

**By-Law #1 as amended on June 26, 2022.**

**Section 1 - General**

**Section 2 - Directors**

**Section 3 - Board Meetings**

**Section 4 - Financial**

**Section 5 - Officers**

**Section 6 - Protection of Directors and Others**

**Section 7 - Conflict of Interest**

**Section 8 - Membership**

**Section 9 - Membership Fees and Assessments**

**Section 10 - Members' Meetings**

**Section 11 - Notices**

**Section 12 - Adoption and Amendment of By-Laws**

## **Section 1 - General**

### **General**

#### **1.01 Definitions**

In this by-law, unless the context otherwise requires:

"Act" means the *Corporations Act*, R.S.O. 1990, c. C.38 and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time, which shall be replaced by the *Not-for-Profit Corporations Act*, 2010 (Ontario), if enacted, and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;

"Board" means the board of directors of the Corporation ;

"By-laws" means this by-law, including the schedules to this by-law, and all other by-laws of the Corporation as amended and which are, from time to time, in force;

"Corporation" means the Adath Shalom Congregation, the corporation that has passed these by-laws under the *Corporations Act*;

"Director" means an individual occupying the position of director of the Corporation;

"Member" means a member of the Corporation;

"Members" means the collective membership of the Corporation; and

"Officer" means an officer of the Corporation.

#### **1.02 Interpretation**

Other than as specified in Section 1.01, all terms contained in these By-laws that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

#### **1.03 Severability and Precedence**

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Letters Patent or the Act, the provisions contained in the Letters Patent or the Act, as the case may be, shall prevail.

### **1.05 Execution of Contracts**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation shall be signed by the President and the Treasurer unless the Board directs the manner in which and the person by whom a particular document or type of document shall be executed. The President, the Treasurer or the Secretary may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

## **Section 2 - Directors**

### **2.01 Election, Term and Qualifications**

Every Director of the Corporation is required to be a Member of the Corporation. Therefore the Members shall elect from among them, the Directors to hold office for a term ending no later than the end of the second annual meeting of Members following the election. Each year, approximately one-half (1/2) of the directors are elected. Every effort shall be made to ensure that the directors retire in rotation.

A Director must be;

1. an individual;
2. 18 years of age or older;
3. a person who has not been found incapable of managing property under the Substitute Decisions Act, 1992 or the Mental Health Act;
4. a person who has not been found incapable by any court in Canada or elsewhere; and
5. not bankrupt.

### **2.02 Limitation**

Generally, no member should be elected to more than four (4) consecutive terms on the Board without a hiatus of two (2) years.

### **2.03 Vacancies**

The office of a Director shall be vacated immediately:

- a) if the Director resigns office by written notice to the secretary, which resignation shall be effective at the time it is received by the secretary or at the time specified in the notice, whichever is later;
- b) if the Director dies or becomes bankrupt;
- c) if the Director is found to be incapable of managing property by a court or under Ontario law; <sup>[1]</sup><sub>[SEP]</sub>
- d) if the Director is absent for four consecutive Board meetings without a reasonable excuse; or
- e) if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office. <sup>[1]</sup><sub>[SEP]</sub>

### **2.04 Filling Vacancies**

Vacancies on the Board are to be filled by election at the first annual general meeting that follows the date of the vacancy. Until that meeting, the Chair, with the Board's approval, may appoint from amongst the membership a member to carry out the duties of the vacant position. That term of service does not count as service under Articles 2.01 and 2.02.

### **2.05 Committees**

The Board may establish any committee it determines necessary for the operation of the Corporation and the benefit of its members. Any committee may formulate its own rules of procedure, subject to such regulations, policies or directions as the Board may make from time to time.

### **2.06 Remuneration of Directors**

No Director shall directly or indirectly receive remuneration from occupying the position of Director or from providing services to the Corporation in another capacity.

## **Section 3 - Board Meetings**

### **3.01 Calling of Meetings**

Meetings of the Directors may be called by the Chair at any reasonable time and place on notice as required by this by-law.

### **3.02 Regular Meetings**

The Board may fix the place and time of a regular Board meeting at a Board meeting or by electronic means. Members may attend Board meetings.

### **3.03 Notice**

Notice of the time and place for the holding of a meeting of the Board shall be given to every Director of the Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present at a meeting at which the date is established, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting.

### **3.04 Chair**

The President shall be the Chair of the Board and shall preside at Board meetings. In the absence of the President, the Vice-President shall preside at a Board meeting. In absence of the President and Vice-President, the Immediate Past President shall preside at the meeting.

