

PMI Lakeshore Ontario Chapter Bylaws

October 02, 2023

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Article I – Definitions

Section 1. For the purposes of this By-law

- A. “Act” means the Ontario Corporations Act or any successor legislation including the Ontario Not-for-Profit Corporations Act (ONCA), 2010.
- B. “Board” means the Board of Directors of PMI Lakeshore Ontario Chapter.
- C. “Director” means a member of the PMI Lakeshore Ontario Chapter Board and is elected by the chapter members or appointed by the board in case of a vacancy.
- D. “Officer” means any executive management role within the Corporation. Officers are approved by the Board.
- E. “PMI Lakeshore Ontario Chapter” means The Lakeshore Chapter of the Project Management Institute.
- F. “Member in good standing” means a member of PMI® who, on an annual basis, has elected to belong to PMI Lakeshore Ontario Chapter and for whom membership dues are paid in full.
- G. “Ordinary Resolution” means a resolution passed by a majority of votes cast on the resolution.
- H. “Special Resolution” means a resolution passed by the Directors and confirmed, with or without variation, by at least two-thirds (2/3) of the votes cast at a general or special meeting of the Members duly called for that purpose.
- I. “Just Cause” means breach of or non-compliance with the rules or By-laws of PMI Lakeshore Ontario Chapter or of the Project Management Institute.

Article II – Name, Principal Office, Other Officers

Section 1. Name/Non-Profit Incorporation. This organization shall be called The Lakeshore Chapter of the Project Management Institute, Project Management Institute, or PMI Lakeshore Ontario Chapter (hereinafter “the “PMILOC” and/or “Chapter” and/or “the Lakeshore Chapter”). This organization, The Lakeshore Chapter of the Project Management Institute, is chartered by the Project Management Institute, Inc. (hereinafter “PMI®”) and separately incorporated as a non-profit, tax-exempt corporation (or equivalent) organized under the laws of ONTARIO, CANADA.

Section 2. The Lakeshore Ontario Chapter shall meet all legal requirements in the jurisdiction(s) in which the PMI Lakeshore Ontario Chapter conducts business or is incorporated/registered.

Section 3. Principal Office; Other Offices. The registered office of the Lakeshore Ontario Chapter shall be located in MISSISSAUGA, ONTARIO, CANADA. The Chapter may have other offices such as Branch offices as designated by the PMI Lakeshore Ontario Chapter Board of Directors.

Article III – Relationship to PMI

Section 1. The PMI Lakeshore Ontario Chapter is governed by the duly elected PMI® Board of Directors and is subject to all PMI® policies, procedures, rules and directives lawfully adopted.

Section 2. The terms of the Charter executed between the PMI Lakeshore Ontario Chapter and PMI®, including all restrictions and prohibitions, shall take precedence over these Bylaws and other authority granted hereunder and in the event of a conflict between the terms of the Charter and the terms of these Bylaws, the PMI Lakeshore Ontario Chapter shall be governed by and adhere to the

terms of the Charter. Notwithstanding this Section 3, in the event of a conflict between these by-laws and the laws of Ontario, the conflict will be decided in favor of applicable Ontario law.

Article IV – Purpose and Limitations of the PMI Lakeshore Ontario Chapter

Section 1. Purpose of the PMI Lakeshore Chapter.

- A. General Purpose. The PMI Lakeshore Ontario Chapter has been founded as a non-profit, tax-exempt corporation (or equivalent) chartered by PMI®, and is dedicated to advancing the practice, science, and profession of project management in a conscious and proactive manner.
- B. Specific Purposes. Consistent with the terms of the Charter executed between the PMI Lakeshore Ontario Chapter and PMI and these Bylaws, the purposes of the PMI Lakeshore Ontario Chapter shall include the following:
 - a. To foster professionalism in the management of projects in the community.
 - b. To identify and promote the fundamentals of project management and advance the body of knowledge for managing projects successfully.
 - c. To provide a recognized forum for networking and free exchange of ideas, applications, and solutions to project management challenges.
 - d. To stimulate the application of project management to the benefit of industry and the general public.
 - e. To collaborate with universities and other educational institutions to encourage education and career development at all levels in project management.
 - f. To provide a forum for educational program meetings and for individuals to prepare for and maintain PMI-issued certifications.
 - g. To advance the mission and objectives of the Project Management Institute within the Regional Municipalities of Halton, Peel, Hamilton-Wentworth and Niagara by publicizing chapter events and adhering to the Project Management Institute's Code of Ethics.
 - h. To promote the growth of project management by developing and providing quality programs based on local project management needs.

