

Chapter 2 Directors and Officers

2.1 Election and Appointment of Directors

- a) A Board of Directors is elected by the Council of Dancers at the Association's Annual Meeting held in the spring of each year, usually in April.
- b) Council may elect as many directors as it sees fit, but in no case may there be fewer than three elected directors.
- c) The term of office of the elected directors is from the end of the meeting at which they are elected until 30 June following the next Annual Meeting.
- d) The directors may, at any time, appoint one or more additional directors who hold office for a term expiring not later than the close of the next Annual Meeting. The total number of directors so appointed may not exceed one-third the number of elected directors.
- e) Only those who are or have been a registered member of a member club may be elected or appointed as a director.

2.2 Board of Directors

- a) The Board of Directors manages EOSARDA's activities and affairs through a number of standing committees identified in Chapter 8 of this manual. Each committee consists of EOSARDA Directors or volunteers and is chaired by an elected director assigned to that role by the Board.
- b) The Board has the authority to make or amend policies and procedures. The new or amended policy or procedure takes effect upon approval by the Board but should be reported to the membership at the next members' meeting. Notwithstanding the Board's authority to make or amend policy or procedures, the Board may choose to present any proposal to a members' meeting for approval before enacting the policy or procedure.
- c) The Board meets regularly and records of those meetings are posted on our website at: https://www.eodance.ca/associations/eosarda_minutes_of_meetings.php

2.3 Appointment of Officers

- a) At its first meeting following a General Meeting, the Board appoints from among the directors a President (who will serve as Chair of the Board).
- b) The Board also appoints from among the directors a Treasurer, Secretary, and Registrar;
- c) The Board may appoint such other officers and agents as it deems necessary. They have such authority and are to perform duties as prescribed by the Board.

d) The same person may be appointed to more than one office.

2.4 Protection of Directors and Others

a) Provided that they have complied with Ontario's *Not-for-Profit Corporations Act 2010*, (the Act), and the Association's By-laws, and have exercised their powers and discharged their duties in accordance with the Act, no director, officer, or committee member is liable for:

- the acts, neglects or defaults of any other director, officer or committee member
- joining in any receipt or for any loss, damage or expense happening to the Association
- the insufficiency or deficiency of any security in or upon which any of the money belonging to the Association is placed or invested
- any loss or damage arising from the bankruptcy or insolvency of any person, firm or corporation with whom or which any moneys, securities or effects have been deposited
- any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust.

2.5 Conflict of Interest

a) A director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Association shall disclose the conflict to the Association or request to have entered in the minutes of meetings of the directors the nature and extent of his or her interest.

b) Except as provided by the Act, no such director shall attend any part of a meeting of directors or vote on any resolution to approve any such contract or transaction.