



# Canadian Rental Association (CRA) Bylaws

Approved at the Annual General Meeting December 15<sup>th</sup>, 2022

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## ARTICLE 1 – GENERAL

### 1.01 Name

The name of the Association is the “**THE CANADIAN RENTAL ASSOCIATION/ASSOCIATION CANADIENNE DE LOCATION**”.

### 1.02 Objects

The objects of the corporation shall be those as set out in the Letters Patent and Articles of Incorporation or Continuance filed pursuant to CNCA, or any successor legislation, as amended from time to time

### 1.03 Definitions

**Annual Meeting** means the business meeting of the Members, as required by CNCA, and called each year pursuant to these Bylaws.

“**Articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of CRA;

**Board or Board of Directors** means the Board of Directors of CRA;

**Bylaw or Bylaws** means this by-law and any other by-law of CRA as amended and which are, from time to time, in force and effect;

**CNCA** means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time.

**CRA** means the Canadian Rental Association/Association Canadienne de Location.

**Director** means any individual duly elected or appointed to sit on the Board of Directors of CRA.

**Meeting of the Members** means the Annual Meeting or a Special Meeting.

**Member** means a person or organization that has qualified under any category of membership established in these Bylaws and “Members” and “Membership” shall have corresponding meanings.

**Membership Assessment** means a one-time charge levied by CRA.

**Membership Dues** means the mandatory annual charge, if any, Members pay to maintain membership in CRA.

**Membership Fees** means a charge for a specific service provided by CRA.

**Officer or Officers** means any one or more persons who have been elected as Officers of CRA in accordance with the Bylaws.

**Ordinary Resolution** means a resolution passed by a majority of the votes cast on that resolution.

**Policy** means any internal, operational, membership or other requirement duly established in writing by the Board of Directors that does not require ratification of the Members.

**Shared Interest Group (“SIG”)** means a group created by the Board, consisting of Members vitally interested or actively engaged in the enhancement of a specialized phase of the rental industry.

**Special Meeting** means any business meeting of the Members other than the Annual Meeting.

**Special Resolution** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

#### **1.04 Interpretations**

In the interpretation of this Bylaw, unless the context otherwise requires, the following rules shall apply:

- (a) Except where specifically defined herein, all terms contained herein, and which are defined in CNCA shall have the meanings given to such terms in CNCA;
- (b) To the extent of any conflict between the provisions of the Bylaw and the provisions of any of CNCA, or any successor thereto, or any Articles or Letters Patent, the provisions of CNCA, or the Articles or Letters Patent, as applicable, shall govern;
- (c) Words importing the singular number only shall include the plural and vice versa; Words referring to gender include all genders
- (d) The invalidity or unenforceability of any provision of the Bylaw shall not affect the validity or enforceability of the remaining provisions of the Bylaw;
- (e) The headings used in the Bylaw are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

#### **1.05 Head Office**

The head office of CRA shall be located in such place within Canada as the Board may determine from time to time.

#### **1.06 Fiscal Year**

- (a) CRA’s fiscal year shall be at such time as may be determined by the Board.
- (b) The financial records of CRA shall be audited annually by an independent firm of auditors prior to the Annual Meeting and shall be approved by the Board in accordance with CNCA.
- (c) Subject to CNCA, the Members at each Annual Meeting shall appoint an auditor to audit the accounts of CRA for the next Annual Meeting.

## **1.07 Corporate Seal**

If CRA authorizes a corporate seal, that seal shall remain in the custody of the Chief Executive Officer of CRA and shall be affixed to agreements and other documents under the direction of the Board.

## **1.08 Books and Records**

All necessary books and records of CRA required by CNCA shall be regularly and properly kept by CRA.

## **1.09 Execution of Documents**

### **(a) Cheques, Notes, Drafts, etc.:**

All cheques, drafts, electronic transfers, orders for payment, or other financial instruments issued by CRA shall be signed or authorized by the person or persons designated in accordance with CRA Policy.

### **(b) Other Documents:**

Contracts, documents, or any instruments in writing requiring the signature of CRA shall be signed by the Officers of CRA, or such other persons as authorized by the Board, and all contracts, documents, and instruments in writing so signed shall be binding upon CRA without any further authorization or formality. The Directors shall have power from time to time, to appoint an Officer or Officers on behalf of CRA to sign specific contracts, documents, and instruments in writing. The Directors may give CRA's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of CRA.