Section 2. Limitations of the PMI Lakeshore Ontario Chapter.

- A. General Limitations. The purposes and activities of the PMI Lakeshore Ontario Chapter shall be subject to limitations set forth in the Charter Agreement, these Bylaws, and conducted consistently with PMI Lakeshore Ontario Chapter Articles of Incorporation.
- B. The membership database and listings provided by PMI to the PMI Lakeshore Ontario Chapter may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the PMI Lakeshore Ontario Chapter, consistent with PMI policies and all applicable laws and regulations, including but not limited to those law and regulations pertaining to privacy and use of personal information.
- C. The Officers and Directors of the PMI Lakeshore Ontario Chapter shall be solely accountable for the planning and operations of the Chapter and shall perform their duties in accordance with the Chapter's governing documents; its Charter Agreement; PMI's Bylaws, policies, practices, procedures, and rules; and applicable law.
- D. PMI-Lakeshore is subject to all applicable Ontario and Canadian laws, regulations, including but not limited to laws, regulations and policies for privacy and the use of personal information.

Article V – Membership

Section 1. General Membership Provisions.

- A. Membership in the PMI Lakeshore Ontario Chapter requires membership in PMI®. The PMI Lakeshore Ontario Chapter shall not accept as members any individuals who have not been accepted as PMI® members.

Membership in this organization is voluntary and shall be open to any eligible person who has attained the age of majority and who is interested in furthering the purposes of the organization. Membership shall be open to all eligible persons without regard to race, creed, color, age, sex, marital status, national origin, religion, or physical or mental disability.

- B. Members shall be governed by and abide by the PMI Bylaws and by the Bylaws of the PMI Lakeshore Ontario Chapter and all policies, procedures, rules and directives lawfully made thereunder, including but not limited to the PMI Code of Conduct.
- C. All members shall pay the required PMI and Lakeshore Ontario Chapter membership dues to PMI as set by the Board or other committee appointed by them from time to time, and in the event that a member resigns, or their membership is revoked for just cause, membership dues shall not be refunded by PMI or the Lakeshore Ontario Chapter.
- D. Membership in the PMI Lakeshore Ontario Chapter shall terminate upon the member's resignation, death, failure to meet eligibility requirements, failure to pay dues or expulsion from membership for Just Cause.
- E. Members who fail to pay the required dues when due shall be delinquent for a period of one (1) month and their names removed from the official membership list of the PMI Lakeshore Ontario Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the PMI Lakeshore Ontario Chapter to PMI within such one-month delinquent period. If a member does not pay their dues within such one-month delinquent period, their membership shall be terminated.
- F. Upon termination of membership in the PMI Lakeshore Ontario Chapter the member shall immediately forfeit any and all rights and privileges of membership.
- G. All PMI Lakeshore, Ontario Chapter members may vote. Individual members may hold elected office, Student members cannot hold elected office.

Section 2. Classes and Categories of Members.

- A. The PMI Lakeshore Ontario Chapter shall not create its own membership categories.

Section 3. Membership Rights

A. Regular Member

- a. Any person who is interested in, or engaged in, the practice, teaching or other application of project management, including research concerning project management, may qualify as a Regular Member of PMI & PMILOC. Membership shall be annual, subject to renewal in accordance with the policies of the PMI & PMILOC.
- b. Regular Members shall have voting rights and may hold any elected or appointed office in the Chapter.

B. Retiree Member

- a. Any person who has been a PMI Member in good standing for five (5) consecutive years, and who has retired from active employment, qualifies for PMI & PMILOC retiree membership. Membership shall be annual, subject to renewal in accordance with the policies of the PMI & PMILOC.

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- b. Retiree Members shall have all rights of the Regular Member class.

