

## **CHAPTER 5: REGIONAL COUNCILS, REGIONAL ASSEMBLIES, AND THEIR OFFICERS**

### **31. THE PURPOSE OF REGIONAL COUNCILS**

The Regional Council is responsible for implementing Foresters mandate of governance and service within the region and for overseeing, supervising, training and supporting Branches in their implementation of their mandate. The region is the geographic area specified in the charter of the Regional Assembly. The members of the Branches in the region are represented by delegates from the Branches to the Regional Assembly and by a Regional Council elected by the Regional Assembly. The Regional Council:

- A. undertakes nominations, elections and appointments, installations, and training to put in place the first set of officers for a newly created Branch (see section 50);
- B. participates in the selection of Area Service Team members, if any, provides advice and guidance to the Area Service Team(s), and receives regular reports from the Team(s) concerning member and community service activities at both the Branch and Regional Council levels;
- C. designates Regional Council officers to install elected Branch officers;
- D. encourages the nomination of candidates from across the region to stand for election as officers on the Regional Council and representatives to the International Assembly;
- E. organizes meetings of the Regional Assembly;
- F. ensures that elections by Branches for Branch officers and delegates to Regional Assemblies, and elections at Regional Assemblies for Regional Councils and representatives to the International Assembly, are conducted in accordance with this Constitution and rules established by the Board of Directors from time to time;
- G. organizes regional social or other activities to maintain and strengthen the Common Bond among members;
- H. reports to the International Assembly on matters within its region and acts as liaison with the International Fraternal President;
- I. is accountable for the on-going coaching, training and development of all Branches in the region to ensure that the purpose of the Branches is met;

- J. acts as liaison with Branches, the fraternal department, and Foresters sales force;
- K. participates in mediation and dispute resolution, according to the process described in the Fraternal Service Guide;
- L. forms standing (permanent) or ad hoc (temporary) committees, assigns them specific tasks, and determines their mandate, membership, chairmen/chairwomen and reporting requirements.

### **32. THE COMPOSITION OF REGIONAL COUNCILS**

- A. Regional Councils will have a maximum of 10 executive officers: the Regional Council President, Regional Council Vice-President, Regional Council Secretary, Regional Council Treasurer, and Past Regional Council President, and up to five Regional Councillors, subject to section B below. The Regional Council will also include, as non-voting officers, the chairmen or chairwomen of any standing (permanent) committees that the Regional Council may create under section 46, the chairmen or chairwomen of the Area Service Team(s), if any, and Appointed Officers.
- B. In addition, when the Regional Council has jurisdiction over more than 20 Branches, they may elect one additional Regional Councillor for every additional five Branches (or part thereof) in the region.
- C. In order of rank, the officers are:
  - i. Regional Council President;
  - ii. Regional Council Vice-President;
  - iii. Past Regional Council President;
  - iv. Regional Council Secretary;
  - v. Regional Council Treasurer;
  - vi. Regional Councillors;
  - vii. Appointed Officers, chairmen or chairwomen of Area Service Teams, if any, and any standing (permanent) committees.

### **33. QUORUM AT MEETINGS OF THE REGIONAL COUNCIL**

At any meeting of the Regional Council, a quorum must be present in order for business to be conducted. A quorum is a majority of the executive officers of the Regional Council who must be present in person or by telephone.

**34. MEETINGS OF THE REGIONAL COUNCIL**

- A. Each Regional Council will meet at least twice a year. Additional meetings may be called by the Regional Council President or by a majority of the elected officers of the Regional Council. Unless waived, a notice of meeting will be provided to all members of the Regional Council ten days in advance of the scheduled meeting.
- B. The conduct of meetings will follow Rules of Order, as prescribed by the Board of Directors. For any votes other than elections or as otherwise specified, voting will be by simple majority; that is, 50 percent plus one of the executive officers present who participate in the vote.
- C. Invited guests may attend meetings with the approval of the Regional Council.

**35. SPECIAL MEETINGS OF THE REGIONAL COUNCIL**

- A. The International Fraternal President may call a special meeting of a Regional Council at any time.
- B. The International Fraternal President must call a special meeting of the Regional Council to deal with a specific matter, if a resolution to do so has been passed by:
  - i. a majority of its Branches, representing a majority of the voting members in that region; or
  - ii. a majority of the executive officers of the Regional Council.
- C. The Regional Council Secretary must notify Regional Council members of the special meeting at least 14 days in advance. The notice must include a description of the business to be undertaken at the meeting.
- D. The special meeting will deal only with the business mentioned in the notice, unless the members present unanimously decide to do otherwise.
- E. Foresters House will pay the cost of holding any special meeting of any Regional Council called by the International Fraternal President.

