



NORTH CAROLINA



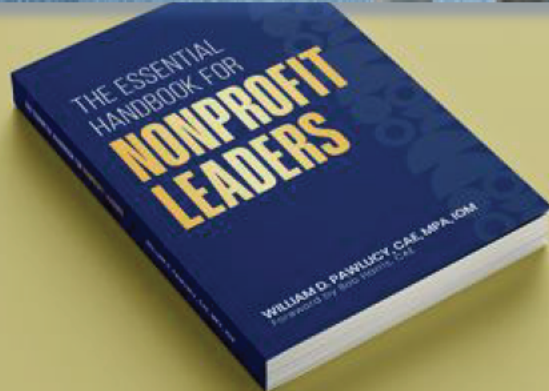
United States Tennis Association North Carolina Board Primer

29 September 2023

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What about Bill?

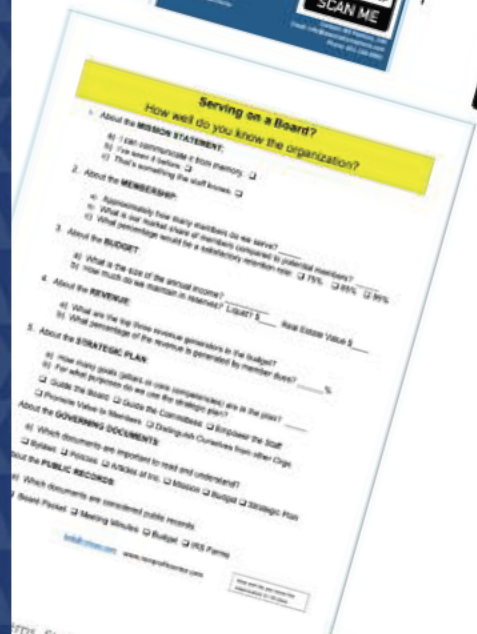


- Charleston, South Carolina
- CAE – ASAE
- US Chamber – IOM
- Jordan, Palestine, Lebanon, Turkey, Nigeria, Tunisia, Georgia, etc.
- Author



- www.AssociationOptions.com

Resources via QR Codes – 18!



THE ESSENTIAL
HANDBOOK FOR
**NONPROFIT
LEADERS**

WILLIAM D. PAWLUCY, CAE, MPA, IOM
Foreword by Bob Harris, CAE

Topics

Key Topics



Effective Boards



Board and Staff Relationships



Strategic Plans

Nonprofits in the USA

- **1.7 million nonprofit boards.**
 - USA Associations 155,000
 - Chambers of Commerce 7,200

Risk Awareness

“I wish someone told me!”

Chapter 10, *Understanding Legal and Risk*, Page 219 - 244

Authority to Exist

State corporate law.


Failure to renew.

Proof of annual meeting.

Annual business filing.



The screenshot shows the official website of the Secretary of State, Elaine F. Marshall. The page displays search results for a Non-Profit Corporation. The legal name is redacted with a black box. Below the name, there is a section titled "Information" which lists the following details: SoslId (redacted), Status: Current-Active, Date Formed: 3/31/2005, Citizenship: Domestic, Annual Report Due Date, and Registered Agent (redacted).

 **Secretary of State**
Elaine F. Marshall

[Home](#) [I Want To... ▾](#) [Divisions ▾](#)

[Secretary of State](#) » [Business Registration](#) » [Search](#) » [Results](#) » Non-Profit Corporation

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Non-Profit Corporation

Legal Name
[REDACTED]

Information

SoslId: [REDACTED]
Status: Current-Active ⓘ
Date Formed: 3/31/2005
Citizenship: Domestic
Annual Report Due Date:
Registered Agent: [REDACTED]

Public Records

1. Form 990 (3 years)

2. Letter of Determination

3. Application Form 1023 - 501(c)(3)

Organizations organized and operated exclusively for religious, charitable, scientific, testing for public safety, literary, educational, or other specified purposes and that meet certain other requirements are tax exempt under Internal Revenue Code Section 501(c)(3)

Form **990** 0047
2021
 Open to Public Inspection

Department of the Treasury

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations) Do not enter social security numbers on this form as it may be made public.
 Go to www.irs.gov/Form990 for instructions and the latest information.

A For the **2021** calendar year, or tax year beginning **01-01-2022**, and ending **12-31-2022**

B Check if applicable:
 Address change
 Name change
 Initial return
 Final return/terminated
 Amended return
 Application pending

C Name of organization
 Doing business as
 Number and street (or P.O. box if mail is not delivered to street address) Room/suite
 City or town, state or province, country, and ZIP or foreign postal code

D Employer identification number
 E Telephone number
 G Gross receipts \$ 405,504

F Name and address of principal officer:

H(a) Is this a group return for subordinates? Yes No
H(b) Are all subordinates included? Yes No
 If "No," attach a list. See instructions.
H(c) Group exemption number ▶

I Tax-exempt status: 501(c)(3) 501(c) () (insert no.) 4947(a)(1) or 527

J Website: ▶

K Form of organization: Corporation Trust Association Other ▶

L Year of formation: 2005 **M** State of legal domicile: NC

Part I Summary

1 Briefly describe the organization's mission or most significant activities:

2 Check this box if the organization discontinued its operations or disposed of more than 25% of its net assets.

3 Number of voting members of the governing body (Part VI, line 1a) **3**

4 Number of independent voting members of the governing body (Part VI, line 1b) **4**

5 Total number of individuals employed in calendar year 2021 (Part V, line 2a) **5**

6 Total number of volunteers (estimate if necessary) **6**

7a Total unrelated business revenue from Part VIII, column (C), line 12 **7a**

7b Net unrelated business taxable income from Form 990-T, Part I, line 11 **7b**

	Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h)		
9 Program service revenue (Part VIII, line 2g)		
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)		
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)		
14 Benefits paid to or for members (Part IX, column (A), line 4)		
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		
16a Professional fundraising fees (Part IX, column (A), line 11e)		
b Total fundraising expenses (Part IX, column (D), line 25) ▶		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)		
19 Revenue less expenses. Subtract line 18 from line 12		
20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
21 Total liabilities (Part X, line 26)		
22 Net assets or fund balances. Subtract line 21 from line 20		

