
Association Anatomy Series

LEARNING TEMPLATES FOR STAFF AND VOLUNTEERS

- Audit Committee
- Conflict of Interest
- Consent Agenda
- President's Message
- Motions
- Board Orientation
- Sponsorship Menu
- Policies
- Mission Statement
- Brand Platform
- Meeting Minutes
- Committees
- Succession Plan

**A SERIES OF 1-PAGE
SAMPLES, SUMMARIES AND
POINTERS ON TOPICS THAT
ENHANCE NONPROFIT
ORGANIZATIONS**

Bob Harris

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Bob's career passions are demonstrated in two principles:

- Promoting the impact of nonprofit organizations in America.
- Sharing the tools for success.

Audit Committee

An **AUDIT COMMITTEE** is responsible for overseeing the organization's financial reporting process, monitoring accounting policies and principles, monitoring internal control processes, and overseeing the hiring and performance of external auditors. Since Congress adopted the Sarbanes Oxley Act of 2002, many Boards of Directors have amended bylaws to make them the standing committee.

Effective in 2008, IRS Form 990 - Return of Organization Exempt from Income Tax - specifically queries, "... does the organization have a committee that assumes responsibility for the oversight of the audit, review or compilation of its financial statements and selection of an independent accountant?"

The purpose and responsibilities of the audit committee should be clearly described in the bylaws, policies and/or committee descriptions.

Members of the committee are usually appointed from among the board of directors. Principles guiding the committee should include transparency, independence and accountability.

The committee should be involved in the selection of an independent financial auditor and serve as a resource to the CPA during the audit process.

The audit committee should ensure that the audit is reviewed and understood by the board of directors, especially any recommendations to make changes to processes to protect the organization.

Recommendations of the committee and actions by the board should be carefully recorded in the minutes to protect all parties.



Form **990** **Return of Organization Exempt From Income Tax**
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

OMB No. 1545-0047
2008
Open to Public Inspection

Department of the Treasury
Internal Revenue Service

A For the 2007 calendar year, or tax year beginning 2007, and ending 20

B Check if applicable:
☐ Address change
☐ Name change
☐ Initial return
☐ Termination
☐ Amended return
☐ Application pending

C Name of organization
Number and street (or P.O. box if mail is not delivered to street address) Room/suite
City or town, state or country, and ZIP + 4

D Employer identification number
E Telephone number
F Accounting method: ☐ Cash ☐ Accrual ☐ Other specify

G Website:

H and **I** are not applicable to section 527 organizations.
H Is this a group return for affiliates? ☐ Yes ☐ No
I If "Yes," enter number of affiliates:
H(c) Are all affiliates included? ☐ Yes ☐ No
H(d) Is this a separate return filed by an organization covered by a group ruling? ☐ Yes ☐ No
I Group Exemption Number

J Organization type (check only): ☐ 501(c)(3) ☐ 501(c)(29) ☐ 4947(a)(1) or 527
K Check here ☐ if the organization is not a 509(a)(2) supporting organization and its gross receipts are normally not more than \$25,000. A return is not required, but if the organization chooses to file a return, be sure to file a complete return.

L Gross receipts: Add lines 8b, 9b, and 10b to line 12 **12**

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions.)