### **3.04 Quorum**

A quorum of the Board is fifty (50) per cent plus one (1).

### **3.05 Voting**

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall have a second

vote.

### **3.06 Participation by Telephone or Other Communications Facilities**

If a majority of the directors consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

## **Section 4 - Financial**

### **4.01 Banking, Financial Institutions and Funds**

The Board shall by resolution designate the bank, financial institution or fund in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

### **4.02 Board Powers**

- i. The Board has the power, by resolution, and with the approval of Members at an annual meeting or special meeting called for that purpose
  - (a) to dispose of property, including money, bonds or other securities, the value of which exceeds the sum of five thousand dollars (\$5,000.00) annually:
  - (b) to borrow money or acquire property, including money, bonds or other securities, in excess of five thousand dollars (\$5,000.00) and to give security that exceeds one thousand dollars (\$1,000.00) in relation to the loan or acquisition.
  
- ii. The Board may not, without the approval of the Members:
  - a) issue, reissue, sell or pledge debt obligations of the Corporation;
  - b) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person;
  - c) mortgage, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation; or
  - d) invest any funds of the Corporation.

Directors may not, without approval of the Members, delegate any powers listed in this Article 4.02 to any Director, committee of Directors or Officer.

### **4.03 Expenditures**

The Board can not exceed the total annual expenditure budget by more than ten per cent (10%) without approval from the members at an annual general meeting or a special meeting.

All expenditures shall be reported to the Members at the next annual meeting, with overexpenditures and unbudgeted expenditures clearly identified.

#### **4.03.01 Disbursements Requiring One Signatur**

All disbursements at or below a fixed amount as set by the Board shall be signed by the Treasurer. In the absence or incapacity of the Treasurer, such disbursements shall be signed by any of the President, Co-president, or Vice-president.

#### **4.03.02 Disbursements Requiring Two Signatures**

Disbursements above the amount fixed by the Board shall be signed by the Treasurer and one of the President or Co-presidents. In the case of absence or incapacity of any of those officers, such disbursements may be co-signed by any two of the Treasurer, President, Co-presidents or Vice-president.

#### **4.04 Financial Year**

The financial year of the Corporation ends on June 30 in each year or on such other date as the Board may from time to time by resolution determine.

### **Section 5 - Officers**

#### **5.01 Officers**

The Members shall elect the Officers to hold office for a term ending no later than the end of the second annual meeting of Members following the election. Officers are, by virtue of their office, directors. The officers of the Corporation shall be the Chair, the President or Co-presidents, the Immediate Past President, the Vice-president, if appropriate, the Treasurer, the Financial Secretary, and the Secretary. The office of Treasurer and Financial Secretary may be held by the same person. The office of Chair and President may also be held by the same person.

#### **5.02 Duties**

Officers shall be responsible for the duties assigned to them and may delegate to others the performance of any or all of such duties. An officer who delegates duties, shall inform the Directors of the delegation.

#### **5.03 Duties of the Chair**

The Chair shall perform the duties described in sections 3.04 and 10.05 and such other duties as may be required by law or as the Board may determine from time to time.

#### **5.04 Duties of the President**

The President 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. **5.05**

#### **Duties of the Vice-President**

The Vice-president shall, in the absence of the president carry out the president's duties and 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.

#### **5.06 Duties of the Immediate Past President**

The Immediate Past President shall, in the absence of the president, co-presidents, if

applicable, and vice-president carry out their duties and 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.

#### **5.07 Duties of the Treasurer**

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.

#### **5.08 Duties of the Secretary**

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.

#### **5.09 Removal from Office**

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Corporation. Unless so removed, an Officer shall hold office until his or her successor is appointed or until his or her resignation, whichever shall first occur.

### **Section 6 - Protection of Officers and Directors**

#### **6.01 Protection of Officers and Directors**

No Officer or other Director of the Corporation is be liable for the acts, neglects or defaults of any other Officer or other Director of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- a) complied with the Act and the Corporation's articles and By-laws; and
- b) exercised their powers and discharged their duties in accordance with the Act.

### **Section 7- Conflict of Interest**

#### **7.01 Conflict of Interest**

An Officer or other Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Officer or Director shall be present for any discussion or vote on any resolution to approve any such contract or transaction.

### **Section 8 -Membership**

**8.01**Membership in the Corporation is available to the following persons:

- a) any person of the Jewish faith, as determined by the Chair of the ritual committee in accordance with the policies of the Corporation and The United Synagogue of Conservative Judaism;
- b) the current spouse of a person who is Jewish; and
- c) the surviving or former spouse of a Jewish person, provided that the surviving or former spouse was a member of the Corporation before the relationship ended.