## **1.10 Banking Arrangements**

The banking business of CRA shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Officers of CRA and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

## **1.11 Borrowing Powers**

The Directors may, by resolution, as they deem necessary, borrow money in whatever amount they deem proper to manage the daily operations of CRA.

## **1.12 Funds of CRA**

(a) All monies received by CRA shall be deposited forthwith by such authorized representative(s) as are appointed by the Board, in such financial institution(s) and investments as are decided upon by the Board.

(b) Any and all funds collected shall be applied towards carrying out the objects of CRA, in accordance with the requirements of the CNCA, and with the direction of this Bylaw and the Board.

### **1.13 Minutes**

- (a) Minutes of all proceedings at Meetings of the Members, Board of Directors, and all committee and task force meetings shall be recorded and filed at CRA's head office.
- (b) Minutes of the Meetings of the Members and Board of Director meetings shall be made available to the Members on request.
- (c) Minutes that have been posted on CRA's website shall be deemed to have been made available to Members for the purposes of this section.

### **1.14 Dissolution**

Upon the dissolution or winding up of CRA and after payment of all of its debts and liabilities, the remaining property of CRA shall be transferred to the Members of CRA

## **ARTICLE 2 – BYLAWS**

### **2.01 Bylaw Amendments**

Subject to any provision of CNCA:

- (a) This Bylaw may be amended or repealed by a Special Resolution of the Board;
- (b) Any Bylaw amendment approved by the Board must be submitted to the Members at the next Meeting of the Members. The Members may confirm, reject or amend the Bylaw by Special Resolution;
- (c) Subject to CNCA, Bylaw amendments are effective from the date of the resolution of the Directors. They cease to be effective if they are not submitted to the Members at the next Meeting of the Members or if they are rejected by the Members;
- (d) The Chief Executive Officer is authorized to correct Article and Section designations, punctuation, cross-references, and to make such other technical conforming changes, including date adjustments, as may be necessary to reflect the intent of these resolutions.

### **2.02 Amendment to Policy**

Subject to CNCA, the Board may, by Ordinary Resolution, adopt, amend or repeal such Policies that are not inconsistent with the Bylaw relating to the management and operation of CRA, the responsibilities of the Board of Directors, as well as procedural and other requirements relating to the Bylaw. Any such policy will immediately come into force and apply to the Board and all Members and will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

### **2.03 Invalidity of any Provisions of this Bylaw**

The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw.



## **ARTICLE 3 – REGIONS**

### **3:01 Establishment**

In order to facilitate the administration of the business of CRA, the Board may establish regions within Canada, which regions may be altered at the discretion of the Board from time to time.

### **3.02 Regional Bodies**

The Board may establish and regulate bodies to manage the affairs of CRA within each region. Each body shall have such powers and perform such duties, not inconsistent with law, as may be assigned to it by the Board.

## **ARTICLE 4 – MEMBERSHIP**

### **4.01 Classes of Membership**

There shall be one (1) class of membership in CRA comprised of businesses engaged in the rental of personal property to the general public (“Rental Business”).

### **4.02 Eligibility for Membership**

Membership is available to those organizations that:

- (a) Meet the qualifications established in this Bylaw, as well as the Policies of CRA;
- (b) Submit an application in the form required by CRA;
- (c) Execute any agreements or undertakings required by CRA.

### **4.03 Membership Obligations**

In order to qualify for and maintain membership in CRA, all Members must:

- (a) Agree to be bound by and comply with the Bylaws, and Policies of CRA;
- (b) Pay all membership dues, fees, and assessments as required by CRA including any arrears that may be owing to CRA at the time of application for membership.

### **4.04 Membership Rights and Privileges**

Members are entitled to:

- i. Receive any notices required by this Bylaw and Policies, or by CNCA;
- ii. Attend and speak at any Meeting of the Members;
- iii. Vote on any resolution proposed at a Meeting of the Members;
- iv. Access the minutes of Meetings of the Board of Directors or Members (other than in-camera sessions) or audited financial statements;

#### **4.05 Change of Ownership**

- (a) A change of ownership of a Member shall not terminate membership in CRA;
- (b) Notwithstanding (a) above, a sale of the assets of a Member which results in the business being carried on by a new owner under a new entity shall require the new business to apply for admission as a Member.

#### **4.06 Membership Dues**

The Board may from time to time establish membership dues, fees and assessments, which shall be payable in such amounts, at such times and subject to such conditions, as the Board shall decide, in accordance with CRA Policy.

