

## Powers and Duties of Officers

## (as per Proposed By-Law Revision, 3/17/15)

### Chairperson: The chairperson shall preside at all meetings of the Board and/or members, have the power and authority to sign for the Corporation all deeds and other instruments, and to perform such acts as usually pertain to the office of Chairperson, with authority to direct and supervise the activities of all other officers and any employees. The Chairperson (provided that he or she is also a Director) shall be chair of the Executive Committee pursuant to Section 4.7(b).

### Vice-Chairperson: During the absence or disability of the Chairperson, the Vice-Chairperson shall have all the powers and functions of the Chairperson. The Vice-Chairperson shall perform such duties as the Board shall prescribe. The Vice-Chairperson (provided that he or she is also Director) shall be chair of the Nominating Committee pursuant to Section 4.7(c) and chair of the Audit Committee pursuant to Section 4.7(e).

### Secretary: The Secretary shall keep minutes of the proceedings of the Board\*, and shall give, or cause to be given, all notices in accordance with the provisions of these Bylaws or as required by law. The Secretary shall be custodian of the corporate records, custodian of the corporate seal, maintain membership rolls and in general shall perform all the duties incident to the office of Secretary and such other duties as may be assigned by the Board.

### Treasurer: The Treasurer shall have the custody of the Corporation’s funds, and shall keep correct and complete books and records of account. The Treasurer will make all books and records available to any Director upon request. The Treasurer shall prepare and certify all financial reports of the Corporation, or cause the same to be prepared and certified by a firm of certified public accountants, and in general shall perform all duties incident to the office of Treasurer and such other duties as may be assigned by the Board. The Treasurer (provided that he or she is also a Director) shall be chair of the Finance Committee pursuant to Section 4.7(d).

\**Note that in actual practice, BID staff are always available to take notes and draft meeting Minutes at all meetings*.