

# Officers and Directors Policy



Version:	1.2
Approved:	May 8 <sup>th</sup> , 2021

## Purpose:

The purpose of this policy is to establish the composition of the Board of Directors of the MST and to ensure a consistent approach to the recruitment, turnover and responsibilities of Directors.

## Definitions:

Director	A member of the Board of Directors of the MST.
Board	The Board of Directors of the MST.
Officer	An individual appointed as an officer of the MST under section 142 of the Canada Not-for-Profit Corporations Act.
Minutes	An official record of the proceedings of a meeting of the Board of Directors or a meeting of members.
In writing	In writing covers notification by postal mail or email.

## References:

- Mission and Values of the MST
- Bylaws: 2.5 (Membership: Obligations of Membership)
- Bylaws: 3.5 (Board of Directors: Terms)
- Bylaws: 3.5 (Board of Directors: Terms)
- Membership Policy
- Privacy Policy

## Policy:

### 1. Composition of the Board of Directors

- 1.1 The Board of Directors shall include the Officers of the MST, according to Bylaw 3.3 - Board of Directors: Composition.
- 1.2 The Board of Directors may also include a Vice-President, according to Bylaw 3.3.
- 1.3 Per Bylaw 3.3, the Board of Directors may include General Directors who fulfill the following specific roles and responsibilities:
  - a. Editor
  - b. Foray Director
  - c. Membership Director
  - d. Program Director
  - e. Technical Director

### 2. Qualification Criteria for Director Applicants

- 2.1 Candidates for election to the Board of Directors must:

- a. Hold Class A Membership in the MST and at the time of election, must be a member in good standing according to the policy on membership
- b. Not have been dismissed from the board of directors for cause within the last 5 years
- c. Not be incapable
- d. Have goals that are compatible with the MST's stated mission and values
- e. Be free from conflicts of interest

2.2 The board reserves the right to set additional qualification criteria from time to time.

### **3. Election of the Board of Directors**

- 3.1 Voting members will elect the Directors at the Annual General Meeting.
- 3.2 Directors shall be elected for the term of one year from election and take office at the end of the Annual General Meeting at which they are elected, according to Bylaw 3.5 - Board of Directors: Terms.
- 3.3 Election of Directors shall be decided by a show of hands.
- 3.4 Proxy voting or voting by ballot are not valid voting methods.
- 3.5 Electronic voting is a valid voting method when voting at an in-person meeting is not possible.
- 3.6 All votes shall be decided by simple majority.
- 3.7 In case of a tie vote, the President shall have the deciding vote. If no more than one candidate is presented for any director's position, that candidate shall be elected by acclamation.
- 3.8 Individuals may apply in writing, or individuals may be nominated in writing to the Board of Directors no later than 14 days prior to the annual general meeting.
- 3.9 Directors seeking re-election are required to establish their intention to the Board, but are not required to provide a written application.

### **4. Resignation of Directors**

- 4.1 A Director of the Board has the right to resign at any time for any reason.
- 4.2 Resignations must be tendered to the Board in writing
- 4.3 A Director is deemed to have resigned from the Board if they resign their membership to the MST.
- 4.4 A Director is deemed to have resigned from the Board if they are deceased or are otherwise unable to fulfill their duties.

### **5. Removal of Directors**

- 5.1 In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Director of the MST.
- 5.2 The following are cause for removal:
  - a. The Director fails to pay their membership dues and/or the member's term of membership expires, in accordance with the policies regarding membership terms and fees
  - b. The Director fails to abide by the obligations of membership as outlined in Bylaw 2.5 - Membership: Obligations of Membership
  - c. The Director has carried out any conduct which may be detrimental to the MST as determined by the Board in its sole discretion
  - d. Any other cause that the Board in its sole discretion considers sufficient
- 5.3 The Board may remove any Director by resolution and attaining a majority vote, or during any meeting where minutes are recorded.
- 5.4 Terminated Directors must be provided with written notice of termination.
- 5.5 A terminated Director is immediately relieved of all duties, privileges, rights and responsibilities of directorship.
- 5.6 A terminated Director may appeal to the board in writing within 30 days. The Board will consider appeals and shall notify the terminated Director of its decision within a further 30 days from the date of receipt of the appeal. The Board's decision shall be final and binding on the terminated Director, without any further right of appeal.
- 5.7 Upon removal/termination all goods, chattels, equipment, confidential information and other assets belonging to the MST must be returned within 30 days. If any of the above items are not returned or an agreed-upon equivalent is not provided, the terminated Director may be subject to legal action.

## **6. Replacement of Directors**

- 6.1 If the office of any Director of the MST shall be or become vacant, the Board of Directors may, by resolution, appoint a person to fill such vacancy until the next Annual General Meeting.
- 6.2 If a vacancy is created as a result of a Director being removed from office at a meeting of the members, the members may elect another person to act as Director .
- 6.3 If such a vacancy is not filled by the members at that meeting, a quorum of the Directors can fill the vacancy after that meeting by appointing another person to be a Director.
- 6.4 If there is not a quorum of the Directors or if a vacancy is created as a result of an increase in the number or the minimum or maximum number of Directors provided for in the articles, or a failure to elect the number or minimum number of directors provided for in Bylaw 3.3, the directors then in office must call a special meeting of members to fill the vacancy.
- 6.5 If the MST does not have any Directors or members, the court can appoint the required minimum of Directors provided for in the Bylaw 3.3.