C. Student Member

- a. Any person currently enrolled as a full-time student in an undergraduate or graduate degree program from an accredited or globally equivalent college or university may qualify for PMI & PMILOC Student membership. Membership shall be annual, subject to renewal in accordance with the policies of the PMI & PMILOC.
- b. Student Members shall have voting rights. Student Members shall not be entitled to hold any elected or appointed office in the Chapter.

Article VI – Board of Directors and Officers

Section 1. The PMI Lakeshore Ontario Chapter shall be governed by a Board of Directors (Board). The Board shall be responsible for carrying out the purposes and objectives of the non-profit corporation (or equivalent) and shall consist of a minimum number of 5 (five) Directors and a maximum number of 11 (eleven) Directors. The Board shall be responsible for carrying out the purposes and objectives of the PMI Lakeshore Ontario Chapter.

Section 2. The Board shall consist of the Directors of the PMI Lakeshore Ontario Chapter elected by the membership and shall be members in good standing of PMI® and of the PMI Lakeshore Ontario Chapter. A Director may not be an employee of PMI Lakeshore. Terms of office for all Directors positions shall be two (2) years, and a Director is limited to a maximum of eight (8) consecutive years on the board after which a candidate must be out of office as director for two full years before being eligible for re-election. A partial year counts as one year when holding office. Approximately one-half of the Board are elected each year. Terms will run from January 1 to December 31. Board assignments shall be determined by vote of the Board each new fiscal year.

Section 3. The Board shall appoint, from among the Directors, the following Offices: A Board Chair, a President, a Vice-President, a Secretary, and a Treasurer every year. Board Chair, President, Vice President, Secretary and Treasurer are officer positions.

- The Board Chair shall serve a one-year (1) appointment with a maximum of three (3) consecutive years.
- The President shall serve a one-year (1) appointment with a maximum of three (3) consecutive years.
- The Vice President shall serve a one-year (1) appointment with a maximum of three (3) consecutive years.
- The Treasurer shall serve a one-year (1) appointment with a maximum of three (3) consecutive years. The Treasurer may not simultaneously serve as Chair, or President, or Vice President.
- The Secretary shall serve a one-year (1) appointment with a maximum of three (3) consecutive years. The Secretary may not simultaneously serve as Chair, or President, or Vice President.

Section 4. Officer 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.

The Board Chair 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.

The 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.

The Vice-President 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.

The Treasurer 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.

The Secretary 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.

Section 5. The Board shall exercise all powers of the PMI Lakeshore Ontario Chapter, except as specifically prohibited by these Bylaws, the PMI Bylaws and policies, its charter with PMI, and the laws of the jurisdiction in which the organization is incorporated/registered. The Board shall be authorized to adopt and publish such policies, procedures and rules as may be necessary and consistent with these bylaws and PMI Bylaws and policies, and to exercise authority over all PMI Lakeshore Chapter business and funds.

Section 6. The Board shall meet upon twenty-four (24) hours' notice at the call of the Board Chair or at the written request of three (3) members of the Board, one of which has to be an Officer of the Board. A quorum shall consist of a simple majority of the membership of the Board at any given time. Each Director shall be entitled to one (1) vote and may take part and vote in person or virtually through a video-conferencing platform. At its discretion, the Board may conduct its business by teleconference or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

Section 7. The Board of Directors may declare an Officer or Director position to be vacant where an Officer or Director ceases to be a member in good standing of PMI or of the PMI Lakeshore Chapter by reason of non-payment of dues, or dies, or ceases to meet eligibility criteria, or where the Officer or Director fails to attend two (2) consecutive Board meetings or a total of four (4) Board meetings annually, without the permission of the Board Chair (or in the case of the Board Chair, without the permission of the President). An Officer or Director may resign from the Board by submitting written notice to the Board Chair or the Secretary. If an Officer resigns and they are also a Director, then they also resign from the Director position. Unless another time is specified in the notice or determined by the Board, the resignation shall be effective upon receipt by the Board Chair of the written notice.

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Section 8. An Officer or Director may be removed from office for Just Cause in connection with the affairs of the organization by a majority vote of the members present and in person at an official meeting of the membership.

