TOPIC : Amending the bylaws to prepare for a special meeting and for the AGM

Documents attached:

- Bylaw document
- RE-502 to sign and submit to the *Registre des entreprises* once approved by members
- Proposed invitation and agenda for special meeting
- Proposed special resolution to propose to members at the special meeting
- Proposed resolution to present to members at the AGM

Presented by: Denis Kotsoros

Meeting Date: June 8, 2026

☐ Information | ☐ Discussion | ☑ Resolution | 15 minutes

Current situation and objectives sought:

In its original Lettres patentes (1979) and the supplementary Lettres patentes (1994), the number of board members for the Townshippers' Association (TA) was six (6) and has not since been amended. In addition, the original objects must be modified to reflect the updated objects of the TA. Finally, though the maximum amount for "bien immobiliers" and "revenu en provencene des biens immobiliers" was $100,000, these do not require an update as they concern real estate and revenue from real estate, and not revenue from investments. Unless TA is planning on purchasing property or has revenue from property it owns, this does not currently require an update.

Given that TA currently has 12 active board members and has modified its objects since 1979, it must request supplementary letters patents as required by law.

The first step in changing these fundamental articles of the bylaws is a board resolution adopting the change. Then, members may vote on this change at a special meeting, which will be organized on the day of the AGM, which is June 18, 2026. The special meeting invitation will be sent to members by email as soon as the board approves the change and between ten (10) and 60 days before the meeting, as per TA's bylaws. The notice must include the topic that will be discussed at the special meeting. In this case, it is recommended to send the notice with the agenda, as well as relevant documents presented here, along with the board resolution to allow members to review the proposed amendments.

If adopted at the special meeting, the new bylaws may be adopted by a resolution at the AGM. Therefore, this topic should be attached to the notice and agenda for the AGM, which will also be sent between (10) and 60 days before the date of the meeting. The package for members must include the agenda, these documents related to the bylaw changes, and other information to support members as they conduct regular business at the AGM.

Consultations conducted:

TA hired S.O.A.R. Solutions to update the bylaws and complete the process required to update the lettres patentes and complete the forms for the *Registre* and propose the steps outlined in the document attached.

Link to strategic priority:

☑ **Does not apply**

☑	Related outcome:

Risk assessment:

☐ **Does not apply**

	Likelihood	Potential damage
☐ Operational risk ☐ Strategic risk ☑ Financial/administrative/organizational risk ☑ Risk to the reputation ☑ Compliance risk ☐ Other:_________________________	☐ Will occur ☑ May occur ☐ Probably not ☐ Very unlikely	☐ Very damaging ☑ May have an impact ☐ Little or no impact

To mitigate the risk:

The risk of not complying with provincial legislation regarding the lettres patentes of a legal person may entail a fine, the revocation of TA's status as a legal person, and ultimately may impact the reputation of this organization that has played an important role in shaping the Townships over the last decades.

The way for the Board of Directors to mitigate these risks is by following the appropriate procedure for bylaw changes and submitting the appropriate documentation to the *Registre des entreprises*.

Recommendation:

It is recommended that the Board of Directors:

1. Adopt the following resolution (#2026-06-08-01)

WHEREAS the Board of Directors of the Townshippers' Association is responsible for administering the affairs of the corporation;

WHEREAS the Board of Directors has reviewed its current bylaws and wishes to propose amendments to modernize the bylaws in general and to specifically update the number of directors and the organization's purpose;

WHEREAS the Board of Directors has reviewed the proposed changes to amend Bylaws revised in 2017 and wishes to replace them with Bylaws 2026, as presented;

WHEREAS the Quebec Companies Act requires members to adopt changes to the bylaws by a majority vote, or, for bylaws that change constituting documents, by a vote of two-thirds (2/3) of members in attendance at a special meeting;

WHEREAS the Board of Directors recognizes that the amended bylaws must be presented to members at a special meeting and then ratified by members at the general meeting;

THEREFORE, BE IT RESOLVED

That the Board of Directors adopts the proposed changes to the bylaws, to replace Bylaws revised in 2017 with Bylaws 2026, and recommends their adoption to members at a special meeting to be called for the purpose of amending the bylaws.

BE IT FURTHER RESOLVED

That the Board of Directors delegates the task of preparing the notice and package for the special meeting, and subsequent general meeting, to the Secretary of the Board of Directors, who will be supported by the Executive Director.

2. Invite members to a special meeting to adopt the special resolution proposed as an attachment to this file.

3. Recommend to members at the AGM to adopt the resolution proposed as an attachment to this file.

SPECIAL RESOLUTION

To be presented to members at the Special General Meeting called for the purpose of amending bylaws

WHEREAS the Board of Directors of the Townshippers' Association is responsible for administering the affairs of the corporation;

WHEREAS the Board of Directors has reviewed its current bylaws and has adopted the changes to modernize the bylaws in general and to specifically update the number of directors and the organization's purpose;

WHEREAS the Quebec Companies Act requires members to adopt changes to the bylaws by a majority vote, or, for bylaws that change constituting documents, by a vote of two-thirds (2/3) of members in attendance at a special meeting;

WHEREAS the Board of Directors sent a notice to members, as per the bylaws, inviting them to a special meeting to review proposed Bylaws 2026;

WHEREAS the Board of Directors adopted resolution #20260520-01 to amend the bylaws as presented and recommends their adoption by members at the special general meeting of members held on June 18, 2026.

THEREFORE, BE IT RESOLVED

That at least two-thirds of the members present at the special general meeting of members held on June 18, 2026 reviewed the proposed bylaw changes and adopt the recommended changes, in particular, members have fixed the number of board members at 9 and have updated the objects.

BE IT FURTHER RESOLVED

That members at the special meeting recommend the adoption of the Bylaws 2026 by members at the annual general meeting of the Townshippers' Association.

RESOLUTION AT THE ANNUAL GENERAL MEETING

WHEREAS the Board of Directors of the Townshippers' Association is responsible for administering the affairs of the corporation;

WHEREAS the Board of Directors has reviewed its current bylaws and has adopted the changes to modernize the bylaws in general and to specifically update the number of directors and the organization's purpose;

WHEREAS the Quebec Companies Act requires members to adopt changes to the bylaws by a majority vote, or, for bylaws that change constituting documents, by a vote of two-thirds (2/3) of members in attendance at a special meeting;

WHEREAS the Board of Directors adopted resolution #20260520-01 to replace Bylaws 2017 with Bylaws 2026 and presented the revised Bylaws to members at the special general meeting of members held for that purpose on June 18, 2026;

WHEREAS Two-thirds of members present at a special general meeting held for the purpose of amending the bylaws adopted resolutions #20260520-01 to adopt Bylaws 2026 to replace Bylaws 2017, including the articles to fix the number of Board members and update the objects of the Townshippers' Association.

THEREFORE, BE IT RESOLVED

That the members present at the annual general meeting of members held on June 18, 2026 reviewed the proposed bylaw changes and ratified the special resolution adopted by two-thirds (2/3) of members.

BE IT FURTHER RESOLVED

That members delegate to the task of requesting supplementary letters patent to the Board of Directors, who will designate two signers and may delegate the administrative process of completing the required forms to the Executive Director, or his delegate.

Adopted this 8th day of June 2026

Motion: Melanie Thompson

Seconder: HEATHER BOWMAN

I hereby certify that the foregoing resolution was duly adopted by the Board of Directors of the Townshippers Association at a legal meeting on the **8th day of June 2026**

Bassam Chiblak, Secretary, Board of Directors, Townshippers' Association

RESOLUTION 2026-06-08-02

Adopting the Executive Director Job Description the Board of Directors GUIDELINES and the Policy for Board of Directors Composition and Recruitment Strategy

Current situation and objectives sought: As the Townshippers' Association transitions to the PMBOK Matrix Model, there is a critical need to establish formal role expectations and address succession planning. Board members have noted the necessity for structured processes regarding diversity, regional representation, and leadership transitions.

- **Executive Director Job Description:** This document formally positions the Executive Director as the Lead Program Director, chairing the Operational Steering Committee and serving as the vital link between Governance and Operations. It establishes clear responsibilities for financial management, human resources, and political advocacy, addressing the board's requirement for clear divisions of responsibility.

- **Board Composition Policy:** To ensure a balanced and highly engaged board, this policy mandates geographic representation across the Estrie Administrative Region and prioritizes demographic diversity, specifically targeting youth integration through the "Young Townships Leaders" pipeline. It provides a standardized evaluation matrix to assess candidate alignment with the Association's strategic needs.

- **Board of Director Guidelines:** To ensure a complete understanding of the polices and procedures required by the Board and the understanding of the role within the context of the Project Management Matrix.

Board Resolution: Adopting ED Job Description, The Board of Directors GUIDELINES and Board Composition Policy

WHEREAS the Townshippers' Association requires clear documentation of operational leadership roles to effectively manage the "Program Portfolio" under the new Matrix Model;

WHEREAS a governance review highlighted the need for formal succession planning, continuous youth engagement, and geographic representation across the Eastern Townships;

WHEREAS the proposed policies establish actionable frameworks for executive leadership and evidence-based board recruitment;

THEREFORE,

BE IT RESOLVED That the Board of Directors officially adopts the Executive Director Job Description, confirming the role's responsibilities encompassing strategic stewardship, operational leadership, and fiduciary control.

BE IT FURTHER RESOLVED That the Board of Directors officially adopts the Policy for Board of Directors Composition and Recruitment Strategy, implementing the geographic quotas, youth pipeline integration, and standardized candidate evaluation matrix for all future board appointments.

FURTHERMORE, That Board of Directors adopt the Guidelines as set out when the Special General Meeting of the memberships adopts the 2026 Revised By Laws.

Adopted this 8th day of June 2026

Motion: Bassam Chiblak

Seconder: Doug Bowker

I hereby certify that the foregoing resolution was duly adopted by the Board of Directors of the Townshippers' Association at a legal meeting on the **8th day of June 2026**

Bassam Chiblak, Secretary, Board of Directors, Townshippers' Association

Summary of Governance Updates: 2017 vs. 2026

The following updates reflect a comprehensive modernization of the Townshippers' Association's Bylaws and Operations Manual, shifting the organization from a legacy committee-based model to an agile, project-based framework with robust fiduciary controls.

Key Structural Improvements

1. Adoption of the PMBOK Matrix Model

- **The Change:** The Association has formally separated "Governance" from "Operations".
- **The Impact:** The Board is no longer bogged down in day-to-day task management, allowing it to focus strictly on portfolio strategy and fiduciary oversight. Daily operational work is now executed by dynamic "Program Teams" (e.g., Townshippers' Festival Team) rather than static, permanent committees. The Executive Director officially acts as the Lead Program Director, managing resource allocation through an Operational Steering Committee.

2. Modernized Director Term Limits

- **The Change:** Previously, Directors could serve 2-year terms "without limitation". The new Bylaws cap Director service at a cumulative total of 9 years.
- **The Impact:** This guarantees healthy board turnover, prevents organizational stagnation, and creates a predictable leadership pipeline. Time served as an appointed Officer (which is capped at 5 years) counts toward this overall 9-year maximum.

3. Strict Financial Control Limits

- **The Change:** Financial authority has been explicitly tiered.
- **The Impact:** It is now unequivocally clear who has the power to spend Association funds, establishing a highly defensible audit trail:
  - **Executive Director:** Up to $5,000 (budgeted).
  - **Executive Committee:** Between $5,000 and $10,000.
  - **Full Board:** Over $10,000 or new permanent staff hires.

