

Charter

As approved by the Board of Directors on November 16, 2004 then amended on September 14, 2021, January 11, 2022 and November 9, 2024.

Part I- Founding Articles

1) Name

MALVERN RED AND BLACK SOCIETY

2) A Statement of Purpose or Vision

KEEPING MALVERNITES IN TOUCH

3) Mission Statement

TO FOSTER CONNECTIONS AMONG THE PAST, PRESENT, AND FUTURE MEMBERS OF THE MALVERN COLLEGIATE INSTITUTE COMMUNITY IN ORDER TO PRESERVE AND ENHANCE THE MALVERN SPIRIT.

4) Guiding Principles (Values)

Our main goal is to promote, develop and maintain connections among all members. Our work will be focused for the benefit of all Malvernites – past, present and future. We welcome into our membership graduates, students who attended Malvern Collegiate Institute (MCI), former and present teachers and staff, and friends of MCI (parents, family members, interested community members).

We are an independent organization, both financially and operationally. We work in harmony with the school administration and the Onward Malvern Foundation (OMF).

We operate on the highest standards of openness and transparency. Members are welcome to scrutinize our operations.

5) Goals (Objectives)

5a) Society Goals

1. To establish mechanisms to promote and enhance the communications and interactions among Malvern Red and Black Society (MRBS) members.
2. To establish an archival room within MCI for the collection, preservation and display of Malvern C.I. artifacts and records.
3. To serve as a focal point for the promotion and coordination of Malvern reunions and other events of interest to MRBS members.
4. To support social activities that facilitate and enhance interactions among MRBS members.
5. To undertake selected project fundraising activities for the benefit of current and future Malvern C.I. students.

6. To support any reasonable project that promises to improve the quality of life for students, staff and alumni.
7. To maintain an MRBS website, Face Book group and other social media sites, as authorized by the MRBS Executive now and in the future.
8. To distribute a MRBS newsletter (title: *Musings*) regularly to members, to share news from Malvernites everywhere.

5b) Administrative Goals

1. To create an organizational structure administered by a Board of Directors, drawn from MRBS members, who will initiate and promote activities consistent with our Charter.
2. To promote awareness of the Society's goals and achievements within the Malvern C.I. community.
3. To serve as a liaison between Society members, the OMF and the MCI administration and the Malvern C.I. Parent Council.
4. We reserve the right to control, accept, reject, or delete any material posted or requested to be posted on any MRBS website and/or social media sites owned and operated by the MRBS, to be consistent with our MRBS Code of Conduct and Privacy Policy.

5c) Strategic Direction

We will become a society of the highest calibre and prestige; a community built upon the common connection with Malvern Collegiate Institute. Our members will connect to make merry, share history and make new memories to enjoy. We will provide opportunities for our members to make their involvement with life at Malvern C.I. one of their richest experiences. We will do this in a spirit of collegiality, with a commitment to having fun. Our Society will grow to a membership and activity status that makes it a renowned, vibrant contributor to life in the Malvern C.I. community, wherever its members reside.

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I. INTRODUCTION

DEFINITIONS

'MRBS', 'organization', 'Society' 'we' 'us' and/or 'our' means the Malvern Red and Black Society.

'Malvern C.I.', 'Malvern', 'Malvern Collegiate' and 'MCI' all refer to Malvern Collegiate Institute 55 Malvern Avenue Toronto, Ontario Canada M4E 3E4.

MRBS website refers to www.malverncollegiate.com.

MRBS email refers to redandblack@malverncollegiate.com but may include future addresses we choose to add.

Eligible Member- any present or former MCI student, present or former MCI staff member and friends of the MCI community.

Member- Shall consist of all eligible Members who submitted a registration to the MRBS to attend the Malvern Collegiate reunions. After reunions, a Member is any eligible individual who has registered for membership on the MRBS website which has been confirmed by the Board.

