ONTARIO FIELD ORNITHOLIGISTS

BY-LAW NO. 1

A By-law relating generally to the transaction of the business and affairs of:

ONTARIO FIELD ORNITHOLOGISTS

Table of Contents

Objects of the Ontario Field Ornithologists 3

SECTION ONE – GENERAL

1.01 Definitions 3
1.02 Interpretation 4
1.03 Severability and Precedence 4
1.04 Execution of Documents 4

SECTION TWO – DIRECTORS

2.01 Election and Term – Number of Directors, Term, and Quorum at Board Meeting 4
2.02 Executive – Composition 5
2.03 Vacation of Office of Director 5
2.04 Filling Vacancies on the Board of Directors 5
2.05 Committees to be established by the Board of Directors 5
2.06 Remuneration of Directors 6

SECTION THREE – BOARD MEETINGS

3.01 Calling of Meetings 6
3.02 Notice to Call a Board Meeting 7
3.03 Regular Meetings – Fixing of Time and Place 7
3.04 Chair/President 7
3.05 Voting 7
3.06 Participation by Telephone or Other Communication Facilities 7

SECTION FOUR – FINANCIAL

4.01 Banking – Establishing the Corporate Bank Accounts 7
4.02 Financial Year 8
4.03 Financial Oversight Committee 8

SECTION FIVE – OFFICERS

5.01 Officers – Election of Chair/President, Vice-President, Secretary, and Treasurer 8
5.02 Office Held at Board's Discretion 8
5.03 Duties of Offices 8

5.04 Duties of the Chair/President 8
5.05 Duties of the Treasurer 8
5.06 Duties of the Secretary 9
5.07 Ontario Bird Record Committee 9

SECTION 6 – PROTECTION OF DIRECTORS AND OTHERS
6.01 Protection of Directors and Others – Limitation of Liability 9
6.02 Insurance – Coverage for Members, Volunteers, Officers, and Directors 9

SECTION 7 – CONFLICT OF INTEREST
7.01 Conflict of Interest of Board Members 9
7.02 Charitable Corporation – Receiving of Financial Benefits 10

SECTION 8 – MEMBERS
8.01 Members – Definition 10
8.02 Membership – Rules Governing Membership 10
8.03 Disciplinary Act or Termination of Membership for Cause 10

SECTION 9 – MEMBERS' MEETINGS
9.01 Annual Meeting – The Time and Location, Length of Notice 11
9.02 Special Meeting – Procedure to Call a Meeting 11
9.03 Notice – Timing 11
9.04 Quorum 11
9.05 Chair of the Meeting 11
9.06 Voting of Members – Procedures 12
9.07 Adjournments of Meeting of Members 12
9.08 Persons Entitled to be Present 12

SECTION 10 – NOTICES
10.01 Service – Method of Giving Notices 13
10.02 Error or Omission in Giving Notice 13

SECTION 11 – ADOPTION AND AMENDMENT OF BY-LAWS
11.01 Amendments to By-Laws – Procedure in Accordance with the *Act* 13

SCHEDULES

Schedule A Description of the Role of Chair/President 14
Schedule B Description of the Role of Treasurer 15
Schedule C Description of the Role of Secretary 16

The objectives for which the Ontario Field Ornithologists (OFO) is incorporated are:

- To promote the appreciation of Ontario's birds.
- To disseminate information relating to the status, identification, distribution, ecology, and behaviour of Ontario's birds
- To encourage field studies of Ontario's birds
- To adjudicate records of rare birds and maintain an official list of Ontario's birds
- To advocate and act towards the conservation of birds and their habitats
- For the aforesaid objects, to carry on printing, publishing , and to sell and distribute literature
- The power to accept donations, gifts, legacies, and bequests.

BE IT ENACTED as a by-law of the Corporation as follows:

SECTION 1 – GENERAL

1.01 Definitions

a. **"Act"** means the **Ontario Not-for-profit Corporations Act, 2010, ("ONCA")** that is proclaimed in force, and thereafter shall mean the ONCA, together with the Regulations as from time to time are amended

b. "Board" means the Board of Directors of the Corporation;

c. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;

d. "Member" means a member of the Corporation;

e. "Members" means the collective membership of the corporation

f. Articles mean the Articles of Incorporation of 2024 as amended from time to time.