4.Key Changes & Alignments Implemented:

- **Governance vs. Operations (Section 4.06):** Explicitly distinguishes between "Board Oversight Committees" (Finance, Executive) and "Operational Project Teams" (managed by the ED), validating the Matrix Model described in the Manual.

- **Financial Controls (Section 1.05 & 4.04):** Added references to the specific authorization limits (ED <$5k, Executive Committee <$10k, Board >$10k) defined in the Manual .

- **Membership Classes (Section 2.01):** Broadened to explicitly include the specific award recipients (Young Townships Leaders, etc.) mentioned in the Manual .

- **Meeting Schedule (Section 4.03):** Adjusted to allow for the "Quarterly minimum" and "No meetings in July" cadence preferred by the Manual.

Direct Comparison Guide

The following table highlights specific operational rule changes from the 2017 documents to the new 2026 framework.

Governance Area	2017 Rules (Legacy)	2026 Rules (Modernized)
Procurement (RFQs)	A formal public RFQ was required for all contracts exceeding $5,000.	**Streamlined:** Contracts of $5,000-$15,000 require 3 written quotes. Formal RFQs are triggered at $15,000
Board Quorum	Quorum was fixed at exactly 6 Directors.	**Flexible:** Quorum is a simple majority (50% plus one) to prevent administrative gridlock.
Executive Committee Spending	The EC could unilaterally "decide on any unbudgeted expenditure of more than $10,000".	**Restricted:** The EC can only "make recommendations to the Board" for unbudgeted expenditures over $10,000.
Conflict of Interest (ED)	The Executive Director took the minutes for all Executive Committee meetings.	**Protected:** Mandatory *In Camera* sessions require the ED to be recused during their own performance/salary reviews, with another member taking minutes.
Territory & Presence	Focused on the "historical Eastern Townships" with a regional office in Knowlton.	**Expanded:** Aligned to the Estrie Administrative Region, with distributed community spaces across Cowansville, Magog, Stanstead, and Waterloo.
Term Limits	No Limits for Directors nor Executive Roles	**Restricted:** Cumulative total of 9 years as a Director. For absolute clarity, years served as an appointed

		Officer (President, Vice-President, Secretary, or Treasurer) count toward this 9-year cumulative maximum. And 5 years as an Executive.
Size of Board	To date our Bylaws indicate we can have a Board of up to 13. BUT as our Registre dossier has not changed since our inception, except for an amendment in 1993. We are only allowed the original 7 positions, as per our inception	**Defined:** A board of 9 Directors

BYLAWS 2026

Amended 2008; 2011 | Revised 2017 |

Amendments made and adopted by the Board of Directors at a regular meeting of the board on June 8, 2026

BYLAWS 2026

Amended 2008| 2011 | 2017 |

Amendments made and adopted by the Board of Directors at a regular meeting of the board on June 8, 2026

1 Section 1 – General

1.1 Definitions

In this by-law and all other by-laws of the Organization, unless the context otherwise requires:

- **“act”** is the Quebec Companies Act, which is the constituting act of the Townshippers’ Association
- **"articles"** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Organization;
- **"board"** means the board of directors of the Organization and "director" means a member of the board;
- **“officer”** means a director or employee who has been granted signing authority by resolution of the board of directors of the Organization;
- **"meeting of members"** includes an annual meeting of members or a special meeting of members, held in person or via telephonic, video, or hybrid formats where all participants can communicate adequately;
- **"by-law"** means this by-law and any other by-laws of the Organization as amended and which are, from time to time, in force and effect;
- **"Project Portfolio"** refers to the annual list of initiatives and events authorized by the Board and executed by the staff and volunteers under the Association’s matrix operational structure.
- **“special resolution”** is a resolution adopted by 2/3 of members in attendance at a special general meeting
- **“Matrix Model”** refers to the form of governance adopted by the Townshippers’ Association, which delineates responsibilities between governance and management.

1.2 Interpretation

In the interpretation of these by-laws, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. "In Writing" includes email and other electronic documentation.

1.3 Corporate Seal

The Organization may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Organization is the custodian of the corporate seal.

1.4 Head Office and Territory

The Head Office of the Townshippers’ Association (the “Organization”) is in the Estrie Administrative Region, in the Province of Quebec. The Organization may maintain regional community offices/spaces as determined by the Board.

1.5 Execution of Documents and Spending Authority

Deeds, bank transfers, payments by cheque, and other instruments in writing requiring execution by the Organization shall be signed by any two (2) of its officers or directors, subject to the **financial control limits** established in the Association's Operations Manual:

- **Executive Director Authority:** Expenditures within the approved budget up to $5,000.
- **Executive Committee Authority:** Unbudgeted expenditures or contracts between $5,000 and $10,000.
- **Board Authority:** Expenditures or contracts exceeding $10,000 or new permanent staff hires.

Upon resolution of the board, service leases, funding contracts, and contribution agreements may be signed by one (1) authorized officer, director, or employee, provided the value falls within the authorization limits above.

1.5.1 Financial Year End

The financial year end of the Organization is March 31st.

1.6 Banking Arrangements

The banking business of the Organization is transacted at such bank, trust company, or other firm as the board of directors may designate. The banking business is transacted by an officer or officers of the Organization and/or other persons as the board may designate, direct, or authorize, adhering to the segregation of duties outlined in the Operations Manual.

1.7 Annual Financial Statements

The Organization may publish a notice to its members stating that the annual financial statements are available at the offices of the Organization and any member may, on request, obtain a copy free of charge.

2 Section 2 – Membership

2.1 Membership Conditions

Subject to the articles, membership in the Organization is available to individuals and institutions interested in furthering the Organization's purposes. There are three classes of members:

1. **Active Members:** Individuals, who are physical persons, meeting criteria identified by the Board and who pay annual fees. They have voting rights.
2. **Honorary/Lifetime Members:**
   - Past Presidents of the Association.
   - Recipients of the "Outstanding Townshippers" award.
   - Recipients of the "Young Townships Leaders" award (one-year term).
   - Participants in "Make Way for YOUTH" (one-year term).
   - Honorary members, are physical persons, have voting rights and are exempt from fees.
3. **Associate Members:** Organizations or Institutions, or any other legal person. These members are non-voting.

The Board of Directors delegates the responsibility of determining the manner in which members apply for membership and for maintaining a register of members to its employee, the Executive Director. The annual register of members is presented to the Board of Directors who will, by resolution, and at their sole discretion, approve members.

Members on the register are said to be in good standing.

2.2 Termination of Membership

When a member is no longer in good standing, their membership may be terminated.

A membership is terminated when:

- The member dies or the member Organization is dissolved;
- A member fails to maintain qualifications (e.g., non-payment of fees);
- The member resigns by delivering a written resignation;
- The member is expelled in accordance with Section 2.03;
- The member's term expires (annual renewal date is the anniversary of registration).

2.03 Discipline of Members

The board has authority to suspend or expel any member for violating articles/by-laws or for conduct detrimental to the Organization.

In the event the board determines that a member should be expelled or suspended from membership in the Organization, the president, or such other officer as may be designated by the board, will provide twenty (20) days' notice of suspension or expulsion to the member and will provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received, within such twenty (20) day period. If no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Organization. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and will notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision is final and binding on the member, without any further right of appeal.

Section 3 – Meetings of Members

2.3 Notice of Meeting of Members

Notice of the Annual General Meeting (AGM) or any Special Meetings of the Members may be sent via email to the member's recorded address 10 to 60 days before the meeting. Publication in the newsletter, on social media, or on the website is supplementary.

2.4 Annual General Meeting

The AGM is held not later than the 120 days after the closing of the previous fiscal year which is set as March 31. (For purpose of clarity, the AGM must be held on or before July 29)

- Receive the Annual Report
- Adopt the Audited Financial Statements;
- Elect directors;
- Appoint an Auditor;
- Conduct general business.

2.4.1 Electronic Participation:

Members may participate and vote by electronic means (video/audio) provided the Organization has a system that enables deliberation, vote verification and security.

2.5 Special General Meetings

Special General Meetings may be called by the President, a majority of the board, or upon written request of not less than one-tenth of members in good standing sent to the Secretary of the board.

The Board of Directors must hold a meeting within 21 days of receiving the written request from one-tenth (10%) of members, otherwise, members may organize the meeting themselves after the 21 days have expired.

Notice of such a meeting is given to the members in the same manner as herein provided for that of the regular Annual Meeting and will specify the nature of the business to be conducted. Only the business specified in the notice may be discussed at the Special General Meeting.

A Special General Meeting may be held to adopt a special resolution, requiring approval of 2/3 of members in attendance.

2.6 Persons Entitled to be Present

Only members entitled to vote, directors, and the public accountant are entitled to be present. Others may be admitted by invitation of the chair or resolution of the members.

Chair of the Meeting

The President or, in their absence, the Vice-President chairs any meeting of members. If both are absent, the members present choose a chair.

2.7 Quorum

A quorum for any meeting of members is **ten (10) members** in good standing present in person or virtually.

2.8 Votes to Govern

Every question is determined by a majority of votes cast, except when otherwise stipulated in the lawIn case of a tie, the chair has a second or casting vote.

3 Section 4 – Directors

The Board of Directors has all the powers and duties outlined in the Act and other relevant legislation and regulations.

Individual directors have the duty and responsibility of ensuring that actions and decisions are in the best interests of the legal person, which is the Townshippers' Association.

3.1 Election and Term

The affairs of the Organization are managed by a Board of Directors consisting of a minimum of seven (7) and a maximum of nine (9) members.

The Board of Directors delegates powers, by resolution, through the polices it approves or by the terms of reference it adopts, to its committees or only employee, the Executive Director.

- **Term:** Directors serve for a term of two (2) years, renewable up to three (3) times. Terms shall be staggered to ensure continuity.
- **Maximum mandate:** Directors shall serve a maximum of eight (8) consecutive years.
- **Remuneration:** Directors serve without remuneration but may be reimbursed for reasonable expenses in accordance with the Association's Travel Policy.
- **Vacancies:** If a sitting Director vacates their position prior to the expiration of their term, the remaining Directors may, by majority resolution and provided there is a quorum, appoint a qualified member to fill the vacancy. The appointed Director shall serve only for the unexpired remainder of the vacated term. For greater certainty, the Board does not have the authority to appoint Directors to fill seats that were left unfilled at an Annual General Meeting.
- **Conflict of Interest:** Directors must disclose any interest in a material contract or transaction. They must recuse themselves from discussion and voting on such matters. This disclosure and subsequent actions taken to address the conflict must be recorded in the minutes.

3.2 Eligibility

The minimum criteria to be eligible for a board seat are:

- Be at least 18 years of age
- Be a member in good standing
- Be legally able to make decisions and not be under tutorship or curatorship
- Not be bankrupt

The Board of Directors may adopt additional criteria by resolution and will inform members of all criteria when sending a notice regarding vacant board positions.

3.3 Vacancy

A seat on the Board of Directors becomes vacant when a director:

- Resigns, in writing or verbally, to the President
- Dies
- Declares bankruptcy
- Misses three (3) consecutive meetings without a valid reason (see article 4.8)
- Is no longer a member in good standing, as per section 2 on membership.

3.4 Staff Members

Persons employed by the Organization cannot be voting members of the board but may be invited as observers or to present information to the Board of Directors.

The Executive Director is an *ex officio* (non-voting) member of the board and acts as the **Lead Project Director** for the Association's operations.

