

Canadian Association of Railway Suppliers

Duties of Board Members and Board Meeting Procedures

According to the Robert's Rules of Order:

The CARS board of directors is responsible for providing governance to the President. They ensure that the organization fulfills its mission by doing quality work. They recognize that in order to foster the organization's continued viability and growth, their participation in all aspects of CARS activities is necessary. CARS Board members pledge to personally contribute their time and talents toward this end. Board of directors are committed to the growth and maintenance of the organization.

1. Calling of Meetings

Meetings of the board may be called by the Chairperson of the board, the Vice-Chairperson of the board or any two (2) directors at any time. Each call for a board meeting should benefit from a minimum of two (2) weeks' notice.

2. Committees

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Not for Profit Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors

3. Meeting Procedure

1. Reading and approval of minutes
2. Reports of officers, boards, and standing committees
3. Reports of special (select and ad hoc) committees
4. Unfinished business and general orders
5. New business
6. Next meeting date
7. Adjournment

4. Motions

4.1 Definition

Motions are tools that enable an organization to accomplish business efficiently and smoothly. They are the means of bringing business before the assembly, disposing of it quickly, and resolving matters of procedure and urgency. There are five classes of motions.

4.2 Classes of Motions

Main Motions

Main motions are used to present new business. They are the lowest ranking motions; all pending secondary motions are voted on before the pending main motion.

Subsidiary Motions

Subsidiary motions are directly related to the pending main motion and are intended to help the assembly dispose of the main motion.

Privileged Motions

Privileged motions do not relate to the pending main motion. Instead they relate to special matters of immediate importance that may come up in the meeting. Privileged motions take priority over subsidiary motions.

Incidental Motions

Incidental motions deal with questions of procedure arising from pending business, but they do not affect the pending business, they are usually not debatable and must be decided on immediately.

Motions that bring a question again before the assembly

This class of motions allows the board to revisit motions that were laid on the table, or to reconsider a vote etc.

4.3 Steps in making a motion

1. Address the Chairperson
2. Presiding officer assigns you the floor by stating your name
3. State the motion: I move to ... or I move that ...
4. The motion requires a second
5. The presiding officer repeats the motion and places it before the assembly by stating:
It is moved and seconded that ... is there any discussion?
6. Members discuss the motion
7. The presiding officer takes a vote by calling for a show of hand for all those in favour followed by a show of hand for all those against. In cases where a clear majority is not obvious, a count of hands will be performed. In case of a tie, the process explained in "Votes to govern" must be followed.
8. The presiding officer announces the vote and whether the motion is adopted or defeated. If the motion is adopted, the presiding officer states the name of the person who will carry out the action as required

4.4 Tabling a motion

Motions can be laid on the table for a predetermined amount of time, decided by the board, or they can be laid on the table indefinitely, to be brought back at a more suitable or convenient time.

5. Voting

After members have discussed a motion, the chair puts it to a vote

5.1 Votes to govern

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question.

In the case of matters regarding the following, a two-thirds majority will be required:

- Removal or suspension of members' rights
- Preventing the introduction of a motion

- Limiting or closing debate
- Motions that close nominations or the polls

5.2 Equality of votes

In case of an equality of votes, the Chairperson or his/her designated alternative, in addition to an original vote, shall have a second or casting vote

5.3 Taking votes

There are numerous ways a vote can be taken: by voice, by show of hands, by standing, by ballot, by roll call and by general consent. The chair or presiding officer decides which way to take the vote. However, the assembly must order a vote by ballot or roll call.

6. Chairperson Responsibilities

The Chairperson of the Board of Directors works directly with the President of the not for profit. The Chairperson's role is to lead the Board in setting policy and procedures and development of the general direction of the not for profit*. General responsibilities include:

- Presides at Board and membership meetings
- Is part of the leadership team with President
- Plans the agenda for the Board meeting with President
- Appoints committee chairs
- Oversees training of the Board
- Interprets the Constitution and policies of the not for profit organization
- Participates in evaluation of the President
- Serves as a member of Search Committee to select a new President

7. Vice-Chairperson Responsibilities

The Vice-Chairperson is responsible for learning the role of the Chairperson and fills that role when the Chairperson is absent. In general, the Vice-Chairperson responsibility includes:

- Learning the duties of the Chairperson and assuming those duties as required
- Assists the Chairperson with their role and responsibility
- Can be the Moderator for specific committee

8. Secretary Responsibilities

The Secretary is responsible for the minute taking at the Board of Director meetings. The Secretary ensures that the minutes are distributed to the Board and President and manages the Board minute book. In general the Secretary responsibilities include:

- Management of some correspondence
- Records minutes, distributes minutes

9. Treasurer Responsibilities

The Treasurer meets with the President and Chairperson to prepare budgets for the organization. The Treasurer reports at the Board of Director meetings on the finances of the organization. The reports are done in conjunction with the organizations President and accountant. In general the Treasurer responsibilities include:

- Reports to the Board and membership
- Prepares financial reports to the Board (balance sheets and monthly statements)
- May be a signing authority for the organization
- May issue charitable receipts

10. Resignations

All resignations shall be made in writing and addressed to the Chairperson.