1 Contributions, gifts, grants, and similar amounts received:	1a	1b	1c	1d	1e
a Contributions to donor advised funds					
b Direct public support (not included on line 1a)					
c Indirect public support (not included on line 1a)					
d Government contributions (grants) (not included on line 1a)					
e Total (add lines 1a through 1d) (cash \$ noncash \$)					
2 Program service revenue including government fees and contracts (from Part VII, line 9b)					
3 Membership dues and assessments					
4 Interest on savings and temporary cash investments					
5 Dividends and interest from securities					
6a Gross rents					
b Less: rental expenses					
c Net rental income or (loss). Subtract line 6b from line 6a					
7 Other investment income (describe:)					
8a Gross amount from sales of assets other than inventory					
b Less: cost or other basis and sales expenses					
c Gain or (loss) (attach schedule)					
d Net gain or (loss). Combine line 8c, columns (A) and (B)					
9 Special events and activities (attach schedule). If any amount is from gaming, check here ☐					
a Gross revenue (not including \$ of contributions reported on line 1d)					
b Less: direct expenses other than fundraising expenses					
c Net income or (loss) from special events. Subtract line 9b from line 9a					
10a Gross sales of inventory, less returns and allowances					
b Less: cost of goods sold					
c Gross profit or (loss) from sales of inventory (attach schedule). Subtract line 10b from line 10a					
11 Other revenue (from Part VII, line 103)					
12 Total revenue. Add lines 1e, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11					
13 Program services (from line 44, column (B))					
14 Management and general (from line 44, column (C))					
15 Fundraising (from line 44, column (D))					
16 Payments to affiliates (attach schedule)					
17 Total expenses. Add lines 13 and 14, column (A)					
18 Excess or (deficit) for the year. Subtract line 17 from line 12					
19 Net assets or fund balances at beginning of year (from line 73, column (A))					
20 Other changes in net assets or fund balances (attach explanation)					
21 Net assets or fund balances at end of year. Combine lines 18, 19, and 20					

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions. Cat. No. 11222Y Form **990** (2007)

Conflict of Interest Policy

A CONFLICT OF INTEREST is a situation in which someone in a position of trust has a competing professional or personal interest.

Boards are composed of persons with varied interests --- thus conflicts may arise. By understanding conflicts and requiring disclosure, the board can protect its integrity and the organization's programs.

Effective in 2008, IRS Form 990 for exempt organizations asks, "Does the organization have a written conflict of interest policy?" Be sure to rely on legal and accounting counsel to develop the policy and disclosure form.

When facing a potential conflict, a director should disclose the conflict and seek a determination whether or not the board prefers that they be excused from any discussion or vote on the matter. Be sure the meeting minutes reflect the disclosure and determination.

Upon adoption of a conflict of interest policy, a disclosure form is distributed yearly by the nominating committee or at board orientation.

Disclosure is applicable throughout the year, not just at the signing of the document; it is a responsibility of each director.

Upon disclosure, the board chair, the board or a committee, will determine the course of action (such as recusal or simply recording the conflict in the meeting minutes.)

Directors sign the form and the organization keeps copies according to the record retention schedule.

Conflicts of Interest Policy & Disclosure Form

SCOPE

Lorem ipsum dolor sit amet, consectetur adipiscing elit. Donec imperdiet. Fusce eleifend. Ut eget nunc pretium erat tempor facilisis. Curabitur est. Etiam porttitor pretium elit. Praesent sollicitudin mauris vitae nulla. Aenean commodo lectus sit amet lectus. Suspendisse convallis urna vitae tortor. Maecenas egestas venenatis lectus. Nam placerat. Vestibulum nisi pede, luctus in, cursus non, imperdiet id, sapien. Vivamus arcu lacus, porta quis, blandit ut, egestas et, ipsum. Curabitur gravida mauris scelerisque elit. Duis vel justo sed purus porta lacinia. Cras aliquet urna nec elit. In aliquet sagittis ipsum. Quisque nisi ligula, convallis id, interdum sed, vehicula non, pede. Nunc blandit lacus quis orci.

FIDUCIARY RESPONSIBILITIES

Ut hendrerit. Pellentesque habitant morbi tristique senectus et netus et malesuada fames ac turpis egestas. Class aptent taciti sociosqu ad litora torquent per conubia nostra, per inceptos himenaeos. Aenean nisl enim, facilisis et, lobortis vitae, varius ut, quam. Morbi non risus. Nam hendrerit condimentum felis. Aliquam erat volutpat. Maecenas et eros et nunc placerat aliquet. Class aptent taciti sociosqu ad litora torquent per conubia nostra, per inceptos himenaeos. Pellentesque quis erat et est molestie auctor. Mauris est. Vestibulum ante ipsum primis in faucibus orci luctus et ultrices posuere cubilia Curae; Quisque quis tellus vel metus malesuada convallis. Donec ut est. Curabitur sed sapien in mauris vestibulum viverra. Mauris elit orci, facilisis vitae, pretium sit amet, tincidunt quis, eros.

