

SOCIAL DEVELOPMENT COUNCIL of Cornwall and Area
BY-LAWS

A by-law relating to the affairs of the
Social Development Council of Cornwall and Area

1.0 INTERPRETATION

In this By-law and all other By-laws and resolutions of the Council, unless the context requires otherwise:

- 1.1 Act: means the Council Act of Ontario, and any Act that may be substituted for it, as from time to time amended;
- 1.2 Council: means the Council incorporated as a Council without share capital under the Act by letters patent formed on February 27, 2008, and named the Social Development Council of Cornwall and Area;
- 1.3 Letter Patent: means the Letter Patent and any Supplementary Letters Patent of the Council;
- 1.4 Board: means the Board of Directors of the Council;
- 1.5 Directors/Members/Officers: means the individual members of the Board;
- 1.6 By-Laws: means this By-Law and all other by-laws of the Council from time to time in force and effect;
- 1.7 Headings: the headings used in these By-Laws are inserted for reference purposes only and are not to be considered to taken into account in interpreting the terms or provisions hereof or to be construed in any way so as to clarify, modify or explain the effect of any such terms or provisions;
- 1.8 Singular/Plural: the singular includes the plural;
- 1.9 Persons: words importing persons include individuals, Councils, partnerships, trusts and incorporated organizations
- 1.10 In-camera: means meetings held in confidence and not in public. There is an expectation that the discussions be held in confidence. The Board may meet in camera if the subject deals with: sensitive matters about an identifiable individual that require Board discussion; performance or remuneration of the Executive Director. In this instance, the results of the in camera session are to be communicated to the Executive Director as soon as possible thereafter by the Board Chair or his/her designate; sensitive human resources issues; and matters that are, or may become the subject of litigation or are related to confidential legal, civil or criminal proceedings;
- 1.11 Board of Directors: Board Officers: are members of the Board who have been appointed to executive offices within the Board and who have been delegated powers to manage the activities and affairs of the corporation. Executive officers include: Chair, Vice-Chair, Treasurer and Secretary or as required according to Section 7.04;
- 1.12 Standing Committees: are committees whose mandate is intended to last longer than one year.
- 1.13 Ad Hoc Committees: are committees whose mandate is expected to last less than one year.

2.0 HEAD OFFICE

The head office of the Council shall be located within the boundaries of the Counties of Stormont, Dundas, Glengarry, the City of Cornwall and the community of Akwesasne.

3.0 BOARD OF DIRECTORS

3.1 POWERS

3.1.1 The Board of Directors shall manage the affairs of the Council and exercise the Council's powers on its behalf, except where restricted by law, by the Letters Patent or Supplementary Letters Patent, or by a By-law of the Council.

3.1.2 Within the limitations of Section 3.01, by majority vote,

3.1.2.1 Board powers shall include but not limited to:

3.1.2.1.1 To set the strategic direction of the organization;

3.1.2.1.2 Enter into contracts or agreements;

3.1.2.1.3 Execute documents;

3.1.2.1.4 Make financial and banking arrangements;

3.1.2.1.5 Authorize expenditures, including expenditures for property;

3.1.2.1.6 Determine the type Professional Financial review of the annual financial statements and the approve the fee of a Certified Public Accountant (C.P.A.) to conduct this review;

3.1.2.1.7 Take such steps as to enable the Council to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donation of any kind whatsoever;

3.1.2.1.8 Appoint agents and engage employees who shall have authority and perform duties as shall be prescribed by the Board;

3.1.2.1.9 Borrow in accordance with Section 12.2.

3.1.2.2 The Board shall expend operational funds only within original or revised operational budgets as approved by the Board;

3.1.2.3 The Board shall make approved Board Minutes, and make minutes available to the committee, with the exception of in-camera minutes which will be available only to Board Directors.