3.5 Meetings of Directors

– **Frequency:** The Board shall meet at least quarterly. Meetings are generally not held in July.
– **Notice:** Notice is given at least 7 days before the meeting.
– **Quorum:** A quorum is the majority of elected board members in office (50%+1)
– **Voting:** Questions are decided by a majority of votes. The Chair has a casting vote in the event of a tie.
– **Electronic Participation:** Directors may participate and vote via teleconference or electronic means. Email voting is permitted between meetings for urgent resolutions.

3.6 Borrowing Powers

The directors may borrow money, issue debt obligations, or create security interests in property of the Organization, subject to the spending limits and Executive Committee oversight defined in Section 1.05 of these Bylaws and in the policies approved by the Board. . The directors of the Organization may, without authorization of the members,

– borrow money on the credit of the Organization.
– issue, reissue, sell, pledge or hypothecate debt obligations of the Organization.
– give a guarantee on behalf and
– mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Organization, owned or subsequently acquired, to secure any debt obligation of the Organization.

3.7 Committees and Operational Structure

The Association operates under a **Matrix Model** separating Governance from Operations.

3.7.1 Board Oversight Committees:

3.7.1.1 The Board shall appoint standing committees, with clear terms of reference, to ensure accountability and compliance, including: Executive Committee:

The Board will create an Executive Committee, composed of its Officers to to act as the Steering Committee for high-risk decisions and unbudgeted expenditures between $5,000-$10,000.

3.7.1.2 Finance Committee:

Chaired by the Treasurer, responsible for fiduciary oversight, reviewing cost performance, and value delivery.

3.7.1.3 Advisory Groups:

The Board may recognize Advisory Groups (e.g., for MRC representation) to provide strategic input on community needs.

3.7.1.4 Operational Project Teams:

Operational work is executed by **Program Teams** (Health & Social Services, Community & Culture, Workforce Employment and Economic Development, Communications and Administration) but also can include subcategories, (e.g., Townshippers' Day Team) rather than standing Board committees. These teams are authorized by the Board through the Program Portfolio but report to the Executive Director and the **Operational Steering Committee**.

4.8 Termination of Directors

Any director who fails to attend three (3) consecutive regular meetings automatically forfeits their mandate, subject to a right to request reinstatement. The Board may fill vacancies between AGMs by majority vote.

4 Section 5 – Officers

4.1 Description of Offices

The Board shall appoint from among themselves a President, Vice-President, Secretary, and Treasurer immediately following the AGM.

Unless otherwise specified by the board, which may, by resolution, modify, restrict or supplement such duties and powers, the offices of the Organization, if designated and if officers are appointed, have the following duties and powers associated with their positions:

- **President:** Presides at all member and board meetings, acts as Chair of the Executive Committee, and serves as the chief spokesperson for the organization.

The President of the board:

  - Is a director and one of the designated signatories.
  - Prepares the agenda for board meetings, in collaboration with the Executive Director.
  - Acts as the primary liaison between the board and the Executive Director.
  - Exercises a general oversight over the affairs of the Organization, ensures good governance and ensures that meetings are respectful and inclusive,
  - Has such other duties and powers as the board may specify.

- **Vice-President:** Performs duties of the President in their absence. The vice-president of the board is a director and one of the designated signatories.. The vice-president has such other duties and powers as the board may specify.
- **Secretary:** The secretary:
  - Is a director and one of the designated signatories.
  - Attends and is the secretary of all meetings of the board and members.
  - Is responsible for keeping the minutes and resolutions of meetings of the board of directors.
  - Sees that all notices are duly given in accordance with the provisions of the by-laws of the Organization or as required by law.
  - Sees that all books, reports, certificates and other documents and records required by law are properly kept and filed.
  - Performs all duties incidental to the office of Secretary and such other duties as may be assigned by the board of directors.
- **Treasurer:** The treasurer:
  - Is a director and one of the designated signatories.
  - Is responsible for overseeing all funds, securities, and financial documents of the Organization as administered by the employees of the Organization.
  - Submits to directors, at least quarterly, an operating statement showing revenues and expenditures and provides other information related to the financial position of the Organization, in collaboration with the Executive Director.
  - Is the Chairperson of the Finance Committee and convenes said committee to review and receive the audited financial statements of the Organization,

- Render such other reports audited or otherwise as the Board of Directors may require from time to time.

- **Executive Director (ED):** An *ex-officio* officer responsible for the general management of the Organization's Program Portfolio and staff, acting as the primary liaison between the Board (Governance) and the Staff (Operations). The ED is the only remunerated officer of the organization.

The powers and duties of all other officers of the Organization are such as the terms of their engagement call for or the board or president requires of them. The board may, from time to time, add to or limit the powers and duties of any officer.

4.2 Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Organization. Unless so removed, an officer will hold office until the earlier of:

- the officer's successor being appointed,
- the officer's resignation,
- such officer ceasing to be a director (if a necessary qualification of appointment) or
- such officer's death.

If the office of any officer of the Organization is or becomes vacant, the directors may, by resolution, appoint a person to fill such vacancy.

5 Section 6 – Notices and Liability

5.1 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the board of directors, pursuant to the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant is sufficiently given:

- if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Organization, or in the case of notice to a director, to the latest address as shown in the last notice that was sent by the Organization; or
- if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- if provided in the form of an electronic document.

A notice so delivered is deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed is deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication is deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law is sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Organization on any notice or other document to be given by the Organization may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

5.2 Indemnification

The Organization shall indemnify Directors and Officers against all costs, charges, and expenses reasonably incurred in respect of any civil, criminal, or administrative action, provided they acted honestly, in good faith, and with a view to the best interests of the Organization.

5.3 Invalidity of any provisions of this by-law

The invalidity or unenforceability of any provision of this by-law does not affect the validity or enforceability of the remaining provisions of this by-law.

5.4 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Organization has provided notice in accordance with the by-laws, or any error in any notice not affecting its substance does not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

6 Section 7 – Conflicts

6.1 Dispute Resolution

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Organization are resolved by the board of directors, or by a third party they designate for such a purpose.

6.2 Conflict of Interests

A conflict of interest may arise when the personal interests of a director, or that of their immediate family or close collaborators, conflicts with the interests of the legal person that is the Townshippers' Association. This conflict may be real or perceived.

Any director who believes they may have a conflict of interest must declare this interest on any matter relevant to the conflict. The concerned director may be invited to withdraw from the meeting for the purposes of the discussion. The conflict and subsequent actions to avoid the conflict must be noted in the meeting minutes.

7 Section 8 – Effective Date

Subject to the articles, and the Act, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Organization and do not require supplementary letters patent. Any such by-law, amendment or repeal is effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution, unless otherwise indicated in the Act.

If the by-law, amendment or repeal is confirmed or confirmed as amended by the members, it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

By-laws that regulate objects or other aspects of the organization contained in the constituting documents and requiring supplementary letters patents must be amended by a resolution of the board of directors, by special resolution, adopted by 2/3 of members at a special meeting and ratified by the members at an annual general meeting. Any such by-law only takes effect once approved by members.

Board Governance Guide

MARCH 2026

Introduction

Townshippers' Association, a cornerstone of the Eastern Townships English-speaking community since 1979, is committed to fostering a vibrant and inclusive region. This policy outlines a strategic framework for developing community network relationships that align with our mission, orientations, and principles. It also details how the Association's community representation activities at the MRC-level will work in tandem with existing partnerships and stakeholders to create a space for discussion and identification of the realities and needs of the English-speaking community, and it identifies how that space will allow partners to develop/adapt local initiatives to better meet the needs of the English-speaking community.

Our Mission and Orientations

- **Mission:** To promote the interests, strengthen the cultural identity, and encourage the full participation of the English-speaking community in the Eastern Townships.
- **Orientations:**
    - Contribute to community vitality
    - Ensure community needs are considered
    - Promote community development
    - Encourage youth engagement and leadership development
    - Promote the English-speaking community's active participation

Our principles

- Decision-making based on evidence and community input
- Alignment of initiatives with our mission and orientations
- Evaluation of initiatives against objectives and agreements

Preamble

In June 2000, Townshippers' Association embarked on a strategic planning process that included both Board and staff members in a review and revision of the Association's history, mission, objectives, activities and structure. Facilitated by Richard Walling and Jennifer Johnson of the Holland Centre in Quebec City, this process resulted in a Strategic Plan which the Board of Directors approved on May 17, 2001. This Plan included a statement of the Association's history, mission, goals, principles, short-term objectives, five-year objectives, organizational structure and an annual calendar guiding the work of the Board of Directors.

Included in the short-term objectives was the task of revising the Policies and Procedures Manual to reflect the new principles, objectives, organizational structure and calendar. The present revised document was created by the Strategic Planning Committee for review and approval by the Board of Directors.

Following continued strategic planning, additional revisions were made in May 2002, June 2003, May 2007, June 2008, June 2010, June 2011, October 2013, March 2013 and March 2017. Between 2024 and 2026 the association carried out a review of the Operational requirements for the Association. Through this review the present Operational Manual (the Manual) has been adopted and renamed the Board Manual

Part I: Governance & Oversight Structures

The Townshippers’ Association is a legal person that is a not-for-profit corporation, or organization, administered by a board of directors elected by the members. Both members and board members have clear responsibilities outlined in the law, specifically, the Quebec Companies Act. Additionally, the Quebec Civil Code provides guidelines for “Directors” of corporations. This part provides an overview of these responsibilities and encourages all new board members to learn about them and adhere to them to ensure good governance of the Townshippers’ Association.

1.1 Role of the Board of Directors

As a volunteer organization, Townshippers' Association relies on public-minded citizens assuming the responsibilities of good citizenship. Indeed, the volunteer spirit is the lifeblood of the Association.

Election to the Board of Directors is both an honour and a responsibility. Being elected implies that members trust that you will uphold your fiduciary responsibilities and ensure decisions are made in the best interests of the Townshippers’ Association.

You are asked to undertake an annual commitment of service to Townshippers', renewable upon re-election. This commitment includes attending meetings, being prepared for them, using good judgement, as any reasonable person would, to make decisions in the best interest of the legal person. The Association’s by-laws state:

“Any director who has failed to attend three (3) consecutive regular meetings of directors automatically forfeit their mandate as a director. The director in question has the right to request reinstatement prior to the Annual General Meeting.”

The Board of Directors acts as the "Portfolio Strategy Board". They do not manage day-to-day tasks but define Strategic Objectives and authorize the annual Program Portfolio. The Board maintains ultimate legal and fiduciary oversight of all operations.

1.2 Role of Directors

In addition to being responsible for the direction of Townshippers' Association, the duties of a director include:

- **1.2.1 Policy & Direction**: Setting policies and strategic directions for the Association.
- **1.2.2 Community Representation**: Understanding the needs of the English-speaking community and reporting concerns.
- **1.2.3 Meeting Attendance**: Attendance at Board meetings is mandatory. Any director absent for three consecutive meetings forfeits their mandate.
- **1.2.4 Representing** the Association and actively participating in Association activities;
- **1.2.5 Chairing** or serving on Association committees;

1.2.6 Serving as a member of a delegation as requested by the President or by the Board.

1.3 Preparation for Board Meetings

Expectations of directors in relation to regular meetings of the board include the following:

1.3.1 Directors are expected to bring items for the agenda to the attention of the President or the Executive Director at least **ten days** before the meeting date so that they can be included in the board package;

1.3.2 Directors who cannot be present should notify the Executive Director as early as possible;

1.3.3 Directors are expected to read background information before meetings, and if a hard copy has been provided, bring it along to the board meeting.

1.3.4 Directors are encouraged to participate in healthy debates about the materials read and reflect on value-added questions that will help move discussions forward in a positive way.