## **7. Appointment of Additional Officers**

- 7.1 The Board may appoint Officers on an annual or more frequent basis.
- 7.2 A Director may be appointed to any office of the Corporation.
- 7.3 An Officer may, but need not be, a Director.

## **8. Obligations**

- 8.1 Directors of the MST are required to protect confidential information regarding members and affairs of the MST, including but not limited to:
  - identity of or details about members, except as governed by the Privacy Policy
  - financial information and records
  - contracts
  - technical information such as databases, login credentials, passwords and software license keys

## **9. Description of Positions**

- 9.1 Unless otherwise specified by the Board which may, subject to the Bylaws modify, restrict or supplement such duties and powers, the directors of the MST, if appointed, shall have the following duties and powers associated with their positions, and any other duties or powers as the board may specify:

### 9.1.1 President

- The President shall be the chief executive officer of the MST and shall be responsible for implementing the strategic plans and policies of the MST;
- shall, subject to the authority of the Board, have general supervision of the affairs of the MST;
- shall, when present, preside at all meetings of the Board of Directors and of the members;
- shall be the custodian of all books, papers, records, documents and other instruments belonging to the MST;
- shall represent the MST at functions;
- shall be the custodian of all contracts of the MST;
- shall be eligible for the position of President if they have been a member of the MST for a minimum of two (2) years and has served as a Director for a minimum of one (1) term.

### 9.1.2 Vice-President

- If the President of the board is absent or is unable or refuses to act, the Vice-President of the board, shall, when present, preside at all meetings of the Board of Directors and of the members.
- If the position of President becomes vacant during the term of office, it shall be filled by the Vice-President until the next annual meeting.
- The Vice-President shall familiarize themselves with the overall operation of the MST;

- shall learn the duties of the President.

#### 9.1.3 Editor

- The Editor shall assume the responsibility of producing the newsletter, in accordance with the newsletter policy;
- shall arrange with assistance from the Newsletter Committee: Writing, assembling, printing, and distributing of the newsletter;
- shall maintain a file of all back issues of the newsletter;
- shall maintain an exchange of newsletters with other mycological societies or organizations as directed or approved by the Board;
- shall confirm the reciprocation of newsletters.

#### 9.1.4 Foray Director

- The Foray Director shall be the chair of the Foray Committee;
- shall arrange, with the assistance of the Foray Committee, the planning and conducting of the MST's spring and fall forays program, including the duties of:
  - a. Scheduling and planning for forays;
  - b. Securing and instructing foray leaders;
  - c. Announcing and publicizing the forays;
  - d. Preparing reports of foray results;
  - e. Arranging for foray permits from conservation areas, property owners or other responsible parties;

#### 9.1.5 Membership Director

- The Membership Director shall be responsible for previous membership renewal and registration;
- shall distribute to new members an onboarding package;
- shall act as a liaison between the Treasurer and members;
- shall receive membership fees and deposit them in the MST's financial account;
- shall maintain records of all received membership fees and present to the Treasurer;
- shall recruit and manage volunteers;
- shall match tasks to volunteers with the appropriate skills and interests;
- shall keep records of volunteers' skills, assignments and availabilities;
- shall arrange training for volunteers.

#### 9.1.6 Program Director

- The Program Director shall arrange for a program of lectures or presentations of interest to the membership at the monthly meetings;
- shall arrange for the facilities (rooms and equipment) and refreshments for the monthly meetings;
- shall arrange the meeting rooms for Board meetings;
- shall introduce and thank the speaker or presenter, on behalf of the MST.

#### 9.1.7 Secretary

- The Secretary shall attend and be the secretary of all meetings of the Board or members.;
- shall enter or cause to be entered in the MST's minute book, minutes of all proceedings at such meetings;
- shall give, or cause to be given, as and when instructed, notices to members, Directors and members of committees.

#### 9.1.8 Technical Director

- The Technical Director shall administer permissions and access to MST technology;
- shall oversee the administration and safekeeping of membership data;

- shall oversee the administration and implementation of the computers, cloud services, communication services, email accounts, and technology services;
- shall be responsible for storing contracts and corporate documents in the MST's documentation repository;
- shall create technical documentation of MST systems and processes;
- shall maintain security standards for MST systems;
- shall monitor MST systems, respond to security or usability concerns, and troubleshoot issues and outages;
- shall create and verify backups of MST data;
- shall design, develop, implement and deploy applications that support MST operations;
- shall maintain an MST source control repository;
- shall maintain MST website content and analyze website performance;
- shall provide assistance to each director to help implement technology upgrades;
- shall provide technical training and assistance to all directors.

#### 9.1.9 Treasurer

- The Treasurer has custody of the fund, securities and financial records of the MST;
- shall receive and dispense funds of the MST as directed by the Board;
- shall keep an accurate and full account of all disbursements and receipts;
- shall maintain an account in the name of the Society at a Bank or Trust Company;
- shall provide periodic financial reports to the board, as requested by the president;
- shall arrange for an audit of the MST's financial records within the month prior to the annual meeting;
- shall prepare the annual financial report of the Society and present it to the Board prior to the annual general meeting; the report shall be presented to the membership at the Annual General Meeting;
- shall arrange for the publication of the annual financial report for distribution to members.

9.2 The powers and duties of all other Directors of the MST shall be such as the terms of their engagement call for or the Board or President requires of them. The Board may from time to time and subject to the Bylaws, vary, add to or limit the powers and duties of any Director.