#### **4.07 Dispute Resolution Mechanism**

If a dispute or controversy among Members, Directors, Officers, committee members, employees or volunteers of CRA arising out of or related to CNCA, the Bylaws or Policies, or out of any aspect of the activities or affairs of CRA is not resolved in private meetings between the parties, then such dispute or controversy shall be settled by a process of dispute resolution outlined in CRA Policy.

#### **4.08 Termination or Suspension of Membership**

The Board may revoke or suspend the Membership of any Member if the Member:

- (a) commences winding up procedures or otherwise dissolves;
- (b) becomes bankrupt;
- (c) resigns;
- (d) fails to pay membership dues or other indebtedness to CRA within the time prescribed by the Board;
- (e) ceases to meet the conditions for membership pursuant to the Bylaw or Policies of CRA or the CNCA; or
- (f) is terminated pursuant to 4.09 below

#### **4.09 Termination or Suspension of Membership for Cause**

- (a) Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action for violating any provision of the Articles or Bylaws.
- (b) The notice shall set out the time and place of the Board meeting and the reasons for the disciplinary action.
- (c) The Member receiving the notice shall be entitled to:
  - i. give the Board a written submission not less than 5 days before the end of the 15-day period;

- ii. appear before the Board and make oral submissions;
  - iii. be represented by counsel at the Board hearing.
- (d) The Board may make any decision it deems appropriate, including suspension or termination of membership, provided that any motion to terminate membership must pass by a 2/3 majority of the votes cast on that motion.

#### **4.10 Transfer of Membership**

- (a) Membership, and all rights and privileges of membership, are not transferable. All rights and privileges of membership cease when a membership is terminated.
- (b) Termination of membership, for whatever reason, shall not relieve a former Member from any monetary or other obligations to CRA arising before the date of termination of membership.
- (c) A terminated member is not entitled to any refund of membership dues.

#### **4.11 Affiliations**

The Board may establish and/or regulate affiliations with individuals or organizations interested in furthering CRA's purposes. Such affiliates are not members of CRA and have such rights and obligations as are established by the CRA Board from time to time.

## **ARTICLE 5: MEETINGS OF THE MEMBERS**

#### **5.01 Annual Meeting**

The Annual Meeting shall be held at a time and place as determined by the Board, provided that such date is not more than 15 months after the previous Annual Meeting and not more than 6 months after the end of the last fiscal year.

#### **5.02 Special Meeting**

- (a) The Board, by Ordinary Resolution may call a Special Meeting at any time;
- (b) The Board shall call a Special Meeting upon the written request of 25% of the General Members, at such time and place as may be determined by the Board;
- (c) A Special Meeting called by the General Members shall be held within 90 days of receiving the Member requisition.
- (d) If the Directors do not call a meeting within twenty-one (21) days of receiving the Member requisition, any Member who signed the requisition may call the meeting.

### **5.03 Notice of Meetings**

- (a) Notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting at their last known address as shown in the records of CRA by the following means:
  - i. by mail, courier or personal delivery to each Member, during a period of 21 to 60 days before the day on which the meeting is to be held; or
  - ii. by electronic or other communication facility to each Member, during a period of 21 to 35 days before the day on which the meeting is to be held.
- (b) The notice shall state the nature of special business to be conducted in sufficient detail to permit the Members to form a reasoned judgment thereon.
- (c) The inadvertent omission to notify any Members or other persons, or the non-receipt of such notice by any Member or other person, shall not invalidate the proceedings at any such meeting.
- (d) Anyone entitled to a Notice of Meeting of the Members may waive notice, and attendance of the Member at the meeting is a waiver of notice of the meeting.

### **5.04 Place of Meetings**

Subject to CNCA, Meetings of the Members may be held at any place within Canada determined by the Board or, if all of the Members entitled to vote at such meeting so agree, outside Canada.

### **5.05 Persons Entitled to Attend**

The only persons entitled to be present at a Meeting of Members shall be Members, the Directors and the accountant of CRA, and such other persons who are entitled or required under any provision of the CNCA, Articles or Bylaws of CRA to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting or by resolution of the Members.

### **5.06 Electronic Participation by Members**

If CRA chooses to make available an electronic, or other communication facility that permits all participants to communicate adequately with each other during a Meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic, or other communication facility. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this Bylaw, any person participating in a Meeting of Members pursuant to this section who is entitled to vote at that meeting, may vote, in accordance with CNCA, by means of any telephonic, electronic, or other communication facility that CRA has made available for that purpose.