Part II: Operational Structure (The Matrix Model)

The elected Board of Directors is responsible for the administration of the legal person and may delegate its administration to its employee, the Executive Director. This part of the manual provides details regarding the separation of governance from management to ensure board members, its committees, and their employee understand their respective roles.

2.1 The "Buffer": Oversight vs. Operations

2.1.1 To prevent micromanagement, a clear distinction is maintained between the **Oversight Committees** (Part I) and the **Operational Steering Committee** (Part II). Though the Board of Directors delegates operations to its employee, it remains responsible for the organization and must implement structures to monitor outcomes, not to manage them. The Board of Directors, may, from time to time, update this manual to implement changes to the terms of reference outlined herein, and thus change the responsibilities of its committees. **Board Governance Committees are Oversight Committees (may include Finance, Advisory, and Executive Committees)** These committee focus on *compliance, strategy, and community needs*. They report to the Board, as per the terms identified in this guide.

2.1.2 Monitoring & Controlling:

– Program Lead reports status the ED monthly.

– Budget variances >10% must be reported immediately.

2.1.3 Operational Steering Committee: Focuses on *execution, resource allocation, and program delivery*. This committee is under the Executive Director's purview and reports to the Executive Director (ED). The ED may update the board on its activities on a quarterly basis, if relevant.

2.2 The Operational Steering Committee

The Operational Steering Committee is not a governance committee. However, the Board of Directors understands its role and may request updates on orientations from the Chair of the Operational Steering Committee, from time to time. This committee is described below, for information purposes.

2.2.1 Role: Acts as a "Review Buffer and Resource Allocator" for active projects.

2.2.2 Composition: Executive Director (Chair), Director of Communications, Budget & Accounting Analyst, Lead Program Manager (H&SS), Program Manager (CC), and Workforce Employment Manager.

2.2.3 Functions:

– Approves Project Charters and authorizes the "Program Portfolio".
– Allocates staff time and budget to approved programs.
– Resolves escalations for issues beyond a program team's scope.

Revised Board Guide (PMBOK Aligned)

Context: This guide shifts from a "Committee" focus to a **Project Management (PMBOK)** focus. It treats the Association's work as a portfolio of "Operations" (ongoing) and "Projects" (temporary).

2.3 GOVERNANCE DOMAIN (Stewardship)

2.3.1 The Board as Portfolio Managers: The Board does not manage day-to-day tasks. Instead, it acts as the "Portfolio Strategy Board," defining the *Strategic Objectives* (Appendix I) and authorizing the "Program Portfolio" (the annual list of initiatives/events).

2.3.2 Executive Committee: Acts as the "Risk Resolution Committee" for high-risk decisions between Board meetings.

2.3.3 Ethics & Stewardship: All staff and volunteers must adhere to the *Code of Conduct* and *Conflict of Interest Policy*.

2.4 STAKEHOLDER DOMAIN

2.4.1 Stakeholder Identification:

- **Primary:** English-speaking residents of the Eastern Townships (Members).
- **Key Partners:** Funders (Canadian Heritage), Regional/Sectoral Associations, Municipalities.

2.4.2 Engagement Strategy: Communications are not just "PR"; they are stakeholder engagement.

- *Townshippers' Festival* is a primary stakeholder engagement event.
- *Feedback Loops:* Every major project must include a mechanism for stakeholder feedback (surveys, town halls) which feeds into the "Lessons Learned" register.

2.6 PROJECT DELIVERY DOMAIN (The "Work")

This structures work into two categories. These are under the purview of the ED and serve as information for the Board of Directors who may wish to be updated on how operations continue to align with strategy.

2.6.1 Operations (Ongoing)

- **Definition:** Repetitive, permanent work (e.g., Accounting, Member Services, Newsletter).
- **Management:** Managed via Standard Operating Procedures (SOPs).
- **Review:** Performance reviewed quarterly by the Board of Directors.

2.6.2 Projects (Temporary Initiatives)

Definition: Unique endeavors with a start and end date (e.g., Townshippers' Festival, Special Research Studies, New Grant Initiatives).

Procurement: Contracts between $5,000 and $15,000 require 3 written quotes. Contracts exceeding $15,000 require the formal RFQ process outlined in Section 7.1

2.6.3 The Project Life Cycle (PMBOK):

- **Initiation (The Charter):**
- Any new initiative >$5,000 or requiring >50 volunteer hours require a **Program Charter**.
- Charter includes Objectives, Budget estimate, Key Stakeholders, and designated Project Lead.
- *Approval:* Board approves the Charter.

2.6.4 Planning:

- Program Lead develops the *Scope* (what we will do) and *Schedule* (timeline).
- *Risk Management:* Identification of risks (e.g., "Rain on Townshippers' Day") and mitigation plans.

2.6.5 Execution:

- The team performs the work.

2.6.6 Monitoring & Controlling:

- Program Lead reports status (Green/Yellow/Red) to the ED/Board monthly.
- Budget variances >10% must be reported immediately.

2.6.7 Closing:

- **Retrospective:** "Lessons Learned" meeting held after the event.
- **Financial Reconciliation:** Final budget vs. actuals report.
- **Archiving:** Documents moved to ETRC (Eastern Townships Resource Centre).

2.7 FINANCE & VALUE DOMAIN

2.7.1 Budgeting as Value Delivery: Budgets are allocated based on strategic value. The Finance Committee reviews "Cost Performance" (are we on budget?) and "Value Delivery" (did the money achieve the mission?).

2.7.2 Control Limits:

- **ED Authority:** Up to $5,000 (budgeted).
- **Exec Committee:** $5,000 - $10,000 (or unbudgeted).
- **Full Board:** >$10,000 or new permanent staff hires.

2.8 UNCERTAINTY & RISK DOMAIN

2.8.1 Risk Register: The Association maintains a "Risk Register" (updated annually).

2.8.2 Categories:

- *Financial:* (e.g., Loss of Heritage Canada funding).
- *Operational:* (e.g., Loss of key staff/ED).
- *Reputational:* (e.g., Community backlash).

2.8.3 Mitigation: Each risk must have an "Owner" on the Board/Staff responsible for monitoring it.

3.0 POLICIES: THE BOARD’S DOMAIN (GOVERNANCE & BOUNDARIES)

3.1.0 Definition: Policies are the high-level rules, principles, and strategic boundaries established by the Board of Directors. They define the "What" and the "Why." In PMBOK terms, policies act as the overarching enterprise environmental factors and organizational guardrails that dictate the limits of authority, risk tolerance, and compliance requirements.

3.1.1 Context for Townshippers' Association: Because the Board’s role is governance rather than operations, their policies focus on protecting the organization and ensuring alignment with its mission, without dictating how the staff does the work.

- **Purpose:** To set the rules of engagement and delegate authority safely to the Executive Director and Steering Committee.
- **Funding & Spending Example:** A Board Policy would state: *"The Executive Director may authorize unbudgeted operational expenses up to $5,000. Any expenditure exceeding this limit, or any application for new core funding, requires prior Board approval."*
- **Key Characteristics:** Static (changed rarely), high-level, focuses on rules, limits, and strategic alignment.

3.2.0 Processes & Procedures: The Steering Committee’s Domain (Execution & Operations)

3.2.1 Definition: Processes and procedures are the standardized workflows and step-by-step instructions used to implement the Board's policies. They define the "How," "Who," and "When." In PMBOK terms, these are the Organizational Process Assets (OPAs)—the established methodologies, life cycles, and operational routines used to execute projects and daily work efficiently.

3.2.2 Context for Townshippers' Association: The Steering Committee owns this domain. They design, monitor, and optimize the actual mechanics of how the organization operates within the boundaries set by the Board's policies.

- **Purpose:** To create repeatable, efficient, and standardized ways of working for the staff.
- **Funding & Spending Example:** If the policy limits spending to $5,000, the Steering Committee’s Process/Procedure outlines: *"To request an unbudgeted expense of $6,000, the project lead must submit a Purchase Request Form in the ERP system by Tuesday. The Steering Committee will review the request on Wednesday to ensure operational alignment before forwarding it to the Board for final policy approval."*
- **Key Characteristics:** Dynamic (updated as tools or efficiencies improve), detailed, focuses on sequence, tools, and tactical execution.

Based on the principles of the **PMBOK (Project Management Body of Knowledge)** and tailored to the specific governance needs of the **Townshippers’ Association** (as outlined below regarding funding and spending limits), here are the specific templates.

Feature	Policies (Board of Directors)	Processes & Procedures (Steering Committee)
Focus	Governance, oversight, and risk management.	Operations, execution, and efficiency.
Answers	What are the rules? Why do they exist?	How do we do it? Who does it? When?
Authority	Sets the spending limits and funding thresholds.	Enforces the workflow to ensure limits are respected.
Flexibility	Rigid. Requires a Board vote to change.	Adaptable. Can be updated by the Steering Committee to improve workflow.
PMBOK Equivalent	Enterprise Environmental Factors / Governance Framework	Organizational Process Assets (OPAs) / Workflows

PART III GUIDELINES FOR MEETINGS

3.1 Meetings

Meetings of the Board of Directors are held at an agreed-upon time, with a minimum of quarterly meetings. Meetings are not to be held in the month of July.

The Executive Director and President shall determine the agenda prior to each meeting. All required documents are distributed at least five days before the meeting to all directors.

Minutes of the meetings of are taken by a designated staff person and are subject to the approval of the Secretary. Minutes of the Executive Committee are taken by the Executive Director. One copy of the approved meeting minutes is signed by the board president and secretary once they are approved, and kept at the Association's head office.

Copies of draft meeting minutes are distributed to all directors. Any documents distributed at Board or Executive meetings are appended to the minutes and distributed to those who were not present. Upon approval, minutes may also be given to committee chairpersons who are not directors.

Agendas for regular meetings will take the following format:

1. Call to Order
2. Approval of Agenda
3. Acceptance of the Minutes
4. Business Arising from the Minutes
5. Executive Reports
6. New Business
7. Old Business
8. Committee Reports
9. Varia
10. Date and Place of Next Meeting
11. Adjournment

All motions approved by the Board and Executive Committee will be coded (e.g., the first motion at the second Board meeting of the year; for example, say February 12, 1981, will be coded as per the File Naming Convention Policy. The same applies for an Executive Committee meeting, and for a General Assembly.

In the event a meeting must be postponed due to a lack of quorum or severe weather, Directors will be notified by 1 p.m. on the day of the meeting; arrangements for teleconferencing may be made no later than 24 hours prior to the regular meeting to ensure the availability of equipment.

The Board of Directors may hold in-camera sessions, as needed. When an in-camera session is necessary to allow only voting board members to participate, the President will add it to the end of the agenda and all non-voting members may leave the meeting. Decisions made during the in-camera session may be added to the minutes, upon request of the President.

PART IV Board Oversight Committees

4.1 Committee Structure and Matrix Alignment

The Board of Directors establishes standing committees to ensure accountability, fiduciary control, and strategic alignment. In accordance with the Association's Matrix Model, daily operational work is executed by Project Teams.

The following board standing committees retain specific oversight functions and report directly to the Board of Directors.

4.2 Finance Committee (Fiduciary Oversight)

The Finance Committee operates independently of daily program management to ensure financial integrity.