Public Record? 990 Part 2,

Policy Management

Part VI Governance, Management, and Disclosure. For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions. Check if Schedule O contains a response or note to any line in this Part VI <input checked="" type="checkbox"/>		Yes	No
Section A. Governing Body and Management			
1a Enter the number of voting members of the governing body at the end of the tax year. If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.	1a	1 0	
b Enter the number of voting members included in line 1a, above, who are independent.	1b	1 0	
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		No
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3		No
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		No
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	5		No
6 Did the organization have members or stockholders?	6		No
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a		No
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b		No
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:			
a The governing body?	8a	Yes	
b Each committee with authority to act on behalf of the governing body?	8b	Yes	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O.	9		No
Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)			
10a Did the organization have local chapters, branches, or affiliates?	10a		No
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b		
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes	
b Describe on Schedule O the process, if any, used by the organization to review this Form 990.			
12a Did the organization have a written conflict of interest policy? If "No," go to line 13.	12a	Yes	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe on Schedule O how this was done.	12c	Yes	
13 Did the organization have a written whistleblower policy?	13		No
14 Did the organization have a written document retention and destruction policy?	14	Yes	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a The organization's CEO, Executive Director, or top management official	15a	Yes	
b Other officers or key employees of the organization. If "Yes" to line 15a or 15b, describe the process on Schedule O. See instructions.	15b		No
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		No
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Conflict of Interest

- **ANNUAL** disclosure
- Regularly monitor – “**Does anybody have a conflict with anything on today’s agenda.**”
- Record in the **meeting minutes.**

Whistle Blower Policy

- Adopted by the Board, in the policy manual
- Included in the HR Manual
- Lines of Authority

Antitrust – a \$10 Million Case

Antitrust & Competition Nonprofit Organizations March 16, 2009

FTC to Associations: Lack of Antitrust Compliance Can Facilitate Coordination and Violate the FTC Act

by F

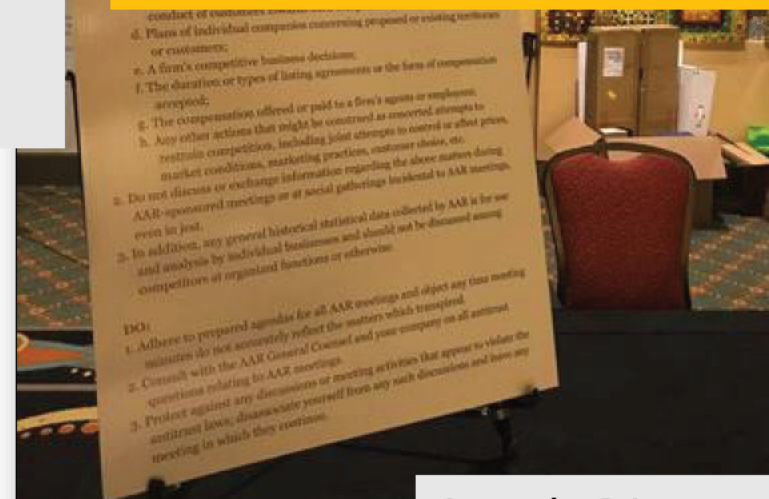
Jail time – 10 years

Individual Fines – up to \$1,000,000

Corporations – up to \$100,000,000 (trustee)

prices or competition. Failure to adopt customary antitrust compliance measures, coupled with discussions of pricing policies, might constitute an “unfair method of competition” in violation of the FTC Act.

Antitrust laws are rules that promote fair competition and prevent organizations, including nonprofits, from engaging in practices that could harm competition and consumers. For nonprofits, it **means avoiding activities like price-fixing, colluding with competitors, or monopolizing a market.** By complying with antitrust laws, nonprofits can ensure they operate ethically and foster healthy competition within their sector.





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CONFLICTS OF INTEREST

There is a fiduciary duty to disclose any conflict or potential conflict of interest at the meeting. Should a conflict arise, please inform the CEO.

ANTITRUST AVOIDANCE

State and federal laws prohibit the exchange of information among competitors regarding matters pertaining to price, refusals to deal, market division, tying relationships and other topics which might infringe upon antitrust regulations. No such exchange or discussion will be tolerated during this meeting or in informal discussions during breaks, meals or social gatherings.

CONFIDENTIALITY

Meeting discussions and handouts are for the purpose of discussion and deliberation. Please respect confidentiality after the meeting and recognize the CEO is the spokesperson for the board unless otherwise specifically indicated.

Board of Directors Meeting Agenda

November 28, 2018

Call to Order

Kimberly Lease

Invocation and Pledge of Allegiance

Edward Oswald

Consent Agenda

Association Reports

[Minutes](#)

[By the Numbers](#)

[Financials](#)

Committee/Staff Updates

[Government Affairs Report](#)

[Professional Standards Report](#)

[Programs and Events](#)

MLS Reports

[CTMLS Minutes](#)

Correspondence

[Thank you Note](#)

[Dewitt King Memorial](#)



Policies

Developing Policies to Guide the Organization,
Board and Staff

Introduction to Policy Development
Rationale & Importance of Policies
Sample Policies

Association Options, Inc.
www.AssociationOptions.com
Contact: Bill Pawlucy, CAE
Email: Info@associationoptions.com
Phone: 651-236-0901



Demonstrate Fiduciary Duties in the Minutes

May 2023
bob@rchcae.com

Motions Supporting Fiduciary Duties Bob Harris, CAE

In March (2023) the Silicon Valley Bank collapsed. In April the Federal Reserve published a 118-page autopsy on the causes of the failure.

The Fed's first paragraph reads, "Its board of directors failed to oversee senior leadership and hold them accountable!"

In associations and chambers, some boards seem unaware of how motions can protect the organization.

Keep in mind the board acts as trustees of the organization and fiduciaries on behalf of the members. Review your board minutes to see if evidence exists of the board's fiduciary duties.

Reading board meeting minutes, one may find more tactical than strategic motions. For example, painting the conference room or selecting the entertainment at the annual meeting. Tactical motions are often lower-level program details or directives to the staff. Most tactics do not require a board motion.

I've heard directors say, "We see the budget every year, but we didn't know it is important to approve the budget and record the action in the minutes."

Boards should be aware of their duties in compliance, risk management practices, and internal controls.

This list is to help the board avoid omissions in governance. It is not intended to be comprehensive. Rely on legal, accounting and insurance counsel.

Motion	Purpose
Budget	Proof that the board reviewed and approved the budget.
Financial Statement	Motion to accept the financial report, having had opportunity to discuss.
Policies	Policies are the wisdom of the board; they are approved by motions.
Amendments	Amendments or recommendations to amend the bylaws require a board motion.
Government Positions	The board usually approves recommendations made by a Government Affairs Committee or lobbying staff.