ANNUAL DISCLOSURE

In ac urna. In ornare arcu euismod augue. Quisque a velit. Nam facilisis diam vel urna. Sed aliquam cursus turpis. Sed elementum malesuada neque. Suspendisse lacus purus, sagittis lobortis, placerat vel, elementum id, dolor. Vivamus et odio. Aliquam semper rutrum quam. Class aptent taciti sociosqu ad litora torquent per conubia nostra, per inceptos himenaeos. Sed ullamcorper dapibus orci. Vestibulum eget ante in odio condimentum ullamcorper. In sit amet erat. Fusce varius, nisl ac rutrum fermentum, eros risus porta felis, ac dictum lectus enim et mauris. Phasellus id massa sit amet elit consequat laoreet. Praesent aliquam dapibus nisl. Duis at justo in arcu scelerisque dictum. Cras metus quam, elementum non, rhoncus sed, mattis id, justo.

AGREEMENT

___ I have read and have no conflicts.

___ I have read and have noted the conflicts on the form.

Signature _____ Date _____

Consent Agenda

The **CONSENT AGENDA** is a concept to save board time. It is a single line on the regular agenda.

The consent agenda encompasses reports that require little or no action. For instance, chapter, staff and committee reports that need no discussion or motions.

Technology (e-mail and board website) enhances the consent concept by providing timely advance information. Accountability is key --- reports must be delivered in writing in a timely manner and directors must read them.

The time savings occurs when a motion is passed to “approve the consent agenda as presented.” If an item in the consent agenda deserves additional debate, it can be removed and placed on the regular agenda.

Start on time and offer time hints throughout the meeting to stay on task.

Identify responsible parties by position (not by name.)

Review the agenda, identifying any potential conflicts of interest.

Bundle routine reports under the consent agenda to be approved without discussion

Place action items on the agenda early while directors are alert

The mega issue is an item of substance often from the strategic plan and deserving of additional time for discussion.

Manage the agenda and discussions to end on time.

AGENDA	
ABC Association, Inc.	
Board of Directors Meeting	
9:00 - 11:30 am - Friday, February 29, 2008	
Conference Suites Hotel, Birmingham, AL	
9:00 am	Call to Order, Welcome, Announcements (President)
9:10 am	Motion to Follow Agenda; Disclosure of Conflicts of Interest; Antitrust Notice (President)
9:15 am	Minutes Approval (Secretary)
9:20 am	Financial Report and Acceptance (Treasurer)
9:30 am	Consent Agenda (President)
	• Chapter Reports • Committee Reports without Action Items • Staff Department Reports • National Delegation Report
9:40 am	Action Items (President)
	• Approval of '09 Budget (Treasurer; Finance Committee) • Adoption of Policy on Audits (Finance Committee) • Extension of Lobbyist Contract (Government Affairs Committee)
10:00 am	Mega Issue (President)
10:40 am	Old Business
11:00 am	New Business
11:30 am	Adjournment

President's Message

A President's Message is the communication of key information to members and stakeholders — a dialog between the chief elected officer and members on a consistent basis.

Take a comprehensive approach to planning a full year of columns at the start of the term. The column should represent the efforts of the leadership, sharing credit and respecting protocols. The column should not be viewed as "my message."

Write about goals, progress and successes. The first message of the year should describe what members can expect (set 2 to 3 goals during the term) while the final message should celebrate those accomplishments.

The president's photo puts a face with a name and position; use a professional image.

An interesting title introduces the topic to readers; subtitles help transition to 2 or 3 points.

