

Section

6 The Board of Directors

Working with a Board of Directors

Responsibilities of the President to the Board

Sample Job Descriptions

Guidelines for Preparing Minutes

*“A **good** leader inspires others to
have confidence in her/him.
A **great** leader inspires them to
have confidence in themselves.”*

WORKING WITH A BOARD OF DIRECTORS

A Board of Directors has responsibility for the club's operation, for stability, and for continuity. Effective Boards can mean the difference between member understanding and support of the club program, and member apathy. Boards that understand their role and fulfill their responsibilities effectively can make a significant impact in a club.

An effective Board enlists the collective wisdom of carefully selected members. Each member brings a unique knowledge, insight, skill and personal contacts. By working together a *synergism* takes effect. Separate ideas blend together to build a whole greater than the parts. An effective Board interprets programs and builds support for the club mission.

Members who feel needed and valued as Board members will experience personal growth and continue to be concerned and involved in the Altrusa club.

Obligations of Board members

Individuals who agree to serve on the club Board should do so with the understanding that there are obligations that accompany this position. Board members must be prepared:

- To consider the organization and all of its members with full honesty and reasonable efficiency
- To exercise great care, skill, and judgement
- To act out of good faith and deal fairly with the club
- To display highest loyalty, reasonable care, and business prudence in regard to the interests of the organization.

(Based on material by the Public Management Institute)

Selecting new Board members

Nominating committees have the obligation to make potential board members aware of what is expected of them as a board member. Potential board members might ask:

- What is expected of me?
- What am I going to get out of this?
- Do I have the time?
- Do I have the expertise?
- Am I comfortable with the group?

Board composition

The Board of Directors is composed of the president, president-elect (optional), one or two vice presidents, secretary, treasurer, immediate past president, and the number of directors specified in the club Bylaws. The club may decide to include a corresponding secretary and an assistant treasurer.

Responsibilities of Board members

Board members have an obligation to become thoroughly familiar with the organization before they assume their offices.

- Become familiar with all Altrusa printed materials. Especially the most current edition of the *International Bylaws and Policies*, *Altrusa Encyclopedia*, *Club Bylaws*, and *Club Policies*.
- Attend all Board meetings.
- Be familiar with the minutes of the Board and the Committee on which you serve.
- Be familiar with the club, District and International strategic plans.
- Understand the budgeting process including the General Operating Budget and the Service Project Budget (may be in Club Foundation).
- Monitor the community image of your club.
- Make certain your club is fulfilling all aspects of its not-for-profit and tax exempt status.

Duties of the Board

The duties of the Boards of Directors in all Altrusa clubs are very specific and is outlined in the *Encyclopedia*. They are:

- Determine club Policies in line with Local, District, and International Bylaws.
- Transact all club business otherwise assigned.
- Act upon all recommendations for membership.
- Supervise club activities.
- Fill vacant Offices between elections.
- Grant leaves of absence.
- Determine causes for, and initiate plans to correct, excessive member loss, and low attendance.
- Designate a place to deposit club funds.
- Approve expenditures of funds.

- Provide for the bonding of the treasurer(s) at club expense.
- Provide for annual audit of club books including Club Foundation if applicable.
- Advise club members of Board actions through the club newsletter and club meetings.
- For good cause, declare any Office vacant.
- Recommend the Operating and Service Budgets to the membership for approval.

A well prepared Board will have no difficulty executing these duties and moving the club forward. Members will also experience a sense of growth and understanding of Altrusa.

RESPONSIBILITIES OF THE PRESIDENT TO THE BOARD

As the elected leader of your Altrusa club you have many and varied responsibilities, but none as important as developing a positive relationship with your Board of Directors. It is important that team spirit be developed among the members of the Board of Directors. The members of the Board need to feel comfortable with one another. Your responsibilities to the Board fall under two categories:

Preparing your Board for their responsibilities

- **Supply** each Board member with a notebook containing:
 - *The Altrusa Encyclopedia*
 - *Membership Manual and Classification Guide*
 - *Altrusa Bylaws and Policies* (the very latest edition)
 - *Club Policies*
 - Copies of the International Long Range/Strategic Plan, District Strategic Plan and Local Club Strategic Plan
 - Set of job descriptions for each Club Officer
 - List of Board responsibilities (See this section of this handbook or the *Encyclopedia*.)