Motion	Purpose
Minutes	The board motion indicates that the minutes are accurate.
Consent Agenda	Reports that were circulated in advance of the meeting should have a motion to accept as presented.
Auditor	The board selects the financial auditor, indicated by a motion in the minutes.
Audit	The board reviews and makes a motion to approve.
IRS Form 990	For exempt organizations, the IRS expects the governing body to see Form 990 prior to submission. While the board does NOT approve the report, the minutes should reflect they have had an opportunity to review.
Conflicts of Interest	Conflicts of interest should be noted in the minutes.
Confidentiality	Reminders about who speaks for the board and confidentiality of discussions and documents may be noted in the minutes.
Antitrust Avoidance	The fine for price fixing, bid rigging or boycotting for example, may run to \$10 million. Noting in the minutes that notice was given may potentially protect the board.
Strategic Plan	Associations and chambers tend to update a strategic plan every three years. A board motion to approve the strategic plan ensures future leaders understand its importance.

This list of motions can serve as a guide for nonprofit boards to ensure they are fulfilling their trustee and fiduciary responsibilities. By recording these motions in the minutes, boards can provide evidence to members and stakeholders that they are fulfilling their governing duties.

Meeting Minutes

1. NO Audio (or Video) Recordings
2. No Side Bar Conversations
3. Distribution Policy
4. **Committee Minutes, too.**

Meeting Minutes Content

1. Date, time, and location.
2. List of attendees, including the names of those present and absent.
3. Approval of previous meeting minutes (if applicable).
4. Summary of discussions, decisions, and actions taken.
5. Motions made and their outcomes (approved, rejected, tabled, etc.).
6. Next steps and action items, along with responsible parties and deadlines.
7. Any conflicts of interest declared during the meeting.
8. Adjournment time.

RISK AWARENESS

Every nonprofit board of directors and staff have a responsibility to protect the organization. Risk management includes awareness of potential risks, avoidance or mitigation of the risks, and continuous monitoring. This guide is divided into six areas to improve awareness in associations, chambers and nonprofits. *Be certain to rely on legal, accounting and insurance counsel for advice.*

Finances and Assets

A common risk is loss of funds or assets. The IRS requires losses be reported as "diversions." There are many safeguards for protecting assets.

- ✓ Diversions, theft of assets.
- ✓ Audit process and frequency.
- ✓ Safeguards in place.
- ✓ Credit card usage – PCI.
- ✓ Budget adoption process.
- ✓ Financial reports regularly.
- ✓ Form 990 filing with IRS.
- ✓ Transparent processes.
- ✓ Savings and investments.
- ✓ Subsidiary organizations.
- ✓ Reimbursement processes.
- ✓ RFPs and bid processes.
- ✓ Operating ratios.
- ✓ Public dollars (income).
- ✓ Sponsorship or advertisement, unrelated business income tax (UBIT).

UBIT – Federal income tax on activities outside of the mission, commonly applied to advertising, rent and royalties.

Management and Administration

A nonprofit is required to submit state and national filings. Having employees requires compliance with labor laws.

- ✓ Personnel manual.
- ✓ Whistleblower policy.
- ✓ Software licenses.
- ✓ Business license if applicable.
- ✓ Charitable solicitation

Charitable Solicitation – More than 40 states have a requirement for organizations soliciting funds from persons they do not have an existing relationship to be registered.

- registration.
- ✓ Apparent authority, speaking.
- ✓ Fraternalization, harassment.
- ✓ Alcohol served at events.
- ✓ Agreements, contracts, MOUs and leases.
- ✓ Annual business meeting.
- ✓ Record retention, document destruction.
- ✓ Cyber security, hacking.
- ✓ Sales tax collection, reporting.
- ✓ Filing articles of incorporation.

- ✓ Compensation levels.
- ✓ Performance reviews.
- ✓ Lobbyist registration, ethics requirements.
- ✓ PAC filings.

Boards and Committees

Good governance includes certain disclosures, protocols and confidentiality.

- ✓ Authority to speak for the organization.
- ✓ Antitrust avoidance, measures.

Antitrust - Relating to legislation preventing or controlling trusts or other monopolies, with the intention of promoting competition in business. Fines can run to \$1 million.

- ✓ Stationery and business cards.
- ✓ Sign-in sheets.
- ✓ Meeting minutes.
- ✓ Disclosure of conflicts.
- ✓ Public records and requests
- ✓ Electronic, virtual meeting notices and votes.

- ✓ Amendments to governing documents.
- ✓ Guests attending meetings, protocols.
- ✓ Confidentiality of documents and discussions.
- ✓ Meeting recordings.
- ✓ Ex-officio directors.

Ex-Officio – A person who serves by virtue of holding a position on another organization, stature or experience. Bylaws will indicate whether or not they have a vote.

- ✓ Quorums.
- ✓ Behaviors and conduct.
- ✓ Annual review of IRS Form 990.
- ✓ Protections for board and committees:
 - Volunteer Immunity
 - Directors and Officer Insurance (D & O)
 - Indemnification
 - Corporate Veil

Membership

The IRS sets expectations for notice to members.

- ✓ Voting on, approval of members.
- ✓ Notice of % direct lobbying.
- ✓ Charitable donation notice.
- ✓ Endorsement, preferred vendors.

- ✓ Associate, supplier members.
- ✓ Defamation, libel.

Approving Members – Though some bylaws call for the board to approve new members, the action should simply be an acceptance of the membership report without commenting on each member with an acceptance or rejection.

Communications

With more newsletters posted on the internet it is important to be cognizant of potential risks.

- ✓ Social media and listservs.
- ✓ Copyright violations.
- ✓ Licensed, copyrighted materials.
- ✓ Photo release.

Protections

There are methods to protect against risks. When good policies and procedures are applied the exposures may be reduced. Risk management begins with awareness and avoidance.

The federal **Volunteer Protection Act** of 1997 (the VPA or the Act) aims to promote volunteerism by limiting, and in many cases completely eliminating, a **volunteer's** risk of tort liability when acting for nonprofit organizations or government entities.

- ✓ Volunteer immunity.
- ✓ Access to legal and accounting counsel.