3.1.3 The Board of Directors shall appoint an Executive Director and may delegate to that person the power to manage and direct the business affairs of the Council (but not such matters and duties as may not by law be delegated by the Board of Directors) and to employ and discharge agents and employees of the Council. The Executive Director shall comply with all lawful requirements of the Board of Directors and shall, as reasonably requested, give to the Directors or any of them all information they may desire regarding the affairs of the Council

4.0 DIRECTORS AND TERMS OF OFFICE

4.1 The Council shall have an elected Board of Directors consisting of a minimum of eight (8), and a maximum of 15 individuals who are members of the Council. Each Board member will represent at least one of the following portfolios/issues and endeavour to reflect the community's profile:

- 4.1.1 Marketing and economic influence
- 4.1.2 Legal issues
- 4.1.3 Finance/banks
- 4.1.4 Social Services: housing, food banks, health, child service
- 4.1.5 Community security – police
- 4.1.6 Religious community
- 4.1.7 Rural community
- 4.1.8 Diverse Communities
- 4.1.9 Education/training
- 4.1.10 Employment
- 4.1.11 Environment
- 4.1.12 Lived Experience
- 4.1.13 Black, indigenous, and people of colour
- 4.1.14 Volunteer Administrators Network Representative
- 4.1.15 Health Services

4.2 One Director from each of the following, may be appointed: The Counties' Council, The City Council and The Mohawk Council of Akwesasne;

4.3 Each Director shall:

- 4.3.1 Be eighteen (18) or more years of age upon election;
- 4.3.2 Have the ability to comprehend and be competent to make

informed decisions;

- 4.3.3 Not hold a paid position within the Council;
- 4.3.4 Be a person interested in furthering the objectives of the Council;
- 4.3.5 Reside or work in or otherwise have a demonstrable connection to: the City of Cornwall; or the Counties of Stormont, Dundas and Glengarry, or Akwesasne;
- 4.3.6 Attend Director Meetings on a regular and consistent basis.

Directors are expected to provide advance notice of absences from meetings.

4.4 The Executive Director of the Council shall be an ex-officio member of the Board without vote and shall attend all Board meetings except those, or portions of those, which, on decision by the Board, address personnel policies or actions directly related to the position of Executive Director and deemed confidential by the Board.

4.5 Other staff members of the Council may attend Board meetings as observers unless the meeting is deemed to be in-camera.

5.0 ELECTION OF DIRECTORS

5.1 Every January a nominating committee shall be formed when vacancies on the Board are identified;

5.2 The Nominating Committee is responsible to:

5.2.1 Identify possible candidates for membership from existing Board or Executive Director;

5.2.2 Forward Application for Consideration (Appendix A) to candidate(s); The application (Appendix A) will assist to ensure the members fulfill the requirements outlined in Section 4:

5.2.2.1 request applicants complete and return applications within 15 days of receipt;

5.3 The Board shall prepare a recommended slate of persons for election (as Directors) for the General Meeting of the Council. In preparing the recommendations, the Board shall employ reasonable efforts to fulfill the criteria outlined in Section 4 of the Terms of Reference;

5.4 All potential nominations must be accompanied by written consent of the nominees;

5.5 Signed consent forms are presented to the Board Chair at least 30 days prior to the General Meeting;

5.6 The nomination and election of newly appointed Directors shall be held at the General Meeting; by existing board members;

5.7 Directors may make nominations in addition to those made by the Nominating Committee provided that:

5.7.1 the nomination is seconded by another director;

5.7.2 The consent of the nominee has been obtained in writing, and;

5.7.3 The nomination has been received by the Social Development Council office at least thirty days prior to the date of the General Meeting.

5.8 The election of the Directors may be by a show of hands unless a Member demands that the election be held by ballot.

6.0 TERMS OF OFFICE

6.1 All full terms of office shall be for three (3) years from election at the General Meeting. Six (6) of the positions shall expire every other year and five (5) of the positions shall expire on alternate years;

6.2 Directors shall be limited to two (2) consecutive three (3) year terms;

6.3 Officers who have completed the maximum number of terms, may return to the Board after one year.

7.0 VACANCIES

7.1 To fill vacancies between General Meetings, a quorum of directors may appoint only up to one-third of the number of directors that were elected at the last annual meeting.