Malvern Reunion Committee- all affairs and information entrusted to an MRBS organized Reunion Committee, regardless of the Reunion year that may pertain to, has been entrusted to the MRBS. MRBS will assume consent is given to maintain this personal information unless a member indicates otherwise.

MRBS social media includes the following, but may add future MRBS owned and operated sites:

- Facebook Group: MRBS- Malvern Red and Black Society
- Facebook Page: Malvern Red and Black Society
- Instagram: @malvernredandblacksociety

‘They’ ‘them’ and/or ‘their’ may refer to both singular and/or plural.

HEAD OFFICE

The Head Office of the Organization shall be at Malvern Collegiate Institute, 55 Malvern Avenue Toronto, Ontario M4E 3E4, or as the directors may from time to time determine. We adhere to all laws of the province of Ontario, Canada and the Federal Government of Canada.

ORGANIZATIONAL STRUCTURE

The structure of the MRBS will be composed of these main bodies:

Board of Directors (Executive, Board)

Advisory Council

Standing Committees

Members

Specific details regarding each will be described in the following sections.

BOARD OF DIRECTORS

A Board of nine directors, each of whom at the time of their election or within ten (10) days thereafter and throughout their term of office shall be a member of the Organization, shall manage the affairs of the Organization.

The positions of the Board and terms of office will be as follows:

President, 3 years

Past President, 3 years (unelected)

Vice-President, 3 years

Treasurer, 3 years

Secretary, 3 years

Members-At-Large (4 positions total): each serves a 3-year term

Directors shall serve the length of the position term, or until their successor shall has been elected and qualified. A director can only hold one Board position during a given term. As terms expire, elections shall be held as part of an Annual General Meeting, to fill expired positions. All Members of the Society may vote at such annual elections.

To qualify, each director shall be eighteen (18) years of age or older at time of their election.

Additional Board positions may be added from time to time as approved by the Board. Such actions will require a bylaw amendment to pass, requiring a two-thirds approval by the Board of Directors.

RULES GOVERNING TERM OF OFFICE FOR BOARD MEMBERS

The President and Vice-President shall serve not more than three (3) consecutive terms of office.

Any change to these term limits requires a by-law amendment to pass, requiring a two-thirds approval of the Board.

If there are extenuating circumstances and if approved by the Board, term allowances for any Board member can be extended for one (1) year.

VACANCIES, BOARD OF DIRECTORS

Vacancies on the Board of Directors, howsoever caused, may so long as the quorum of directors remain in office, be filled by the directors from among the qualified members of the Organization, if they shall see fit to so do. The Board may also choose to elect a MRBS member to fill this vacancy. Such newly elected Board members shall hold their position for the normal unexpired term duration for that position.

Otherwise such vacancy shall be filled at the next Annual General Meeting of the members at which the directors for the ensuing year are elected. If there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy.

QUORUM AND MEETING, BOARD OF DIRECTORS

A majority of 50% + 1 of the current directors shall form a quorum for the transaction of business, at any Board of Directors meeting.

Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. They may be held in-person, telephonically, virtually or through other electronic means.

An Annual General Meeting, or a special meeting of the members may be held in-person, telephonically, virtually or through other electronic means.

A Director who through these means, establishes a communications link to the meeting, or votes at the meeting, is deemed to be present at the meeting.

No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence.

Directors' meetings may be formally called by the President or Vice-President or by the Secretary on the direction of the President or Vice-President or by the Secretary on direction in writing or by email, from two Directors. A Directors' meeting may also be held, without notice, immediately following the annual meeting of the Organization. The Directors may consider or transact any business either special or general at any meeting of the Board.

There will be a minimum of six (6) meetings during the year. Meeting dates shall be confirmed at the end of each previous meeting. Meetings called on shorter notice shall be called 'special' meetings and all actions undertaken, and all motions passed must be ratified at the next Board meeting.

Notice of meetings shall be telephoned, emailed or posted on the Society's website no fewer than five (5) days before the scheduled meeting date.