1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 SEVERABILITY AND PRECEDENCE

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

1.04 EXECUTION OF DOCUMENTS

Deeds, transfers, assignments, long-term contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by two of its officers or directors In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed.

Short-term contracts (2) weeks or less) may be signed by a member of the Executive.

Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

SECTION 2 – DIRECTORS

2.01 ELECTION AND TERM

The number of Directors shall be at least 8 and not more than 13, of which more than half constitute a quorum for the transaction of business. Notwithstanding vacancies the remaining Directors may act if constituting a quorum.

The Directors shall be elected by the members at the first meeting of members and at each succeeding Annual General Meeting. The term of office of the Directors (subject to the provisions, if any, of the Articles) shall be from the date of the meeting at which they are elected or appointed until the next annual meeting or until their successors are elected or appointed. At the end of their respective term each Director may stand for re-election.

The Board shall appoint a Nominating Committee to nominate a slate of Directors for the Board positions that will be open at the Annual General Meeting. Any member in attendance at the Annual General Meeting may make additional nominations from the floor. Individuals nominated from the floor must be in attendance or have submitted their acceptance in writing at the time of nomination.

The Board may designate a term of more than 1 year for various positions to a maximum of 4 years.

All Directors must be members in good standing at the time of their nomination and throughout their term in office.

2.02 EXECUTIVE

The Directors shall elect the Executive among themselves. The Executive shall consist of a President/Chair, Vice-president, Treasurer and Secretary. The positions of Treasurer and Secretary may be held by the same person

2.03 VACANCIES

The office of a Director shall be vacated immediately:

a) if the Director resigns from office by written notice to the corporation, which resignation shall be effective at the time it is received by the corporation or at the time specified in the notice, whichever is later;

b) if the Director dies or becomes bankrupt;

c) if the Director is found to be incapable of managing property by a court or under Ontario law; or

d) if, at a meeting of the Members, the Members by ordinary resolution remove the Director before the expiration of the Director's term of office

2.04 FILLING VACANCIES

A vacancy on the Board shall be filled as follows:

a) a quorum of Directors may fill a vacancy among the Directors;
b) if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
c) if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the Articles or By-laws, the Directors in office, shall without delay, call a special meeting of members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any member;
d) the appointed Director will complete the term of the vacating Director. The appointed Director may then stand for re-election at the next Annual Meeting.

2.05 COMMITTEES

Committees may be established by the Board as follows:

a) The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the

powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated; and

b) Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

2.06 REMUNERATION OF DIRECTORS

The directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of director; subject to the following

a) Directors may be reimbursed for reasonable expenses they incur in the performance of their Director's duties, including reasonable mileage incurred while carrying out their duties. Mileage guidelines and rates will be established from time to time by the Board.

b) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is;

i. considered reasonable by the Board;

ii. approved by the Board for payment by resolution passed before such payment is made and

iii. in compliance with the conflict of interest provisions of the Act;

c) Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in any other capacity if the Corporation is a charitable corporation, unless the provisions of the Act and the law applicable to charitable corporations are complied with, including Ontario Regulation 4/01

SECTION 3 – BOARD MEETINGS

3.01 CALLING OF MEETINGS

Meetings of the Directors may be called by the Chair/President or any two (2) Directors at any time and any place with at least one (1) days' notice as required by this by-law,

3.02 NOTICE

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in section 10 of this by-law to every Director of the Corporation not less than one (1) days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

3.03 REGULAR MEETINGS

The Board may fix the place and time of a regular Board meeting by consensus and send a notice fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

3.04 CHAIR/PRESIDENT

The Chair/President shall preside at Board meetings. In the absence of the Chair/President, the Directors present shall choose one of their numbers to act as the chair of the meeting. The Chair/President shall be an ex-officio member of all committees.

3.05 VOTING

Each Director has one (1) vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the chair of the meeting shall not have a second or casting vote. In the event of a tied vote the resolution will be considered lost.

3.06 PARTICIPATION BY TELEPHONE OR OTHER COMMUNICATIONS FACILITIES

If all the Directors participating consent, a Board meeting may be held by telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate adequately with each other at the same time during the meeting, and a Director participating by such means is deemed to be present at the meeting.