### **5.07 Electronic Meetings**

If the Board calls a Meeting of Members, the Board may determine that the meeting shall, subject to the Act, be held, entirely by means of an electronic or other communication facility, including but not limited to video conference and Internet-based real time conference facilities, that permits all participants to communicate adequately with each other during the meeting.

### **5.08 Quorum**

- (a) A quorum at any Meeting of the Members shall consist of ten (10) Members present in person or electronically (if permitted),
- (b) If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.
- (c) Where there is no quorum present at a Meeting of Members, the meeting may continue only for the purpose of receiving reports of officers and Members' attendance at educational programs. No business transacted at such meeting shall have a legally binding effect on CRA until it has been ratified at a subsequent Meeting of the Members at which a quorum is present.

### **5.09 Votes to Govern**

- (a) Every resolution shall, unless otherwise required by CNCA or these Bylaws, be an Ordinary Resolution, which shall be passed by a majority of the votes cast on the resolution by General Members.
- (b) Any matter requiring a Special Resolution, pursuant to CNCA, shall be passed by a vote of not less than two-thirds (2/3) of the votes cast on the resolution by General Members.
- (c) At the discretion of the Chair, any question at a Meeting of Members shall be decided by a show of hands or electronic vote or secret ballot.
- (d) Every Voting Member who is present, in person or electronically, shall have one vote.

### **5.10 Auditor**

The General Members shall, at the Annual Meeting, appoint an auditor who will hold office until the next Annual Meeting, and if no such appointment is made, the auditor in office shall continue in office until a successor is appointed.

### **5.11 Chair**

- (a) At all Meetings of Members, the President shall be the Chair of the meeting, or in the President's absence, the President-Elect shall be the Chair.
- (b) If the President and the President-Elect are absent, the Members present at the meeting, either in person or electronically, may choose any other Director to act as Chair.

## **ARTICLE 6: BOARD OF DIRECTORS**

### **6.01 Composition**

- (a) The administration of the affairs of CRA shall be vested in a Board of Directors of not less than 3 and not more than 17 individuals comprised of:
  - i. Subject to the CNCA, the individual who was the President-Elect in the preceding year, as President
  - ii. Individuals who are elected by the Voting Members in accordance with the Bylaw and Policies of CRA.
- (b) The Board may also appoint individuals to act as advisors to the Board, with such rights as established by the Board.
- (c) Subject to the minimum and maximum numbers, the Board may, from time to time, fix the number of directors to be elected.

### **6.02 Restrictions on Composition**

- (a) Both members and non-members are eligible to run for a Director position.
- (b) The composition of the Board of Directors will, as much as possible, reflect diverse geographical representation, as well as diverse backgrounds, skills, and qualifications.

### **6.03 Qualifications of Directors**

To qualify for election as a Director, and throughout each Director's term, the person must:

- i. Be at least 18 years of age;
- ii. Not be an undischarged bankrupt;
- iii. Not have been convicted of a criminal offence involving moral turpitude;
- iv. Have the qualifications required by the Board for Director candidates from time to time, based on skill sets relevant to the competent management of CRA, as established in the Bylaw and Policy;
- v. Not otherwise be disqualified by CNCA

### **6.04 Duties of Directors**

The Directors may do all things as allowed in the Bylaw and CRA policies, as required by any resolution adopted at any duly constituted Meeting of the Members, as may be allowed by law, and may do any acts that are not expressly set out in this Bylaw or CRA Policies, but that are nevertheless necessary to maintain the integrity of CRA, and that are in the best interests of CRA.

## **6.05 Election of Directors**

- (a) The Directors shall be elected by the Members prior to each Annual General Meeting at which the election of Directors is required.
- (b) The election process shall be administered by the Nominating Committee, or as otherwise determined by the Board in accordance with Policy.
- (c) No election of a person as a Director shall be effective unless he or she consents in writing to act as a Director and has signed the Director's Code of Conduct and any other documentation requirements established by the Board from time to time

## **6.06 Terms of Office**

- (a) The President shall hold office for a term of two (2) years ending on the second succeeding Annual Meeting following the meeting at or prior to which they are elected.
- (b) All elected Directors shall serve for a term of three (3) years, ending on the third succeeding Annual Meeting following the meeting at or prior to which they are elected.

## **6.07 Term Limits**

- (a) Subject to the provisions of this section, elected Directors cannot serve more than two consecutive three-year terms;
- (b) A Director who has left the Board for at least one (1) year, after having served for two consecutive three year terms, may run again as if the person were sitting for the first time.
- (c) Notwithstanding (a) and (b) above, a Director who is named President-Elect in his or her fifth (5) or sixth (6) year will have the term of his or her directorship extended until the end of his or her term as President.