7.2 Such appointments shall meet the criteria outlined in Section 4 and continue until the following General Meeting;

7.3 A person ceases to be a Director of the Council, upon:

7.3.1 Death;

7.3.2 Receipt of written resignation;

7.3.3 Failing to qualify in accordance with Section 4;

7.3.3.1 A member of the Board of Directors who is absent for three consecutive meetings and does not forward their regrets nor respond to correspondence shall be deemed to have resigned from the Board. The individual will be notified with a standard letter (Appendix B) and no longer receive board correspondence;

7.3.3.2 The Board can remove any Director and declare a vacancy if the Director acts in a manner deemed by the Board to be detrimental to the Council. Notice of a motion to remove a Director shall be in writing and shall be signed by at least two (2) Directors and forwarded to the Chair at least fifteen (15) days prior to the Board meeting at which the issue is to be raised. The notice of motion shall state the ground or grounds for removal and shall state the justification in detail. The Executive shall send every Director a copy of the notice of the motion. A two-thirds (2/3) majority of the Directors, excluding the Director being removed, is required to remove a Director from the Board and to declare a vacancy.

7.3.3.3 Directors may be removed by a two-thirds (2/3) majority of the members eligible to vote at a duly called Special Membership meeting, where notice of intent to ask for the removal of said Director(s) is given in writing and with proper notice by those calling for the Special Membership meeting.

7.3.4 A Director may resign from office by giving written notice to the Chair and Executive Director. A resignation is effective when received or as specified in the notice, if later.

7.4 OFFICERS

7.4.1 The officers of the Council shall include the Chair, Vice-Chair, Treasurer and Secretary, who shall also constitute the Executive Committee;

7.4.2 The Board of Directors shall have power to create additional officers, as it may deem necessary;

7.4.3 The Executive Committee

7.4.3.1 shall agree about the role of the Vice-Chair, who shall act as Chair when required as part of succession planning. The committee shall consider all questions referred to it by the Board and may act for the Board as authorized between meetings or during any period when the Board is not in session.

7.4.3.2 shall be elected by the Board from the elected members at a Special Meeting immediately following the General Meeting, and shall serve for the ensuing year; or

7.4.3.3 Within thirty (30) days after the General Meeting, the Board of Directors shall meet to elect the Officers from among the elected members of the Board.

7.4.3.4 Where no Director can be found to fill the position of Treasurer, one may be appointed by the Board. Such appointment need not be from among the Board of Directors. If a Treasurer is appointed as aforesaid, s/he may attend Board and Executive Committee meetings but will have no vote at those meetings. Treasurer may be reimbursed for expenses and time as determined from time to time by the Board of Directors;

7.4.3.5 Officers are elected or appointed for one-year terms. Elected Officers may serve a maximum of three (3) consecutive one-year terms in any one Officer position;

7.4.3.6 Executive members absent for two Board meetings without notification will be considered as having resigned from the executive committee, but will remain a member of the Board. The executive member will be provided with a letter (see Appendix C).

7.4.4 Duties

7.4.4.1 The Chair shall:

meetings of the Board;

7.4.4.1.1 when present and able, preside at all

Committees;

7.4.4.1.2 be ex-officio member of all Board

signature;

7.4.4.1.3 sign all documents requiring his/her

to 7.03.3.1 of the by-laws;

7.4.4.1.4 notify absentee Board Members according

7.4.4.1.5 perform any duties assigned by the Board.

7.4.4.2 In the event of the Chair's resignation or inability to perform duties for the remaining fiscal year, the Vice-Chair shall serve General Meeting;

7.4.4.3 The Vice-Chair shall:

7.4.4.3.1 In the event of the Chair's resignation or inability to perform any duties, serve until the next General Meeting;

7.4.4.3.2 Shall ensure that all Board committees are meeting as required;

7.4.4.3.3 Are fulfilling their mandates;

7.4.4.3.4 Perform any other duties assigned by the Board.

7.4.4.4 The Secretary shall record minutes of all Board meetings and forward the drafted minutes to the Executive Director within 5 business days.

7.4.4.5 The Treasurer shall:

7.4.4.5.1 supervise all monies held in the name of the Council;

7.4.4.5.2 ensure that an annual audit is undertaken;

7.4.4.5.3 ensure regular financial statements are presented to the Board;

7.4.4.5.4 ensure that all money deposited in the account(s) in the financial institution designated by the Board;

7.4.4.5.5 ensure the maintenance of records for all financial transactions of the Council;

7.4.4.5.6 perform any other duties as assigned by the Board.

