



---

# CONSTITUTION AND BYLAWS OF THE PORCUPINE DANTE CLUB

---



MAY 23, 2024

## **Constitution of the Porcupine Dante Club, Inc.**

### **Section 1 Name**

1.01 The name of this not-for-profit corporation is the Porcupine Dante Club Inc. (“the Club”).

### **Section 2 Purpose**

2.01 The purpose of this Club shall be to promote Italian culture, support the best interests of its members and encourage community spirit. The Club is an independent body that is non-political and non-denominational. The official two languages are Italian and English. All activities of the Club shall be carried out in such a manner so as to conform to the abovementioned.

### **Section 3 Membership**

3.01 There are 3 classes of Members of the Club: Regular, Affiliate and Associate.

3.01.1 A Regular Member is a person who is a minimum of 18 years of age from Italian origin who pays his or her annual dues. A Regular Member has the right to vote on all matters, which include proposed changes to either the Constitution or to the Bylaws. A Regular Member may run for any position on the Board;

3.01.2 An Affiliate Member is a person who is the minimum of 18 years of age, a spouse of someone who is from Italian origin, and pays his or her annual dues. Once an Affiliate Member is designated as such, he or she shall always be considered an Affiliate Member. An Affiliate Member has the right to vote on all matters, which include proposed changes to either the Constitution or to the Bylaws. An Affiliate Member only may run for the 2 Director positions on the Board designated for Affiliate Members;

3.01.3 An Associate Member is a person who is a minimum of 18 years of age who pays his or her annual dues. An Associate Member has the right to vote on all matters except on proposed Constitutional and Bylaws changes. An Associate Member may not run for a position on the Board.

3.01.4 The number of Associate Members in the Club will be no more than 30% of the total number of Regular and Affiliate Members.

3.01.5 A Young Member is a person who is a minimum of 18 years of age but no more than 25 years of age who pays his or her dues. A Young Member may be a Regular, Affiliate or Associate Member.

3.01.6 A Senior Member is a person who is a minimum of 65 years of age, who has 25 years as a Member and who pays his or her annual dues. A Senior Member may be a Regular, Affiliate or Associate Member.

3.01.7 A Life Member is a person who is a minimum of 65 years of age and has been a Member of the Club for a minimum of 40 years. A Life Member may be a Regular, Affiliate or Associate Member. A Life Member does not pay annual dues.

3.01.8 Applications for Membership are approved by the Board and presented to the Members at a Special Meeting/General Meeting.

## **Section 4 Constitutional Changes**

4.01 Constitutional changes must take place at the Annual General Meeting and be approved by 90 per cent of the Regular and Affiliate Members in attendance. Notwithstanding, those who wish to vote by proxy may do so.

### **Bylaws of the Porcupine Dante Club, Inc.**

#### **General**

#### **Definitions**

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

“Act” means the *Corporations Act R.S.O. 1990 Chapter C38* 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 officers and 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;

“Chair” means the President of the Board;

“Corporation” means the Porcupine Dante Club, Inc.;

“Director: means an individual occupying the position of director of the Corporation by whatever name he or she is called;

“Member” means a member of the Corporation and “Members” means the collective membership of the Corporation; and

“Officer” means an officer of the Corporation.

#### **Interpretation**

Other than as specified in Definitions, all terms contained in this By-law 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.

#### **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 Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

#### **Seal**

The seal of the Corporation, if any, shall be in the form determined by the Board.

## **Execution of Contracts**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any 2 of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

## **Article 1 Directors and Officers of the Board**

### **1.01 Election and Term**

The Officers and the Directors of the Board shall be elected by all Members of the Club. Elections will take place at the Annual Meeting (held before the end of June each year). The term of office of the Officers shall be from July 1<sup>st</sup> for a period of 2 years. Officers include the President, First Vice President, Past President, Treasurer, English Recording Secretary and Italian Recording Secretary. The term of office of the Directors shall be from July 1<sup>st</sup> for a period of 2 years. There are 8 Directors: 6 who are Regular Members and 2 who are Affiliate Members.

### **1.02 Vacancies**

The office of an Officer or a Director shall be vacated immediately:

- 1.02.1 if an Officer or a Director resigns office by written notice to the Chair/President, which resignation shall be effective at the time it is received by the Chair/President or at the time specified in the notice, whichever is later;
- 1.02.2 if the Officer or the Director dies or becomes bankrupt;
- 1.02.3 if the Officer or the Director is found to be incapable of managing property by a court or under Ontario law; or
- 1.02.4 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 Officer or the Director before the expiration of the Officer's or the Director's term of office.