Motions of meeting adjournment shall require the support of the majority of the Directors present.

No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting.

VOTING, BOARD OF DIRECTORS

Questions arising at any meeting of Directors shall be decided by a majority of votes, unless otherwise stated elsewhere in the Charter. In case of a tie in votes, the President, in addition to their original vote, shall have a second or casting vote.

Amendments to by-laws shall require a two-thirds affirmative vote of the Board, unless otherwise stated elsewhere in the Charter.

Voting at meetings taking place telephonically, virtually or through either electronic means will take place in keeping with the established format of the meeting.

All votes in such meetings shall be taken by ballot, if so demanded by any Director present, but if no demand is made, the vote shall be taken in the usual way, by verbal assent or dissent.

A declaration by the President that a resolution has been carried and entry to that effect in the approved minutes shall be admissible in evidence as prima facie proof of the fact. Then no proof of the number or proportion of the votes recorded in favour of or against such resolution is required. In the absence of the President, the Vice-President and in the Vice-President's absence, such other director of the Board may be from time to time appointed for the purpose, to perform the President's duties.

Voting on business transactions will be conducted only during scheduled Board of Directors meetings. All actions undertaken and motions passed during 'special' meetings and/or by electronic email must be ratified at the next Board meeting, and included in the Minutes.

Standing Committee Chairs, of committees that are actually operating, do have the right to provide one vote on matters of business being voted on by the Board of Directors for approval. If a Standing Committee Chair is a Board member, this is not intended to provide them a second vote. If the Standing Committee Chair is not a Board member, having this voting right does not give them the additional rights of Board members. Committee Chairs are not obligated to serve on the Board. This voting right does not apply to Ad Hoc Committee chairs or General Committee members.

RIGHTS AND DUTIES OF THE BOARD OF DIRECTORS

The Board may administer the affairs of the Organization in all things and make or cause to be made for the Organization, in its name, any kind of contract which the Organization may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Organization is authorized to exercise and do.

Without in any way derogating from the foregoing, the Directors are expressly empowered from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warranties, options and other securities, lands, buildings and other property, moveable or immovable, real or personal or any right or interest therein owned by the Organization, for such consideration upon such terms and conditions as they may deem advisable.

Board members agree not to miss more than three Board meetings per year without a valid reason being given to the other Board members and to give written notice to the Board in advance of intent to vacate their position when possible.

The Directors shall receive no remuneration for their service to the Board.

The Board of Directors will:

1. Act jointly and severally as agents of the MRBS.
2. Receive all petitions from members or duly appointed representatives to act on these petitions with due diligence in a reasonable time devised by the Board; to report on these petitions and any actions at the next meeting of the Board.
3. Supervise the hiring and dismissal of all paid employees of the MRBS.

4. The President, Vice-President and Treasurer will serve as signing officers in all financial transactions, with all cheques requiring the signatures of two of the three signing Officers.
5. The President and Vice-President will serve as the MRBS Privacy Officers, having due regard for relevant, applicable privacy legislation. They will investigate and respond to any member's privacy inquiry, as per our Privacy Policy. The President may appoint the Vice-President to respond to a privacy inquiry. In the absence or inability of the President, the Vice-President will exercise these duties.
6. Establish such Standing and Ad Hoc Committees of the Board as are necessary for the proper functioning of the Board of Directors and MRBS.
7. Appoint Decade Coordinators, Advisory Council members, and Chairs of Standing Committees.
8. Appoint new Advisory Council members when vacancies arise. These temporary appointments remain valid only until the appointment term would normally expire in accordance with the bylaws.
9. Appoint one or more Newsletter (*Musings*) editors, who are then responsible for all facets of newsletter preparation and is are accountable to the Board.
10. The Board, by resolution passed by at least a two-thirds of the Board votes cast, at a Board meeting of which notice specifying the intention to pass such resolution has been given, may ~~cannot~~ dissolve a Standing Committee (see also item #13: removal of officers).
11. Subject to a majority Board vote, an Ad Hoc Committee may be dissolved before the expiration of its term at any regular Board meeting. Notice of such intention must be given in advance of such meeting.
12. Strike an Ad Hoc Committee to investigate any alleged improprieties in the activities of the Board or Advisory Council, or its members. If the questionable action does not stop as a result of the investigation, then the Board of Directors shall decide on the resolution of this matter.
13. The Board, by resolution passed by at least two-thirds of the Board votes cast, at a Board meeting of which notice specifying the intention to pass such resolution has been given, may remove any Director, Standing Committee Chair or Ad Hoc Committee Chair before the expiration of their term of office and may, by a majority of the votes cast at that meeting, elect any person in their stead for the remainder of their normal term.