Allow staff to edit the message for clarity and grammar.

Determine the desired length; avoid messages that continue on a 2nd page.

Adopt a consistent format that relies on a clear introductory paragraph; followed by several bullets or descriptive paragraphs — and a summarizing closure.

Sign the message to personalize for readers



President Bob Harris

President's Message

Success at the Capitol!

Lorem ipsum dolor sit amet, consectetur adipiscing elit. Quisque in tellus et ipsum consequat euismod. Nullam libero eros, bibendum viverra, semper et, tempus adipiscing, quam. Praesent eleifend iaculis est. Aliquam erat volutpat. In leo. Nunc mattis ante nec nisl. Quisque interdum. Nam neque. Donec vehicula tortor faucibus erat. Sed massa sapien, convallis in, pulvinar a, consequat et, massa. Nunc pede. Nam vestibulum blandit purus. Pellentesque laoreet diam nec dolor. Phasellus in dui. In hac habitasse platea dictumst. Curabitur id justo. Nam dictum, massa at varius aliquam, massa leo ornare lorem, gravida egestas enim eros in enim. Suspendisse potenti.

Capitol Hill

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Membership Engaged

Nullam sodales consectetur neque. Proin varius massa non tellus. Vivamus aliquam ullamcorper massa. Morbi rutrum augue eu est. Integer tincidunt, arcu non pellentesque cursus, nibh risus commodo nisi, a pulvinar pede leo vel mi. Maecenas fermentum eleifend felis. Mauris at mauris. Vivamus porttitor, est vel convallis accumsan, lorem ligula interdum lectus, eu mollis urna risus at odio. Sed non sem ut mauris pharetra pellentesque. Integer quis pede a urna tincidunt scelerisque. Praesent nec nisl et nulla convallis tincidunt. Vestibulum id neque non felis tristique sodales. Fusce dignissim fermentum nulla. Proin orci. Nullam tortor tellus, tincidunt vel, tristique sed, dignissim a, libero. Morbi euismod luctus dui.

Bright Future

Nunc sollicitudin, risus vel pretium vehicula, urna quam aliquet nisi, sed lobortis nibh erat vel dolor. Nunc diam felis, volutpat vitae, viverra ut, vehicula eu, turpis. Fusce eu nisl. Sed dictum. Aliquam varius tincidunt libero. Proin a libero sit amet neque aliquet ullamcorper. Nullam porttitor, neque non hendrerit vestibulum, leo quam dapibus pede, at bibendum nisl nisl vitae sem. Etiam porttitor sodales nisl. Morbi vitae nunc quis lorem fermentum tincidunt. Suspendisse non felis. Proin molestie felis nec mauris. Sed nec nisl. Maecenas fermentum elit vel odio. Duis ac dolor in sem varius sagittis. Nullam diam. Sed elementum vestibulum nunc.

Bob Harris

Motion

A **MOTION** is a statement proposed by a qualified member of the board or committee to propose action or take a position. **MOTIONS** recorded in the minutes show whether or not a group took action.

MOTIONS are a part of parliamentary procedure for maintaining orderly meetings. Volunteer leaders should be familiar with the fundamentals of meeting procedures by reading Robert's Rules of Order or similar guides

CHAIRMAN'S ROLE IN PROCESSING MOTIONS

After a motion is made, it must be seconded by a member of the board or committee; that is a way for a person to express support for another person's motion.