**36. PRESIDING OFFICER AT REGIONAL COUNCIL MEETINGS**

- A. At meetings of the Regional Council, the presiding officer will be the Regional Council President.
- B. If the Regional Council President is absent, the Regional Council Vice-President will preside.

- C. If both these officers are absent, the officers present will choose another officer from among themselves to preside.

### **37. REGIONAL COUNCIL OFFICERS**

- A. Regional Council officers must reside within the region of the Regional Assembly. If an officer moves outside the region during his or her term of office, he or she will automatically vacate his or her office.
- B. Regional Council executive officers may hold only one governance position at a time on the Regional Council, Branch, or Board of Directors, although an executive officer may also serve as a representative to the International Assembly. However, election as a regional officer does not automatically entitle the officer to represent the Regional Assembly at the International Assembly.
- C. While every member is a trustee of the good name of Foresters, officers have an additional responsibility to fulfill the responsibilities of trusteeship for the members in their region. As trustees, they manage the money and any other assets of the Regional Assembly, administered by the Regional Council, in accordance with Foresters Common Bond, policies, and procedures, and can be held accountable for any misuse of this property.
- D. No Regional Council officer will place himself or herself in a position in which there is a conflict between his or her duties as a member of Foresters in any capacity and his or her personal or business interests. Every Regional Council officer who is in any way directly or indirectly interested or involved in an existing or proposed contract, transaction, or arrangement with Foresters, or who otherwise has a conflict of interest, will declare that interest fully at the appropriate meeting. After declaring the conflict, the individual will not be counted in the quorum with respect to that matter and will refrain from discussion and voting on the matter. Every disclosure of interest will be recorded in the minutes of the appropriate meeting.
- E. If a Branch, Regional Council, the International Fraternal President, or the Board of Directors has reasonable grounds to believe that an officer has a conflict of interest that is causing harm to Foresters and its members, the International Fraternal President may suspend the officer from his or her office. Such a suspension must be accompanied by action under section 8 of this Constitution.
- F. Every Regional Council Officer is a non-voting *ex-officio* member of all Branches within the region.

### **38. TERMS OF OFFICE OF REGIONAL COUNCIL OFFICERS**

- A. Elected officers of the Regional Council will serve for a term of four years.
- B. A member cannot be elected as Regional Council President at more than two consecutive Regional Assembly elections. Partial terms served by a Regional Council President filling a mid-term vacancy will not count as a term for the purposes of this provision.

### **39. ABSENCES FROM AND VACANCIES IN THE REGIONAL COUNCIL**

- A. If an officer other than the Regional President is absent from a meeting of the Regional Council, or temporarily unable to fulfill his or her duties, the Regional Council may, by resolution, appoint another officer to take on his or her responsibilities until the absent officer returns. (For absences of the Regional President, see section 36.)
- B. If an officer is absent for three consecutive meetings, or for more than half of the meetings in a year, without a satisfactory reason provided in writing to the Regional Council, the Regional Council may, by resolution, declare his or her position vacant and fill that office by election or appointment from among the delegates to the most recent Regional Assembly.
- C. If an officer resigns, dies, or is otherwise unable to continue in his or her position for any reason, the Regional Council may, by resolution, appoint a substitute from the delegates to the most recent Regional Assembly to complete the balance of the term of office.

### **40. REGIONAL COUNCIL PRESIDENT**

The Regional Council President presides at all Regional Council and Regional Assembly meetings and leads the Regional Council in carrying out its responsibilities by:

- A. ensuring that all Regional Council and Regional Assembly meetings are conducted in accordance with this Constitution and with Rules of Order, as prescribed by the Board of Directors;
- B. ensuring that committees are appointed as needed to carry out the Foresters mandate within the region;
- C. appointing committee chairs, if authorized to do so by the Regional Council or Regional Assembly (see section 46 for more information on regional committees);

- D. addressing any absences of officers or filling any Regional Council vacancies;
- E. acting as a non-voting *ex officio* member of all regional committees (*ex officio* members attend meetings by virtue of holding a specific office);
- F. acting as liaison with the fraternal department staff on Regional Council issues, including, but not limited to, disputes brought to the attention of the Regional Council;
- G. appointing elected Regional Council officers to install elected Branch officers;
- H. helping with training and development of members within the region and supporting Branch officers in their duties;
- I. assisting the Regional Council in fulfilling its fiduciary and trustee responsibilities.