### **1.03 Filling Vacancies**

A vacancy on the Board shall be filled as follows:

- 1.03.1 The Board, without delay, shall appoint the runner-up in the previous election for a vacancy on the Board. If this Member declines, the list for those that ran for that position, in order of votes for, is followed until it is exhausted. If the position remains unfilled, the Board shall, without delay, direct the Elections Committee to fill the vacancy by an election.

- 1.03.2 The Board shall, without delay, appoint a Member if there are no candidates for election.
- 1.03.3 The number of directors appointed cannot exceed more than 1/3 of Directors elected at the last annual meeting.

#### **1.04 Committees**

Committees may be established by the Board as follows:

- 1.04.1 Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

#### **1.05 Remuneration of the Board**

The Board shall serve as such without remuneration and shall not directly or indirectly receive any profit; provided that:

- 1.05.1 Board members may be reimbursed for reasonable expenses they incur in the performance of their duties;
- 1.05.2 Board members may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Board members, provided that the amount of any such remuneration or reimbursement is considered reasonable by the Board, approved by the Board for payment by resolution before such payment is made, and in compliance with the conflict of interest provisions of the Act; and
- 1.05.3 Notwithstanding the foregoing, no Board Member shall be entitled to any remuneration for services as a Board Member or in other capacity if the Corporation is a charitable corporation, unless the provisions of the Act and the law applicable to charitable corporation are complied with.

#### **1.06 Conditions for Running as an Officer or a Director**

- 1.06.1 A Regular Member wishing to run for the position of Officer must be a Member in good standing for a period of 2 years;
- 1.06.2 A Regular or an Affiliate Member wishing to run for the position of Director must be a Member in good standing for a period of 1 year.

### **Article 2 Board Meetings**

#### **2.01 Calling of Meetings**

Meetings of the Board may be called by the Chair/President or any 2 Board Members at any time and any place on notice as required by this By-law in subsection 2.03.

## **2.02 Regular Meetings**

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Board Member, and no other notice shall be required for any such meetings.

## **2.03 Notice**

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Article 9 of this By-law to every Member of the Board 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 Members of the Board are present, 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.

## **2.04 Chair/President**

The Chair/President shall preside at Board meetings. In the absence of the Chair/President, the First Vice-President shall act as the Chair/President. If both the Chair/President and the First Vice-President are absent, the Board shall choose one of its Members to preside over the Board meeting.

## **2.05 Voting**

Each Board Member excluding the Chair/President has 1 vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair/President shall have a casting vote.

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

If all of the Board Members consent, a Board Member may participate in a Board meeting by telephonic or other electronic means. A Board Member participating by such means is deemed to be present at that meeting and able to vote.

## **Article 3 Financial**

### **3.01 Banking**

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

### **3.02 Financial Year**

The financial year of the Corporation ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.

### **3.02 Fees**

- 3.02.1 Membership fee for Regular, Affiliate and Associate Members who are not 65 years old or older and who do not have 25 years or more as a Member is \$60 per year payable before March 31<sup>st</sup> of each year. This fee includes the Harmonized Sales Tax.
- 3.02.2 Membership fee for Regular, Affiliate and Associate Members who are 65 years or older and have 25 years as a Member is \$30 per year payable before March 31<sup>st</sup> of each year. This fee includes the Harmonized Sales Tax.
- 3.02.3 Membership fee for Regular, Affiliate and Associate Members who are 18 -25 years as a Member is \$30 per year payable before March 31<sup>st</sup> of each year. This fee includes the Harmonized Sales Tax.
- 3.02.4 There is no Membership fee for Regular, Affiliate and Associate Members who are 65 years of age or older and who have been Members of the Club for a minimum of 40 years.
- 3.02.5 Fees will be set for the following year by the Members at the Annual Meeting. The Board will present the Members a proposal for a membership fee.
- 3.02.6 Membership privileges including voting rights will be suspended for a Member who has not paid his or her Membership fee by March 31<sup>st</sup> of each year. If after 1 year Membership fees have not been received, the Member must apply to be reinstated and must pay all outstanding arrears.

### **3.03 Bank Transactions**

- 3.03.1 Bank transactions must be signed by any 2 of the 5 designated signers as established by the Board (the President and the Treasurer must be 2 of the designated signers). The names of the designated signers will be shared with the Members each year. If there is a vacancy, the Board shall appoint a Member as a designated signer and present the name at the general meeting.

