**SCWDC BOARD OF DIRECTOR GUIDELINES**

General

 These Guidelines may assist the BOD and President to achieve good successful meetings.

 A Policy Manual and Robert’s Rules of Order should be readily available at each meeting.

 Directors should endeavor to be prepared to deal with agenda items. Get input on items from PCs and others, when appropriate. The President can often help with this.

 The most important issues should be placed early enough in the agenda so they are dealt with even if the meeting gets overlong and is cut short.

 If an outsider is invited to the meeting for discussion of an issue, that issue should be placed fairly early in the agenda.

 If the BOD is planning to vote on punishment of a Club member, the member must be given opportunity for a defense by appearing before the BOD or by writing.

 Directors should read the draft BOD Minutes and correct them before approving them.

 A Special Meeting can be called to deal with one or more specific items.

 Consider setting up a retreat for getting to know each other and discussion of general issues not normally covered at the regular BOD meetings.

 A Board member who misses a meeting should try to find out what transpired.

 Communicate to the general membership via Board Notes in the Magazine & Website

Motions

 A Director who makes a motion must be in favor of the motion.

 A motion should be clear and unambiguous. Someone who reads the motion later should be able to readily figure out what was meant and what action is required.

 Other Directors and the Presiding Officer can help with the verbiage to attain this.

 A motion must be seconded, but the seconder is not required to be in favor.

 A motion must be to alter the status quo. If an issue comes before the Board, and no one wishes to make a motion, the Minutes should reflect that.

 One can move to Amend a motion by adding, deleting, or substituting language.

 Requires a second, and a majority vote.

 One can move to Postpone a motion to a particular time or indefinitely (which kills it for the Board year). Requires a majority vote.

 One can move to Call the Previous Question, to cut off discussion and vote. Requires a second, no discussion, 2/3 vote.

 A Point of Order can be raised if one thinks that the rules are being violated. Generally, the Chair makes a ruling.

Discussion

 Pre-discuss issues before BOD meetings via email and telephone, if practicable.

 Discussion of a topic should be preceded by a motion, in general.

 Discussion should be non-insulting of those present.

 Discussion should not be strongly dominated by one or two speakers, in general.

 Discussion should stay on topic and be non-repetitious.

 If discussion gets overlong and bogged down, it’s probably time to end the discussion.

 A plan should be developed, perhaps an ad hoc committee formed, to carry the issue forward between BOD meetings.

 For sensitive issues, Executive Session can be called; and discussion of the issue should not spread outside the necessary persons involved.

Voting

 Before voting on an issue, actively seek input from appropriate interested parties. Sometimes votes should be postponed to obtain opinions or expertise.

 Most votes require a majority (>50%) to pass, but some that restrict a person’s rights may require a super-majority (check the Policy Manual for those).

 If there is a tie vote, the President shall vote only if in favor; decline to vote if not.

 A Director should recuse himself/herself if a conflict-of-interest exists.

 After a vote, an action item should be created and recorded when appropriate.

 Results should be disseminated in a timely way to those who are affected.

Bylaw Changes

 Bylaw and Rules of Procedure changes must be voted on by the membership, almost always at the Annual Meeting. This means that the BOD should pass its proposals early enough so that the proposals appear in the February or March Magazine.

Liaisons

 Director liaison assignments should be beneficial to both the Board and PCs. Each Director should endeavor to keep regular contact, providing information about Board deliberations of interest, even when they fall outside the scope of the program/committee. PCs should be kept informed even when their liaison misses a meeting.

Budgeting

 The BOD has two budgeting deadlines during the year. The Preliminary Budget should be passed by the end of February. But the BOD should pass budgets for early warm-weather activities in January. The Final Budget should be passed by the end of July. Budgets should be passed on time even with incomplete and inaccurate information. Changes to activity budgets generally don’t affect the total net dollar amounts much. Once the Final Budget is passed, it cannot be altered; but the BOD can pass exceptions to the budget. The Preliminary Budget should require more work than the Final Budget. It is generally in conjunction with the Preliminary Budget that the BOD makes decisions on dues, assessments, fees. When dues are raised, the BOD and B&F should take a close look at the other financial tables. See Policy Manual, Appendix 1 for the tables.

# Nominating Committee

 The BOD should select a Nominating Committee in October. They should specify the committee size and an ordered list of alternates. The Nominating Committee shall select its own chairperson. The President or a Director should oversee seeing that someone sets up a first meeting. The Nominating Committee is independent, and does not need to reveal its decisions to the BOD before it makes its formal report to the BOD.

Awards

 The BOD decides on awards toward the end of the term. The awards are described in the Policy Manual, Appendices 2-9.

\*\*\* Let your BOD experience be a positive one for you and your colleagues.

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