#### **41. REGIONAL COUNCIL VICE-PRESIDENT**

The Regional Council Vice-President:

- A. presides at Regional Council and Regional Assembly meetings and otherwise fulfills the responsibilities of the Regional Council President in his or her absence;
- B. assists the Regional Council President in proposing mandates and terms of reference, and appointing chairs and members for committees established by the Regional Council or Regional Assembly;
- C. helps with training and development of members in the region and supporting Branch officers in their duties;
- D. assists the Regional Council in fulfilling its fiduciary and trustee responsibilities.

#### **42. REGIONAL COUNCIL SECRETARY**

The Regional Council Secretary:

- A. circulates agendas to Regional Council officers before meetings;
- B. ensures that minutes of Regional Council meetings, committee meetings, and Regional Assemblies are kept;
- C. distributes minutes of the Regional Council meetings to Regional Council officers and the minutes of Regional Assemblies to delegates to the Regional Assembly;

- D. maintains all correspondence between the Regional Council and the Branches within its jurisdiction;
- E. maintains all Regional Council records and correspondence, other than financial records, and makes them available for inspection upon reasonable notice by the Board of Directors or the International Fraternal President or their duly authorized representatives, and ensures that all non-financial reporting requirements to the Regional Council, Regional Assembly, International Assembly, the Board of Directors, International Fraternal President and Foresters House are fulfilled;
- F. provides appropriate documentation to organizers of the Regional Assembly to ensure that those elected as delegates to the Regional Assembly are voting members as defined in section 4I;
- G. helps with training and development of members in the region and supporting Branch officers in their duties;
- H. assists the Regional Council in fulfilling its fiduciary and trustee responsibilities.

#### **43. REGIONAL COUNCIL TREASURER**

The Regional Council Treasurer:

- A. maintains the financial records of the Regional Council on behalf of the Regional Assembly and submits these records to Foresters House as directed;
- B. prepares regular reports on the financial position and results of operations of the Regional Assembly for examination at meetings of the Regional Council or Regional Assembly;
- C. submits financial reports to the Regional Council, Regional Assembly, International Assembly, the Board of Directors, International Fraternal President and Foresters House, as required;
- D. acts as liaison with Foresters House on the budget of the Regional Council and with Branches on matters related to maintaining their financial records;
- E. maintains accurate bank account records for the Regional Council;
- F. ensures that proper signing authorities have been obtained for Regional Council bank accounts;
- G. manages all funds provided to or held by the Regional Council;

- H. ensures that the expenses of the Regional Council are approved by the Regional Council, and paid in a timely fashion;
- I. ensures that cheques and other financial documents are signed by the designated signing authorities, as set out in section 63;
- J. assists the Regional Council in fulfilling its fiduciary and trustee responsibilities.

#### **44. PAST REGIONAL COUNCIL PRESIDENT**

- A. When a new Regional Council President is elected, the previous Regional Council President will continue as an executive officer of the Regional Council, and will be known as the Past Regional Council President. If he or she is unable to fulfill this position, the Regional Council may appoint a previous Regional Council President to the position.
- B. The duties of the Past Regional Council President will be to:
  - i. help with training and orientation of members in the region;
  - ii. provided that he or she is not seeking election to the Regional Council, chair the region's nominating committee to help identify and support potential candidates for elected positions on the Regional Council and as representatives to the International Assembly;
  - iii. provide advice on matters of governance and Rules of Order to the Regional Assembly and the Regional Council and its committees;
  - iv. work to assist the Regional Council in fulfilling its fiduciary and trustee responsibilities.
- C. If no previous Regional Council President is available to fill this position, or if the Regional Council decides not to fill the position, it will remain vacant, and the Regional Council will elect an additional Regional Councillor. The Regional Council will determine how the duties of the Past Regional Council President will be fulfilled.

#### **45. REGIONAL COUNCILLORS**

The Regional Council will assign duties to the Regional Councillors, such as:

- A. assisting with the installation of elected Branch officers;
- B. serving on or chairing committees assigned such functions as organizing the Regional Assembly or coordinating elections;

- C. serving on the nominating committee to identify candidates for elected office on Regional Council and to serve as representatives from the region to the International Assembly;
- D. helping with training and development of members within the region and supporting Branch officers in their duties.