7.4.4.6 The duties of all other officers of the Council shall be such as terms outlined in 3.01 of the engagement or the Board of Directors requires of them.

8.0 COMMITTEES

8.1 Executive Committee

8.1.1 Membership

8.1.1.1 The elected Officers of the Corporation shall form the Executive Committee of the Board. The Executive Committee may require other committee Chairpersons to participate or report to its meeting. Ann appointed Treasurer, as defined in 5.01, shall be an ex-officio member of the Executive Committee and will be without vote;

8.1.1.2 The Executive Director of the Corporation shall be an ex-officio member of the Executive Committee without vote and shall attend all Executive

Committee meetings; except those, or portion of those, in-camera that directly relate to the position of the Executive Director.

8.1.2 Duties

8.1.2.1 The Executive Committee has all of the powers of the Board of Directors to act on behalf of the Board:

8.1.2.1.1 in emergency situation, as determined by the Chair, between Board Meetings;

8.1.2.1.2 set the agendas for Board Meetings;

8.1.2.1.3 ensure the committee structure is working to maintain effective and efficient operations and programs;

8.1.2.1.4 ensure that necessary policies exist and are consistent with the mission statement and philosophy of the corporation;

8.1.2.1.5 hire, support as requested and undertake regular appraisals of the Executive Director;

8.1.2.2 All actions and decisions of the Executive Committee shall be reported at the next meeting of the Board.

8.2 Finance /Funding Committee

8.2.1 Membership

8.2.1.1 Treasurer, Executive Director and Chair as ex-officio member;

8.2.1.2 Committee members can be recruited from the from the general community.

8.2.2 Duties

8.2.2.1 Proactively lobby for funding from different sources;

8.2.2.2 Look for opportunities for project funding;

8.2.2.3 Review finances on a regular basis;

8.2.2.4 Report to the board on a quarterly basis

8.2.2.5 Prepare draft annual budget for approval of the board.

8.3 Specific Standing and Ad Hoc Committees

8.3.1 All Standing and Ad Hoc committees will develop Terms of Reference and/or mandate to be approved by the Board of Directors. Members of a committee will be recruited by the Chairperson of the Committee and from the Council and general community;

8.3.2 The Executive Director shall report on the committee's activities at every Board Meeting. See Appendix D List of Committees and Brands

8.3.3 Standing and/or Ad Hoc committees will be bound by their terms of reference and/or mandates as approved by the Board of Directors. Once such plans are approved, further Board approval will be required only where there are major activity changes or changes in the budget.

9.0 MEETINGS

9.1 Motions

9.1.1 Motions for the General Meeting must be approved by 75% of the quorum.

9.1.2 Motions for the Regular and Special Meetings must be approved by 50% plus one of the quorum. Unless the motion will affect/change the basic values and/or by-laws of the organization, then motions should be 75% and the wording of the by-law/change must be provided, in writing, to members of the board at least fifteen (15) days prior to the meeting. Advance voting would be effective.

9.2 General Meeting

9.2.1 The General Meeting of the Council shall take place within each fiscal year at a time and location approved by the Board of Directors. A public notice shall be sent in accordance with the Act;

9.2.2 The General Meeting shall be within three (3) months of receiving the C.P.A.'s review of the financial statement;

9.2.3 One half plus one of the active directors in attendance shall constitute a quorum;

9.2.4 The purpose of the General Meeting shall be:

9.2.4.1 to elect the Council's Board of Directors;

9.2.4.2 to receive reports from the Council Chair, staff and committees;

9.2.4.3 to receive the yearly review by a C.P.A.;

9.2.4.4 to appoint C.P.A. for the coming year;

9.2.4.5 to transact such other business as may properly be raised

at

said meeting

9.02.5 Notice of the time, date and place of the General Meeting shall be at least thirty (30) days prior to the meeting date.