III. FISCAL MATTERS

FISCAL POLICIES

The Society shall raise its operating capital from monetary gifts, from interest on investments, from fund-raising activities, from advertising on our website and newsletters, or other media, from sponsorship, in-kind donations and other revenue generating opportunity, but will not seek to act as a profit-making organization. All funds accrued shall be to the benefit of the Society's mission.

The Society shall strive to maintain at all times a reserve fund equal to the basic minimum operating expenses of the Society for six (6) months, so as to ensure the continuation of the Society.

The organization's fiscal year shall end at the close of business on June 30th each year.

FINANCIAL TRANSACTIONS

The President, Vice-President and Treasurer will serve as signing officers in all financial transactions. All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Organization, shall be signed by two of the three Society Signing Officers of the Board, and they alone may endorse notes and drafts for collection or account of the Organization to its bankers and endorse notes and cheques for deposit with the Organization's bankers for the credit of the Organization or the same may be endorsed "for collection" or "for deposit" . The Signing Officers may arrange, settle, balance and certify all books and accounts between the Organization and the Organization's bankers and may receive all pay cheques and vouchers and sign all the bank's forms or settlement of balances and for lease verification slips.

DEPOSIT OF SECURITIES FOR SAFE-KEEPING

The securities of the Organization shall be deposited for safekeeping with any one or more banks, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities deposited may be withdrawn, from time to time, only upon the written order of the Organization and signed by two of the three Signing Officers of the Board. The institutions which may be so selected as custodians by the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the security so withdrawn from deposit or the proceeds thereof.

DUES

There shall be no fees or fees payable by Members except, and unless, if from time to time a fee is fixed by unanimous approval of the Board of Directors. Such a vote shall become effective only when confirmed by majority approval vote of the Members at the next Annual General Meeting.

IV. DUTIES OF BOARD MEMBERS

DUTIES OF PRESIDENT AND VICE-PRESIDENT

The President shall, when present, preside at all meetings of the members of the Organization and of the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Organization. The President with the Vice-President or other officer appointed by the Board for the purpose shall sign all by-laws. During the absence or inability of the President, the Vice-President may exercise these duties and powers. If the Vice-President or any other the Board member, who may from time to time be appointed for this purpose, exercises any such duty or power, the absence or inability of the President shall be presumed in preference thereto.

The President will review and/or initiate a review to recommend amendments to by-laws, Guiding Principles (Goals, Objectives) and Privacy Policy as changing circumstances dictate.

DUTIES OF SECRETARY

The Secretary shall be clerk of the Board of Directors. They shall attend all meetings of the Board and Directors and record all facts and minutes of all proceedings in the books kept for that purpose. They shall give all notices required to be given, to Members and to Directors. They shall be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Organization and shall present to the Board any documentation only when authorized by a resolution of the Board of Directors, and to such person or persons as may be named in the resolution. They shall perform such other duties as may from time to time be determined by the Board. In the absence of the Secretary from any of the Board of Director meetings, the President may appoint another Director present at the meeting, to record the minutes and to deliver such document to the Secretary.

