

CHAPTER 12 - BOARD OF DIRECTORS

12.1 Composition

The National Board shall consist of the National President, National Vice-Presidents, Immediate Past President, General Legal Counsel and may include other officers appointed by the General Assembly such as Secretary, Treasurer or Administrator.

12.2 Duties

The National Board shall be the governing body of the Corporation. National Board members must be completely conversant with the Corporation's program policies as well as the Constitution, By-laws and Policies. The National Board will involve itself in the day-to-day operations of the Corporation as required.

12.3 Voting

All members of the National Board shall have one (1) vote save as provided below:

1. The position of General Legal Counsel will be a non-voting position.
2. The position of Administrator will be a non-voting position.
3. The positions of Secretary and Treasurer will be voting positions provided the persons appointed to such offices are Individual Members in good standing in a Local Chapter in good standing.

Mail and Proxy voting is not allowed.

12.4 Quorum

At any meeting of the National Board, the requirements of a quorum are met if one-half (1/2) of the voting members are present (minimum of 2).

12.5 Meetings

The National Board shall meet, budget permitting, according to the following schedule:

1. The Annual Meeting of the Board shall be held in conjunction with the Annual Meeting of the Corporation.
2. There shall be a minimum of two (2) National Board meetings prior to the National Convention, one (1) of which is held within forty-five (45) days of the close of the National Convention, scheduled at the discretion of the National President.
3. All National Board Members shall be notified in writing at least twenty-one (21) days before every meeting.
4. Directors may attend meetings of the Board of Directors by way of conference telephone call, and may vote and participate in the meetings as if they were present in person. However, no more than 25% of the number of directors required to make a quorum at a meeting shall be permitted to participate by way of conference telephone call.

12.6 Joint National Board Meetings

A joint meeting of the newly elected National Board and the outgoing National Board shall be held at the National Convention following the adjournment of the General Assembly.

12.7 Remuneration

Subject to By-law 12, the National Board shall serve as Directors of the Corporation and as members of any committee without remuneration provided, however, that nothing in this By-law shall prohibit a National Board member from receiving reasonable expenses according to By-law 17.7.

12.8 Indemnities to National Board Members and Officers

Every National Board member and Officer of the Corporation shall, from time to time, be indemnified and saved harmless out of the funds of the Corporation from and against

- a) all costs, charges, and expenses whatever which such person(s) sustains or incurs in or about any action, suit, or proceeding that is brought against such person (s) for any act, deed, matter or thing whatever made, done or permitted by said person (s) in the execution of duties of office or in respect of any such liability; and
- b) all other costs, charges, and expenses which the person(s) sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges, or expenses occasioned by the person's own wilful neglect or default.

12.9 Protection of National Board Members and Officers

No National Board member or Officer of the Corporation shall be liable for the acts, receipts, neglects, or defaults of any other National Board member or Officer or employee or for any other loss, damage, or misfortune whatever which may happen in the execution of the duties of the respective office or trust or in relation thereto unless the same shall happen by or through the person's own wrongful and wilful act or through the person's own wrongful or wilful neglect or default.

12.10 Scope of Responsibility

The National Board members shall not be under any duty or responsibility of any contract, act, or transaction, whether or not made, done, or entered into in the name, or on behalf of, the Corporation except such as shall have been submitted to and authorized for approval by the national Board.