- ✓ Policies adopted by the
- ✓ Meeting sign-in rosters.
- ✓ Comprehensive board orientation, access to documents.
 - Mission Statement
 - Articles of Incorporation
 - Bylaws
 - Policies
 - Strategic Plan
 - Annual Budget and Financial Statements
- ✓ Insurance Coverages
 - General Liability
 - D & O Liability
 - Meeting Cancellation
 - Host Liquor Liability
 - Surety or Fiduciary Bond
 - Cyber Crime
 - Publishers Insurance

The laminated **Guide to Board Responsibilities** is available \$12 ea. or \$10 ea. for 6 or more + s/h

Email quantity, organization and street address to bob@rchcae.com or fax 850/297-2800

Also available, laminated:

- ✓ **Committee Responsibilities**
- ✓ **Guide to Strategic Planning**
- ✓ **Better Governance**

Seminars, Board Orientation, Strategic Planning by Bob Harris, CAE.

www.nonprofitcenter.com

RISK AWARENESS

2018 © RCH



SCAN ME

Board and Staff Roles

Chapter 3, *Building a Board of Directors*

Synergistic Relationship

AS STEWARDS OF THE ORGANIZATION, THE BOARD IS RESPONSIBLE FOR PROVIDING STRATEGIC LEADERSHIP, SELECTIVELY IMPLEMENTING THROUGH RESOURCE DEVELOPMENT, AND PROTECTING THROUGH OVERSIGHT. ON THE OTHER HAND, THE CHIEF EXECUTIVE IS RESPONSIBLE FOR IMPLEMENTING AN EFFICIENT AND EFFECTIVE PATH FORWARD, WITHIN BOUNDARIES, TOWARD THE STRATEGIC VISION IN WAYS THAT ARE RESPONSIVE TO STAKEHOLDERS. TOGETHER, THEY STEER THE ORGANIZATION TOWARDS SUCCESS BY GOVERNING WITH PURPOSE AND ACCOUNTABILITY.

William Pawlucy, CAE

High Performing Board



Char. Of a Strong BOD

Characteristics of a Strong Board



Know their roles and responsibilities



Focus on issues that make a difference



Pay attention to what goes on both inside and outside the organization



Agree on how to operate



Work as a team

High Performing Staff



Govern More - Manage Less!

**BOARD GOVERNS
STAFF MANAGES**

Boards are Responsible for Governance

To Govern is to Steer



Board Members

- steer through STRATEGIC LEADERSHIP, selectively implement through RESOURCE DEVELOPMENT, and protect through OVERSIGHT

Chief Executive

- IMPLEMENTS an efficient and effective path forward, within boundaries, toward the Strategic Vision in ways that are responsive to stakeholders



CLEAR CUT GOVERNANCE

The Board is the governing body responsible for
(1) Strategy, (2) Policy, and (3) Oversight

STRATEGY



Setting the strategic direction and vision. Advancing the organization's multiyear strategic plan

POLICY



Creating policies (internal) and positions (external) to benefit members and advance the mission

OVERSIGHT



Overseeing resource allocation, including adoption of the annual budget, and evaluating performance of programs, products, and services

The Executive Director is responsible for management of the organization, including staffing, physical office, protection of assets and other responsibilities associated with a corporate CEO.

Gavel-to-Gavel Authority

Gavel Drops

- Decisions Made

Gavel Drops...Again

- Board Business is done



"Without the resonance of the gavel uniting our actions, a board fragmented into individuals loses its symphony, drowning the crescendo of collective wisdom in a cacophony of disjointed notes." – William Pawlucy

We seek a community and culture that is respectful, comfortable, open, curious, inclusive, and kind. Community agreements help us identify concrete ways to create a cohesive and safe place to exchange ideas, enable us to interact more co-operatively, and keep us on track.

Our **COMMUNITY AGREEMENTS** are...



Engage to Understand	Give Space & Grace	Stories Stay, Lessons Are Shared
Acknowledge Backgrounds & Experiences	Respectfully Challenge (It's not personal)	Lean Into Discomfort
Examine the Past, Look to the Future	Present With Intent & Attention to Impact	Expect and Accept Non-Closure

AIA Oregon

CoEDI

Committee on Equity,
Diversity, & Inclusion

Auth to Govern

Authority to Govern

State Corporate Status

- “Not for Profit Corporation”

Federal Dept. of Treasury, IRS

- “Exempt from Federal Income Tax”
- Form 990 - Public Record



Trustee of a State Corporation



Secretary of State
Elaine F. Marshall

[Home](#)

[I Want To...](#) ▾

[Divisions](#) ▾

Non-Profit Corporation

Legal Name

The Eno Community Tennis Association, Inc.

Information

SosId: 1567570

Status: Current-Active ⓘ

Date Formed: 1/20/2017

Citizenship: Domestic

Annual Report Due Date:

Registered Agent: [Rochkind, Steven P](#)

Protections, Notes

Protections for the Board

Directors and Officers (D&O)

Incorporated

Volunteer Immunity

Indemnification

USTA CTA Insurance Programs



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[PLAY TENNIS](#) ▼

[COACH & ORGANIZE](#) ▼

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NATIONAL

CTA Insurance Programs

Many Community Tennis Associations (CTAs) across the country are faced with budget shortfalls forcing them to identify cost savings wherever possible, without eliminating key tennis programming and services for their community.

The USTA recognizes the need to identify low-cost solutions for community based organizations that promote and develop the growth of tennis. One of these solutions offered to eligible USTA Community Tennis Associations is the USTA Master Liability Insurance Program and the Directors & Officers and Employment Practices Insurance Program.

Each is a professional high quality insurance program offering substantial liability coverage with a discounted enrollment contribution. Read on to learn which program is right for your CTA.



Gov Docs

Governing Documents



Mission

(Purpose for existence; **IRS** submission)



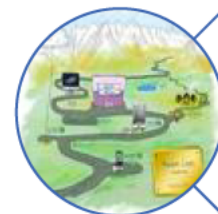
Policies

(Interpretation of bylaws, **wisdom** of prior boards)



Articles of Incorporation

(Relationship to **state** government)



Strategic Plan

(**Roadmap** for the organization.)



Bylaws

(Relationship between board and **stakeholders**)



Annual Budget

(**Financial** projection and position.)