- **Mandate:** The Finance Committee reviews the overall financial management and situation of Townshippers' Association, and makes relevant recommendations to the Executive Director, Accounting Clerk and Board of Directors. Specifically, the committee:
    - Reviews the annual budget with the Executive Director and Accounting Clerk before presentation to the Board.
    - Receives the draft Auditor's report prior to Board presentation and ensures recommendations are implemented.
    - Reviews "Cost Performance" (budget adherence) and "Value Delivery" (mission impact).
    - Reviews the Association's financial management (policies, procedures, investments, etc.) on an annual basis or as needed, and makes recommendations to staff, the Executive Committee, or the Board of Directors.
- **Composition:** Chaired by the Treasurer. Includes two additional voting members from the Board of Directors. The Executive Director and the Accounting Clerk shall serve as non-voting *ex officio* members to provide financial reports, documentation, and operational context.
- **Meetings:** Meets as often as needed, and held at an agreed-upon time, with a minimum of quarterly meetings. Meetings are not to be held in the month of July.
- Reports back to the board by submitting minutes from its meetings to the board on a quarterly basis.

4.3 Advisory Board / Community Advisory Group

To ensure the Association remains grounded in community needs, the Advisory Group serves as a consultative body, particularly for regional and institutional representation.

- **Mandate:** * **Regional and Institutional Insight:** Works to identify and address the specific needs of the English-speaking community within specific sectors or regions (MRCs).
    - **Strategic Input:** Provides non-binding strategic advice to the Board regarding community realities, ensuring that Board decisions are evidence-based.
- **Composition:** Composed of interested recognized community organizations and institutions or

required community members. Community organizations and institutions take precedence in membership.

- **Coordination:** The President of the Board of Directors serves as the primary liaison between the Advisory Group and the Association to ensure alignment with overall goals.
- Once per year, the Advisory Committee submits a report on its activities to the Board of Directors.

4.4 Executive Committee (Steering Oversight)

When the Board of Directors is composed of more than six (6) members, the Executive Committee (EC) is mandated to act as the decision-making body for high-risk or urgent matters between full Board meetings.

- **Mandate:** * Acts as the "Steering Committee" for high-risk decisions.

    - Reviews and decides on unbudgeted expenditures between $5,000 and $10,000.
    - Review and make recommendations to the Board of Directors on any unbudgeted expenditure of more than $10,000.
    - Advises the Executive Director on human resource matters.
    - Review and decide on staff salary adjustments as recommended by the Executive Director.
    - Carry out the Executive Director's annual performance review
    - Determine the Executive Director's annual salary adjustment.

- **Composition:** President, Vice-President, Past President, Treasurer, Secretary, and Executive Director, as ex-officio.
- **Meetings:** Called by the President and meets as often as needed, and held at an agreed-upon time, with a minimum of quarterly meetings. Meetings are not to be held in the month of July.
- **Quorum:** Shall consist of three (3) voting members.
- **In Camera Sessions:** When discussing or carrying out the Executive Director's annual performance review or determining their annual salary adjustment, the Executive Director shall be recused from the meeting. The Secretary, or another designated voting member, shall record the decisions taken during this portion of the meeting and these shall be added to the minutes.

4.5 Committee Objectives

A committee's role is to propose actions that further the Association's mission and mandate. Each committee's annual objectives are drawn up by the Executive Director in keeping with the Strategic Planning objectives as established by the Association.

4.6 Expenses

If the most convenient time for any Association committee meeting is over a mealtime, the Association will cover the cost of a light meal.

APPLICABLE

- *12.22 202601-ADM-OPS-PRO RegionalPresenceDistributedOfficeStaffingPolicy*
- *12.30 202602-ADM-OPS-PRO RemoteWorkMobilizationandEligibleKilometerCharges*
- *12.23 202602-ADM-OPS-PRO ExampleofaRemoteWorkSchedule*
- *12.3 202409-ADM-OPS-PRO TravelPolicy*

PART V Other

5.1 Publications

The Association's publications are reviewed by the Executive Director, Communications Officer, and/or the Office Manager prior to publication.

5.2 Liaison with Media

The general policy is that the President is the chief spokesperson for the Association. All questions from the media shall be referred to the President, Executive Director, or the Communications Agent, who will contact the most appropriate spokesperson.

5.3 Other Publicity

Other communications tools, such as the Association's website, e-bulletin, social media outlets, brochures, posters, etc. are to be reviewed by the Executive Director, or the Communications Officer prior to publication.

5.4 Correspondence

All official correspondence dealing with significant matters of policy, and particularly correspondence directed to government officials, must include the signature of the President, or his or her delegate.

5.5 English-speaking representation on Boards, Tables and Committees

Recruitment of English-speaking representatives for positions on boards, tables and committees shall be prioritized as follows:

- Positions on decision-making bodies in the community at large;
- Non-decision-making or advisory positions in the community at large or the larger English-speaking community;
- Positions that help maintain and support organizations, institutions and agencies which primarily serve the English-speaking community;

Within this framework, the recruitment, orientation and support of English-speaking representatives on boards, tables and committees of other organizations, institutions and agencies is the on-going responsibility of the Association's board members, staff, and committees.

For comprehensive guidelines framing the Association's representation and advocacy activities please refer to the policies listed below:

APPLICABLE
12.5 202412-ADM-OPS-POL SUCCESSFULLYIMPLEMENTPARTNERSHIPS
12.10 202507-ADM-OPS-POL PartnershipAssessmentFlowProcess
12.4 202412-ADM-OPS-POL CommunityNetworkRelationships

5.6 Membership Policies and Fees

- Membership fees are established by the Membership Committee and revised as necessary;
- The annual membership renewal date is the first day of the month closest to the date the member initially joined;
- Past presidents of Townshippers' Association receive a lifetime membership in recognition of their contributions;
- Outstanding Townshipper Award recipients receive a lifetime membership in recognition of their contributions;
- Young Townships Leaders Award recipients receive a one-year membership, in recognition of their achievements;

PART VI Finances

6.1 Sources of Funding

The operating finances of the Association are derived from the following sources – contributions from the federal Department of Canadian Heritage's Development of Official-Language Communities Support Program, other federal departments, the Quebec government, private contributions, memberships, special events, and the sale of Association merchandise.

6.2 Bookkeeping

Signing authorities and the Treasurer's responsibilities are described in the Association's By-Laws the Accounting personnel carry out the day-to-day duties associated with the keeping of the books. To minimize the risk of error or fraud, they adhere to the following segregation of tasks:

Accounting Cycle Step	Recommended Responsibility	Rationale for Segregation

1. Transaction Source Documents (Receiving invoices, expense claims, bank statements)	**Senior Administrative Coordinator** (Collect/Verify invoices/claims)	As the first point of contact for financial documents, they prepare them for processing.
2. Transaction Approval (Authorization of expenses/invoices for payment)	**Executive Director (ED) / Second-in-Command** (All payments/invoices) & **ED / Program Managers** (Staff expenses)	**Critical Control Point (CCP):** Approving the transaction separates authorization from recording and custody. The ED expenses shall be reviewed by the second in command and approved by the President of the Board of Directors.
3. Transaction Recording/Data Entry (Entering transactions into the general ledger/bookkeeping system)	**Senior Administrative Coordinator** (Bookkeeping, data entry)	Separates the recording of a transaction from its approval and payment.
4. Payroll Processing (Timesheet verification, processing payroll, issuing T4s/RL1s)	**HR and Payroll Manager**	**CCP:** Consolidates all payroll functions under a single, specialized role, separating it from general accounts payable.
5. Custody of Assets / Payment Issuance	**Budget & Accounting Analyst** (Responsible for overseeing weekly cash	**Recommendation:** Recommendation: For Accounts Payable (A/P),

(Processing payments/cheques)	flow) OR **Senior Administrative Coordinator** (Issue cheques as required)	the Budget & Accounting Analyst should prepare the batch of payments. To maintain custody control and comply with Section 1.05 of the Bylaws, the final payment run/cheques must be signed by the Executive Director (or Second-in-Command) AND one other authorized Officer or Director. **The person who records the invoice (Senior Admin Coordinator) should NOT be the one who issues the payment**
6. Bank Reconciliation (Comparing books to bank statement)	**Budget & Accounting Analyst** (Perform reconciliation)	The person reconciling should *not* be the person responsible for recording or issuing payments, to ensure the check is independent.
7. Reconciliation Review & Approval	**Executive Director (ED)**	**CCP:** The ED reviews and approves the reconciliation prepared by the Analyst, separating the preparation from the final sign-off.
8. Financial Reporting (Monthly reports to ED/BOD)		Separates the preparation of reports from the final review and presentation.

	Budget & Accounting Analyst	
9. Board Reporting	**Executive Director (ED)**	The ED presents the reports prepared by the Analyst, adding an executive review layer.
10. Year-End & Audit Prep	**Budget & Accounting Analyst** & **Senior Administrative Coordinator** (Assist)	This function is well-aligned with the Analyst's role to ensure compliance and assist the external auditor.

Please refer to the policy entitled ***202512-ADM-OPS-POL AccountingProcess*** for a more detailed description of the accounting process.

APPLICABLE

- *12.8 202503-ADM-OPS-POL AssetCapitalization&Depreciation*
- *12.13 202512-ADM-OPS-POL AccountingProcess*
- *12.24 202602-ADM-OPS-POL OPERATIONALSTRUCTUREFISCAL YEAR 2026-2027*
- *12.25 202602-ADM-OPS-POL TACORPORATEWORKFLOW*
- *12.28 202602-ADM-OPS-POL Filenamingconvention*

6.3 Expenses

Purchases over $5,000 shall be made by purchase order and shall be authorized by the Executive Committee.

Townshippers' Association volunteers required to travel to an Association meeting or a meeting on behalf of the Association are entitled to claim travel expenses as per the established guidelines for reimbursement.

Directors delegated to attend meetings held outside the Townships area or volunteering to perform special tasks will be reimbursed for out-of-pocket expenses as per the established guidelines for reimbursement.

Expenses for phone calls made on behalf of the Association by a mandated Board member will be reimbursed upon presentation of the Director's phone bill, or copy thereof, with chargeable calls noted.

APPLICABLE

- *12.20 202601-ADM-OPS-POL TASTAFFHANDBOOK*

6.4 Travel Reimbursement Policy for Volunteers

Board and committee members are eligible to claim travel expenses as per following guidelines and conditions:

6.4.1 Guidelines for Reimbursement

6.4.1.1 "Association meetings" means business meetings only (minuted board or committee meetings) and Townshippers' Day, and not social or cultural events (such as a Christmas party, theatre benefit evening or informal networking);

6.4.1.2 "Meetings and activities on behalf of the Association" means those special occasions on which the individual specifically represents Townshippers' Association by resolution of the Board or at the specific request of the President or the Executive Director;

6.4.1.3 Reimbursement forms shall be duly completed and include the claimer's address, information about the date/time/purpose of the meeting and the total number of kilometres for the roundtrip;

6.4.1.4 Reimbursement forms should be submitted to the Association's accounting staff monthly. In no case will expenses be reimbursed for travel that occurred more than three months, within the same fiscal year, before submission of the reimbursement form;

6.4.1.5 At the end of the fiscal year, reimbursement forms must be received by March 31 at the latest. Expenses received after this date will not be reimbursed by the Association;

6.4.1.6 The president's travel expenses are covered in total for all travel related to the carrying out of his/her duties.

APPLICABLE

- *12.22 202601-ADM-OPS-POL RegionalPresenceDistributedOfficeStaffingPolicy*
- *12.30 202602-ADM-OPS-POL RemoteWorkMobilizationandEligibleKilometerCharges*

- *12.23 202602-ADM-OPS-POL ExampleofaRemoteWorkSchedule*
- *12.3 202409-ADM-OPS-POL TravelPolicy*

6.5 Petty Cash

Petty cash reimbursements are issued for authorized expenses under $25 upon presentation of the necessary receipts; exceptions can be made upon written authorization of the Executive Director

APPLICABLE

- *12.20 202601-ADM-OPS-POL TASTAFFHANDBOOK*

6.6 Cash Advances

Cash advances may be issued upon approval of the Executive Director for expenses which have been budgeted and upon approval of the Executive Committee for unbudgeted expenses. A maximum limit may be set in consultation with the Treasurer.