### **8.02 Membership Applications**

Membership applications shall be in writing. After the eligibility requirements have been reviewed and the Membership Committee has determined that the requirements have been satisfied, the membership application shall be approved, and the individual shall be officially enrolled. In the case where there are concerns regarding a specific application, the Board shall determine whether to approve the application and, if approved, the individual shall be officially enrolled.

### **8.03 Undertaking**

An individual who is enrolled as a member shall undertake to comply with the Constitution and applicable By-laws.

### **8.04 Membership Classes**

Membership in the Corporation shall consist of two classes of members, namely, Regular Members and Associate Members.

### **8.05 Regular Members**

Regular Members shall be individuals or couples who have applied and been accepted for Regular Membership in the Corporation and who have paid the fees and assessments, if any, or have made suitable arrangements to pay. The term of membership of a regular member shall be one year, subject to renewal in accordance with the policies of the Corporation.

### **8.06 Children and Young Adults**

A person who is under twenty-one (21) years of age, or in the case of a full time student, under twenty five (25) years of age, whose parent is a Regular Member is included in the parent's membership but the person does not have the right to

- a) serve on the Board; and
- b) vote at members' meetings, unless the person is at least eighteen years and votes in lieu of their parent who is a regular member and who is not in attendance at a members' meeting.

### **8.07 Rights of Regular Members**

Regular members, subject to satisfying their financial obligations, have the right to

- a) vote at members' meetings and, in the case of members that constitute a couple, the two adults members each have one vote;
- b) serve on the Board and attend Board meetings;

- c) speak at members' meetings;
- d) one seat for each adult member at High Holiday Services without additional charge and in the case where the member has children, one seat for each adult and each child;
- e) share and participate in Congregational activities according to the rules and policies that are established; and
- f) Congregational cemetery privileges, if any.

### **8.08 Associate Membership**

Associate Members shall be individuals of the Jewish faith who are regular members of another synagogue or who live more than 80 km from Adath Shalom Congregation and who have applied and been accepted for Associate Membership in the Corporation. The term of membership of an Associate Member shall be one year.

### **8.09 Rights of Associate Members**

An Associate Member shall not be entitled to

- a) vote at meetings of the Members of the Corporation;
- b) serve on the Board, or
- c) a seat at High Holiday services, without paying an additional fee .

### **8.10 Termination of Membership**

A membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Act.

A Membership is terminated when,

- a) the Member dies or resigns;
- b) the Member is expelled or the person's Membership is otherwise terminated in accordance with the Corporation's articles or these by-laws;
- c) the Member's term of Membership expires; or
- d) the Corporation is liquidated or dissolved.

The rights of a Member, including any rights in the property of the Corporation, cease to exist on termination of the Membership.

### **8.11 Disciplinary Act or Termination of Membership for Cause**

Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership. Without limiting the generality of the foregoing, membership may be terminated by the Board for those members who are more than one (1) year in arrears in regard to their financial obligations.

### **8.12 Disciplinary or Termination Process**

The notice referred to in 8.10 shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination within



fifteen (15) days following the receipt of the notice. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership. The Board shall send the member a copy of its decision.

### **8.13 Participation by Telephone or Other Communications Facilities**

A Member may participate in a meeting of the Members by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Member participating by such means is deemed to be present at that meeting.

## **Section 9 - Fees and Assessments**

### **9.01 Setting of Fees**

The Board is empowered to set fees for Regular membership on an individual, or couple basis and associate memberships on an individual basis, as well as High Holiday tickets, subject to ratification by a majority of regular members present and voting at a Members' meeting called for the purpose or at an annual meeting.

### **9.02 Assessments**

The Board is empowered to set assessments, subject to ratification by a majority of Regular Members present and voting at a Members' meeting called for the purpose or at an annual meeting. For the purpose of this article, "Assessments" means the imposition of additional levies, on each regular member in equal share designed to meet additional financial obligations of Adath Shalom

### **9.03 Obligations to Pay Fees and Assessments**

Unless alternative suitable arrangements are made to pay fees or assessments, a Member shall pay

- a) fees within 30 days of the individual's enrolment as a member in Adath Shalom Congregation and no later than June thirtieth (30<sup>th</sup>) of each following year.
- b) assessments by the sixty (60<sup>th</sup>) day after the assessment was ratified at a members' meeting.

### **9.04 Forgiveness of Fees and Assessments**

9.04 In cases of financial need, fees and assessments, and arrears of such fees and assessments may be forgiven, in whole or in part, at the discretion of two of the following individuals, namely, the Treasurer, Financial Secretary, and the President.