Legal Responsibilities of a Board Member Trustee

Duty of Obedience

- Faithful to mission and goals
- Following the governing documents
- Gavel-to-gavel authority

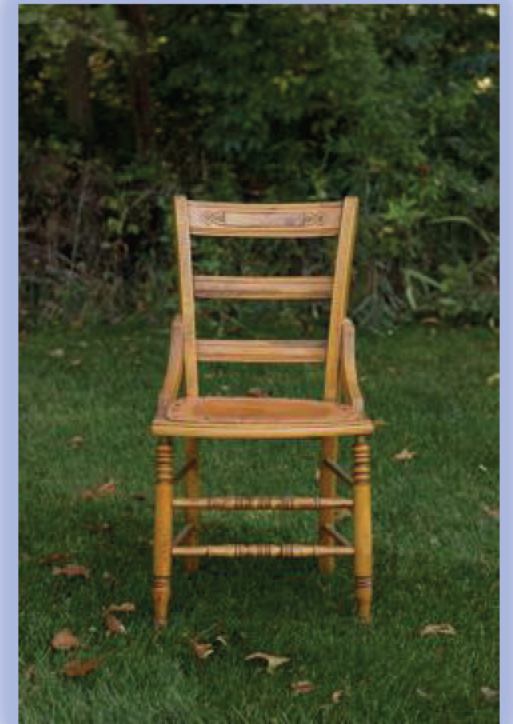
Duty of Care

- Good business judgment at all times
- Due diligence in decision-making
- Utilizes expert advice when needed

Duty of Loyalty

- Act in the best interest of the the organization and its stakeholders
- Avoid conflicts of interest
- The Board speaks with one voice

MISSING IN ACTION



Tips for Prez

THE "LONE WOLF" PRESIDENT OR TEAM PLAYER PRESIDENT

"LONE WOLF"

1. Decides without consulting others
2. Limited input from stakeholders
3. Less transparent communications
4. Dominant leadership style
5. Abrasive

TEAM PLAYER

1. Seeks input from others
2. Inclusive decision making
3. Values diverse perspectives
4. Transparent communication
5. Empowers the team
6. Nurturing

Board and Staff (contractor, consultant, etc.) Relationships

Please complete this phrase

The board is to the Executive Director
as _____ is to _____

Relationship

Govern More - Manage Less!

مجلس الإدارة يجب ان يحكم
اكثر و يدير اقل

Govern More - Manage Less!

Руководи больше,
управляй меньше!

Daha çox rəhbərlik et, daha az idarə et

ŞURA RƏHBƏRLİK EDİR,
HEYƏT İDARƏ EDİR

Govern More - Manage Less!

**BOARD GOVERNS
STAFF MANAGES**

Bob Harris, CAE
www.nonprofitcenter.com
355 Beard Street
Tallahassee, FL 32303 USA

An Effective Board and Staff Relationship

Applies to consultants and contractors...

Building a High Performing Team, P.165

Roles and Responsibilities

- Clear understanding of respective **roles and responsibilities** to avoid confusion and overlap
- Board **sets overall direction and policies**, staff carries out day-to-day operations

Planning and Implementation

- Board and staff **work together to develop a strategic plan** aligned with mission and goals
- **Staff implements plan**, board monitors progress

Interpersonal Communication

- **Regular communication** between board and CEO is essential
- **Regular meetings** to discuss progress, share information, and provide feedback
- **Open lines of communication** to address issues and concerns

Governance Structure

Board from ED Exp

What the Board Should Expect from the Executive Director

Strategic Information that will Assist the Board in Governance Roles

Proposals for Board Policy Changes

Identification of Issues that Need Board Attention

No Surprises

What the Executive Director Should Expect from the Board?

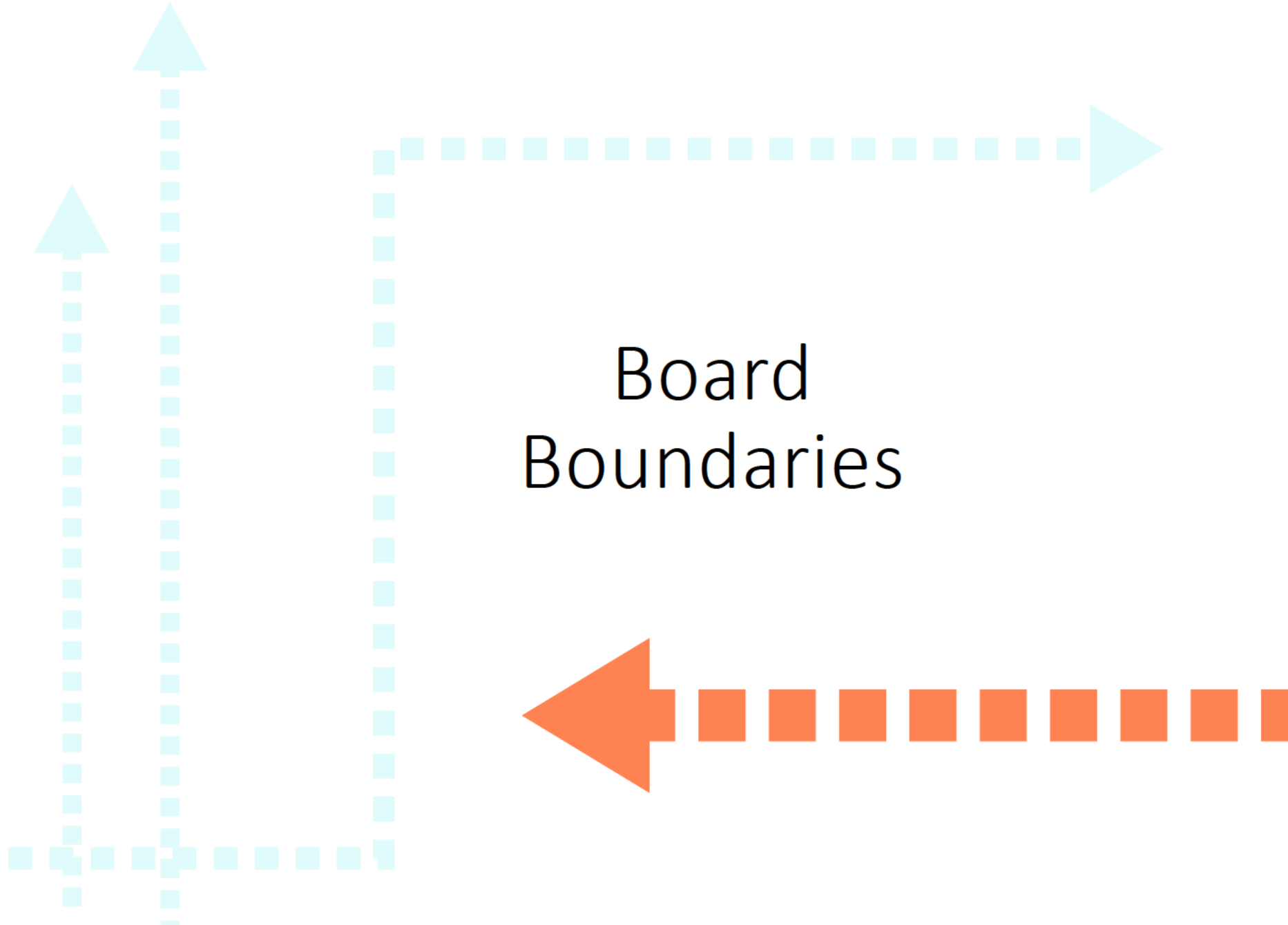
Timely and Clear Decision

Directors who are Informed and Prepared

Mutual Accountability

No Micro-Managing

A Board that Speaks with One Voice



Board
Boundaries

What is NOT the Board Director's Role (unless you have no staff)?