APPLICABLE

- *12.20 202601-ADM-OPS-POL TASTAFFHANDBOOK*

6.7 Budget

The treasurer shall see to the preparation and review of the Association's Operational budget. The Association's budget will be reviewed quarterly by the Board of Directors.

APPLICABLE

- *12.8 202503-ADM-OPS-POL AssetCapitalization&Depreciation*
- *12.13 202512-ADM-OPS-POL AccountingProcess*
- *12.24 202602-ADM-OPS-POL OPERATIONALSTRUCTUREFISCAL YEAR 2026-2027*
- *12.25 202602-ADM-OPS-POL TACORPORATEWORKFLOW*
- *12.28 202602-ADM-OPS-POL Filenamingconvention*

PART VII Association Productions Right of Property

Reports and audio-visual or artistic productions resulting from projects funded by the Association are considered the sole property of the Association unless such rights are reserved in part by any other body that provides funding in whole or in part for such a project.

The support of the Association must always be prominently acknowledged in any research report or artistic production. The Executive Committee will decide what fee, if any, will be charged for the external use of such reports or productions. The Association will reserve the right to control the copying or reproduction of such works.

In recognition of volunteer involvement in the preparation of such reports or productions, however, no fee will be charged to volunteers for their use of such reports and productions to demonstrate to other individuals or bodies their artistic or research abilities.

Those working in a voluntary capacity at Townshippers' Association should have no personal claim on work done by a program committee.

APPLICABLE

- *12.20 202601-ADM-OPS-POL TASTAFFHANDBOOK*

7.1 Special Projects and Contracts

All goods and services procured by Townshippers' Association must be at competitive prices.

Any contract for the purchase or rental of goods or services in excess of $15,000 per year may be awarded by means of an invitation to the supplier submitting the offer most advantageous to the Association via the following formal process:

a) A "Request For Quotations (RFQ)" is completed;

b)The RFQ should include the following:

- Title of project or activity;
- Name of Association contact person;
- Address and telephone number of contact person;
- Objectives of the project;
- Description of the project;
- Description of the goods or services required;
- Expected reporting and completion dates;
- Requirements for the completion of the project;
- A statement that the Association will not be bound to the lowest contract offer;
- A statement that the Association reserves the right to decline any or all offers made;
- A firm deadline for all offers.

c) A summary of the RFQ may be placed as a paid advertisement in various media outlets of the Eastern Townships, and other newspapers, journals, employment offices, etc. deemed appropriate. The Association may also contact individuals, groups or institutions believed to be qualified to submit an offer of service.

d) At a pre-scheduled point in advance of the deadline for submissions, the Association may call an open information meeting with all parties who have signaled their intention to submit an offer, providing an opportunity for questions. All responses to questions or any other additional information provided to one party should be simultaneously provided to all the parties who have indicated an intention to submit an offer.

e) Offers of Goods or Services (Offers) made to the Association must include the following:

- Name(s), addresses of the individual or group making the of offer;
- A current curriculum vitae, including two professional references, where appropriate;
- A complete project proposal, including targeted results and an action plan;
- A complete budget outline and final contract figure.

f) After the passing of the deadline for Offers, all submissions will be reviewed by the Executive Committee of the Association and any additional persons whose expert opinion the Executive Committee deems appropriate to consider. All Offers will be acknowledged, and the Association may enter into discussions with any or all of the suppliers who make an Offer (Offerers).

The selection is made by a two-thirds majority vote of the Executive Committee. Because all formal RFQ contracts exceed the $10,000 threshold, the Executive Committee's selection must be presented to the full Board of Directors for final authorization, in accordance with the financial control limits established in Section 1.05 of the Bylaws.

g) All contracts must include the final submission deadline and a clause that explicitly establishes Townshippers' Association as the owner of the product. For research, the contract includes the time limitation on the use of the data and publication of results, and the appropriate credit that must be given to Townshippers' Association and the funding source in all publications.

h) A clause must be included in the contract that states that the agreement is subject to the terms and conditions set down by the original funding agency.

APPLICABLE

- *12.14 202601-ADM-OPS-POL CodeofEthics*
- *12.15 202601-ADM-OPS-POL ConflictofInterests*

7.2 Conflict of Interest

Offers of Goods or Services may be submitted by a member of the Board of Directors or an employee, but the Offerer in question must not be party to the selection or hiring process. Persons who are party to the decision-making process are bound not to discuss this process with an Offerer.

Members of the Board of Directors or employees of the Association are bound by the Association's Conflict of Interest Policy and undertake to disclose promptly to the Executive Committee and the Board of Directors the existence of any non-arm's-length relationship with any Offerer of goods or services to the Association valued at $5,000 or more per year. A Director or employee is deemed not to be at arm's length when he or she holds, directly or indirectly, an interest in an Offerer.

Directors shall avoid placing themselves in any situation where their personal interest would be in conflict with their obligations as directors. Directors shall declare to the Board of Directors any interest they have in an enterprise or association that may place them in a situation of conflict of interest by using the form annexed to the Association's Conflict of Interest Policy (Appendix VI). The declaration of interest is recorded in the minutes of the proceedings of the Board of Directors or the equivalent.

Directors and employees may not mingle property of the Association with their own property, nor may they use for their own profit or that of a third person any property of the Association or any information they obtain by reason of their duties, unless authorized to do so by the Board of Directors.

An employee of the Association may not accept payment from outside sources for services rendered in the course of duties as an employee of the Association.

APPLICABLE

- *12.14 202601-ADM-OPS-POL CodeofEthics*
- *12.15 202601-ADM-OPS-POL ConflictofInterests*

PART VIII Relationships with other Associations

Townshippers' Association is a fully autonomous organization which was established in 1979 by a group of Eastern Townships residents.

8.1 Regional and Sectoral Associations

- Various regional associations, like Townshippers' Association, serve the English-speaking community in Quebec. Each association represents a specific geographic region with particular needs, concerns, issues and perspectives which may differ from those in other regions. Townshippers' Association collaborates with these organizations in initiatives which serve the interests of the Eastern Townships English-speaking community.

- Various sectoral associations serve the English-speaking community in Quebec. Each association represents a specific sector such as heritage, adult learning, arts or health and social services. Townshippers' Association collaborates with these organizations in initiatives which serve the interests of the Eastern Townships English-speaking community.

- With the aim of furthering its objectives, Townshippers' Association may enter into partnership agreements with other organizations, become a member of coalitions or sectoral organizations, and accept other organizations as members (a list of current affiliations is available upon request.)

APPLICABLE

- *12.5 202412-ADM-OPS-POL SUCCESSFULLYIMPLEMENTPARTNERSHIPS*
- *12.10 202507-ADM-OPS-POL PartnershipAssessmentFlowProcess*
- *12.4 202412-ADM-OPS-POL CommunityNetworkRelationships*

8.2 Supporting Partnerships

Townshippers' Association may not participate in any solicitation process for any institution other than itself or the TRCF

Businesses or other organizations may help support Townshippers' Association's various initiatives. These supporting partnerships must adhere to a policies listed below.

APPLICABLE

- *12.5 202412-ADM-OPS-POL SUCCESSFULLYIMPLEMENTPARTNERSHIPS*
- *12.10 202507-ADM-OPS-POL PartnershipAssessmentFlowProcess*
- *12.4 202412-ADM-OPS-POL CommunityNetworkRelationships*

PART IX Office & Premises

The Association's head office must be in the District of St. Francis, as per Bylaw 1.04. Regional offices are maintained in:

Regional community office/space location
Head office: 3355 College Street Sherbrooke (Quebec) J1M 0B8

Regional Community Offices/Spaces:
206-515 Rue Du Sud, Cowansville, Québec - J2K 2X9
203-175 Rue Queen, Sherbrooke, Québec - J1M 1K1
57 rue du Centre, Magog, Québec - J1X 5B6
700 Rue Dufferin, Stanstead, Québec - J0B 3E0
5403 rue Foster Waterloo, QC-J0E 2N0

APPLICABLE

- *12.22 202601-ADM-OPS-POL RegionalPresenceDistributedOfficeStaffingPolicy*
- *12.30 202602-ADM-OPS-POL RemoteWorkMobilizationandEligibleKilometerCharges*
- *12.23 202602-ADM-OPS-POL ExampleofaRemoteWorkSchedule*
- *12.3 202409-ADM-OPS-POL TravelPolicy*

PART X Association’s Archiving of Information

The Association’s archives are kept by the Eastern Townships Resource Centre which receives Townshippers' Association archival material as submitted by the Association’s Community Information Coordinator.

APPLICABLE
12.28 202602-ADM-OPS-POL Filenamingconvention

PART XI Territory & Map of the Eastern Townships

Townshippers' Association covers a territory which consists of the Quebec Administrative region entitled Estrie. The Association shall therefore use the French translation "Cantons-de-l’Est" of Eastern Townships.

PART XII APPENDICIES

Townshippers' Association maintains a library of policies and procedures that govern operational and governance activities. They are an integral part of the Operational manual.

12.1 202407-ADM-OPS-POL TownshippersPolicyAwarenessAcknowledgement
12.2 202407-ADM-OPS-POL TRAININGREQUESTPROCESS
12.3 202409-ADM-OPS-POL TravelPolicy
12.4 202412-ADM-OPS-POL CommunityNetworkRelationships
12.5 202412-ADM-OPS-POL SUCCESSFULLYIMPLEMENTPARTNERSHIPS
12.6 202501-ADM-OPS-POL EquipmentUsage
12.7 202502-ADM-OPS-POL PersonalInformationProtection
12.8 202503-ADM-OPS-POL AssetCapitalization&Depreciation
12.9 202504-ADM-OPS-POL BusinessContinuityandITDisasterMitigatioandRecoveryPlan
12.10 202507-ADM-OPS-POL PartnershipAssessmentFlowProcess
12.11 202508-ADM-OPS-POL ProjectManagement
12.12 202511-ADM-OPS-POL ProgramMatrix
12.13 202512-ADM-OPS-POL AccountingProcess
12.14 202601-ADM-OPS-POL CodeofEthics
12.15 202601-ADM-OPS-POL ConflictofInterests
12.16 202601-ADM-OPS-POL Health&Safety
12.17 202601-ADM-OPS-POL PERFORMANCEASSESSMENT
12.18 202601-ADM-OPS-POL ProbationAssessment
12.19 202601-ADM-OPS-POL PsychologicalandSexual Violence
12.20 202601-ADM-OPS-POL TASTAFFHANDBOOK
12.21 202601-ADM-OPS-POL InclusiveWorkEnvironment
12.22 202601-ADM-OPS-POL RegionalPresenceDistributedOfficeStaffingPolicy
12.23 202602-ADM-OPS-POL ExampleofaRemoteWorkSchedule
12.24 202602-ADM-OPS-POL OPERATIONALSTRUCTUREFISCAL YEAR 2026-2027
12.25 202602-ADM-OPS-POL TACORPORATEWORKFLOW
12.26 202602-ADM-OPS-POL ActivityDataCollection
12.27 202602-ADM-OPS-POL ActivityDataCollectionGUIDE
12.28 202602-ADM-OPS-POL Filenamingconvention
12.29 202602-ADM-OPS-POL ProjectCharterandRiskRegister
12.30 202602-ADM-OPS-POL RemoteWorkMobilizationandEligibleKilometerCharges
12.31 POLICY ASSET CAPITALIZATION AND DEPRECIATION Addendums
12.32 Probation Assessment Addendums
12.33 Training Request Addendums
12.34 Accounting Process Addendums
12.35 Activity Data Collection GUIDE Addendum
12.36 By Laws and Letter Patents Addendums
12.37 Health and Safety Addendums
12.38 IT & PI Protection Addendums
12.39 Office Schedule Addendums
12.40 Organizational Structure, Project Management, Partnerships Addendums
12.41 Performance Review Policy Form and Procedure Addendums

12.42 201701-ADM-BOD-POL-BYLAWS
12.43 201701-ADM-BOD-POL OperationsManual
12.44 202601-ADM-OPS-POL-CommunityCollabGuidelines

Biennial Review Mandate:

To maintain governance standards, the Board of Directors has mandated that this policy be reviewed on a biennial basis. The review period is calculated from the policy's inception date. The Executive Director or designated committee is responsible for presenting this policy for re-evaluation or re-approval in accordance with this two-year schedule.