These notebooks should be kept as club materials and passed on each year to the successive Board members. Updating should be done as published.

- **Acquaint** each Officer with the responsibilities of the office. (Use either club job descriptions or the *Altrusa Encyclopedia* as a reference. Local club job descriptions are preferred as they include your club's responsibilities for each Office.)

- **Hold** a Board Orientation. Board members need to understand what is expected of them and the responsibilities of the actual Board of Directors. Even though each member knows the other members of the Board, one of your goals is to develop a team. With that in mind, do some type of ice breaker (you might ask each Board member to verbalize her/his dream for Altrusa in the coming year). This will allow the Board members to become better acquainted and develop more team rapport. Cover such things as:
 - Expenditures of club funds—what is the process used?
 - Budgeting—explain how the budgeting process operates.
 - Procedures for handling project requests.
 - Procedure your club uses for acting on recommendations for membership.
 - Procedure used in reporting board action to the membership.
 - Determine a regular meeting date for the Board.
 - Prepare your Board members to take on new leadership responsibilities in the organization.

A well prepared Board will be able to take on responsibilities and conduct business in much less time with a full understanding of what they are doing.

Board meetings

- **Prepare an agenda** for Board meetings and advance a copy to each Board member, if possible.
- **Preside at Board meetings** and follow approved parliamentary procedure.
- **Allow time for full discussion** of important business. Time spent in the Board meeting will speed the discussion during your club meeting.
- **Prepare the Board’s actions and recommendations** in concise and clear language before presenting them to the club for approval. This may be delegated to another Board member (often the secretary).
- **Give advance notice** of business to be considered by the club when the Bylaws so specify.
- **Review** the Club Bylaws and Policies once a year.

SAMPLE JOB DESCRIPTIONS

It is beneficial to provide the members of your Board with job descriptions. Make sure that you, as incoming president, update the job descriptions prior to taking office and localize them based on your club’s procedures. The samples on the following pages are included to help you in developing your club’s job descriptions. Remember every club has different expectations and these must be localized.

**Club president
sample**

POSITION: Club president

ELECTION: Automatically assumes office as president if served as president-elect in prior year. If club does not have president-elect, assumes office of incoming president after being elected by club members. Assumes role of president after installation in May/June.

TERM OF OFFICE: One year

ROLE: The president is charged with supervising the affairs of the club and staying informed of club, District, and International policies and procedures.

RESPONSIBILITIES:

- Assume the leadership of your club.
- Appoint all standing committees, special committees and appointments as outlined in club policies. The president's appointments shall be subject to the approval of the board of directors.
- Serves as chairman of the board of directors and an ex-officio member of all committees, except the Nominating Committee.
- Prepare written agendas for all club/board meetings.
- Preside at club and board meetings.
- Schedule a time and place for regular Board meetings.
- Follow approved parliamentary procedure.
- Be familiar with the *Altrusa Encyclopedia*, and *Club, District, and International Bylaws and Policies*.
- Prepare and distribute a month-to-month calendar that lists all club and board meetings, District Conference, District workshops and International convention dates, Altrusa commitments, and District officer visitation date.
- Select a chairman and committee members for the Strategic Planning Committee. Include board members on the committee.
- Oversee the proper functioning of club committees.
- Work with the Finance Committee to prepare a budget to be presented to the membership the month after installation.
- Serve as the club's community representative, attending functions where Altrusa should be represented, or appointing another member to serve as the club's representative.
- Make sure that all District and International reports are filed in a timely manner.
- Encourage the club to submit entries for International awards, Mamie L. Bass, Letha H. Brown, Dr. Nina Fay Calhoun and all District awards.
- Represent your club as one of its delegates at District conference and International convention, if selected by the club.
- Prepare a monthly article for the club newsletter.
- Share District and International communications involving the membership.
- Direct the arrangements for the visitation of the District's Representative, such as finding accommodations, if needed, providing directions to the meeting place, and mailing copies of the club's newsletters and yearbook.
- Prepare an annual report to be presented to the members at the May business meeting.
- Attend workshops, leadership seminars, District Conferences, and International Convention, whenever possible.

**President-elect
(optional)
sample**

POSITION: President-elect (optional)

ELECTION: Elected to serve on the Board of Directors by the club members.

TERM OF OFFICE: One year

ROLE: The president-elect assumes the office of president on the expiration of the term of the current president or upon the inability of the current president to complete the term of office. The president-elect is charged with assisting the president with the club administration; assuming the responsibilities for leadership as directed by the president; and staying informed of club, District, and International policies.