Staff hiring, firing and management

Day-to-day operations management

Daily financial management

Determining "how" to implement

Making individual decisions outside of, or that conflict with, Board decisions

Planning Succession

Cornerstone of Succession Planning

Foundation of Stability:
President, Vice-President,
Treasurer, Secretary



Coupled with **strong
Committee Chairs &
aligned staff roles**

Triggers

Succession Triggers

- Term Limits
- Resignations
- Retirements
- Performance Issues
- Skill Gaps
- Change in Strategic Direction
- Increased Member Demands
- Health or Personal Issues
- Lack of Engagement
- Crisis or Scandal
- Organizational Growth

Crafting the Plan – 3 Steps

Identifying the Skills

Commitment to Evolution

Creating a Timeline



Leadership Transition

This is a subject CTAs do not like to discuss but nevertheless is necessary – who is going to take over the CTA when the current leadership is ready to move on? It is important to know the expertise and timelines for your key personnel - president, treasurer, secretary, committee chairs and Board members - to plan for their departure. Establishing terms and term limits is a good start but CTAs need to go beyond the basics and create a pathway and education mechanism for transitioning leadership. [The Council of Nonprofits](#) website has suggestions for doing this successfully.

CTA Guide, Page 6 -Embrace Change



Recruit and Keep



Recruiting and Keeping Leaders

Why Should They Stay?

1. Mission
2. Recruiting Right
3. Clear Roles
4. Board Orientation
5. Meaningful Work
6. Regular Check-Ins
7. Recognition
8. Crystal Clear Communication
9. Clear Agendas
10. Shared Vision

Bonus – Committee Reports and Cookies

Altimeter



Move from antiquated hollow-u to working group setup

ALTIMETER OF GOVERNANCE

50,000'
Board
of Directors

25,000'
Committees

10,000'
Management



We are in the Weeds!



Volunteer Dev Tkit

Volunteer Development Toolkit



Volunteer Development

Tools and Resources for Effective Volunteer Onboarding and Training

Introduction
Successful Volunteer Recruitment and Recognition
Board and Committee Training
Board Self-Assessment
Sample Volunteer Promotion Flyer
Sample Job Descriptions
Sample Roles & Responsibilities
Sample Committee Charter

Association Options, Inc.
www.AssociationOptions.com
Contact: Bill Pawlucy, CAE
Email: Info@associationoptions.com
Phone: 651-236-0901

- Volunteer Recognition and Recruitment
- Volunteer Engagement Best Practices
- Board and Committee Training
- Board Self Evaluation
- Volunteer Promotion Sample
- Volunteer Experience Description
- Sample Job Descriptions
- Roles and Responsibilities
- Charters



Sample Pages

Sample

"Volunteering with the GAMA Foundation has been a highlight of my career. Where else could I have gained the greatest leadership experience and exposure to the industry? This was never a question." —James

"Volunteering with the GAMA Foundation not only changed my life, but it also allowed me to change the lives of others. I highly recommend it as a great opportunity to give back." —James

"The individuals I have met through the GAMA Foundation have been a source of inspiration and have helped me build my own business. Just as top leaders can make a difference in your agency, so can you." —James

"It's always difficult to find time to volunteer, but it's always worthwhile. We're grateful for what you did." —James

"Volunteering with the GAMA Foundation allowed me to meet some of the most successful business leaders in the industry. It has allowed me to gain valuable insights and connections." —Robert H. B.

We Have Opportunities In:

Marketing and Communications

- * Branding
- * Media
- * Relationship management
- * Newsletter and updates

Fundraising

- * LAMP conference
- * LAMP auction
- * Ambassadors and fundraisers
- * Company outreach
- * Individual outreach
- * Endowment
- * Matching gifts and upgrades

Research

- * Research and related projects

Volunteer Development

- * Recruiting volunteers to work on committees
- * Recruiting volunteers to assist with fundraising
- * Recognizing and supporting volunteers



We Need Skills and Talents Such As:

Creative

- * Social media
- * Website marketing
- * Email campaigns
- * Video communications
- * Video promotions
- * Recruiting and developing volunteers
- * Team selling
- * Fundraising
- * Development and training

Writing

- * Writing scripts
- * Writing articles
- * Developing newsletters
- * Developing presentations
- * Editing and proofing

Publishing

- * Web design
- * Microsoft Publisher
- * Email HTML
- * PowerPoint presentations
- * Social media

Media

- * Video recording and editing
- * Video promotions
- * Video-based training
- * Podcasts

Communication and Relationships

- * Working with field leaders
- * Working with home office managers and executives
- * Contacting prospective donors



www.gamafoundation.org

Who Does What?