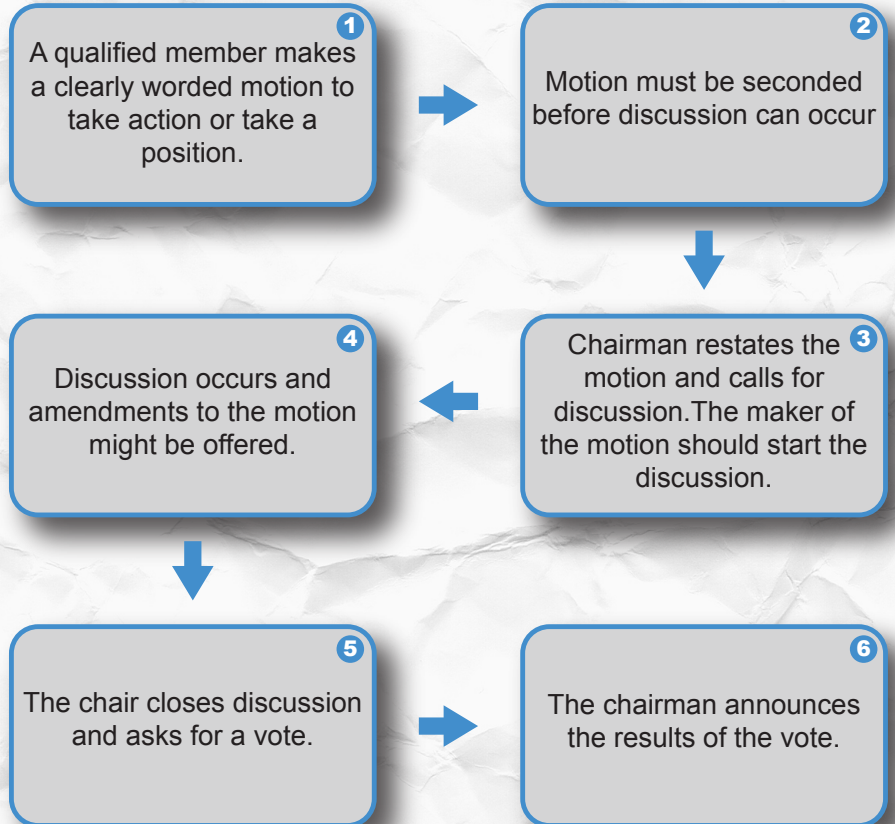
Motions should include an action verb, i.e. "I move that we endorse and recommend the program to members."

Only one motion should be on the floor to ensure discussion of a single matter. Incidental, privileged or subsidiary motions may also occur.

It is not necessary to identify the maker and seconder of the motion in the minutes.

Provide a template to encourage members to write down clear, crisp motions.

All motions made should be recorded in the minutes, even if they failed to pass.



Agenda Item - Motion Form

Date : _____ Intended for Meeting/Committee (Date): _____

Submitted by (Individual or Committee Name): _____

Agenda Item Short Title _____

Motion (Worded Precisely): "I move..."

Board Orientation

BOARD ORIENTATION is the process to inform directors of their roles and responsibilities. Ultimately, the board is responsible for the organization. A good orientation begets good board members --- plan it carefully.

Without orientation, directors may have misconceptions or not understand their roles. While some boards feel an annual orientation might be excessive, the yearly discussion highlights organizational changes, increased expectations on boards, and focuses on goals and programs of work.

Orientation can be delivered in a morning or afternoon session, or may include a multi-day retreat.

The executive director and senior board members should be involved in planning and delivery.

Use legal, insurance and accounting experts for additional speakers.

Include the entire board and consider inviting committee chairs and prospective leaders.

Divide the information into four parts: (1) about the organization, (2) board roles, (3) risk management, and (4) strategic direction.

New directors will appreciate a special invitation to the offices or a visit with the CEO to ensure they have an understanding of the organization.

Supplement orientation with a leadership manual that includes the information volunteers will need for a successful year --- including advice on antitrust avoidance, rules of order, conflicts of interest, public documents, budgets, strategic plan, etc.

Resources: ABC's of Parliamentary Procedure by Channing Bete; Board Responsibilities laminated guide by Bob Harris, CAE; and The Perfect Board book by Cal Clemons, CAE

Orientation



- 30% - About the Organization
- 30% - Board Roles
- 15% - Risk Management
- 25% - Strategic Direction

Document Reference File

- Bylaws
- Code of Ethics
- MLS Rules & Regulations
- Computer Training
- Indoctrination



Pensacola Association of REALTORS, Inc.
107 WEST MAIN STREET • PENSACOLA, FLORIDA 32302 (850) 434-5507

Sponsor Opportunity Menu

Organizations often supplement their budgets by soliciting suppliers for sponsorships and advertising income.