SECTION 4 – FINANCIAL

4.01 BANKING

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping. The Board by resolution may approve the application for and the acquisition of credit cards.

4.02 FINANCIAL YEAR

The financial year of the Corporation ends on December 31st in each year or on such other date as the Board may from time to time by resolution determine.

4. 03 FINANCIAL OVERSIGHT COMMITTEE

The Board, at its discretion may from time to time appoint by resolution, a Financial Oversight Committee that reports to the Board. The committee shall consist of at least three (3) people including at least one Director.

SECTION 5 – OFFICERS

5.01 OFFICERS

The Board shall appoint from among the Directors a Chair/President and may appoint any other person to be Vice-President, Treasurer and Secretary at its first meeting following the annual meeting of the Corporation. The office of Treasurer and Secretary may be held by the same person and may be known as the Secretary-Treasurer. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

5.02 OFFICE HELD AT BOARD'S DISCRETION

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of;

a) the Officer's successor being appointed,
b) the Officer's resignation, or
c) such Officer's death

5.03 DUTIES

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties upon consent of the Chair.

5.04 DUTIES OF THE CHAIR/PRESIDENT

The Chair/President shall perform the duties described in Sections 3.04 and 9.05 and such other duties as outlined in Schedule A or that may be required by law or as the Board may determine from time to time.

5.05 DUTIES OF THE TREASURER

The treasurer shall perform the duties described in Schedule B and as may be required by law or as the Board may determine from time to time.

5.06 DUTIES OF THE SECRETARY

The secretary shall perform the duties described in Schedule C and as may be required by law or as the Board may determine from time to time.

5.07 ONTARIO BIRD RECORD COMMITTEE

There is hereby established a committee of the Corporation to be known as the Ontario Bird Record Committee (OBRC). This committee shall consist of a number of members in good standing who are experts in the field of identification of birds. This committee shall be responsible for maintaining the official Provincial Bird Check-list and for reviewing lists of species in both northern and southern Ontario. Members of this committee shall be elected from time to time from among the membership to serve for a term as determined by the Board.

SECTION 6 – PROTECTION OF DIRECTORS AND OTHERS

6.01 PROTECTION OF DIRECTORS AND OFFICERS

No Director, Officer or committee member of the Corporation is to be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

a) complied with the Act and the Corporation's articles and By-laws; and

b) exercised their powers and discharged their duties in accordance with the Act.

6.02 INSURANCE

The Board will maintain appropriate liability insurance for the protection of;

a) The Members and volunteers,

b) Officers' and Directors' against errors and omissions.

SECTION 7 – CONFLICT OF INTEREST

7.01 CONFLICT OF INTEREST

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed

material contract or transaction with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

7.02 CHARITABLE CORPORATIONS

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the *Act* and the law applicable to charitable corporations are complied with.

SECTION 8 – MEMBERS

8.01 MEMBERS

Membership in the Corporation shall consist of the incorporators named in the articles and such other individuals interested in furthering the Corporation's purposes and who have been accepted into membership in the Corporation by resolution of the Board.

8.02 MEMBERSHIP

A membership in the Corporation is not transferable and automatically terminates if the Member resigns, is deceased or such membership is otherwise terminated in accordance with the Act.

A member of the Corporation may purchase a Life Membership. The fee for which shall be set by the Board from time to time.

An Honorary Membership may be bestowed upon eminent ornithologists or long-term members who have made significant contributions to OFO.

The Board shall set the annual membership fee from time to time.

8.03 DISCIPLINARY ACT OR TERMINATION OF MEMBERSHIP FOR CAUSE

a) Upon fifteen (15) days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws.

b) The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the fifteen (15) day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

SECTION 9 – MEMBERS' MEETINGS

9.01 ANNUAL MEETING

The Annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than twenty-one (21) days before the annual meeting, with a copy of the approved financial statements, audit committee report and other financial information required by the By-laws or Articles.