9.3 Regular Board Meetings

9.3.1 The Board shall meet at least six (6) times per year (teleconferences including and electronic formats at a time and place decided by the Board, or at the call of Chair;

9.3.2 Documentation relevant to meetings shall be provided to Directors by email sent at least seven (7) days in advance;

9.3.3 One half of directors plus one shall form a quorum for the transaction of business;

9.3.4 Unless otherwise stated in this By-Law, matters under consideration by the Board shall be determined by a majority of votes of voting Directors present. The Chair of the Board will only vote in case of a tie. Voting is normally done by a show of hands unless a Director requests voting done by ballot;

9.3.5 All Directors shall respect the confidentiality of such matters that come before the Board in-camera;

9.3.6 In the event of a Board Meeting lacking a quorum, an informal meeting will take place where recommendations will be made and put forward as motions electronically to all Board members; where they may vote electronically;

9.3.7 If all Directors consent, teleconferences may be held by means of telephone, or other communication facilities, where members can hear each other simultaneously and instantaneously. Directors should make request to the Board for approval.

9.4 Special Meetings

9.4.1 Special meetings of the Board may be called at any time by a) the Chair, or by b) by request of one half of the directors. A notice of 3 to 5 business days is made when possible;

10.0 REMUNERATION

The Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from her/his position as such; provided that a Director may be paid or reimbursed for reasonable expenses incurred by her/him in the performance of her/his duties. Such reasonable expenses can include childcare, travel, parking, food, conferences, etc. A Director should make requests to the Board for approval.

11.0 CONFLICT OF INTEREST

11.1 A conflict of interest is generally a situation where a director or officer has a personal interest in or can benefit from a business deal arising from their work with the not-for-profit corporation. For example, if a not-for-profit corporation is entering into a contract with another company, a director who would personally gain something from that contract has a potential conflict of interest.

11.1.1 Every Director who, suspects or is, in any way in Conflict of Interest shall:

11.1.1.1 Declare the interest at the first meeting of the Directors after the interest arises;

11.1.1.2 Request that the declaration be recorded in the minutes of that meeting; and:

11.1.1.2.1 Not vote on any resolution concerning the contract transaction or decision or the proposed contract transaction or decision in which such Director has an interest; and,

11.1.1.2.2 If in-camera, shall leave the room during discussion.

11.1.2 Where the interest of a Director has not been disclosed as required by reason of her/his absence from the meeting or by reason of such interest having been acquired after such meeting, such Director shall immediately communicate her/his interest to the Chair of the Board, and otherwise comply with the provisions herein at the first meeting of the Board.

11.1.3 The Chair, in the event a matter involving a conflict of interest arises, shall communicate such interest to the members of the Board.

11.1.4 Where a member of the Board of Directors intends to apply for a salaried position with the Council, such Director shall resign her/his position with the Board of Directors.

12.0 EXECUTION OF DOCUMENTS

12.1 General

12.1.1 Subject to any other provisions on the By-Laws, the Letters Patent or any Supplementary Letters Patent, documents may be signed on behalf of the Council by one of the Chair, Vice-Chair or Treasurer (if not appointed) and the Executive Director. The

Board may by resolution appoint any other person(s) to sign specific documents on the Council's behalf.

12.2 Administration of Funds

12.2.1 The Fiscal Year of the Council shall be from April 1st to March 31st in each calendar year, unless otherwise ordered by the Board of Directors.

12.2.2 The books and accounts of the Council shall be reviewed by a C.P.A. within ninety (90) days following the end of the fiscal year. Audited financial or Engagement Review statements shall be presented at the General Meeting.

12.2.3 The will approve an operational budget on an annual basis, and will ensure appropriate accounting practices;

12.2.4 Two (2) signatures are required on all banking documents:

12.2.4.1 cheques cannot be pre-signed;

12.2.4.2 includes all notes, drafts and cheques;

12.2.4.3 setting up and operating accounts or making other banking arrangements as necessary;

12.2.4.4 executing any agreements with the financial institution to facilitate banking arrangements;

12.2.4.5 other banking activities authorized by resolution of the Board.