SCAN ME

Who Does What??? President vs. Director

Distinguishing the Role of a Director from the President

Responsibilities of the Board	Directors' Roles	President's Role
<p>1. Determine and Advance the Organization's Mission and Purposes</p> <p>A mission statement should articulate the organization's purpose for existence and the stakeholders it serves. It is the board's responsibility to create the mission statement and review it periodically for validity.</p>	<p>4. Conduct Organizational Planning</p> <p>As stewards of an organization boards must actively participate with the staff in an overall planning process and assist in implementing the organization's goals.</p>	<p>7. Determine, Monitor and Strengthen Programs and Services</p> <p>The board's role in this area is to determine which programs are the most consistent with an organization's mission, and to monitor their effectiveness.</p>
<p>2. Select the Executive Director¹</p> <p>Boards must reach consensus on the need for and job description of the executive director or AMC. The board undertakes a careful search process to find the most qualified individual for the position.</p>	<p>5. Build and Maintain Resources</p> <p>One of the board's foremost responsibilities is to provide adequate resources for the organization to fulfill its mission. The board should work in partnership with the chief staff executive to assist in developing annual budget and ensure that proper financial controls are in place. This is important in order to remain accountable to members.</p>	<p>8. Promote the Organization</p> <p>An organization's primary link to the community (constituents, public and media) is the board. Clearly articulating the organization's mission, accomplishments and goals to the public, and garnering support from important community members, are important elements of a comprehensive public relations strategy.</p>
<p>3. Support the Executive Director and Assess Performance in the Organization</p> <p>The board should ensure that the chief staff executive (CSE) has the support needed to further the organization's goals. The executive director, in partnership with the entire board, should decide how and when performance evaluations are conducted. Other performance measures may include managing the budget, evaluating the board, providing strategic input and agreeing on metrics.</p>	<p>6. Resource Management</p> <p>The board, in order to remain accountable to its donors and the public, and to safeguard its tax exempt status, must assist in developing the annual budget ensuring that proper financial controls are in place.</p>	<p>9. Ensure Legal and Ethical Integrity and Maintain Accountability</p> <p>The board is ultimately responsible for ensuring adherence to legal standards and ethical norms. Solid personnel policies, grievance procedures and a clear delegation to the executive officer of hiring and managing employees help ensure proper decorum. The board must establish pertinent policies and adhere to provisions of the organization's bylaws and articles of incorporation</p>

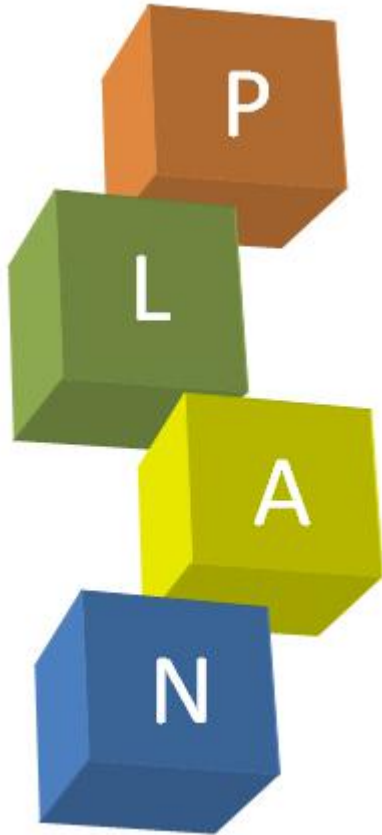
Strat Plans



Strategic Plans

Chapter Four: *Developing a Strategic Plan*, Pages 87 – 107

Why You Need a Plan



- Roadmap
- Succession of Leaders
- Committee Alignment
- Budget
- Allocation of Resources
- Staff Direction
- Public Awareness

**“Plans are worthless ---
but planning is
everything.”**

Eisenhower

Brand Platform

- **Mission Statement** – Purpose
- **Vision Statement** – Intended Outcome
- **Values** – Guiding Principles





Mission
(Purpose for existence)



Articles of Incorporation
(Relationship to state gov't.)



Bylaws
(Relationship to members)



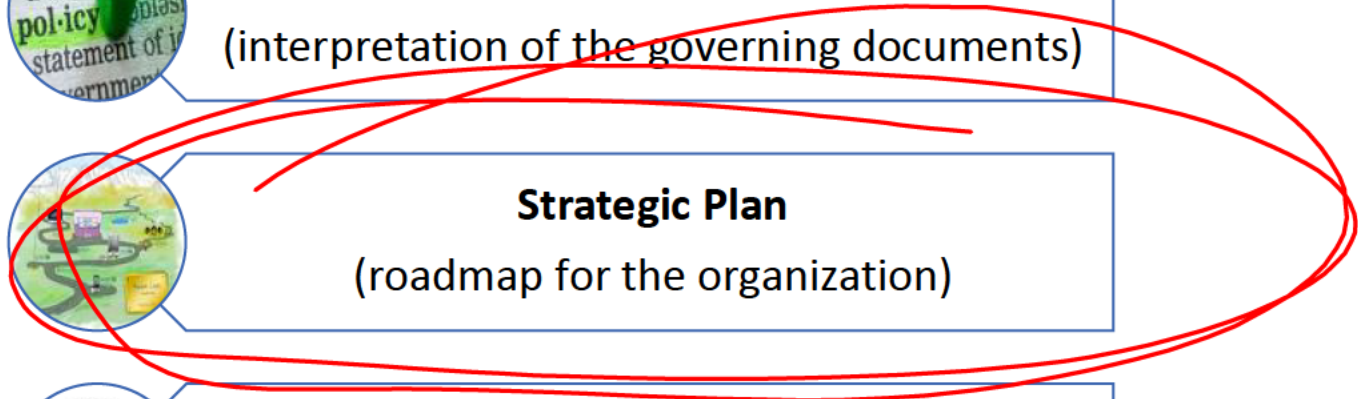
Policies
(interpretation of the governing documents)



Strategic Plan
(roadmap for the organization)



Annual Budget
(financial position)



Strategic Planning – Simple and Easy

- **Onsite Retreat (half to full day)**

- **Create Mission (all)**
- **Create Goals (all)**
- **Create Strategies (group)**
- **Performance Metrics (group)**
- **Report Out (all)**
- **Conclude**
- **Approve plan at next Board meeting or in between**

- **Virtual Process (2 Webinars)**

- **Create Mission and Goals (Webinar)**
- **Create Strategies and Performance Metrics (Webinar)**
- **Approve plan at next Board meeting or in between**

Planning Process

- Board Responsibility
- Facilitator
- 3 to 5 Goals
- Strategies, Programs and Priorities
- Performance Metrics
- Program of Work

Planning Trends

- Brief is better.
- Every 3 Years – **NOT annually.**
- Communicate Value to Stakeholders
- Strategic Plan “Champion.”
- Program of Work (staff and committees)

**Centre Region Tennis
Center**



2016-2020 Strategic Business Plan



<i>Goals</i>			
Growth and Expansion Achieve positive growth in established programs while introducing and rewarding new ventures.	New Events Organize and successfully run new events and offer free youth programs for under-resourced kids.	Philanthropic and Community Engagement Continue and enhance philanthropic efforts by supporting various community events and programs, and encourage more community participation through volunteering and donations.	Infrastructure Development and Improvement Focus on infrastructure by resurfacing existing courts and planning the completion/rebuilding of courts.
A	A	A	A
B	B		B
C	C	C	C
D	D	D	D

Sample Only

Committee Support Name tent and samples

<ul style="list-style-type: none"> ▪ Membership ▪ Program 	<ul style="list-style-type: none"> ▪ Events 	<ul style="list-style-type: none"> ▪ Fundraising 	<ul style="list-style-type: none"> ▪ Infrastructure ▪ Public Engagement
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Wyoming County Chamber of Commerce
2023 - 2025 Strategic Plan

Mission
The Wyoming County Chamber of Commerce is the advocate for the success and growth of our business community.