## **Section 10 -Meetings**

### **10.01 Members' Annual Meeting**

The business transacted at the annual meeting shall include:

- a) receipt of the agenda;
- b) receipt of the minutes of the previous annual and subsequent special meetings;
- c) consideration of the financial statements and the budget for the coming year;
- d) election of Directors;
- e) election of the Officers;

f) consideration of reports to the Congregation; and  
g) such other or special business as may be set out in the notice of meeting.  
No other item of business shall be included on the agenda for annual meeting unless a Member's proposal to include that item has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

### **10.02 Special Meetings**

The Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than ten (10) of the members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.

### **10.03 Notice**

Subject to the Act, not less than 14 days written notice of any annual meeting or special Members' meeting shall be given in the manner specified in the Act to each Member. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. The annual meeting or special Members' meeting shall be on a reasonable date at a reasonable place and time.

### **10.04 Quorum**

A quorum for the transaction of business at a Members' meeting is fifteen (15) per cent of the Members entitled to vote at the meeting. A quorum must be present throughout the meeting in order for the Members to proceed with the business of the meeting. A Member may not appoint a holder to attend and act on the Member's behalf.

### **10.05 Chair of the Meeting**

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.

### **10.06 Voting of Members**

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

- a) each regular Member shall be entitled to one vote at any meeting;
- b) votes shall be taken by a show of hands among all Members present;
- c) an abstention shall not be considered a vote cast;
- d) if there is a tie vote, the chair will ask the members to vote again and will abstain from voting; and
- e) whenever a vote by show of hands is taken on a question, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof

of the number or proportion of votes recorded in favour of or against the motion.<sup>[1]</sup><sub>SEP</sub>

### **10.07 Accessibility Aid**

Where a Member has made a request for an accessibility aid at least seven (7) days before a Member's meeting, the Corporation will make reasonable efforts to provide the aid.

### **10.08 Persons Entitled to be Present**

The only persons entitled to attend a Members' meeting are the Members and their children. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

## **Section 11 - Notices**

### **11.01 Service**

Any notice required to be sent to any Member shall be provided by telephone, delivered personally, or sent by mail or electronic means to the Member at their latest address as shown in the records of the Corporation.

### **11.02 Computation of Time**

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

### **11.03 Error or Omission in Giving Notice**

No error or accidental omission in giving notice of any Board meeting or any members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

## **Section 12 - Adoption and Amendment of By-laws**

### **12.01 Amendments to By-laws**

The Members may from time to time amend this By-law if at least the majority of the Members at a general annual meeting or a special meeting approve the amendment. The Board may not amend these By-laws.

**Adopted at the Annual General Meeting on this 26<sup>th</sup> day of June, 2022.**

Sherill Besser

President

Susan Kriger

Vice-president

Miriam Sobel

Secretary

## **Schedule A**

### **Position Description of the President or Co-Presidents**

#### **Role Statement**

The president provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The president co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors of the Corporation. The president ensures the Board discusses all matters relating to the Board's mandate. The president is responsible for overseeing the general management and supervision of the affairs and operations of the Congregation and represents the Synagogue in the Community.

#### General Duties:

- Makes sure the Board adheres to its bylaws and constitution
- Chairs Congregational and Board meetings;
- Recognizes Board Members' contributions to the Board's work
- Encourages Board Members to participate in meetings and activities
- Keeps the Board's discussion on topic by summarizing issues, and keeps the Board's activities focused on the organization's mission
- Performs ceremonial duties at the organization's social functions
- Is familiar with the rules of parliamentary procedure and any variations of the procedures that are in the organization's bylaws; and conducts the meeting with tact, firmness and fairness

#### Specific Duties:

- Acts as a signing officer for the organization, in accordance with the articles and the by-laws , if any
- Appoints Committee Chairmen, when possible from Board members, subject to Board ratification
- Serves as ex officio member on all Committees, except the Nominating Committee, without vote, or may delegate another officer or trustee-at-large as her/his representative
- Prepares the Board's agenda with input from Board members and chairs meetings of the Board
- Keeps policy documents
- Evaluates the effectiveness of the Board's decision-making process
- Orients Board members and committee chairpersons to the Board.
- Prepares a report for the Annual General Meeting.
- Maintains a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

In the case where there are Co-presidents, the role statement and responsibilities applies to both individuals.

Length of Term: The elected term (at AGM) for all Board members is two (2) years.