## **6.08 Transitional Election Provisions**

Notwithstanding any other provision of these Bylaws:

- (a) A transitional slate of directors shall be provided to the membership for approval at the 2022 Annual General Meeting. The terms of all directors on the transitional Board shall expire at the Annual General Meeting held in 2023. Prior to the 2023 Annual General Meeting, an election shall be held to fill all director positions.
- (b) In order to establish staggered terms, directors shall be elected in 2023 as follows:
  - i. Approximately one-third (1/3) of the directors shall be elected for a term of one (1) year;
  - ii. Approximately one-third (1/3) of the directors shall be elected for a term of two (2) years;
  - iii. Approximately one-third (1/3) of the directors shall be elected for a term of three (3) years;
- (c) The election shall be conducted in accordance with CRA Policy

(d) In all subsequent years, all director elections shall be for three (3) year terms.

## **6.09 Loss of Qualification**

### **6.09.1 Automatic Disqualification**

A Director shall cease to hold office, and shall immediately be terminated from the Board of Directors, in the following circumstances:

- (a) If the Director:
  - i. resigns by delivering a written resignation to CRA
  - ii. makes an assignment for the benefit of creditors, becomes bankrupt or insolvent, or takes the benefit of any act that may be in force for bankrupt or insolvent debtors;
  - iii. has been found to be incapable of managing property or has been found to be incapable by any court;
  - iv. (iv) has been convicted of an indictable offence or an offence involving theft, fraud, or moral turpitude; or
  - v. dies.
- (b) If, at a Special Meeting, a resolution is passed by the Members, in accordance with CNCA, that the Director be removed from office.

### **6.09.2 Resolution of Board of Directors**

- (a) The Board of Directors, other than the Director who is the subject of the meeting, may, by Special Resolution, determine that the Director has not complied with the Bylaw, or CRA Policies, including, but not limited to, the Code of Conduct.
- (b) A resolution of the Board of Directors under this section must be ratified by the Members at a Meeting of the Members in order to terminate the Director. In the meantime, the Board of Directors has the authority to take any action, other than termination from the Board of Directors, that it deems appropriate, including the suspension of the Director from the Board of Directors.

## **6.10 Vacancies**

If a vacancy occurs as a result of any of the foregoing reasons, the Directors remaining in office may exercise all of the powers of the Board provided that a quorum is sustained.

The Board may fill a vacancy for the balance of the term:

- i. By appointing a qualified person; or
- ii. By recommending that a qualified person be elected by the membership in accordance with these Bylaws.

## **6.11 Remuneration of Directors**

Members of the Board of Directors shall receive no remuneration for services rendered as a member of the Board; but, at the discretion of the Board, Directors shall be reimbursed for any out of pocket expenses incurred in carrying out their duties as Directors.



## **ARTICLE 7: MEETINGS OF THE BOARD OF DIRECTORS**

### **7.01 Calling of Meetings**

- (a) The Board shall meet as often as deemed necessary by the President.
- (b) A meeting may be called by the President, or any other Officer.
- (c) All meetings shall take place at the time specified in the call, at such place as determined by the President.
- (d) The first meeting of the new Board shall be held no later than two (2) days following the Annual Meeting, at which time the officer position of President-Elect will be elected and the President and Immediate Past President will be named.

### **7.02 Notice of Meetings**

- (a) Notice of the time and place for the holding of a meeting of the Board may be in written, electronic or oral format, and may be communicated by telephone, courier, personal delivery, e-mail, or other electronic means to each Director not less than 5 days before the time when the meeting is to be held.
- (b) Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.
- (c) Where the first meeting of the Board is held immediately after the Annual Meeting, no notice shall be necessary provided there is a quorum of the Directors present.

### **7.03 Form of Meeting**

Any meeting of the Board may be held in person, by teleconference, or by other electronic means, including but not limited to, video conference and Internet-based real-time conference facilities, upon the call of the President.

### **7.04 Quorum**

A majority of Directors shall constitute a quorum at any meeting of Directors and may exercise all the powers of the Board of Directors. Directors who declare a conflict of interest shall nonetheless be counted in determining a quorum.

### **7.05 Voting**

Except as otherwise required, every question arising at a meeting of the Board shall be decided by a majority of votes cast by the Directors present at the meeting. Each Director shall carry one vote.