Vision
Serving a thriving community®.

<p style="text-align: center; background-color: #2e8b57; color: white; padding: 2px;">Business Prosperity</p> <p style="text-align: center; padding: 5px;">Facilitates opportunities, connections and provide resources to encourage the success of members.</p> <p style="text-align: center; padding: 5px;">Member Support Business Advocacy Events, Networking and Promotion</p>	<p style="text-align: center; background-color: #0056b3; color: white; padding: 2px;">Community Growth</p> <p style="text-align: center; padding: 5px;">Collaborate with organizations to improve the community and quality of life.</p> <p style="text-align: center; padding: 5px;">Leadership Development Community Initiatives Community Alliance</p>	<p style="text-align: center; background-color: #800000; color: white; padding: 2px;">Economic Vitality</p> <p style="text-align: center; padding: 5px;">Drives economic growth to benefit business and community prosperity.</p> <p style="text-align: center; padding: 5px;">Economic Development Workforce and Housing Business Development</p>
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Chamber Excellence

Maintain organizational capacity to make a difference.

Sustainability
Governance and Committees
Staffing Capacity

Contact us to learn more about the Chamber mission, Member benefits, meetings and networking events, sponsorships, and how to maximize the benefits of your Chamber investment.

WyCCC.com570.836.7755

IMPLEMENTING THE MOA STRATEGIC PLAN- BUSINESS PLAN 2013-2015

As Of Dec. 30, 2014 KEY: Green = In progress/Completed. Yellow = Initialized. Red = No progress.

GOALS AND STRATEGIES	Incoming President (Yr. 1) Cook 2012-2013	President (Yr. 2) Ford 2013-2014	President (Yr. 3) Hodge 2014-2015	Notes & Accountability Committee Assignments Desired Outcomes Key Performance Indications
1. THE MEMBERSHIP COMMUNITY				
A) Growth (Recruitment and Retention) – Develop strategies that increase market share ¹ and retain members.				Ongoing.
1) Market Share				
a. Clarify number of potential members and set metrics for growth and retention.				Work with Chris Balderson.
b. Identify changing needs of members; and why they may or may not join.				"Together As One" Campaign terminated May '14. Three new members from the campaign.
c. Membership Committee to develop a plan and set yearly metrics.				
	10% or 25 new members. Two new members as of 12/13.	"Together As One" Extended to 12/1/14. May-Oct. '13.		
B) Communications – Improve member understanding of MOA through improved communications and use of intelligent technology to improve processes such registration, postings, etc.				Ongoing. Evaluate, concentrate on methods. *New AMS 12/2/14 provides all for members.

¹ Current benchmark of 61.2% of potential members.

IMPLEMENTING THE MOA STRATEGIC PLAN- BUSINESS PLAN 2013-2015

1) Enhance two-way communications.				Ongoing. *New website 12/2/14 will enhance two-way communications.
2) Promote MOA history of achievements.				Online Website, Magazine, Seminars.
3) Utilize local societies for communications.				Implemented bi-monthly email from Communications Coordinator. '14
4) Improve use of Facebook and social media.				Ongoing. Steady increase in followers. Continuing integrating w/events, information.
5) Clarify differences in organizations, i.e. AOA, AOS, etc.				??
C.) Access to Information – Report value of access to information (i.e. employee contracts) and expertise (lobbyist, attorney, staff, leaders) as an exclusive benefit of membership.				Continue AOA PR process Ongoing in magazine, e-blasts and communications with members.
D.) Benefits and Services - Provide benefits and services to meet the career long needs of optometrists and practices.				Continue MOA communications/social media/ AOA promotion of EyeCare, AOA Eye) to members – resources.
1) Develop, package and promote benefits and services that recognize the varied work settings of optometrists.				James Hardie, OD developing "Real Eyes" program. Dr. Adam Goff joining Hardie to assist (12/14). Ongoing.
2) Recognize the unique and varied needs of optometrists as they transition in their career from student to retirement.				Ongoing. AOA Excel
3) Provide publications, journal, directory, as resources for members.				Ongoing. Communications Director, PR Committee, The Michigan Optometrist and new Editing Committee (4/14.)
4) Provide training and support of para-optometrists, students, etc.				Paras joined MOA committees 2014.
	Ongoing Para CE w/ Fall Seminar.		Paras/students invited to join MOA committees	

MISSION: The Missouri Pharmacy Association (MPA) promotes and protects the role of pharmacists as the medication expert in patient care relationships, and as an integral part of the health care team.



VISION: Pharmacists at the forefront of care and community®.

ADVOCATE Represent the interests of pharmacy and the profession.	EDUCATE Provide opportunities to learn through MPA events and member connections.	PROMOTE Elevate public awareness of pharmacy and the association.	VALUE Deliver value and be indispensable to the pharmacy team.	LEAD Leading an association recognized as a model of excellence.
Strategies and Priorities				
A. Lobbying Influence B. Political Action Committee C. Pharmacy Grassroots Engagement D. Payment Protection Issues	A. Educational Opportunities B. MPA Annual Conference C. Career Advancement D. Wellness Series	A. Access to Care and Community B. Media and Public Relations C. Intellectual Property D. Introducing PCPharm®	A. Value and ROI B. Inclusion C. Endorsed Programs D. National Resources and Relations	A. Governance of MPA B. Finance and Resource C. Professional Staffing D. Marketing and Communications
Jerry Callahan	Kendall Guthrie	Curt Wood	Roxane Took	Koby Prater
<ul style="list-style-type: none"> ▪ Legislative ▪ Payment Task Force ▪ P-PAC relationship 	<ul style="list-style-type: none"> ▪ Continuing Education 	<ul style="list-style-type: none"> ▪ Professional Affairs ▪ Data and IP (Annie) 	<ul style="list-style-type: none"> ▪ Membership ▪ Value/ROI Task Force 	<ul style="list-style-type: none"> ▪ Nominating ▪ Executive ▪ End, Q&A

How can I help?
What questions remain?





ASSOCIATION OPTIONS

Contact Us

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Founder and CEO



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wpawlucy@AssociationOptions.com



OUR PHONE

651-236-0901



OUR WEBSITE

<http://www.associationoptions.com>