

9. Board of Directors

9.1. Composition

The Board shall consist of twelve (12) members:

the four (4) Officers of the Association (President, Past-President, Vice-President, and Secretary /Treasurer);

four (4) Directors from among the Institutional members, one (1) from each geographical region (Western Canada, Ontario, Quebec and Atlantic Canada);

one (1) Director who is a Senior Administrator without academic appointment at a member institution

one (1) Director from among the Graduate Student Association members

one (1) Director from among the Federal Research-Granting Agency members

and the Executive Director who serves *ex officio* on the Board without vote.

9.2. Eligibility

Deans, Associate/Assistant/Vice-Deans, Senior Administrators without academic appointment are eligible for election as a Director. The Graduate Student Association member must be registered as a graduate student.

9.3. Election

The Directors shall be elected by the members of the Association at the AGM. (See 8.3.7.) The Directors shall be elected as individuals and not as institutional representatives.

9.4. Term

The Institutional members, the Senior Administrator member, the Graduate Student Association member and the Federal Research-Granting Agency member shall serve for a two-year (2) term. It is expected that the student associations will rotate this member on the Board. No one student association may have its member serve on the Board for more than two (2) consecutive years. The term of office of Directors shall normally commence on the first day of January following the election. The term of office for the Officers is defined in Sub-Section 10.3

9.5. Vacancies

Any individual who ceases to be a Dean, Associate/Assistant/Vice-Dean or a

Senior Administrator is ineligible to continue as a Director of the Association beyond the next AGM. His or her successor as Dean does not succeed to the Director position. If a Director is unable or ineligible to complete a term of office, the Board may appoint a replacement for the remainder of the calendar year.

9.6. Removal

Directors shall be subject to removal by resolution at the AGM or at any special general meeting.

9.7. Duties

The policy and general management of the Association shall be directed by the Board, except as provided in the *Act* and otherwise in these By-Laws. Without restricting the generality of the foregoing, the Board shall:

administer the funds of the Association and authorize expenditures; employ staff and establish such offices as necessary;

take initiatives and act for the Association for all matters, including drafting policy and public statements;

be responsible for organizing the program of the Annual Conference;

and be responsible for preparing the agenda for the AGM and other members' meetings.

9.8. Rules of Procedure at Board Meetings

9.8.1. Calling

The Board shall meet at least once between the AGMs at the time and place determined by the President. Additional meetings shall be at the discretion of the President.

9.8.2. Notice

Notice of the time and place of a meeting of the Board shall be given to each Director not less than fourteen (14) days before the meeting.

9.8.3. Chair

The Chair of any meeting of Board shall be the President or, if the President is not present, the Vice-President.

9.8.4. Quorum

Six (6) Directors shall constitute a quorum at any meeting of the Board.

9.8.5. Voting

All the Directors have a vote at the Board meetings, with the exception of the Executive Director.

9.8.6. Decision on Questions

A majority of votes cast by the voting members present shall determine the questions.

9.8.7. Absentee

If a Director cannot participate in a meeting, he or she may not be represented by a substitute.