## ARTICLE 8: OFFICERS

### 8.01 Appointment of Officers

The Board may designate the offices of CRA, appoint Officers on an annual or more frequent basis, specify their duties and, subject to CNCA, delegate to such officers the power to manage the affairs of CRA. All Officers must be Directors.

### 8.02 Officer Positions and Terms

- (a) There shall be the following Officers: President, President-Elect, Secretary/Treasurer, and such other Officers as the Board may from time to time establish.
- (b) The President and President-Elect shall hold office for terms of two (2) years or until their successors are elected or appointed
- (c) All other Officer terms shall be for one year or until their successors are elected or appointed

### 8.03 Election/Appointment of Officers

Officers will be elected by the Board at the first meeting of the Board following the Annual Meeting in such years as Officer positions are available, pursuant to the process established in Policy.

### 8.04 Vacancies

If the office of any Officer becomes vacant, the Board may appoint a qualified person to fill such vacancy.

### 8.05 Description of Offices

The Board may specify the duties of, and delegate to Officers, the power to manage the business and affairs of CRA. The Officers shall have the following duties and powers, the details of which may be modified, restricted, or supplemented by the Board in CRA Policy:

- (a) **President:** The President shall be the chief elected officer of CRA. When present, the President shall preside at all meetings of the Board of Directors, and of the Members, and shall ensure that the provisions of the Bylaw, Rules and Regulations, and Policies are enforced. The President shall also be an ex-officio member of any Board committee and shall have such other duties and powers as the Board may specify.
- (b) **President-Elect:** The President-Elect shall, in the absence, disability or death of the President, or in the event that the President has been removed from office or the office of the Chair is otherwise vacated, perform the duties and exercise the powers of the President and shall perform such other duties as may be assigned to him or her from time to time by the Board until the next Annual Meeting.
- (c) **Secretary/Treasurer:** The Secretary/Treasurer or his or her designate shall ensure that records are maintained of all Board meetings and activities, including contractual agreements. The Secretary-Treasurer shall also ensure the integrity of the fiscal affairs of CRA and shall chair the Finance & Audit Committee. In addition, the Secretary-Treasurer

shall in the absence, disability or death of the President-Elect, or in the event that the President-Elect has been removed from office or the office of the President-Elect is otherwise vacated, perform the duties and exercise the powers of the President-Elect and shall perform such other duties as the Board may specify.

#### **8.06 CEO**

- (a) The CEO shall be employed by and report to the Board;
- (b) The CEO shall be responsible for the general supervision of the day-to-day conduct of business of CRA and shall have such other duties and powers as the Board may specify in Policy.

### **ARTICLE 9-COMMITTEES AND TASK FORCES**

#### **9.01 Creation**

The Board may create any committee, task force, council, Shared Interest Group, or other advisory body as it deems appropriate and establish their mandates.

### **ARTICLE 10-LIABILITY AND INDEMNITY OF OFFICERS AND DIRECTORS**

#### **10.01 Limitation of Liability**

Every Director and Officer of CRA, in exercising their powers and discharging their duties, shall:

- i. act honestly and in good faith with a view to the best interests of CRA; and
- ii. exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

Subject to the foregoing, no Director or Officer of CRA shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer, or for joining in any receipts or other acts for conformity, or for any loss or expense happening to CRA through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of CRA or for the insufficiency or deficiency of any security in or upon which any of the monies of CRA shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortious act of any person with whom any of the monies, securities, or effects of CRA shall be deposited, or for any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage or misfortune whatever, which shall happen in the execution of the duties of his or her office or in relation thereto unless the same shall happen through his or her own dishonesty.

## **10.02 Indemnity**

CRA shall indemnify a Director or Officer, a former Director or Officer, and the Director's heirs and legal representatives against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person, in respect of any civil, criminal or administrative action or proceeding, to which the Director is made a party by reason of being, or having been, a Director or Officer of CRA, if:

- (a) The Director acted honestly and in good faith with a view to the best interests of CRA; and
- (b) In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Director had reasonable grounds for believing that the Director's conduct was lawful.

CRA shall also indemnify such person in such other circumstances as CNCA permits or requires.

## **10.03 Insurance**

CRA shall purchase and maintain insurance for the benefit of its Directors against any liability incurred by such Directors and Officers in their capacity as a Director or Officer of CRA.

# **ARTICLE 11- RULES OF ORDER**

Where not otherwise provided for in CNCA or CRA's Bylaws, Policies or Standing Rules, for meetings, procedural issues at all CRA meetings shall be determined in accordance with the latest edition of "Robert's Rules or Order".