POLICY: Board of Directors Composition and Recruitment Strategy

February 2026

Introduction

Townshippers' Association, a cornerstone of the Eastern Townships English-speaking community since 1979, is committed to fostering a vibrant and inclusive region. This policy outlines a strategic framework for developing community network relationships that align with our mission, orientations, and principles. It also details how the Association's community representation activities at the MRC-level will work in tandem with existing partnerships and stakeholders to create a space for discussion and identification of the realities and needs of the English-speaking community, and it identifies how that space will allow partners to develop/adapt local initiatives to better meet the needs of the English-speaking community.

Our Mission and Orientations

- **Mission**

To promote the interests, strengthen the cultural identity, and encourage the full participation of the English-speaking community in the Eastern Townships.

- **Orientations**
    - Contribute to community vitality
    - Ensure community needs are considered
    - Promote community development
    - Encourage youth engagement and leadership development
    - Promote the English-speaking community's active participation

- **Our principles**
    - Decision-making based on evidence and community input
    - Alignment of initiatives with our mission and orientations
    - Evaluation of initiatives against objectives and agreements

Board Structure and Flexibility

To work effectively and adapt to changing community needs, the Board retains flexibility in its exact makeup while adhering to the core parameters established in the bylaws.

- The affairs of the Corporation are managed by a Board of Directors consisting of a-9 members
- Terms shall be staggered to ensure continuity.
- No one shall serve more than a cumulative total of 9 years as a Director.
- The Board acts as the "Portfolio Strategy Board," defining strategic objectives and authorizing the program portfolio rather than managing day-to-day tasks.

Demographic Representation: Youth and Gender

A balanced board requires diverse voices, particularly regarding gender parity and youth integration.

- The Association strongly encourages the engagement and leadership development of youth.
- Recipients of the "Young Townships Leaders" award are granted a one-year honorary membership to the Association.
- These recognized "Young Townships Leaders", serve as an active talent pipeline and should be heavily considered as prime candidates for Board recruitment.

Geographic Representation

Because the Association's territory covers the Estrie Administrative Region (Eastern Townships), geographic diversity is essential to ensure all regional needs are understood and represented. The Board aims for the following geographic distribution among its members:

- **Western End (Magog West):** 2 to 3 representatives.
- **Southern Region:** 2 representatives (Ideally 1 from Stanstead and 1 from the Coaticook / Ayers Cliff / North Hatley area).
- **Haute St. Francois Region:** 1 representative.
- **Richmond Region:** 1 representative.
- **Sherbrooke/Lennoxville Area:** The remaining balance of the board seats.

Integrating Community Relationships and Partnerships

The Board's composition directly impacts its ability to foster and approve successful community network relationships.

- Board members play a continuous role in recruiting, orienting, and supporting English-speaking representatives on boards, tables, and committees of other community organizations.
- The Board maintains ultimate fiduciary oversight and approval authority for all partnerships and formal community representations.
- To effectively integrate and evaluate these relationships, the Board relies on regional and institutional insight from its Advisory Group to ensure strategic decisions are evidence-based and aligned with local realities.

Board Candidate Recruitment Questionnaire

This questionnaire is designed to be sent to prospective candidates or used as a structured interview guide.

Part 1: Demographic & Geographic Profiling

1. **Primary Residence:** In which municipality or MRC do you primarily reside?
2. **Community Footprint:** Do you work, volunteer, or have significant community ties in an area of the Eastern Townships different from your primary residence? If so, where?
3. **Youth & Leadership Affiliations:** * Are you a past or present recipient of the "Young Townships Leaders" award?

- If you do not fall into the youth demographic (age range?) yourself, what is your experience advocating for or mentoring youth within the community?

Part 2: Governance & Matrix Alignment

4. **Governance Understanding:** The Association operates under a Matrix Model separating Governance from Operations. How comfortable are you operating at a strategic, oversight level rather than managing day-to-day project tasks?

5. **Partnership Development:** How would you leverage your current professional or volunteer networks to help the Association build community relationships and partnerships?

6. **Time Commitment:** The Board requires preparation for and attendance at a minimum of quarterly meetings, plus committee involvement. Are you able to commit to this over a staggered, multi-year term?

II. Candidate Evaluation Matrix

Use this scoring grid to evaluate candidate profiles against the Association's core needs.

Scoring Scale:

- **0** = Does not meet requirement
- **1** = Weak alignment
- **2** = Moderate alignment
- **3** = Strong alignment / Fills a critical gap

Evaluation Criteria	Key Indicators & Strategic Alignment	Score (0-3)	Notes / Justification
Geographic Priority	Does the candidate fill a specific required geographic zone? (Magog West, Stanstead, Coaticook/Ayers Cliff/North Hatley, Haute St. Francois, Richmond, or Sherbrooke/Lennoxville balance).		
Youth Integration	Is the candidate a youth leader, a "Young Townships Leaders" awardee, or actively connected to youth networks?		
Gender Balance	Does the candidate's appointment help the Board maintain or achieve gender parity?		
Community Network	Does the candidate possess strong ties to other regional or sectoral associations (e.g., heritage, adult learning,		

	health and social services) to facilitate partnerships?		
Governance Capacity	Does the candidate demonstrate an understanding of fiduciary oversight, policy setting, and evidence-based decision-making?		
Total Score	*(Maximum 15 points)*	**/15**	

III. Implementation Guidelines for the Executive Committee

- **Gap Analysis:** Before reviewing new candidates, map the *current* board members against the geographic quotas and demographic goals to identify immediate gaps.
- **The Youth Pipeline:** Maintain a running list of "Young Townships Leaders" award recipients. Proactively send them the recruitment questionnaire near the end of their one-year honorary membership to gauge their interest in a formal Board mandate.
- **Staggered Terms:** Ensure high-scoring candidates are offered terms that prevent a mass exodus of institutional knowledge in any single year.

Townshippers' Association: Board Member Expectation Agreement

This agreement outlines the commitments, fiduciary duties, and operational boundaries expected of all individuals serving on the Board of Directors for the Townshippers' Association. By signing this document, you acknowledge your responsibilities in helping the Association promote the interests, strengthen the cultural identity, and encourage the full participation of the English-speaking community in the Eastern Townships.

I. Governance and Fiduciary Responsibilities

As a member of the Board, you are entrusted with the strategic direction and financial health of the Association. You agree to:

- Act as part of the "Portfolio Strategy Board" by defining strategic objectives and authorizing the program portfolio.
- Maintain ultimate fiduciary oversight and approval authority for all partnerships and formal community representations.
- Ensure that decision-making is based on evidence and community input.
- Align all initiatives with the Association's core mission and orientations and evaluate these initiatives against established objectives and agreements.
- Avoid real, perceived or potential conflicts of interests or declare if any such conflict arises.

II. Operational Boundaries

The Association operates under a Matrix Model that strictly separates Governance from Operations. To maintain this structure, you agree to:

- Operate comfortably at a strategic, oversight level.
- Refrain from managing or interfering with day-to-day project tasks and operations.

III. Time Commitment and Term Structure

Active participation is vital to the Board's success and continuity. You agree to:

- Prepare for and attend a minimum of quarterly Board meetings.
- Participate actively in committee involvement.
- Commit to a staggered, multi-year term to ensure the continuity of institutional knowledge.
- Acknowledge that no director shall serve more than a cumulative total of 9 years.

IV. Community Engagement and Advocacy

Board members are key ambassadors for the Association's regional and demographic goals. You agree to:

- Leverage your current professional or volunteer networks to assist the Association in building community relationships and partnerships.
- Play a continuous role in recruiting, orienting, and supporting English-speaking representatives on the boards, tables, and committees of other community organizations.
- Encourage youth engagement and leadership development within the community.

Acknowledgment and Agreement

I have read, understand, and agree to adhere to the expectations, fiduciary responsibilities, and operational boundaries outlined in this agreement during my tenure on the Board of Directors.

Board Member Name (Printed): ____

Board Member Signature: ____

Date: ________________

Denis Kotsoros, Executive Director: ____

Date: ________________

Welcome Letter

[Townshippers' Association Letterhead]

[Date]

[New Board Member Name] [Address/Email]

Dear **[New Board Member Name]**,

Welcome to the Board of Directors of the Townshippers' Association! We are thrilled to have you join our team and are grateful for your commitment to serving the English-speaking community of the Eastern Townships.

Since 1979, the Association has relied on the dedication and diverse perspectives of leaders like you to promote the interests, strengthen the cultural identity, and encourage the full participation of our community. Your unique background, geographic insight, and community networks will be invaluable as we work to fulfill our core orientations—from contributing to community vitality to empowering our next generation of youth leaders.

As a member of our Board, you will play a crucial role in our Matrix Model of governance. Your focus will be on high-level strategic oversight, policy setting, and evidence-based decision-making, ensuring that our initiatives continuously align with the realities of the regions we serve.

To help you get settled, we have prepared the enclosed New Member Onboarding Package. Please begin by reviewing and signing the attached **Board Member Expectation Agreement**, which outlines our shared commitments, fiduciary responsibilities, and the operational boundaries that guide our work together.

We will be scheduling your formal orientation session shortly. In the meantime, if you have any questions, please do not hesitate to reach out.

Thank you once again for your dedication to the Townshippers' Association. I look forward to working alongside you.

Sincerely,

Denis Kotsoros Executive Director

Townshippers' Association

Standardized Orientation Checklist

This checklist ensures that the new member understands the Association's specific governance structure (especially the Matrix Model) and completes all necessary administrative steps.

Townshippers' Association: New Board Member Orientation Checklist

Member Name: ____________________ Term Start Date: ________________

Phase 1: Administrative Onboarding (First 14 Days)

- [ ] **Expectation Agreement:** Review, sign, and return the *Board Member Expectation Agreement* to the Executive Director.
- [ ] **Contact Information:** Provide updated contact details and preferred communication methods for the Board Directory.
- [ ] **Conflict of Interest:** Sign the annual Conflict of Interest and Confidentiality declarations.
- [ ] **Meeting Schedule:** Add the upcoming quarterly Board meetings and annual strategic planning sessions to your calendar.

Phase 2: Governance & Strategic Alignment (First 30 Days)

- [ ] **Mission & Orientations Review:** Familiarize yourself with the Association's 5 core orientations (Community Vitality, Needs, Development, Youth Engagement, and Active Participation).
- [ ] **The Matrix Model & Portfolio Strategy:** Complete a briefing on the Association's Matrix Model.