12.2.4.6 Two signatures must be recognized as a signing authority.;

12.2.4.7 All funds expended under \$150.00 require only one signature and may be the signature of the Executive Director;

12.2.5 The Board may expend funds available in its accounts or government funds not yet received, but confirmed by proper authority within its' yearly, Board approved, operational budget;

12.2.6 On the credit of Council, or on the security of the Council's real or personal property, the Board may borrow money required to operate the Council within the operational budget previously approved by the Board. To borrow money for other purposes, on the security of the Council's real or personal property requires authorization by a two-thirds (2/3) majority vote of the Board at a duly called meeting with quorum.

12.2.7 The Board may, by resolution, authorize any Director, Officer, or Employee or other person to make arrangements for borrowing on behalf of the Council for the amount authorized and on the terms stated in the resolution.

12.2.8 No bank account of the Council may be overdrawn.

13.0 LIABILITY

13.1 Every Director of the Council, when exercising the powers and discharging the duties of a Director must:

13.1.1 Act honestly, in good faith, and in the best interest of the Council;

13.1.2 Exercise the care, diligence and skill that a reasonably careful person would exercise in similar circumstances;

13.1.3 Comply with the Letter's Patent, By-Laws, mandate and strategic plan of the Council;

13.1.4 Comply with all government legislation and laws.

14.0 INDEMNIFICATION

14.1 Every Director or Officer of the Council or other person who has undertaken or is about to undertake any liability on behalf of the Council and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Council, from and against:

14.1.1 all costs, charges and expenses whatsoever which such Director, or Officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against the Director, Officer or other person for or in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by them, in or about the execution of the duties of her/his office in respect of any such liability; and

14.1.2 all other costs, charges and expenses which the Director, Officer or other person sustains or incurs in or about or in relation to the affairs of the Council, except such costs, charges, or expenses as are occasioned by her/his own willful neglect or default.

14.1.3 The Council shall also indemnify any such person in such circumstances as the Councils Act or law permit or require. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by the Councils Act or law.

15.0 FOR THE PROTECTION OF DIRECTORS AND OFFICERS

15.1 No Director or Officer for the time being of the Council shall be liable for acts, receipts, neglectful defaults of any other Director or Officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expenses happening to that Council through the insufficiency or deficiency of title to any property acquired by the Council or for the behalf of the Council or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Council shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm, or Council with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Council or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of her/his respective office or trust or in neglect or default. The Directors for the time being of the Council shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done, or entered into in the name of the Council, except such as shall have been submitted to and authorized or approved by the Board of Directors. If any Director or Officer of the Council shall be employed by or shall perform services for the Council otherwise than as a Director or Officer or shall be a member of a firm or a shareholder, director, or officer of a company which is employed by or performs services for the Council, the fact of her/his being a Director or Officer of the Council shall not disentitle such Director or Officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

15.2 Upon dissolution of the Council, and after payment of all debts, obligations and liabilities, its remaining assets shall be distributed or disposed of to one or more charitable organizations as directed by the Board of Directors.

16.0 INSURANCE

16.1 The Council shall purchase and maintain adequate insurance for the protection of Directors of the Council.

17.0 CERTIFIED PUBLIC ACCOUNTANT(C.P.A.)

17.1 The C.P.A. of the Council, whose remuneration shall be fixed by the Board of Directors, shall be appointed each year at the General Meeting,

18.0 BY-LAWS

18.1 The Board may add to, amend, or repeal this By-Law but no such addition, amendment or repeal shall have any force or effect or be acted upon until the same has been firstly confirmed and sanctioned at a meeting of the Board duly called for that purpose following at least a two (2) week notice, subject to ratification at the subsequent general meeting. The By-laws shall be periodically reviewed by the Board with a maximum of five (5) years between reviews.

19.0 PROCEDURES

All procedures not specified in the By-Laws of the Council shall be in accordance with the Roberts Rules of Parliamentary Procedures, or with such procedural rules as may from time to time be ratified by the Board.

20.0 APPENDICES

20.1 Appendix A Board of Directors Application Form

20.2 Appendix B Letter Addressing Absentee Board Members

20.3 Appendix C Letter Addressing Absentee Executive Members

20.4 Appendix D List of Committees and Brands

Approved: June 5, 2019 Updated: September 22, 2020