The **SPONSOR OPPORTUNITY MENU** is a comprehensive approach to soliciting suppliers --- avoiding "nickel and diming" throughout the year.

Most corporate budgets are set in the prior year; thus it is advantageous to create the opportunity menu by the third quarter for the next year's activities.

Creatively package events, publications, themes and levels of involvement to increase interest and opportunities.

Strategically design opportunities that meet supplier needs.

Promote levels of involvement to "up-sell" opportunities.

Remember the tax distinction between advertising and sponsorship income; be careful how it is promoted.

Mix and match activities; for example advertising, speaker sponsorship, VIP registration and website banner.

Provide all the details; don't make suppliers call for more information

<i>Corporate Underwriter Information</i>						
Corporate Underwriter Level	Affiliate	Founda- tion	Keystone	Capital	Cornerstone	
Exclusive Benefit	\$500	\$1,000	\$3,000	\$5,000	\$10,000	
Identification on signage displayed at all and events	*	*	*	*	*	
Identification on signage at the	*	*	*	*	*	
Annual private mailing recognizing	*	*	*	*	*	
Invitations to local and state seminars, Conferences and social events	*	*	*	*	*	
Subscription to official Newsletter of , the	*	*	*	*	*	
Listing in directory as an Underwriter	*	*	*	*	*	
Opportunity to circulate literature at chapter meetings		*	*	*	*	
Free access to mailing (once a year)			*	*	*	
Underwrite an event for Young Architects Forum			*	*	*	
Choose from the following events as indicated:		Choose 2 of the following	Choose 1 of the following			

	\$ 1,000
	\$ 1,000
	\$ 500
	\$ 125

Annual Members' Day & A "Tasteful Affair" Legislative Reception

- ☐ Luncheon Partner (Exclusive) **SOLD** \$ 2,000
- ☐ "A Tasteful Affair" Reception Partner \$ 425

Food Safety Education

- ☐ Exclusive Title Partner \$ 8,000
- ☐ Co-Partner (2 offered) \$ 4,000 each

Alcohol Server Compliance Education

- ☐ Exclusive Title Partner **SOLD** \$ 8,000
- ☐ Co-Partner (2 offered) \$ 4,000 each

Partner Business _____ **Partner Commitment Sub-total \$** _____

Policy Statement

POLICIES supplement the governing documents of an organization. They represent the recommended course of action set by an organization's governing body.

The bylaws and articles of incorporation should remain broad in scope; the policies interpret and define the specifics for governing the organization.

The board of directors must approve policies. Thus, all policies begin as motions and are recorded in the board meeting minutes. Eventually they are transcribed from the meeting minutes to a policy manual.

Policy Development Process



Policies have little value if board and staff are not familiar with their existence.

As issues arise the board considers if existing policies are adequate, need amending or if a new policy should be adopted.

Policies may not conflict with the existing governing documents.

Use legal and accounting counsel for policy development, as well as a search of similar organization policies.

Policies are approved by a motion of the board. In archiving policies, it is wise to reference the date of the meeting in which the policy was adopted.

When policy manuals become burdensome with too many policies, consider the sunset process when a task force recommends elimination and changes.

Most policies result in staff developed procedures (not to be confused with the policy itself.) Thus a policy on board reimbursement might result in procedures on submission, a standardized form, and deadlines, for example.

Policy Template
Title:
Policy Statement
Date of Adoption and Amendment:

Mission Statement

An organization's **MISSION STATEMENT** communicates its reason for existence. It should complement the IRS submitted "statement of purpose," communicating a concise, compelling image.