#### **46. REGIONAL COUNCIL COMMITTEES**

- A. Each Regional Council may form standing (permanent) committees or ad hoc (temporary) committees to carry out its mandate. The Regional Council will determine the chairs, membership, responsibilities, and reporting requirements for these committees, or may delegate to the Regional Council President to do so.
- B. A Regional Council may, from time to time, determine that additional roles or functions are needed to carry out its mandate. It may, by resolution, outline the specific role or function, its duration, and appoint an individual to fulfill the role or function. The Regional Council may also, at its discretion, designate the individual who is appointed to carry out the role or function as an appointed officer of the Regional Council. If so designated, the individual(s) shall be known as an Appointed Officer(s).

#### **47. MEETINGS OF THE REGIONAL ASSEMBLY**

- A. Once every four years, the Regional Council will organize a meeting of the Regional Assembly to:
  - i. discuss issues of Foresters policy or matters of regional interest;
  - ii. offer programs to prepare members for governance roles in Foresters structure and to enrich the governance skills of existing officers;
  - iii. elect the Regional Council; and
  - iv. elect representatives to the International Assembly.

Elections will take place at the last sitting of the Regional Assembly meeting, with the election of Regional Council preceding the election of representatives to the International Assembly.

- B. Only officers of the Regional Council and delegates from the Branches within the region are entitled to vote at the Regional Assembly.
- C. The time and place of the regular Regional Assembly meeting will be decided by the Regional Council and approved by the International Fraternal President. The

regular Regional Assembly meeting must take place between three and twelve months before the International Assembly, to allow for the election of representatives to the International Assembly.

- D. Once the time and place of the Regional Assembly meeting have been decided, the Regional Council will notify all Branches within its jurisdiction. This notice must be given at least 90 days before the opening of the Regional Assembly.
- E. If a quorum is not present at the Regional Assembly, the International Fraternal President and the Regional Council President will organize a replacement meeting.
- F. For a Regional Assembly, a quorum is at least two-fifths of those entitled to vote at the Regional Assembly.
- G. To provide for general or standing rules of operation for the Regional Assembly and Regional Council, a Regional Assembly may pass bylaws, provided that these bylaws do not conflict with the provisions of this Constitution. Regional Assembly bylaws are enacted or amended by:
  - i. a two-thirds vote of the members entitled to vote who are present at the Regional Assembly meeting and who participate in a vote; or
  - ii. greater than a two-thirds vote by delegates who have returned ballots mailed to them by registered or certified mail or recorded delivery, provided that at least 75 percent of the total ballots are returned.

These bylaws do not take effect until they are approved by the International Fraternal President.

- H. Regional Assemblies may form committees similar to those of the International Assembly (see section 77). The Regional Council will determine the chairs, membership, responsibilities, and reporting requirements for these committees, or may delegate to the Regional Council President to do so.

#### **48. DELEGATES TO THE REGIONAL ASSEMBLY**

- A. Each Branch is entitled to send at least one delegate to the Regional Assembly. Additional delegates may be chosen according to a formula set by Regional Council; the formula will be such that there will be a minimum of one delegate for every 500 Branch voting and non-voting members combined.

- B. To accommodate growth, the Regional Council may pass a resolution to revise this formula. However, such a revision may not reduce the total number of delegates in comparison to the previous Regional Assembly.
- C. No later than 30 days before the opening of the Regional Assembly meeting, each Branch Secretary must send to the Regional Council Secretary a list of the delegates elected in the Branch.

#### **49. SPECIAL MEETINGS OF THE REGIONAL ASSEMBLY**

- A. The International Fraternal President may call a special meeting of a Regional Assembly.
- B. The International Fraternal President must call a special meeting of the Regional Assembly to deal with a specific matter, if a resolution to do so has been passed by:
  - i. a majority of the region's Branches, representing a majority of the voting members in that region; or
  - ii. a majority of the executive officers of the Regional Council.
- C. The Regional Council Secretary must notify the delegates to the most recent Regional Assembly of the special meeting at least 14 days in advance. If a delegate is no longer available to attend, the Branch may elect or appoint an alternate.
- D. The notice of a special meeting must include a description of the business to be undertaken at the meeting. The special meeting will deal only with the business mentioned in the notice, unless the members present unanimously decide to do otherwise.
- E. The meeting will not proceed unless a quorum is present. For a special meeting of the Regional Assembly, a quorum will be two-fifths of those entitled to vote at a Regional Assembly.
- F. Foresters House will pay the cost of holding any special meeting of any Regional Assembly when the meeting has been called by the International Fraternal President.