DUTIES OF TREASURER AND ASSOCIATE TREASURER

The Treasurer and Associate Treasurer, or person performing the usual duties of a Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Organization in books of account and shall deposit all monies or other valuable effects in the name and to the credit of the Organization in such bank or banks as may from time to time be designated by the Board of Directors, including transactions by online banking. They shall be experienced in the financial administration of fundraising for not-for-profit charities or similar organizations, for its application in our operations. They shall disburse the funds of the Organization under the direction of the Board of Directors, taking proper vouchers therefore and shall render to the Board of Directors at the regular meetings thereof or whenever required, an account of all transactions as Treasurer and of the financial position of the Organization. They shall also perform such other duties as may from time to time be determined by the Board of Directors.

An Associate Treasurer may be appointed by the Treasurer, subject to the approval of the Board. During the absence of, inability of the Treasurer, or as delegated by the Treasurer, an Associate Treasurer may exercise and/or share these duties and powers with the Treasurer.

DUTIES OF OTHER OFFICERS

The duties of all other Officers of the Organization shall be such as the terms of their engagement call for or the Board of Directors requires of them.

EXECUTION OF DOCUMENTS

The President and Vice-President exclusively and together, shall sign deeds, transfers, licenses, contracts and engagements on behalf of the Organization. Notwithstanding any provisions to the contrary contained in the by-laws of the Organization, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, these business matters of the organization may or shall be executed.

BOOKS AND RECORDS

The Directors shall see that all necessary books and records of the Organization required by the by-laws of the Organization or by any applicable statute or law are regularly and properly kept. We adhere to laws and statutes applicable in Ontario, Canada.

IV. ADVISORY COUNCIL

ADVISORY COUNCIL

The Advisory Council will be appointed by the Board of Directors to act in a consultative, non-voting capacity to the Board. It is composed of:

Decade Coordinators: 1903-1939, 1940s, 1950s, 1960s, 1970s, 1980s, 1990s, 2000 to present (maximum two positions per decade)

Staff Liaison Coordinator (for former and present staff) (2 positions maximum)

Service Personnel Coordinator (2 positions maximum)

Society lawyer

Society Accountant

From time to time additional positions may be added to the Council requiring two-thirds approval of the Board.

RIGHTS AND DUTIES OF THE ADVISORY COUNCIL

Are appointed by the Board for a 3-year (renewable) term.

Must be currently acting Decade Coordinators, Staff Liaison Coordinator, Service Personnel Coordinator, Society Lawyer and/or Accountant.

Are invited to attend all Board meetings and are copied on the Meeting Minutes.

Must review the financial reports of the Society.

Provide technical advice to be provided on pro-bono basis as required by the Board.

V. DECADE COORDINATORS

DECADE, STAFF LIAISON & SERVICE PERSONNEL COORDINATORS

They are appointed by the Board of Directors to serve as representative for each group entitled to representation. Positions:

1903-1939

1940s

1950s

1960s

1970s

1980s

1990s

2000 to present

Staff Liaison (former and present staff)

Service Personnel Coordinator

RIGHTS AND DUTIES OF DECADE COORDINATORS

Up to two Coordinators per Decade will be appointed by the Board to serve a 3-year term on the Advisory Council (renewable).

Decade Coordinators will:

1. Act as the liaison between Members from their decade and the Board.
2. Be entitled to serve on Board of Directors and/or on any committee.
3. As required by the Board, complete required work in contacting MRBS members from their decade to undertake such work as: recruiting volunteers, updating email addresses and postal addresses, soliciting news on members, and/or other duties as may arise.
4. Inform Database Coordinator on additions and/or deletions to MRBS Membership List.

VI. COMMITTEES

STANDING COMMITTEES

Standing Committees membership to include at least, but necessarily limited to, these individuals listed:

Legal and Finance

- President
- Treasurer
- Associate Treasurer
- Lawyer

Communications

- website coordinator
- database membership coordinator
- mass email coordinator
- social media coordinator

Musings Newsletter

- Editor(s)

Archive

RIGHTS AND DUTIES OF COMMITTEES AND COMMITTEE MEMBERS

The Board will provide a written mandate to newly activated Standing and Ad Hoc Committees.