RESPONSIBILITIES:

- Be prepared to act as president if required—be familiar with current club activities and meeting agenda items.
- Know parliamentary procedures and act as parliamentarian at business and board meetings. *Note: Some club president's appoint a club parliamentarian.*
- Be fully acquainted with the duties of the president
- Be knowledgeable about the club's administration and procedures.
- Be willing to accept and to carry out any special assignments that will strengthen and expedite the work of the club.
- Be familiar with the *Altrusa Encyclopedia*, and *Club, District, and International Bylaws and Policies*.
- Attend monthly board meetings.
- Prepare newsletter articles as requested by the president.
- Be familiar with incoming president's calendar; follow the timeline in making preparations to become president.
- Attend workshops, leadership seminars, District Conferences, and International Conventions, whenever possible.
- Prepare an annual report to be sent to the president in late April.

Refer to Section 16 for the Roster of Club Committee Chairs Form. For the best service from District and International, send this form to them as soon as incoming committee chairs have been appointed—preferably by May 15.

**Vice president
sample**

POSITION: Vice president(s)

ELECTION: Elected to serve on the Board of Directors by the club members.

TERM OF OFFICE: One year

ROLE: The vice president is charged with assisting the president with the club administration, assuming the responsibilities for leadership as directed by the president and staying informed of club, District, and International Policies. The vice president(s) (in order of succession) serve(s) as the executive officer in the absence or inability to serve by the president or president-elect (if applicable).

RESPONSIBILITIES:

- Be prepared to act as president if required; be familiar with current club activities and meeting agenda items.
- Know parliamentary procedures. Act as parliamentarian in the absence of the president-elect. *Note: Some club president's appoint a club parliamentarian.*
- Be fully acquainted with the duties of the president.
- Act as a sounding board for the president.
- Be knowledgeable about the club's administration and procedures.
- Be willing to accept and carry out any special assignments that will strengthen and expedite the work of the club.
- Be familiar with the *Altrusa Encyclopedia*, and *Club, District, and International Bylaws and Policies*.
- Attend monthly Board meetings.
- Prepare newsletter articles as requested by president.
- Attend workshops, leadership seminars, District Conferences, and International Conventions, whenever possible.
- Prepare an annual report to be sent to the president in late April.

**Treasurer
sample**

POSITION: Treasurer

ELECTION: Elected to serve on the Board of Directors by the club members.

TERM OF OFFICE: One year

ROLE: The treasurer is charged with taking care of the club's funds; paying all bills and dues balances in a timely manner; and keeping the president, Board, and members informed about the clubs finances.

RESPONSIBILITIES:

- Receive, record and promptly deposit all club funds into the club account at the bank designated by the board of directors.
- Pay all bills and dues balances promptly.
- Send dues notices to members; issue and sign membership cards when dues are paid. These should be mailed before May 1.
- **Send annual dues and nonmember subscription payments** to the International Office; send District dues to the District Treasurer; use the forms provided as described in the *Treasurer's Guide*. June 1 is the deadline for mailing annual dues and they must be mailed prior to June 15 to avoid a late fee.
- **Send new members dues (enclosing per capita dues and processing fee) and information** to District and International. The Membership Information Form may be ordered from the International office at no cost or downloaded from www.altrusa.com.
- **Report any membership changes** promptly to the International Office and the District.
- **Update and return the club membership roster** mailed from the International Office.
- Present a monthly report to the Board and membership; prepare a statement of the fiscal year's income and expense to present at the club's annual meeting; submit the accounting books for annual audit.
- Maintain the club membership records, showing classification, job title, home and business addresses, fax number, email address, and telephone numbers for each member.
- Understand current policies and procedures for collecting and submitting International and District membership dues and fees, District Conference fees, International fees, and subscription payments for the International publications.
- Serve as the Finance Committee Chair and help plan the club's budget.
- Stay informed of District and International policies and procedures.
- Prepare an annual report to be sent to the president late in April.
- Attend workshops, leadership seminars, District Conferences, and International Conventions, whenever possible.

**Secretary
sample**

POSITION: Secretary

ELECTION: Elected to serve on the Board of Directors by the club members.

TERM OF OFFICE: One year

ROLE: The secretary is charged with keeping accurate minutes of Board and club meetings, and staying informed of District and International policies.

