accordance with the policies of the Corporation.

##### 3. Voting Rights

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

#### b) Class B – Honourary Members

##### 1. Eligibility

Class B Honourary Members shall be individuals who have been admitted by resolution of the Board in recognition of important or distinguished service rendered to the Corporation.

##### 2. Admission

Such individuals must be admitted by a resolution passed by at least two-thirds (2/3) of the Regular Members of the Corporation at a special or general meeting.

##### 3. Rights and Restrictions

Subject to the Act and the articles, a Class B Honourary Member shall not be entitled to vote or hold any office in the Corporation.

## 8.02 Membership

A Membership in the Corporation 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

- a. 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.
- b. 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's proposal has been given to the secretary prior to the giving of notice of the annual 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 10 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 a Members' meeting is a majority of the Members entitled to vote at the meeting, whether present in person or by proxy (Section 64(1)). 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 Chair shall be the chair of the Members' meeting; in the Chair'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-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, if a Member, shall have a vote;
- 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' 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 auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

# **Section 10 – Notices**

## **10.01 Services**

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 Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at his or her latest address as shown in the records of the Corporation 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 Corporation 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 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 this By-law.

## 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 and between the Board and senior management, if any, of the Corporation. 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 if also holding the office of Chair. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.
- **Direction.** Serve as the Board's central point of communication with the senior management, if any, of the Corporation; provide guidance to senior management, if any, regarding the Board's expectations and concerns. In collaboration with senior management, 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 and planning and performance information are appropriately presented to the Board.
- **Performance Appraisal.** Lead the Board in monitoring and evaluating the performance of senior management, 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 senior management, if any, and Board.
- **Committee Membership.** Serve as Member on all Board committees.

## SCHEDULE B - Position Description of the Vice President

### Role Statement

The Vice-President supports the President in providing leadership to the Board and acts as the President's deputy. As the designated successor to the President, the Vice-President prepares to assume the full responsibilities of the presidential role. The Vice-President assists in coordinating Board activities, maintaining the integrity of the Board's processes, and representing the Board when required.

### Responsibilities

1. **Presidential Support:** Assist the President in all duties and responsibilities. Be prepared to assume the President's role in their absence or as required.
2. **Succession Planning:** As the most likely successor to the President, actively engage in learning all aspects of the presidential role. Participate in mentorship and training to ensure a smooth transition of leadership when the time comes.
3. **Agendas:** Collaborate with the President in establishing agendas aligned with annual Board goals. Be prepared to preside over Board meetings in the President's absence.
4. **Direction:** Support the President in serving as a point of communication with senior management. Familiarize yourself with the Board's expectations and concerns to effectively relay them when necessary.
5. **Performance Appraisal:** Assist the President in monitoring and evaluating the performance of senior management, participating in the annual review process.
6. **Work Plan:** Contribute to the development and implementation of the Board work plan, ensuring it includes annual goals and embraces continuous improvement.
7. **Representation:** Be prepared to serve as an alternate Board representative to the public when the President is unavailable.
8. **Reporting:** Support the President in reporting to the Board on governance issues. Provide your own insights and reports as needed.
9. **Board Conduct:** Uphold and promote high standards for Board conduct. Assist in enforcing policies and By-laws concerning Directors' conduct.
10. **Mentorship:** Participate in mentoring other Directors, particularly those who may be considering future leadership roles.
11. **Committee Leadership:** Lead key committees as assigned, bringing insights from these roles to support overall Board governance.

12. **Continuous Learning:** Actively pursue opportunities to enhance leadership skills and broaden understanding of all aspects of the organization's operations and governance.
13. **Special Projects:** Take on special projects or initiatives as delegated by the President or the Board to support the organization's goals and objectives.

### Note on Succession

As the Vice-President, you are considered the primary candidate for succession to the role of President. This position is designed to prepare you for a seamless transition into the presidential role when the time comes. Your active engagement in all aspects of Board leadership and governance is crucial for the long-term stability and success of the organization.

## SCHEDULE C - Position Description of the Treasurer

### Role Statement

The treasurer works collaboratively with the president and senior management, if any, 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 Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation 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 Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair 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 Corporation. 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 Corporation 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 Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and the seal of the Corporation 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 Corporation, the Board and Board committees. Attend all meetings of the Corporation, the Board and Board committees.

## SCHEDULE E - Position Description of the VP Membership

### Role Statement

The VP of Membership is responsible for developing and implementing strategies to attract, retain, and engage members. This role is vital in growing and maintaining a strong membership base, which is crucial for the organization's impact, sustainability, and community presence. The VP of Membership works closely with other Board members and staff to ensure that membership initiatives align with the organization's overall mission and goals.