Section 9. If any Officer or Director position becomes vacant, the Board may appoint a successor for the unexpired portion of the term for the vacant position. In the event the President is unable or unwilling to complete the current term of office, the Vice-President shall assume the duties and office of the presiding officer until such time as the Board appoints a new President for the remainder of the term. The Board may call for a special election by the chapter's membership to fill the vacant position.

Article VII – Nominations & Elections

Section 1. The nomination and election of Officers and Directors shall be conducted annually in accordance with the requirements contained in these Bylaws, including Article VI, Section 2 and this Article VII. All voting members in good standing of the PMI Lakeshore Ontario Chapter shall have the right to one vote per voting member in the election. Discrimination in election and nomination procedures on the basis of race, color, creed, gender, age, marital status, national origin, religion, physical or mental disability, or unlawful purpose is prohibited.

Section 2. Candidates who are elected shall take office on the first day of January following their election and shall hold office for the duration of their terms or until their successors have been elected and qualified.

Section 3. A Nominating Committee shall prepare a slate containing nominees for each Board position and shall determine the eligibility and willingness of each nominee to stand for election. Candidates for Board positions may also be nominated by petition process established by the Nominating Committee or the Board. Elections shall be conducted (a) during the annual meeting of the membership either in person; or (b) by electronic vote during the meeting in compliance with the legal jurisdiction. The candidate who receives a majority of votes cast for each office shall be elected. Ballots shall be counted by the Nominating Committee or by tellers designated by the Board.

Section 4. No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Committee.

Section 5: In accordance with PMI policies, practices, procedures, rules and directives, no funds or resources of PMI or the Chapter may be used to support the election of any candidate or group of candidates for PMI, Chapter or public office. No other type of organized electioneering, communications, fund-raising or other organized activity on behalf of a candidate shall be permitted. The Chapter Nominating Committee, or other applicable body designated by the Chapter, will be the sole distributor(s) of all election materials for Chapter elected positions.

Article VIII – Lakeshore Ontario Chapter Committees

Section 1. The Board may authorize the establishment of standing or temporary committees to advance the purposes of the organization. The Board shall establish a charter for each committee, which defines its purpose, authority and outcomes. Committees are responsible to the Board. Committee members shall be appointed from the membership of the organization. The PMI

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Lakeshore Ontario Chapter Officers and/or Directors can serve on the PMI LAKESHORE ONTARIO CHAPTER Committees, unless specifically restricted by these Bylaws.

Section 2. All committee members and a chairperson for each committee shall be appointed by the Board with the approval of a majority of the Board.

Article IX – Lakeshore Ontario Chapter’s Finance

Section 1. The fiscal year of the PMI LAKESHORE ONTARIO CHAPTER shall be from 1 January to 31 December.

Section 2. PMI LAKESHORE ONTARIO CHAPTER annual membership dues shall be set by the PMI LAKESHORE ONTARIO CHAPTER’S Board and communicated to PMI in accordance with policies and procedures established by PMI.

Section 3. The PMI LAKESHORE ONTARIO CHAPTER Board shall establish policies and procedures to govern the management of its finances and shall submit required tax filings to appropriate government authorities. Cheques and any other document associated with a corporate bank account must be signed by two out of these three, the President, the Vice President and the Treasurer. Any other document, including deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation must be signed by both the President and one other director or officer. In addition, the Board may from time to time direct the manner in which and the person or persons 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 signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

Section 4. All dues billings, dues collections and dues disbursements shall be performed by PMI.

Section 5. At each Annual Meeting the Members may appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Corporation in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of the Corporation and must be permitted to conduct an audit or review engagement of the Corporation under the Public Accounting Act, 2004, as amended.

Article X – Meetings of Membership

Section 1. An annual meeting of the membership shall be held at a date and location to be determined by the Board, in accordance with the Act. Notice of all annual meetings shall be sent by the Board to all members at least 30 days and no more than 50 days in advance of the meeting. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.