Standing Committees shall report to the Board on a timely basis. At Board meetings, Standing Committees shall explain any progress or issues for the Board.

Committee activities and plans are subject to approval by the Board.

Ad Hoc Committees of the Board shall report at every Board meeting. Ad Hoc Committees serve only a reporting function for the Board.

Standing Committees have no ability to legally bind or commit the MRBS or act as its agent, unless empowered by the Board to do so.

Standing Committee Chairs, of committees that are actually operating, do have the right to provide one vote on matters of business being voted on by the Board of Directors for approval. If a Standing Committee Chair is a Board member, this is not intended to provide them a second vote. If the Standing Committee Chair is not presently a Board member, having this voting right does not give them the additional rights of Board members. Committee Chairs are not obligated to serve on the Board. This voting right does not apply to Ad Hoc Committee Chairs or general committee members.

The President is a non-voting member of all committees, and cannot be a Committee Chair. Committee Chairs are to be appointed by the Board.

Any Board member (except the President) can be a Committee Chair.

Society Accountant and Lawyer participate and/or provide pro bono services to Legal and Finance Committees.

POWERS AND OBLIGATIONS/DUTIES OF COMMITTEES

Legal and Finance

1. Prepare all legal papers of MRBS.
2. Prepare a summary of the terms of operation of the Society under the constraints of the Privacy Act, MRBS Privacy Policy and Code of Conduct.
3. Review Privacy issues with the Society Privacy Officer and Society lawyer (on a pro bono basis) to construct legal means of using Member database for the purposes of communication with Members.
4. Advise on Board legal liability issues.
5. Advise on any legal matters that may arise from time to time, relevant to the activities of the Society and the Board.
6. Develop means of securing funds to cover Society operating expenses.

7. Maintain all required accounting records in a manner consistent with a charitable organization, applicable to all Ontario, Canada laws.
8. Prepare all required accounting statements for Board meetings and tax forms in a manner consistent with an Ontario, Canada charitable organization.
9. Maintain Society bank accounts and income/disbursement records.
10. Provide financial services to Decade Coordinator events.
11. Recommend an auditor for approval by the Board and general membership at the Annual General Meeting (AGM).

Communications

1. The President, Vice-President, database coordinator and Communications Committee Chair have full access to the complete database. The President, Vice-President, website coordinator and Communications Committee Chair have full access to the Society website. There will be no further distribution of such means or access, beyond these people, unless approved by the President. All parties are subject to the MRBS Privacy Policy, Code of Conduct and The Privacy Act.
2. Develop and maintain an MRBS website, Face Book group and other social media sites, as authorized by the Board.

Musings Newsletter

1. Submit Musings newsletter content to be approved by Board prior to publication.
2. Prepare, direct and coordinate all parts of electronic and postal mail Musings distribution.
3. Work jointly with the Communications Committee to:
 - Develop and distribute promotional materials to meet the goals of the Society.
 - Solicit news for posting on the Society website and social media sites.

Archives

To preserve our MCI heritage by:

1. Storing our current archival materials safely in a designated area.
2. Documenting our collection (recording all items and listing donors).
3. Expanding collection by seeking additional items.
4. Establishing biographical files on Malvernites.
5. Keeping files related to the history of the Malvern C.I. Cenotaph and service personnel involving various wartime and peacekeeping activities.
6. Encouraging current staff and students to consult the archives for research and to promote their active involvement in the preservation process.
7. Training volunteers in related archival work.
8. Producing a database and hardcopy of archival collections.
9. Developing Outreach connections with the Malvern C.I. Parent Council, Royal Canadian Legion, local churches, community organizations and businesses.
10. Displaying information on the MRBS website.
11. Preparing Speakers' Resource List.
12. Developing an Archival Policy for MCI in conjunction with the school administration.

