

BY-LAW NUMBER FOUR
RCEME CORPS FUND

TERMS OF REFERENCE FOR THE BOARD OF DIRECTORS

GENERAL

1. This By-Law provides the Terms of Reference for the Board of Directors (BOD) of the RCEME Corps Fund.
2. As a guiding principle, the BOD shall act always in a manner which is consistent with the Purpose and Objectives of the RCEME Corps Fund.

TERM

3. Members of the BOD shall be members in good standing of the RCEME Corps Fund. Members appointed to the BOD shall normally serve for a period of two years.
4. The Colonel-Commandant shall lead the process to solicit volunteers for the four retiree BOD positions by sending out a call letter to the LAD Presidents for nominations (through the Corps Adjutant); selection of the retiree BOD members shall be made by a sub-committee consisting of Director RCEME, Colonel-Commandant, Corps Sergeant-Major and the RSM RCEME School. The sub-committee will not normally review more than one nomination per LAD per vacant BOD position.

RESPONSIBILITIES OF THE BOD

5. The BOD is responsible to ensure that the Fund programme and activities are conducted in accordance with the stated aim and objectives, and are in line with the overall strategic vision of the RCEME Corps. The specific responsibilities of the BOD are as follows:
 - a. Oversee the operation of the Fund and its Programme defined herein in accordance with the provisions of the Canadian Forces Personnel Support Programs Policy Manual;
 - b. At least every two years, review the established limits for outstanding loans and grants;
 - c. Review and approve the Annual Operating Budget for the Fund; and
 - d. Approve all amendments to the Constitution and By-Laws.
6. The BOD shall meet bi-annually, as a minimum.
7. All decisions made by the BOD shall be rendered only by majority vote pursuant to the raising and seconding of a formal motion for the matter to be decided. Following discussion, each member of the BOD in attendance shall cast a vote, including the Chair and Deputy Chair. However, in the event of a tie, the Chair, in consultation with the Deputy Chair, shall make a final determination on the matter at hand. A quorum for every meeting, whether regularly scheduled or extraordinary, shall consist of at least seven members, at least two of whom shall be Non-Commissioned Members, and one of whom shall be a retiree.
8. In advance of planned BOD meetings, the agenda together with background information on all matters planned for discussion and decision shall be communicated by the Administrative Committee to the BOD members and to the LAD Presidents. Every effort shall be made to ensure that this information is made available at least two weeks in advance of the meeting.

9. No expenditures or financial commitments beyond those approved in the Annual Operating Budget may be made without approval by the BOD, whether during a regularly scheduled meeting, or where deemed necessary by the Chair, during an Extraordinary Meeting.

DUTIES OF BOD MEMBERS

10. Each member of the BOD shall:
 - a. make every effort to attend the BOD meetings, whether in person or by teleconference or by video-teleconference, or arrange for an appropriate replacement to attend on his/her behalf;
 - b. represent the concerns of their assigned constituency; and
 - c. review all material sent in advance of BOD meetings in order to be well-informed of the matters to be addressed on the agenda.