The business transacted at the annual meeting shall include:

a) receipt of the agenda;

b) receipt of the minutes of the previous annual and subsequent special meetings;

c) acceptance of the financial statements;

d)election of Directors; and

e) such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

9.02 SPECIAL MEETINGS

The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of at least fifteen (15) Members to be held within 21 days after receiving the requisition unless the Act provides otherwise.

9.03 NOTICE

Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member, each Director and to the Audit Committee. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted to the meeting.

9.04 QUORUM

A quorum for the transaction of business at a Members' meeting is twenty-five (25) Members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

9.05 CHAIR OF THE MEETING

The Chair/President shall be the chair of the Members' meeting. In the Chair/President's absence, the Members present at any Members' meeting shall choose another Director as

chair of the meeting and if no Director is present or if all of the Directors present decline to act as chair of the meeting, the Members present shall choose one of their number to chair the meeting.

9.06 VOTING OF MEMBERS

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

a) each Member shall be entitled to one vote at any meeting. For clarity, in case of a household membership only one (1) vote shall be cast;
b) votes shall be taken by a show of hands among all Members present and the chair of the meeting;
c) an abstention shall not be considered a vote cast but will be recorded as an abstained vote in the minutes;
d) before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
e) if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
f) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number of proportion of votes recorded in favour of or against the motion.

9.07 ADJOURNMENTS

The chair of the meeting may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of thirty (30) days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.08 PERSONS ENTITLED TO BE PRESENT

The only persons entitled to attend a Members' meeting are the Members, the Directors, and members of the Audit Committee of the Corporation and others who are entitled or required under any provision of the Act or the Articles to be present at the meeting. Any other person may be admitted only if invited by the chair of the meeting or with the majority consent of the Members present at the meetings.

SECTION 10 – NOTICES

10.01 SERVICE

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be delivered personally, or sent by prepaid mail, facsimile, email or electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with consent in writing of the person entitled thereto.

10.02 ERROR OR OMISSION IN GIVING NOTICE

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

SECTION 11 – ADOPTION AND AMENDMENT OF BY-LAWS

11.01 AMENDMENTS TO BY-LAWS

The Board may from time to time in accordance with the *Act* amend or repeal and replace this By-law subject to certain exceptions in the Act and to the subsequent approval of the Members.

ENACTED as By-Law No. 1 by the Directors of the Corporation at a meeting duly called and regularly held and at which a quorum was present. This 26th day of August, 2024

Jeff Skevington
President

Jack Alvo
Secretary

Schedule A

Position Description of the Chair/President Role

Role Statement

If appointed, the Chair/President shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The Chair/President shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation. The Chair/President shall be entitled to receive notice or and to attend and speak at all meetings of the Board and of meetings of Members.

RESPONSIBILITIES

Agendas
Establish agendas aligned with annual Board goals and preside over Board meetings. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

Direction
Serve as the Board's central point of communication with the senior management, if any, of the Corporation; provide guidance to senior management, if any, regarding the Board's expectations and concerns. In collaboration with senior management, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies, planning and performance information are appropriately presented to the Board.

Performance Appraisal
Lead the Board in monitoring and evaluating the performance of senior management, if any, through an annual process.

Work Plan
Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

Representation
Serve as the Board's primary contact with the public.

Reporting
Report regularly to the Board on issues relevant to its governance responsibilities.

Board Conduct
Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

Mentorship
Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

Succession Planning
Ensure succession planning occurs for senior management, if any, and the Board.

Committee Membership
Serve as member on all Board committees.

Schedule B

Position Description of the Treasurer Role

If appointed the treasurer works collaboratively with the Chair/President and senior management, if any, to support the Board in achieving its fiduciary responsibilities.

Responsibilities

Custody of Funds

The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair/President and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The treasurer shall also perform such other duties as may from time to time be directed by the Board.

Board Conduct.
Support the Chair/President in maintaining a high standard for Board conduct and uphold

policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Financial Statement.

Present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the Audit Committee as the case may be.

Schedule C

Position Description of the Secretary Role

If appointed the secretary works collaboratively with the Chair/President to support the Board in fulfilling its fiduciary responsibilities.

Responsibilities

Board Conduct.

Support the Chair/President in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Document Management.

Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

Meetings.

Give such notice as required by the By-laws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation, the Board and Board committees.