13. Maintaining a professional working relationship with the Toronto District School Board Archives.

VII. GENERAL MEMBERSHIP & ELECTIONS

THE GENERAL MEMBERSHIP OF MRBS

The membership shall consist of all eligible Members who submitted a registration to the MRBS to attend the Malvern Collegiate reunions. After reunions, a Member is any eligible individual who has registered for membership on the MRBS website which has been confirmed by the Board.

In case of resignation, the Member shall remain liable for payment of any assessment or other sum levied or which became payable by them to the Society prior to acceptance of their resignation.

A meeting of the Members is distinct from and should not be confused with a Board meeting.

ANNUAL GENERAL (AGM) AND OTHER MEETINGS OF MEMBERS

An Annual General Meeting or a special meeting of the Members may be held in-person, telephonically, virtually or through other electronic means.

A Member who through these means, establishes a communications link to the meeting, or votes at the meeting, is deemed to be present at the meeting.

The AGM or any other meeting of the Members shall be held as the Board of Directors may determine and on such day as the said Directors shall appoint.

The date for the Annual General Meeting of members will be set for date as close as can be arranged for November 1st each year.

At every AGM, in addition to any other business that may be transacted, the report of the Directors, financial statement and the report of the auditors shall be presented. Board of Director elections (for any position whose term is expiring) will be completed and auditors will be appointed for the next ensuing year and the remuneration of the auditors shall be fixed. The appointment of auditors will be approved by a majority vote of the membership.

The Members may consider and transact any business either special or general without any notice thereof at any meeting of the Members.

The President or Vice-President shall have the power to call at any time a general meeting of the Members of the Organization. No public notice or advertisement of Members' meetings, shall be required, but notice of the time and place of every meeting shall be given to each Member by sending notice by any one of the following means: email, mail, telephone call, or by posting on

the Society website. Notification will be given as soon as possible before the time fixed for the holding of such members' meetings.

Quorum, for meeting of members, for the transaction of business at any meeting of the members, shall consist of the number of members attending that meeting.

VOTING OF MEMBERS, MEETINGS OF MEMBERS

Each Member shall at all meetings of members be entitled to one vote on any matter of business requiring a vote.

At all meetings of Members every question shall be decided by a majority of the votes of the members present. Voting of Members, meetings of Members taking place telephonically, virtually or through other electronic means will take place in keeping with the established format of the meeting.

Unless a poll is demanded, a declaration by the President that a resolution has been carried or not carried and an entry to that effect in the minutes of the Organization shall be admissible and evidence as prima facie proof of the fact. No proof of the number or proportion of the votes accorded in favour or against such resolution shall be necessary.

In the absence of the President, the Vice-President and in the Vice-President's absence, such other Director of the Board may be from time to time appointed for the purpose, to perform the President's duties.

The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by the members present and such poll shall be taken in such a manner as the President shall direct, and the result of such poll shall be deemed the decision of the Organization and general meeting upon the matter in question.

In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the President shall be entitled to a second or casting vote.

ANNUAL ELECTION PROCEDURES

Election date to be set as the day of the organization's AGM, for which every effort will be made to set this AGM date for November 1st each year, or as close as is possible as can be scheduled.

As the budget allows, mass email to the Membership-At-Large and/or post on the MRBS website or other MRBS social media sites, by October 15th each year to announce a Call for Nominations.

Any Member may volunteer to be considered for election, without being nominated.

Cut-off date to post advance polls to us by mail or email is October 31st. After October 31 advance polls are closed, and the results will remain sealed. At the AGM members who have not voted may do so during the AGM.

Elections Committee to have exclusive access to voting results, to confirm validity of submitted votes and to count votes. The Committee will submit these advance votes into results at the AGM.

All Members are eligible to vote in the annual elections, subject to the deadlines above. Each member may complete one ballot.