Section 2. Special meetings of the membership may be called by the President; by a majority of the Board; or by petition of fifty (50) members directed to the President. Notice of all special meetings shall be sent by the Board to membership within at least thirty (30) days in advance of the meeting and not more than fifty (50) days in advance of the meeting so as to allow membership the opportunity to participate in such special meetings. The notice shall indicate the time and place of

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the meeting and include the proposed agenda. The notice shall state the nature of that business in sufficient detail to permit a member to form a reasoned judgment on the business and shall state the text of any special resolution to be submitted at the meeting. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.

Section 3. Quorum at all annual and special meetings of the PMI Lakeshore Ontario Chapter shall consist of not less than 25 voting members in good standing.

Section 4. All meetings shall be conducted according to parliamentary procedures determined by the Board.

Section 5. A resolution signed by all the members entitled to vote on the resolution at a meeting of the members is as valid as if it had been passed at a meeting of the members.

Article XI – Inurement and Conflict of Interest

Section 1. No member of the PMI Lakeshore Ontario Chapter shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the PMI Lakeshore Ontario Chapter, except as otherwise provided in these bylaws.

Section 2. No Officer, Director, appointed committee member or authorized representative of PMI Lakeshore Ontario Chapter shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the PMI Lakeshore Ontario Chapter of actual and reasonable expenses incurred by an Officer, Director, committee member or authorized representative regarding attendance at Board meetings and other approved activities.

Section 3. PMI Lakeshore Ontario Chapter may engage in contracts or transactions with members, elected Officers or Directors of the Board, appointed committee members or authorized representatives of PMI Lakeshore Ontario Chapter and any corporation, partnership, association or other organization in which one or more of PMI Lakeshore Ontario Chapter's Directors, Officers, appointed committee members or authorized representatives are: Directors or Officers, have a financial interest in, or are employed by the other organization, provided the following conditions are met:

- A. The facts regarding the relationship or interest as they relate to the contract or transaction are disclosed to the Board of Directors prior to commencement of any such contract or transaction.
- B. The board in good faith authorizes the contract or transaction by a majority vote of the Directors who do not have an interest in the transaction or contract.
- C. The contract or transaction is fair to PMI Lakeshore Ontario Chapter and complies with the laws and regulations of the applicable jurisdiction in which PMI Lakeshore Ontario Chapter is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the Board of Directors.
- D. The interested individual shall not attend any part of a meeting of the directors during which the contract or transaction is discussed, unless the transaction relates to their remuneration or an indemnity or insurance to which they are a party.

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Section 4. All Officers, Directors, appointed committee members and authorized representatives of the PMI Lakeshore Ontario Chapter shall act in an independent manner consistent with their obligations to the PMI Lakeshore Ontario Chapter and applicable law, regardless of any other affiliations, memberships, or positions.

Section 5. All Officers, Directors, appointed committee members and authorized representatives shall disclose any interest or affiliation they may have with any entity or individual with which the PMI Lakeshore Ontario Chapter has entered, or may enter, into contracts, agreements or any other business transaction, and shall refrain from voting on, or influencing the consideration of, such matters.

Article XII – Indemnification

Section 1. In the event that any person who is or was an Officer, Director, committee member, or authorized representative of the PMI Lakeshore Ontario Chapter, acting in good faith and in compliance with the Act and PMI Lakeshore's articles and by-laws, exercised their powers and discharged their duties in accordance with the Act, and acted in a manner reasonably believed to be in the best interests of the PMI Lakeshore Chapter, has been made party, or is threatened to be made a party, to any civil, criminal, administrative, or investigative action or proceeding (other than an action or proceeding by or in the right of the corporation), such representative may be indemnified by PMI Lakeshore against reasonable expenses and liabilities, including attorney fees, actually and reasonably incurred, judgments, fines and amounts paid in settlement in connection with such action or proceeding to the fullest extent permitted by the jurisdiction in which the organization is incorporated. Where the representative has been successful in defending the action, indemnification is mandatory.

Section 2. Unless ordered by a court, discretionary indemnification of any representative of PMI Lakeshore shall be approved and granted only when consistent with the requirements of applicable law, and upon a determination that indemnification of the representative is proper in the circumstances because the representative has met the applicable standard of conduct required by law and in these bylaws.