RESPONSIBILITIES:

- Take minutes of all club and board meetings using the guidelines in the *Encyclopedia and Guidelines for Preparing Minutes* (in this section).
- Publish and distribute the minutes in a timely manner.
- Keep a record of attendance at all meetings.
- Maintain the club's permanent records, including all minutes and any papers the club orders to be placed on file; these records are kept separate from the records of other club Officers and Committee Chairs.
- Issue notices of club meetings.
- Handle the general correspondence of the club and president as requested, excluding correspondence that relates specifically to the responsibilities of the Officers and Committee Chairs.
- Send the names and addresses of newly elected Officers and Directors to the International Office and the District Governor within the first ten days following elections.
- Complete a Member Referral Form for any active members moving to a community having an Altrusa club.
- Complete an Application for Affiliate Membership Form for any member seeking affiliate status.
- Send the slate of candidates for club Officers and Director positions to the club membership immediately following receipt from the Nominating Committee.
- Send the names of District Conference delegates and alternates to the District Secretary immediately following their election.
- Send the names of International Convention delegates and alternates to the International Office immediately following their election.
- Prepare an annual report to be sent to the president late in April.
- Attend workshops, leadership seminars, District Conferences, and International Conventions, whenever possible.

Refer to Section 16 for the Roster of Club Officers Form. For the best service from District and International, send this form to them within ten days following your club's election.

**Immediate past
president
sample**

POSITION: Immediate Past President

ELECTION: Automatically assumes position after term as president is completed and new president is installed.

TERM OF OFFICE: One year

ROLE: The immediate past president is charged with continuing in a leadership role by helping to ensure a smooth transition for the incoming president and Board and acting as “elder statesman.”

RESPONSIBILITIES:

- Attend and participate at Board meetings.
- Advise the president as requested.
- Assure a prompt transfer of workbooks, files and records from current Officers and Committee Chairs to their successors by the beginning of the new club year.
- Prepare an annual report to be sent to the president by late April.
- Chair special projects when requested.
- Attend workshops, leadership seminars, District Conferences, and International Conventions, whenever possible.

**Director
sample**

POSITION: Director

ELECTION: Elected to serve on the Board of Directors by the club members. The number of Directors elected in even- and odd-numbered years is determined by the club bylaws.

TERM OF OFFICE: Two years

ROLE: The Director is charged with adding balance to the board.

RESPONSIBILITIES:

- Attend and participate at Board meetings.
- Accept and carry out special assignments from the president or Board.
- Prepare an annual report to be sent to the president by late April.
- Attend workshops, leadership seminars, District Conferences, and International Conventions, whenever possible.

GUIDELINES FOR PREPARING MINUTES

For the Secretary

Minutes are the official, legal record of a club and should never be destroyed. The minutes:

- Keep absent members informed of the club's business
- Help club leaders follow up on assignments and actions
- Help formulate the agenda for future meetings
- Give continuity to the procedures and traditional activities of the club
- Provide a valuable review of the activities of the past
- Are valuable resources in assessing member participation when considering Committee Chair appointments and Officer nominations

The minutes should contain what was **done** by the organization, not what was said by the members.

- **The first paragraph** should contain:
 - The kind of meeting (regular, special, etc.)
 - The name of the organization (Altrusa International, Inc. of ...)
 - The date, the time, and the location of the meeting
 - Call to order—the fact that the regular presiding officer and secretary were present or the names of the members who substituted for them
 - Whether the minutes of the previous meeting were read (or printed in the newsletter) and approved as read, or as corrected
 - Treasurer's report, as read, to be placed on file
- **The body** of the minutes should contain:
 - A separate paragraph for each subject matter
 - All main motions, worded as stated or amended, and whether adopted or defeated
 - The name of the member moving the action may be included, but not the member seconding.
 - The exact wording of committee assignments, including any power to act, the due date, and the names of the committee chair and members.

Remarks of a speaker or details of the program should not be included.

- **The last paragraph** should state the **hour of adjournment**.

The secretary should provide the president with a copy of the minutes of the previous meeting well in advance of the next meeting. Minutes may also be placed in club newsletters. If this is done, minutes do not need to be read at the meeting which is a timesaving factor.

Note: *Club Bylaws require the election of a club secretary, but a club may elect or appoint a corresponding secretary to assist the secretary in performing all necessary tasks.*