Understand the strict separation between Governance (Board oversight, fiduciary duties, strategic objectives) and Operations (day-to-day project management).

- [ ] **Advisory Group Briefing:** Review how the Board utilizes regional and institutional insights from the Advisory Group to ensure evidence-based decisions.
- [ ] **Financial & Fiduciary Overview:** Review the most recent annual report, current operating budget, and audit findings with the Treasurer or Finance Committee.

Phase 3: Community Integration & Committee Assignment (First 60 Days)

- [ ] **Geographic & Demographic Representation:** Discuss your specific regional representation role (e.g., Magog West, Haute St. Francois, etc.) and how to best surface the needs of your area to the Board.
- [ ] **Youth & Leadership Pipeline:** Review the Association's youth engagement strategies, including the "Young Townships Leaders" and "Make Way for YOUTH" programs.
- [ ] **Committee Selection:** Based on your expertise and the Board's needs, finalize your assignment to at least one active committee.
- [ ] **Partnership Mapping:** Identify 1-2 external community boards, tables, or committees where you can act as an English-speaking representative or ambassador for the Association.

JOB DESCRIPTION

Position:	**Executive Director**
Employer:	Townshippers' Association
Immediate Supervisor:	Board of Directors
Location:	Sherbrooke/Remote
Work Conditions:	Permanent, full-time, salaried (35 hours)

JOB SUMMARY

The Executive Director (ED) serves as the strategic and operational leader of the Association, acting as the vital link between Governance (the Board of Directors) and Operations (Staff and Volunteers).

Functioning as the **Lead Program Director** under the Association's Matrix Model, the ED is responsible for executing the strategic vision defined by the Board while chairing the **Operational Steering Committee**. The ED ensures the responsible administration of the organization, manages the "Program Portfolio," secures funding, and leads political advocacy efforts to foster a vibrant English-speaking community in the Estrie region.

MAIN RESPONSIBILITIES

Governance & Strategic Stewardship:

- **Board Liaison:** Serve as an *ex officio* (non-voting) member of the Board of Directors and the Executive Committee, ensuring a clear flow of information between governance and operations.
- **Strategic Advisory:** Advise the Board on community needs, resources, and strategic alignment, ensuring all initiatives support the Association's Mission and Orientations.
- **Executive Support:** Act as Secretary to the Executive Committee, taking minutes and assisting in the steering of high-risk decisions.
- **Agenda Setting:** Determine Board meeting agendas in collaboration with the President.

Operational Leadership (The Matrix Model):

- **Operational Steering:** Chair the **Operational Steering Committee**, focusing on execution, resource allocation, and project delivery.
- **Program Portfolio Management:** Authorize and oversee the "Program Portfolio" (the

annual list of initiatives). Approve **Project Charters** for new initiatives over $5,000 or those requiring significant volunteer hours.

- **Resource Allocation:** Allocate staff time and budget to approved program and resolve escalations for issues beyond a program team's scope.
- **Risk Monitoring:** Monitor program status (Green/Yellow/Red) and ensure budget variances greater than 10% are reported to the Board.

Financial Management & Fiduciary Control:

- **Budgeting:** Develop and monitor the annual budget in collaboration with the Treasurer and Budget & Accounting Analyst before presentation to the Board.
- **Signing Authority:** Exercise signing authority for expenditures within the approved budget up to **$5,000**.
- **Financial Integrity:** Review and approve bank reconciliations (acting as a Critical Control Point) and approve cash advances for budgeted expenses.
- **Grant Management:** Secure funding from sources such as the Department of Canadian Heritage and sign funding contracts upon Board resolution.

Human Resources & Team Leadership:

- **Staff Management:** Act as the primary manager for Program Teams (e.g., Health & Social Services, Culture), transitioning staff from static committees to dynamic "Program Teams".
- **Compensation & Hiring:** Recommend staff salary adjustments to the Executive Committee and oversee the implementation of HR policies.
- **Policy Enforcement:** Ensure adherence to the Code of Conduct, Conflict of Interest, and other internal policies.

External Relations, Advocacy & Communications:

- **Political Outreach:** Lead political outreach and advocacy efforts to defend and promote the interests of the English-speaking community.
- **Spokesperson:** Serve as a spokesperson for the Association in coordination with the President, particularly on operational and specific community issues.
- **Partnerships:** Manage relationships with key partners, funders, and sectoral associations.
- **Communications Oversight:** Review Association publications, websites, and social media prior to release to ensure alignment with community interests.

REQUIRED QUALIFICATIONS, EXPERIENCE, SKILLS, AND KNOWLEDGE

Education:

- University degree in Business Administration, Non-Profit Management, Community Development, or a related field.
- Certification or training in Project Management (PMP or PMBOK familiarity) is a strong asset, given the Association's operational structure.

Experience:

- **Management:** Minimum 5 years of experience in a senior leadership role, preferably within the non-profit or community sector.
- **Financial:** Proven experience in budget development, financial monitoring, and grant management/reporting.
- **Governance:** Experience reporting to and working with a Board of Directors.
- **Project Management:** Experience working within a Matrix or Projectized organizational structure is highly desirable.

Communication:

- **Bilingualism:** Excellent oral and written proficiency in both English and French is **required** to effectively represent the community and engage with government partners.
- Strong public speaking and presentation skills for media and community engagement.

Other Skills & Knowledge:

- **Strategic Vision:** Ability to translate high-level mission statements into actionable project charters and operational plans.
- **Advocacy:** Understanding of the political landscape affecting the English-speaking community in Quebec.
- **Tech Savvy:** Proficiency with office software and management tools (e.g., ODOO, Microsoft Office).
- **Leadership:** Strong interpersonal skills to manage diverse teams of staff and volunteers, resolving conflicts and fostering a collaborative environment.

Assets:

- Knowledge of the Eastern Townships region and its specific community needs.
- Previous experience with Federal, Provincial, Municipal, and Private funding programs.

RESOLUTION 2026-06-08-03

TOPIC: Amending the bylaws and Governance Guide to prepare for a special meeting and for the AGM

Current situation and objectives sought: The Townshippers' Association has experienced significant growth and an expansion of its regional presence, requiring a comprehensive modernization of its operational and governance frameworks. A recent governance review highlighted the necessity for clearer roles, structured procedures, and a formal division between the board's oversight duties and the team's operational tasks.

The proposed Bylaws 2026 and modernized Governance Guide shift the organization from a legacy committee-based model to an agile, project-based framework known as the PMBOK Matrix Model. The following justifications, drawn from recent governance evaluations, support these changes:

- **Separation of Governance and Operations:** The Board will no longer manage day-to-day tasks, allowing it to focus strictly on portfolio strategy and fiduciary oversight. Daily operational work will be executed by dynamic Program Teams under the direction of the Executive Director.
- **Board Size and Engagement:** To prevent administrative gridlock and increase engagement, the board size will be officially reduced and defined as a 9-member Board.
- **Term Limits and Succession:** Director service will be capped at a cumulative total of 9 years to prevent organizational stagnation and guarantee healthy board turnover.
- **Financial Controls:** Financial authority is now explicitly tiered to establish a highly defensible audit trail, limiting the Executive Director to $5,000, the Executive Committee to $10,000, and requiring full Board approval for amounts over $10,000.
- **Quorum Flexibility:** Quorum is adjusted to a simple majority (50% plus one) to ensure efficient decision-making.
- **Conflict of Interest Protection:** Mandatory In Camera sessions are established, requiring the Executive Director to be recused during their own performance reviews.

Consultations conducted: S.O.A.R. Solutions was hired to conduct a governance diagnosis, which included a review of internal documents and direct interviews with Board Members to identify strengths, weaknesses, and areas for structural improvement.

Operational risk	Strategic risk	Financial/organizational risk
Will occur	May occur	May have an impact

To mitigate the risk: Rapid organizational expansion presents risks of staff burnout, loss of corporate knowledge, and governance challenges if the pace of change outstrips capacity. Modernizing the bylaws and adopting the Matrix Model mitigates these risks by establishing clear boundaries, structured onboarding, and strong fiduciary controls, ensuring the organization and its teams are properly supported.

Recommendation:

It is recommended that the Board of Directors:

1. Adopt the following resolution to approve the revised bylaws and governance guide.
2. Invite members to a special meeting to adopt the special resolution.

Special General Meeting Resolution

. To be presented to members at the Special General Meeting called for the purpose of amending bylaws

WHEREAS the Board of Directors of the Townshippers' Association is responsible for administering the affairs of the corporation;

WHEREAS the Board of Directors has reviewed its current bylaws and has adopted the changes to modernize the bylaws in general and to specifically update the number of directors and the organization's purpose;

WHEREAS the Quebec Companies Act requires members to adopt changes to the bylaws by a majority vote, or, for bylaws that change constituting documents, by a vote of two-thirds (2/3) of members in attendance at a special meeting;

WHEREAS the Board of Directors sent a notice to members, as per the bylaws, inviting them to a special meeting to review proposed Bylaws 2026;

WHEREAS the Board of Directors adopted resolution #20260520-01 to amend the bylaws as presented and recommends their adoption by members at the special general meeting of members held on June 18, 2026.

THEREFORE,

BE IT RESOLVED That at least two-thirds of the members present at the special general meeting of members held on June 18, 2026 reviewed the proposed bylaw changes and adopt the recommended changes, in particular, members have fixed the number of board members at 9 and have updated the objects.

BE IT FURTHER RESOLVED That members at the special meeting recommend the adoption of the Bylaws 2026 by members at the annual general meeting of the Townshippers' Association.

Adopted 18th day of June 2026

Motion:

Seconder:

I hereby certify that the foregoing resolution was duly adopted by the Special Meeting of the Townshippers Association General Assembly at a legal meeting on the 1**8th day of June 2026**

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Bassam Chiblak, Secretary, Board of Directors, Townshippers' Association

RESOLUTION 2026-06-18-04

AGM Resolution: Adopting the Resolutions of the Special Meeting

RESOLUTION AT THE ANNUAL GENERAL MEETING

WHEREAS the Board of Directors of the Townshippers' Association is responsible for administering the affairs of the corporation;

WHEREAS the Board of Directors has reviewed its current bylaws and has adopted the changes to modernize the bylaws in general and to specifically update the number of directors and the organization's purpose;

WHEREAS the Quebec Companies Act requires members to adopt changes to the bylaws by a majority vote, or, for bylaws that change constituting documents, by a vote of two-thirds (2/3) of members in attendance at a special meeting;

WHEREAS the Board of Directors adopted resolution #20260520-01 to replace Bylaws 2017 with Bylaws 2026 and presented the revised Bylaws to members at the special general meeting of members held for that purpose on June 18, 2026;

WHEREAS Two-thirds of members present at a special general meeting held for the purpose of amending the bylaws adopted resolutions #20260520-01 to adopt Bylaws 2026 to replace Bylaws 2017, including the articles to fix the number of Board members and update the objects of the Townshippers' Association.

THEREFORE,

BE IT RESOLVED That the members present at the annual general meeting of members held on June 18, 2026 reviewed the proposed bylaw changes and ratified the special resolution adopted by two-thirds (2/3) of members.

BE IT FURTHER RESOLVED That members delegate to the task of requesting supplementary letters patent to the Board of Directors, who will designate two signers and may delegate the administrative process of completing the required forms to the Executive Director, or his delegate

Adopted 18th day of June 2026

Motion:

Seconder:

I hereby certify that the foregoing resolution was duly adopted by the Board of Directors of the Townshippers Association at a legal meeting on the 1**8th day of June 2026**

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Bassam Chiblak, Secretary, Board of Directors, Townshippers' Association