It is a board responsibility to determine and advance the organization's mission. The strategic planning retreat is when a board reviews, affirms or updates the statement. Leaders and staff should be able to easily articulate the mission.

Most statements answer three questions: Who we are, whom we serve, and what we offer.

An organization that cannot find its mission statement should reference the IRS Form 990 to reference the "statement of purpose," as well as the preamble to the bylaws and articles of incorporation.

Contemporary mission statements are 15 to 25 words --- conveniently fitting on the back of a business card and the bottom of a meeting agenda. Let clarity determine length.

The primary audience – persons served by the organization – should be near the start of the statement. If a secondary audience is identified, (i.e. for the benefit of the public, enhancing the community, suppliers), identify it in the latter part.

Omit references to history or successes; those should be communicated in narratives about the organization.

Do not mistake mission with a vision statement (long-term desired outcome as a result of accomplishing the mission) nor a values statement (principles for governing and managing the organization.)

Promote the mission statement often: on the front page of a website, in the conference room, on coffee mugs and on the back of name tentcards, for instance.

Be cautious not to broaden the mission statement reviewed by the IRS; potentially endangering tax-exempt status

"The Society serves as a leading component, committed to the diverse needs of members by providing and pursuing excellence in advocacy, community service and education"

"The Association is the unrelenting advocate for physicians, ensuring health for all citizens."

"The Chamber helps its members grow and prosper by building relationships, developing their employees, promoting best practices, and by effective political involvement."

Brand Platform

A BRAND PLATFORM is combination of statements that communicate a clear image of the organization.

The make up of a brand platform will vary, though most have the following elements:

- **Mission Statement**
- **Vision Statement**
- **Values Statement**
- **Tagline**

It should inform *internal* (i.e. members, stakeholders, donors) and *external* audiences (i.e. consumers, media, government, allied organizations) about key information and how the organization is distinct. It helps volunteer leaders communicate and maintain a broad perspective.

Print on card stock or laminate to extend its shelf life and usage.

The mission is the purpose or reason for existence. It should identify the organization, whom it serves and what it offers.

The vision is the longer term, compelling message as to what success will look like when the organization reaches its mission.

Values are the organization's guiding principles for board and staff.

The tagline is a short, memorable statement.

Include contact information so interested persons can easily reach the organization.

Brand Platform



Mission

Facilitate growth and prosperity by building networks, developing workforce, promoting best practices and lobbying effectively.

Vision

The preeminent resource for 100 percent of the businesses and persons in the profession.

Values

In addition to the organization's code of conduct, the following values guide our board and staff.

- Compassion
- Diversity
- Ethics and Integrity
- Prosperity

Tagline

Shaping our communities.

Contact

State Headquarters
123 Our Street, Yourtown USA
or visit our website at www.fictitiousurl.com.

Meeting Minutes

MEETING MINUTES are the permanent record of what took place at official meetings of a board or committee. They report on the actions, or lack of actions, of the board. (Their purpose is not for recording who said what nor extensive note taking.)

When approved by the board, the minutes have significance for use as evidence or defense. Don't put anything into the minutes that would embarrass the organization - realizing that minutes can be used in an investigation.

Good executives ensure that minutes are properly drafted, approved, and retained. If a volunteer is responsible for recording the minutes, carefully review them for content and format.

Develop a standard format for all board and committee meetings.

Identify the name of the organization, location and type of meeting; include all the persons in attendance, including guests.

Record the time the meeting started and ended.

Include self-serving statements such as, "A quorum was present," "The board carefully reviewed the financial statement," "No conflicts of interest were reported," "An antitrust statement was provided at the start of the meeting."

Identifying the name of the motion maker is optional in most cases.

Avoid the mistake of recording every comment. Minutes are a record of actions - not a record of everything said.

Legal counsel should review minutes prior to distribution.

Organization of Professionals

May 2, 2009 – San Antonio, TX

Board of Directors Meeting

Called to order at 9:45 am with a quorum present, including the following persons in attendance: alal ajdj, aldkj amama, alala mmml, alal mm, alal jjjjj, and alalalal kkk.