Section 3. To the extent permitted by applicable law, the PMI Lakeshore Ontario Chapter may purchase and maintain liability insurance on behalf of any person who is or was a Director, Officer, employee, trustee, agent or authorized representative of the PMI Lakeshore Chapter, or is or was serving at the request of the PMI Lakeshore Ontario Chapter as a Director, Officer, employee, trustee, agent or representative of another corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trust or other enterprise.

Article XIII – Amendments

Section 1: Board Resolution

The directors may by resolution make, amend or repeal any by-law that regulates the activities or affairs in accordance with ONCA.

Section 2: Member Approval

The directors shall submit the by-law, amendment or repeal to the members at the next meeting of the members, and the members may confirm, reject or amend the by-law, amendment or repeal by ordinary resolution.

Section 3: Effective Date

The by-law, amendment or repeal is effective from the date of the resolution of the directors. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members, it remains effective in the form in which it was confirmed.

Section 4: Ceasing to have effect

The by-law, amendment or repeal ceases to have effect if it is not submitted by the directors to the members as required under subsection (2) or if it is rejected by the members.

Article XIV – Dissolution

Section 1. In the event that the PMI Lakeshore Ontario Chapter or its governing Officers fail to act according to these bylaws, its policies or all PMI® policies, procedures, and rules outlined in the charter agreement, PMI® has a right to revoke the PMI Lakeshore Ontario Chapter Charter and require the Chapter to seek dissolution.

Section 2. In the event the PMI Lakeshore Ontario Chapter fails to deliver value to its members as outlined in PMI Lakeshore Chapter's business plan and without mitigated circumstance, the Chapter acknowledges that PMI® has a right to revoke the PMI Lakeshore Ontario Chapter Charter and require the Chapter to seek dissolution.

Section 3. In the event the PMI Lakeshore Ontario Chapter is considering dissolving, the Board of Director must notify PMI® in writing and follow the Chapter dissolution procedure as defined in PMI's policy.

Section 4. Should the PMI Lakeshore Ontario Chapter dissolve for any reason, its assets shall be dispersed to an organization designated by the voting membership after the payment of just, reasonable and supported debts, consistent with applicable legal requirements.

Section 5. Unless superseded by law, dissolution of the Chapter entity must be approved by a majority of the members voting on the motion to dissolve.

Article XV – Adoption of Bylaws

Section 1. These Bylaws were adopted by the voting membership of the Chapter, and no less than a two-thirds (2/3rds) vote of the Chapter Board of Directors and become effective on October 02, 2023, 8:15 PM. They have been submitted to the membership for confirmation approval.

Schedule A - Position Description of the Board Chair

The Board 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.

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.

Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

Schedule B - Position Description of the President**Role Statement**

The president shall be the chief executive officer of the Chapter and shall be responsible for implementing the strategic plans and policies of the Chapter. The president shall, subject to the authority of the Board, have general supervision of the affairs of the Chapter.

Direction

Serve as the Board's central point of communication with the senior management; provide guidance to senior management, 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, planning and performance information are appropriately presented to the Board.

Work Plan

Ensure that an Operational Plan is developed and implemented that includes annual goals for the Chapter and embraces continuous improvement.

Reporting

Report regularly to the Board on issues relevant to its governance responsibilities.
Serve as member on all Board committees, except the Nomination Committee.

Schedule C - Position Description of the Vice President**Role Statement**

The vice president shall be responsible for assisting the president in implementing the strategic plans and policies of the Chapter. The vice-president shall, subject to the authority of the Board, and have specific supervision of the Portfolios assigned to them.

Reporting

Report regularly to the president on operational issues and progress.

Schedule D - 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**Custody of Funds**

The treasurer shall have the custody of the funds and securities of the Chapter and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Chapter in the books belonging to the Chapter and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Chapter 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 Chapter as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and directors at the regular meeting of the Board, or whenever they may require it, a accounting of all the transactions and a statement of the financial position, of the Chapter. The treasurer shall also perform such other duties as may from time to time be directed by the Board.

Financial Statement

Present to the Members at the annual meeting as part of the annual report, the financial statement of the Chapter 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 E - Position Description of the Secretary**Role Statement**

The Secretary shall keep the records of all business meetings of the Chapter and meetings of the Board.

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 Chapter, 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 Chapter 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.