### Responsibilities

1. **Membership Strategy:** Develop and implement a comprehensive membership strategy that includes recruitment, retention, and engagement initiatives.
2. **Recruitment:** Design and oversee membership recruitment campaigns, leveraging various channels including digital platforms, events, and community partnerships.
3. **Retention:** Implement programs and initiatives to maintain high membership retention rates, including member satisfaction surveys and targeted retention campaigns.

4. **Member Engagement:** Create and oversee programs that foster member involvement and satisfaction, such as networking events, educational workshops, and volunteer opportunities.
5. **Value Proposition:** Continuously refine and communicate the value proposition of membership, ensuring it remains relevant and appealing to current and potential members.
6. **Data Management:** Oversee the maintenance and analysis of membership data, using insights to inform strategy and decision-making.
7. **Communication:** Collaborate with the Communications team to develop effective membership communications, including newsletters, social media content, and targeted campaigns.
8. **Feedback Collection:** Establish mechanisms for collecting and acting upon member feedback to continually improve the membership experience.
9. **Diversity and Inclusion:** Ensure membership initiatives promote diversity, equity, and inclusion within the organization.
10. **Reporting:** Provide regular reports to the Board on membership metrics, trends, and initiatives.
11. **Budget Management:** Work with the Treasurer to develop and manage the membership budget, ensuring cost-effective practices.
12. **Technology Integration:** Collaborate with the technology team to implement and optimize membership management systems and online member resources.
13. **Membership Policies:** Develop and maintain membership policies and procedures, ensuring they are clear, fair, and aligned with the organization's values.
14. **Cross-functional Collaboration:** Work closely with other departments (e.g., Programs, Fundraising) to ensure membership benefits and engagement opportunities are integrated across the organization.
15. **Industry Trends:** Stay informed about membership trends in the non-profit sector, implementing best practices and innovative approaches as appropriate.

### **Note on Strategic Importance**

The VP of Membership plays a crucial role in building and maintaining the community that forms the core of the organization. A strong and engaged membership base not only provides financial sustainability through dues but also creates a pool of advocates, volunteers, and potential leaders for the organization. The success of this role significantly impacts the organization's ability to fulfill its mission and create lasting change in the community.

## SCHEDULE F - Position Description of the Fundraising Director

### Role Statement

The Fundraising Director leads and oversees all fundraising initiatives for the organization. This role is crucial in ensuring the financial sustainability of the non-profit by developing and implementing strategies to secure funds from various sources. The Fundraising Director works closely with the Board, particularly the President and Treasurer, to align fundraising goals with the organization's mission and financial needs.

### Responsibilities

1. **Fundraising Strategy:** Develop and implement a comprehensive fundraising strategy that includes diverse revenue streams such as individual donations, corporate sponsorships, grants, and special events.
2. **Donor Relations:** Cultivate and maintain relationships with donors, ensuring proper stewardship and recognition. Implement strategies for donor retention and growth.
3. **Grant Management:** Oversee the grant application process, including researching opportunities, writing proposals, and managing reporting requirements for secured grants.
4. **Event Planning:** Plan and execute fundraising events, working with volunteers and staff to ensure successful outcomes.
5. **Corporate Partnerships:** Identify and pursue corporate sponsorship opportunities, negotiating agreements and maintaining positive relationships with corporate partners.
6. **Digital Fundraising:** Develop and oversee online fundraising campaigns, including crowdfunding initiatives and social media-based fundraising.
7. **Database Management:** Ensure proper maintenance of the donor database, overseeing data entry, reporting, and analysis.
8. **Team Leadership:** If applicable, manage and mentor the fundraising team, including staff and volunteers involved in development activities.
9. **Budget Management:** Work with the Treasurer to develop and manage the fundraising budget, ensuring cost-effective practices.
10. **Reporting:** Provide regular reports to the Board on fundraising activities, including progress towards goals, challenges, and opportunities.
11. **Compliance:** Ensure all fundraising activities comply with relevant laws, regulations, and ethical standards for non-profit fundraising.
12. **Brand Alignment:** Collaborate with the Communications team to ensure fundraising messages align with the organization's brand and mission.

13. **Innovation:** Stay informed about emerging trends and best practices in non-profit fundraising, implementing innovative strategies when appropriate.
14. **Networking:** Represent the organization at relevant community events and professional associations to expand fundraising opportunities.
15. **Board Support:** Work with Board members to leverage their networks and skills for fundraising purposes, providing training and support as needed.

### **Note on Strategic Importance**

The Fundraising Director plays a critical role in ensuring the organization's financial health and ability to fulfill its mission. This position requires a strategic mindset, excellent interpersonal skills, and the ability to inspire others to support the organization's cause. Success in this role directly impacts the non-profit's capacity to serve its community and achieve its goals.