The chairman confirmed no directors had any conflicts with the official agenda.

A motion was made, seconded and passed to accept the financial report as presented by the Treasurer.

A motion was made and seconded to increase member dues. After a hearty discussion, the motion failed.

The next meeting date and location were announced.

Upon a motion of the board, the meeting adjourned at 1:45 pm.

Meeting Minutes

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Committee

The function of a **COMMITTEE** is to assist the board and staff with programs and activities that advance the organization's mission and goals.

The **STANDING COMMITTEES** are identified in the bylaws and have a perpetual existence --- aligned with the current chief elected officer's term of office. **AD HOC COMMITTEES** and task forces are appointed as needed; disbanding upon completion of their work with a narrowly defined scope. Special interest groups are another committee form.

In most cases, the president or the board appoints committees. Committees are a good way to identify and develop future leaders.

Committees should have a clear *purpose statement* defining their scope of work.

Committee charges are assigned annually by the board president; delegating tasks that will advance the strategic plan.

Appoint a chair *and* a vice chair to serve, in the absence of the chair. Committees should have linkage with the board through a staff or board member liaison.

Meeting should have agendas to ensure the best use of volunteer time and outcomes.

Meeting minutes are essential and suggested by the IRS for committees "with authority." Maintain a notebook of minutes and supporting documents to pass on to successive committee leaders.

Periodically align committees with the strategic goals; eliminating unneeded committees.

Committees cannot assume authority (i.e. contracts, expenditures, spokesperson) without receiving explicit authority from the board.



Committee Meeting Minutes

Committee Name _____

Date: _____ Chairman: _____ Vice Chair: _____

Committee members:

Discussions:

Actions/Motions:

Submitted by _____ Date _____

Succession Plan

A SUCCESSION PLAN is a document that guides the governing board in planned or emergency departure of the chief executive officer or other key positions.

Planned succession is the retirement process of an executive director; *emergency* succession is unanticipated. A single document can address both aspects.

The goal is a seamless continuation of operations. The board has a responsibility to consider "what if we were without our CEO." Conversely, the CEO should keep the board informed of succession-retirement timelines and processes.

While the conversation of "who will take over when you leave" may seem harsh, in reality it is a compliment to recognize the value of the CEO and desire to protect him or her, and the organization.

Divide the plan into two parts: Planned and emergency succession.

The board and CEO must agree on the roles, responsibilities and values of the position, committing them to writing to guide the search for a replacement.

Determine who and how the search process will be managed. Who will have authority (interim director) during the succession.

Ensure that officers have access to the plan by providing a copy to the chief elected officer, and/or the board attorney or accountant.

An update of the succession plan should be a part of the annual performance review.

Succession Plan

Introduction – Purpose Statement

In order to ensure consistent coverage of key personnel duties and ongoing operations without interruption, the Board of Directors has adopted the following procedures and policies....

Part I – Planned Succession

A planned succession is a dialog and full awareness of anticipated transition between the job holder and the Board of Directors. There shall be agreement in writing of timelines, resources and processes among appropriate persons and the Board of Directors.....

Part II – Emergency Succession

An emergency absence is one in which essential personnel are unable to return to work for the short or long-term. An acting director will be appointed to consult with the Board. The Board or a designated group will be responsible for seeing that operations continue without interruption until a temporary or permanent replacement is appointed or hired.....

Security and Authority

The security of the resources of the organization shall be a priority of the Board of Directors. The succession plan document shall be safeguarded with a copy provided to the organization's accountant and/or attorney...

Adopted by the Board Date _____
Amendments _____



This book is dedicated to the tireless work of the leaders and staff of associations in the United States and abroad. Without their efforts, many individuals, companies, and professionals would not be able to grow as well as they could in our economy.

We hope that this book touches many nonprofit volunteer leaders as they prepare on their journey to make better their community, profession, or industry.