Results will be posted as soon as possible thereafter on the MRBS website, and announce the newly elected members and their positions on the Board of Directors.

TRANSITIONAL ELECTION SCHEDULE

We will ensure the continuity of the organization's executive leadership over the long term. To secure this, as discussed earlier, under the section, 'Board of Directors', future Board elected terms will be 3 years in length. In addition, we will set a schedule of staggered election years such that only a limited number of Board positions are re-elected each year. To transition to this staggered election schedule, we will, for a temporary period only, amend some Board re-election terms to longer or shorter periods. Refer to 'Appendix I- Transitional Election Schedule' for details of the process and time involved for this transition, with a chart to illustrate this.

ADJOURNMENTS

Any meetings of the Organization or of the Directors may be adjourned to any time and from time to time and any such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding if a quorum is present.

NOTICE AND ERROR OR OMISSION IN NOTICE

1. No error or omission in giving notice of any AGM or other general meeting or any adjourned meeting of the Members of the Organization shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meetings and may ratify, approve and confirm any or all proceeding taken or had thereat. For the purpose of sending notice to any Member, Director, or Officer for any meeting otherwise, the postal address and email address, the Member, Director or Officer shall be their last postal address or email address reported on the books of the Organization.
2. Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the By-laws or otherwise given to a Member, Director, Officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or delivered to the last recorded postal address, email address, or phone

number on record with the MRBS. Such communication may be considered as delivered if mailed to them, or emailed at their last recorded address.

3. A notice of delivery shall be deemed to be given when it is delivered personally or at the recorded address, or email address as aforesaid. Notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by email communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary/Treasurer may change or cause to be changed the recorded address of any Member, Director, Officer or auditor in accordance with any information believed by that person to be reliable.

APPENDIX- TRANSITIONAL ELECTION SCHEDULE

Transition Process (starting election of November 2021):

1. Current board positions (except Vice-President) were all elected as of November 2019 for a 2-year term until re-election (thus re-election is 2021).
2. Vice-President elected November 2020 for a 2-year term (re-election is 2022).
3. As colour highlighted below, we will have **1X only different terms for some Board roles.**
 - A. 2021 One Member-at-Large elected 1- year term. Then 3 years (normal) in 2022.
 - B. 2021 Secretary & 2 Members-at-Large elected for 2 years, then 3 yrs. in 2026.
 - C. 2021 Treasurer 4-year term; then in 3 years in 2025.
 - D. Treasurer is key to organization continuity, so this office term will be 4 years 1X.
 - E. 2021 President & 1 Members-At-Large elected for normal 3 years (November 2021).
- 4.. Future election years (with 3-year normal office terms):
 - 2023: Secretary, 2 Members-at-Large (M/L)
 - 2024: President, 1 Members-at-Large.
 - 2025: Vice-President, Treasurer, 1 Member-at-Large.

<u>Election Years</u>									
<u>2019</u>	<u>2020</u>	<u>2021</u>	<u>2022</u>	<u>2023</u>	<u>2024</u>	<u>2025</u>	<u>2026</u>	<u>2027</u>	<u>2028</u>
President 2 yrs		President 3 yr.			President			President	
	Vice-Pres. 2 yrs.		V-P 3 yrs			V-P			V-P
Secretary 2 yrs		Secretary 2 yr.		Sec. 3 yr.			Sec.		
Treasurer 2 yrs		Treasurer 4 yrs.				Treasurer 3 yrs.			Treasurer
M/L #1 2 yrs		M/L #1 1 yr.	M/L #1 3yr.			M/L #1			M/L #1
M/L #2 2 yrs		M/L #2 2 yr.		M/L #2 3 yr.			M/L #2		
M/L #3 2 yrs		M/L #3 2 yr.		M/L #3 3 yr.			M/L #3		
M/L #4 2 yrs		M/L #4 3 yr.			M/L #4			M/L #4	
					M/L #5 3 yr.			M/L #5	