## **Article 4 Duties of Officers**

### **4.01 Duties of the Chair/ 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.

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

The First Vice-President shall perform 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.

#### **4.03 Duties of the Treasurer**

The Treasurer 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.

#### **4.04 Duties of the English Recording Secretary and the Italian Recording Secretary**

The English Recording Secretary and Italian Recording Secretary 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.

#### **4.05 Duties of the Past President**

The Past President 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.

### **Article 5 Protection of Directors and Others**

#### **5.01 Protection of Directors and Officers**

No Director, Officer or Committee Member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, Committee Member or Employee of the Corporation or for joining an 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 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 complied with the Act and the /Corporation's articles and By-laws and exercised their powers and discharged their duties in accordance with the Act.

### **Article 6 Conflict of Interest**

#### **6.01 Conflict of Interest**

A Board Member 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 Director shall attend any part of a meeting of Board member or vote on any resolution to approve any such contract or transaction.



## **6.02 Charitable Corporations**

No Board Member shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

## **Section 7 Members**

### **7.01 Members**

Membership in the Corporation shall consist of persons interested in furthering the Corporation's purposes and who have been accepted into Membership in the Corporation by resolution of the Board.

### **7.02 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.

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

7.03.1 Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the Articles or By-laws.

7.03.2 The notice shall set 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 not less than 5 days before the end of the 15 day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of Membership.

## **Article 8 Members' Meetings**

### **8.01 Annual Meeting**

8.01.2 The Annual Meeting shall be held before June 30<sup>th</sup> within the City of Timmins, Ontario. Any Member, upon request, shall be provided, not less than 21 days before the Annual Meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or Articles.

The business transacted at the Annual Meeting shall include:

- 8.01.2.1 approval of the agenda;
- 8.01.2.2 receipt of the minutes of the previous annual and subsequent special meetings;
- 8.01.2.3 consideration of the financial statements;
- 8.01.2.4 report of the auditor or person who has been appointed to conduct a review engagement;
- 8.01.2.5 reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- 8.01.2.6 an extraordinary resolution to waive either an audit or a review engagement must be approved by either 80% of the Members present at a Special Members' meeting duly called for that purpose if all voting members agree in writing;
- 8.01.2.7 report on major expenditures;
- 8.01.2.8 election of Officers and Directors (if required); and
- 8.01.2.9 such other special business as may be set out in the notice of meeting including a proposed change in the Membership Fee.

## **8.02 Elections for Officers and Directors**

- 8.02.1 An Election Committee will be formed by March 31 of an election year by the Manager of the Dante Club. The Committee will choose a Chairperson. The Election Committee will be responsible for: proxy voting, advance voting, creating the ballots, organizing the election and the counting of votes, conducting a recount if there is an appeal and recommending to the Board to destroy the ballots at the next Special Meeting/General Meeting after the election.
- 8.02.2 Nominations for the positions of Officers and Directors shall occur at the Special Meeting/General Meeting held in April of an election year.
- 8.02.3 Members nominated as an Officer or a Director of the Club who are not present at the meeting will be informed of his or her nomination and allowed 48 hours to withdraw his or her name.
- 8.02.4 Names of candidates will be posted at the Club and communicated to the Members.
- 8.02.5 For 1 day prior to the election, there will be an advanced poll at the Club as determined by the Election Committee.

8.02.6 Voting by proxy is allowed. There will be a maximum of ten (10) proxies per Member.

8.03 No other item of business shall be included on the agenda for the Annual Meeting unless a Member's proposal has been given to the President prior to 21 days before the Annual Meeting so that such item of new business can be included in the notice for the Annual Meeting.

**8.04 Special Meeting/General Meeting**

The Board may call a Special Meeting/General Meeting of the Members. The Board shall convene a Special Meeting/General Meeting on written requisition of not less than 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.

**8.05 Notice**

Subject to the Act, not less than 10 and not more than 50 days written notice of Annual or Special/General Members' meeting shall be given in the manner specified in the Act to each Member and to the auditor or person appointed to conduct a review engagement. 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. Notice of each meeting must remind the Member of the right to vote by proxy.

**8.06 Quorum**

A quorum for the transaction of business at a Member's meeting is 10% of the Members in good standing, whether present in person or by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

**8.07 Chair of the Meeting**

The President shall be the Chair of the Members' meeting. In the President's absence, the First Vice-President shall be the Chair of the Members' meeting. In the First-Vice President's absence, the Board shall decide who chairs the meeting.

