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# Governance and Management of the Section

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The Section Executive governs and manages the affairs of the Section.

## Powers and Duties of the Section Executive

1. The Section Executive bears the powers and duties of the Section, which include:
  - a. Promoting the objectives of the Section
  - b. Promoting membership in the Section
  - c. Maintaining and protecting the Section's assets and property
  - d. Approving an annual budget for the Section
  - e. Paying all expenses for operating and managing the Section
  - f. Paying persons for services and protecting persons from debts of the Section
  - g. Investing any extra funds
  - h. Financing the operations of the Section, and borrowing or raising funds
  - i. Making policies for managing and operating the Section
  - j. Approving all contracts for the Section
  - k. Maintaining all accounts and financial records of the Section
  - l. Appointing legal counsel as necessary
  - m. Making policies, rules, and regulations for operating the Section and using its facilities and assets
  - n. Selling, disposing of, or mortgaging any or all of the property of the Section, and

## Composition of the Executive

1. The Section Executive Directors are elected by the Members at the Annual General Meeting.
2. The Saskatchewan Section Executive consists of the following elected Directors:
  - a. Chair
  - b. Vice-Chair
  - c. Past-Chair
  - d. Treasurer
  - e. Secretary
  - f. Leadership
  - g. Activities
  - h. Communications
  - i. Northern Representative
  - j. Southern Representative

## Election of Executive Directors and Term of Office

1. The Section shall elect the Executive Directors prior to and during the Annual General Meeting, with the results announced before the end of that meeting. There shall be an election every year, with half of the Executive members being elected each year. When circumstances create an imbalance, implementation of one-year terms or extensions may be used to restore balance.
2. The term of office for all Executive positions shall be for two years unless one or more terms of one year or three years are required. Executive Committee members may be elected for additional terms at a General Meeting.
3. No Director may serve more than four consecutive years in an Executive position, either by election or by appointment, except at the discretion of the Executive in special circumstances and confirmed by the vote of a majority of the Executive members who are in attendance at an Executive Meeting where the matter is being considered.
4. Northern and Southern Representatives are to reside most of the year in Saskatchewan. The dividing line between Northern and Southern Representative shall be at a latitude of 51deg 24min North.
5. Each elected Director takes office immediately following the Annual General Meeting.
6. Each Director must be a Voting Member of the Section.

## Resignation, Death, or Removal of a Director

1. Any Director may resign from office by giving one month's notice in writing. The resignation takes effect on the later of:
  - a. The end of the month's notice; or
  - b. The date the Executive accepts the resignation.
2. The Executive may remove any Director before the end of his term, who fails to attend three Executive meetings.
3. Voting Members may remove any Director, including the Chair, before the end of his term by a majority vote at a Special General Meeting called for this purpose.
4. When a vacancy occurs in the Executive, caused by death, resignation, expulsion, or otherwise, it shall be filled by a successor duly appointed by the Executive. The Director so appointed shall hold that position until the next Annual General Meeting.

## Duties of the Section Executive Directors

1. Chair
  - a. chairs meetings
  - b. ex-officio member of all Committees except Section nomination committee; and
  - c. Section rep for national Section Council
  - d. Carries out other duties assigned by the Executive
2. Past-chair
  - a. Counsels the Executive and is available to take on special assignments
  - b. Provides history for Section discussions
  - c. Member of Section nomination committee
  - d. Non-voting member of the Executive
  - e. Carries out other duties assigned by the Executive
3. Vice-chair
  - a. Presides at meetings in the Chair's absence
  - b. Acts on behalf of the Chair when requested by the Chair or the Executive
  - c. Chairs Safety Committee
  - d. Responsible for Section equipment
  - e. Carries out other duties assigned by the Executive

4. Treasurer
  - a. Makes sure all funds paid to the Section are deposited in a chartered bank, treasury branch or trust company chosen by the Executive
  - b. Makes sure all accounts payable from the Section are honoured
  - c. Prepares the annual budget of the Section with input from the Executive
  - d. Presents a detailed account of revenues and expenditures to the Executive as requested
  - e. Prepares and presents a statement of the financial position of the Section at the Annual General Meeting
  - f. Carries out other duties assigned by the Executive
5. Secretary
  - a. Keeps minutes of Section meetings, as well as alternative meetings
  - b. Archives the Executive's correspondence
  - c. Makes sure all notices of various meetings are posted
  - d. Archives documentation including Section trip waivers
  - e. Carries out other duties assigned by the Executive
6. Leadership
  - a. Leader development
  - b. Learning programs
  - c. Mentorship
  - d. Carries out other duties assigned by the Executive
7. Activities
  - a. Mountain activities
  - b. Carries out other duties assigned by the Executive
8. Communications
  - a. Public awareness
  - b. Outreach
  - c. Membership growth
  - d. Carries out other duties assigned by the Executive
9. Northern representative
  - a. Act as a liaison between Section members and the Executive
  - b. Events
  - c. Social gatherings
  - d. Carries out other duties assigned by the Executive
10. Southern representative
  - a. Act as a liaison between Section members and the Executive
  - b. Events
  - c. Social gatherings
  - d. Carries out other duties assigned by the Executive

## Meetings of the Executive

1. The Executive holds at least four meetings each year, or more if deemed necessary.
2. The Chair calls the meetings. The Chair also calls a meeting if any two Directors make a request in writing and state the business of the meeting.
3. A majority of the Section Directors must be present at any Executive meeting in order to constitute a quorum.
4. The Chair presides over every Executive meeting if possible. The Vice-Chair presides in the absence of the Chair. If neither the Chair nor the Vice-Chair is present for the Executive meeting, the Directors present choose one of their number to chair the meeting.
5. Meetings of the Executive shall follow the same business procedures as the Annual General Meetings and in the event of any dispute, "Roberts Rules of Order" shall apply in the absence of any policy of the Section which provides guidance.
6. No Director shall act on behalf of the Club, nor shall they exercise their Executive vote, if there is a conflict of interest between the Director's personal interests and the interests of the Club. If a real or perceived conflict of interest arises during the term of a Director, that Director shall either:
  - a. Abstain from voting or acting on behalf of the Executive or Club in the specific matter where a conflict of interest has been identified, or if that is not practicable;
  - b. Resign

## Section Committees

1. The Executive may, at its sole discretion, establish committees, workgroups, task forces, or advisory groups as it deems necessary or appropriate to further the objectives of the Section, with such powers as the Executive shall see fit.
2. The members of each committee, workgroup, task force, advisory group shall be appointed as defined by the terms of reference for that committee and ratified by the Executive. Any such committee, workgroup, task force or advisory group may formulate its own rules of procedure, subject to such regulations or directions as the Executive may from time to time make. Any committee member may be removed by resolution of the Executive.