

- d) At the Board meeting held in conjunction with the annual meeting of members, the Board shall elect its officers, namely a Chair, a Treasurer and a Secretary from among its number to hold office until the next Board meeting held in conjunction with an annual meeting of members; provided that the Chair shall be assumed alternately by an American and a Canadian member. The Board may remove any such officer so elected. Such officer shall serve without remuneration. In the event the Chair is temporarily unable to serve or has resigned, the Secretary shall serve in his or her stead until a replacement is elected or the Chair has returned. In the event the Secretary is unable to serve, the Board shall name a replacement from among its number.
11. a) The Chair, Secretary and Treasurer shall form an Executive Committee which shall be responsible for conducting the day-to-day business of the Foundation between regular meetings of the Board, provided that all such actions of the Executive Committee shall be subject to ratification by the Board of Directors at its regular meetings. Meetings of the Executive Committee shall be held in Ottawa or in such other places as the Executive Committee shall determine. Subject to the by-laws, a member of the Executive Committee may, if all the members of the Executive Committee of the corporation consent, participate in a meeting of members of the Executive Committee or of a committee of members of the Executive Committee by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a member of the Executive Committee participating in such a meeting by such means is deemed for the purposes of this Act to be present at that meeting. Not less than seven days' notice shall be given for each meeting of the Executive Committee and Notices sent by mail shall be sent at least fourteen days prior to the meeting, unless the members unanimously agree upon some shorter period. A quorum of the Executive Committee shall be two. The members of such Executive Committee may be removed by the Board and shall serve without remuneration.
- b) The Board may delegate to the Executive Committee such of its powers under these bylaws as the Board may from time to time see fit with the exception of those powers that must by virtue of the provisions of the Canada Corporations Act be exercised by the members of the Foundation.
12. In addition to the Executive Committee, the Board may create standing committees for Programs, Administration and Candidate Screening and for such other functions as the Board deems necessary. Non-members may be appointed to serve on such committees (other than the Executive Committee) provided that attention is paid to appropriate professional and binational balance. The members of such standing committees may be removed by the Board and shall serve without remuneration.
13. In addition to any other insurance that may be usual for a foundation of similar kind and purpose, the Foundation may purchase and maintain insurance for the benefit of any member, Board member, committee member, officer or employee of the Foundation against liability incurred by that person in the carrying out of his or her duties.