**AT-LARGE COUNCIL MEMBERS**

**POLICY: A Policies and Procedures Manual, subject to the approval of the Council, will be maintained and will contain adequate instructions to insure consistent compliance with both the letter and the intent of the Society’s Bylaws.**

**REFERENCE: based on the current ACGS Bylaws (2024)**

**Article IV: Organization, Indemnification**

Section A: Organization:

Subsection 2: Members of the Society will comply with these Bylaws and perform their duties in accordance with the Society’s governing documents and applicable laws. No member of the Society will receive any salary or compensation from the Society other than reimbursement for out-of-pocket expenses.

Section B: Indemnification

Subsection 1: The Society will, to the fullest extent permitted by law, indemnify each person who serves at any time as a Council member, officer, trustee or other official of the Society against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, incurred or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification will be provided for any such person with respect to any proceeding initiated by such person against the Society, a Council member, an officer, a trustee or another official of the Society or any matter as to which he or she will have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Society; and further provided that any compromise or settlement payment will be approved by a majority vote of the Council members at a meeting at which a quorum is present. The indemnification provided hereunder will inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article IV, Section B will be in addition to and not exclusive of all other rights to which any person may be entitled.

Subsection 2: This Article IV, Section B constitutes a contract between the Society and the indemnified Council members, officers, trustees and other officials of the Society. No amendment or repeal of the provisions of this Article IV, Section B that adversely affects the right of an indemnified Council member, officer, trustee or other official under this Article IV, Section B will apply to such Council member, officer, trustee or other official with respect to those acts or omissions that occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

**Article VIII: Officers and Officials**

Section B, Subsection 2: Appointed Council Members. The following Council members are appointed by the Chieftain and approved by Council: Three (3) At-Large Council members appointed for three (3) year rotating terms.

Section C: Council: There will be a Council consisting of the Chieftain, Ranking Deputy Chieftain, Assistant Chieftain (non- voting), Scribe, Registrar, Treasurer, Chancellor, Immediate past Chieftain and three (3) appointed At-Large Council members.

Section L: Time for Holding Office: The term of office for each Council member, officer and other officials will commence with the adjournment of the Gathering at which he or she is elected or appointed, except for Area Deputy Chieftains, whose term of office will commence on January 1 of the year following the Gathering at which they were appointed and end on the third annual December 31.

**PROCEDURE:**

*Each At-Large Council Members will:*

* Attend the annual Council Meeting and the Annual General Membership meeting and participate in the decision-making process of the Society.
* Participate in interim Council meetings
* Be encouraged to serve on a committee or otherwise assist in the work of the Council.
  + Upon leaving the position, the At-Large Council Member will transfer all records, documents and other items to the succeeding officer in a timely manner to ensure continuity and integrity of the position for the Society.

*Society Support for the At-Large Council Members:*

* The officers and Council members of the Society will carry out timely communication of Society business that requires action by the At-Large Council Members

**APPROVED**

**Approved by ACGS Council and AGM October 2021**

**Periodic review by ACGS Council: 2025**