## **Schedule B**

### **Position Description of the Vice-President**

#### **Role Statement**

In addition to assisting the president and acting in the president's absence, the vice-president assumes such duties as may be assigned by the president or Board.

#### Requirements:

- Listens to and respects opinion of other Board members and members of the organization
- Communicates well and has good problem-solving abilities
- Demonstrates solid writing skills

#### General Duties:

- Contributes to preparation of agenda for Board meetings
- Prepares for and attends annual general meeting
- Assists in ongoing development of Board members

#### Specific Duties:

- Learns the duties of the President and keeps informed on key issues
- Prepares to serve a possible future term as co-president or president
- Maintains the organization's bylaws
  - Is responsible for bringing them to Board Meetings
  - Is responsible for posting updates on the Adath Shalom website
  - Is responsible for ensuring that Adath Shalom Policy Book is at AGM.
- Orients a new Vice-president

Maintains a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Length of Term:                      The elected term (at AGM) for all Board members is two (2) years.

## **Schedule C**

### **Position Description of the Immediate Past President**

#### **Role Statement**

- In addition to assisting the president and acting in the president's and vice-president's absence, the Immediate Past President assumes such duties as may be assigned by the president or Board.
- Assists in ongoing development of Board members.

#### **Specific Duties:**

- Chairs meetings, presents announcements at services, and otherwise contributes to the orderly management of the service or meeting in absence of the president and vice-president.
- Chairs the Nomination Committee and seeks out members who will stand for election or re-election as a Director of the Corporation.
- Plans for an orderly succession of Board members.
- Performs such other duties as may be determined by the Board
- Maintains a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities

Length of Term:  
years.

The elected term (at AGM) for all Board members is two (2)

## **Schedule D**

### **Position Description of the Treasurer**

#### **Role Statement**

The treasurer works collaboratively with the president and the Board, to support the Board in achieving its fiduciary responsibilities.

#### **Responsibilities**

The Treasurer shall establish appropriate financial controls, roles, and responsibilities for the Corporation and verify compliance therewith.

#### **Custody of Funds**

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

#### **General Duties:**

- Ensures the organization's financial books are up-to-date at all times, by keeping full and accurate accounts of all receipts and disbursements of Adath Shalom in proper books of account
- Ensures the organization's financial records are backed up.
- Keeps financial records for seven years
- Disburses the funds of the organization under the direction of the Board, such that payments made, goods received, and services rendered, are appropriately recorded
- Renders to the Board at the regular meetings or whenever so required, an account of all transactions as Treasurer and of the financial position of the organization
- Files financial reports as may be required by federal or provincial departments and their agencies
- Monitors the budget and advise the Board of Directors of problems and any other financial management issues

#### **Specific Duties:**

- Acts as signing officer for cheques and other documents , either solely or in conjunction with the President (Co-Presidents) for cheques over an amount set by the Board
- Performs such other duties as may be determined by the Board



- Provides training to the new Treasurer
- Between Board meetings, the President or Treasurer may authorize the expenditure of unbudgeted amounts of no more than Two Hundred Dollars (\$200.00), provided that s/he reports to the Board at its next meeting.
- Oversees the development of the organization's budget and its presentation to the Board and Members at an Annual General Meeting for approval
- Submits an financial annual report
- Maintains a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.
- Length of Term:       The elected term (at AGM) for all Board members is two (2) years.

## **Schedule E**

### **Position Description of the Secretary**

#### **Role Statement**

The Recording Secretary is accountable to the Board of Directors. Through the Board of Directors, certain duties of the Recording Secretary may be delegated to Board members and/or committees as appropriate; however, the accountability for them remains with the Recording Secretary.

#### General Duties:

- Keeps full and accurate minutes of Congregational meetings and Board meetings, and distributes Board agenda to the Board members at least ten (10) days in advance of its next meeting
- Maintains lists of officers, Board Members, committees and General Membership
- Maintains the organization's current minutes plus 2 years previous before submitting them to the Ottawa Jewish Archives
- Maintains other documents such as the Board may direct
- Ensures the safety of the above (backup on a usb flashdrive)
- Assumes such other duties as are in keeping with the responsibilities of the office and as are approved by the Board

#### Specific Duties:

- Keeps record of Board attendance
- Records all corrections to minutes; signs corrected Board minutes to attest to their accuracy
- Records all motions and decisions of meetings
- Distributes copies of minutes to Board Members promptly after meetings
- In the absence of the President (and Vice-President), the Secretary calls the meeting to order, presiding until a temporary chairperson is elected
- Orients the new Secretary.
- Maintains a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.