



2.03 Directors and Executive Officers Meetings

Approved: 2017-11-21

Latest Revision Date: yyyy-mm-dd

Review required: 2022

Intent

To set agenda and procedures for regular and special Board of Directors meetings and Executive Officers meetings.

Policy and Procedures

Board of Directors meetings include Executive Officers and Directors as described in the bylaws. Provisions in Section 7 of the SBOA bylaws require that:

- Every director shall be given by letter, telephone or otherwise at least ten days notice of every meeting of directors.
- A meeting of directors may be held by telephone as long as all directors consent and all can hear each other and communicate.
- A director may waive notice of a meeting by his attendance at a meeting or, if not in attendance, by so stating by letter, telephone or otherwise.
- Five directors constitutes quorum at a meeting of directors.

In addition to the provisions listed above, the Board of Directors meetings:

- Occur at least twice per year.
- Occur approximately 30 days before a meeting of members to approve information for the meeting. (Information must be sent to members not more than 50 days but at least 15 days before a meeting of members.)
- Are limited to Directors, invited guests, approved presenters, and approved observers. Quorum is 5 Directors.
- Are held in person, by teleconference or videoconference, or online.
- Are Chaired by the President, or in the President's absence, by the Vice President. The Chair is expected to encourage full discussion of all information and points of view, maintain order at meetings and relinquish the Chair to a temporary Chair in matters relating to a conflict of interest.
- Are governed by the latest revised edition of Roberts Rules of Order unless otherwise noted.
- Agendas ([form 10.04](#)) are prepared by the President and Secretary, and are distributed with the notice of meeting at least 7 days before the meeting. Agenda packages, include all attachments and supplementary information, are made available by the Secretary at least 2 days before the meeting.
- Minutes of the Board of Directors meetings and the action register ([form 10.05](#)) are prepared by the Secretary, reviewed by the President, and made available to all Directors within 30 days of the meeting. If the Secretary is unable to attend the meeting, the Past President or another Director will prepare the minutes and the action register.

- Agendas and minutes of Board of Directors meetings are confidential.

Special Board of Directors meetings are called by the President or by at least two Directors.

Executive Officer meetings include the President, Vice President, Immediate Past President, Secretary and Treasurer, and have the same requirements as the Board of Directors meetings, except that they occur at the call of the President and are limited to Executive Officers, invited guests, approved presenters and approved observers.

Application

Board of Directors meetings and Executive Officers meetings.

Notes

Based on information from [SBOA Bylaws](#) Sections 7(1)-(4), CCBFC Policies and Procedures