**8.08 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:

8.08.1 each Member shall be entitled to 1 vote at any meeting;

8.08.2 votes shall be taken by a show of hands among all Members present and the Chair/President of the meeting shall have a vote;

8.08.3 an abstention shall not be considered a vote cast;

8.08.4 before or after a show of hands has been taken on any question, the Chair/President of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the Chair/President of the meeting shall direct;

8.08.5 if there is a tie vote, the Chair/President of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and

8.08.6 whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, 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.

## 8.09 **Adjournments**

The Chair/President may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

## 8.10 **Persons Entitled to be Present**

The only persons entitled to attend a Members' meeting are Members and the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the Articles/Bylaws to be present at the meeting. Any other person may be admitted only if invited by the Chair/President of the meeting or with the majority consent of the Members present at the meeting.

## **Article 9 Notices**

### 9.01 **Service**

Any notice required to be sent to any Member or Board member or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail,

facsimile, email or other electronic means to any such Member at the latest address be given then to the last address of such Member known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

### **9.02 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.

### **9.03 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.

## **Article 10 Adoption and Amendment of By-laws**

### **10.01 Amendments to By-Laws**

The Members may amend By-laws by a majority of the votes cast at the Annual Meeting. The Board may from time to time in accordance with the Act pass or amend this By-law other than a provision respecting the transfer of a Membership or to change the method of voting by members not in attendance at a meeting of Members.

## **Schedule A**

### **Position Description of the Chair/President**

#### **Role Statement**

The Chair/President provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The Chair/President co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships within the Board. The Chair/President ensures the Board discusses all matters relating to the

Board's mandate. The Chair/President gives direction to the Manager of the Porcupine Dante Club, Inc., who is responsible for the employees of the Club.

## **Responsibilities**

**Agendas.** Establish agendas aligned with annual Board goals and preside over Board meetings if also holding the office of Chair. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

**Direction.** Serve as the Board's central point of communication with the manager; provide guidance to the manager, if any, regarding the Board's expectations and concerns.

**Performance Appraisal.** Lead the Board in monitoring and evaluating the performance of employees, if any, through an annual process.

**Work Plan.** Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

**Representation.** Serve as the Board's primary contact with the public.

**Reporting.** Report regularly to the Board on issues relevant to its governance responsibilities.

**Board Conduct.** Set a high standard for Board conduct and enforce policies and By-laws concerning the conduct of the Board.

**Mentorship.** Serve as a mentor to Board Members. Ensure that all Board Members contribute fully. Address issues associated with underperformance of individual Board Members.

**Succession Planning.** Ensure succession planning occurs for employees of the Club and Board Members.

**Committee Membership.** Serve as Member on all Board committees.

## **Schedule B**

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

#### **Role Statement**

The First Vice-President works collaboratively with the President.

**Board Conduct.** Maintain a high standard for Board conduct and uphold policies and By-laws.

**Mentorship.** Serve as a mentor to other Board Members.

**Absence of President.** In the absence of the President, the Vice President fulfills the duties and the responsibilities.

## **Schedule C**

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

#### **Role Statement**

The Treasurer works collaboratively with the President to support the Board in achieving its fiduciary responsibilities.

#### **Responsibilities**

**Custody of Funds.** The Treasurer or designate 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 Board Members 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.

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

**Mentorship.** Serve as a mentor to other Directors.

**Financial Statement.** Present to the Members at the Annual Meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

## **Schedule D**

### **Position Descriptions of the English and Italian Recording Secretaries**

#### **Role Statement**

The secretaries work collaboratively with the President.

#### **Responsibilities**

**Board Conduct.** Maintain a high standard for Board conduct and uphold policies and By-laws.

**Document Management.** Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board. The English Secretary keeps the official minutes of the Club and is responsible for the upkeep of the minute book. The Italian Secretary will keep the minutes in Italian.

**Meetings.** Give such notice as required by the By-Laws of all meetings of the Corporation, the Board and Board committees. Attend meetings of the Corporation, the Board and Board committees, if required.

## **Schedule E**

### **Immediate Past President**

#### **Role Statement**

The Past President works collaboratively with the President.

**Board Conduct.** Maintain a high standard for Board conduct and uphold policies and By-laws.

**Mentorship.** Serve as a mentor to other Directors.