

BOARD OF DIRECTORS & MEETING POLICY

Board of Directors Purpose:

The governing powers of this chapter shall be vested in a Board of Directors. The Board of Directors shall supervise, control, and direct the affairs of this chapter and shall determine its policies or changes therein within the limits of its bylaws.

It is the responsibility of the Board of Directors to represent the needs and interest of the organization, avoiding individual or personal interest.

Board of Directors Size and Compilation:

The Board of Directors will be made up of the current Chapter Officers and 3 additional voting members. The Elected Officers will be President, President-Elect and Secretary-Treasurer. The additional voting members will be the immediate past president, a member at large and a willing experienced Past President. Members of the Board of Directors will be limited to a 2-year term unless they are transferred to another position within the Board. Members serving on the Board of Directors as President or President-Elect must hold the CPM designation, per the Bylaws.

The position of President Elect is expected to succeed the president. Secretary Treasurer will succeed the President Elect. A new Secretary Treasurer will be elected annually. All officers must be ratified on an annual basis.

The board of directors will have the ability to extend voting rights to the committee chairs at the first annual meeting of the Calendar year.

Board of Directors Anti-Trust and Conflict of Interest Adherence:

The Board of Directors members are responsible to strictly adhere to the Anti-Trust and Conflict of Interest Policies. In addition, the members are obligated to maintain the approved Code of Conduct contained within the Conflict of Interest policy.

Board of Directors Meeting Facilitation:

The President is tasked with presiding over the Board meetings. The meetings will be facilitated by the Association Executive and will commit to follow Robert's Rules of Order.

Board of Directors Meeting Voting:

Once voting has been extended to committee chairs all voting members have equal power to vote and no individual vote carries more weight than another, whether officer or member-at-large. A motion is considered approved with a majority vote. It is expected that motions passed receive the full support of the Board of Directors and the individual, whether the individual voted in the majority.

Board of Directors Meeting Confidentially and Support:

It is expected that motions passed receive the full support of the Executive Council and the individual, whether or not the individual voted in the majority. Meeting topics, motions, and discussions are strictly confidential. At no time will a member of the Board of Directors be permitted to communicate topics, motions, or discussions to any member or individual outside the Board of Directors.

General Meeting Frequency:

The Board of Directors shall meet no less than 4 times per year, per the Bylaws, and no more than 12 times per year. Meeting frequency is determined by the President, with support of the Board of Directors. It is the responsibility of the incoming President to adequately communicate meeting frequency expectations to the incoming officer or member-at-large candidates prior to the candidate agreeing to serve.

Emergency Meeting Frequency:

It is the responsibility of the Board of Directors to manage the daily business within the confines of the general meeting. However, from time to time, issues may arise that require attention prior to the next scheduled meeting. Any Officer may call up to 4 emergency meetings per calendar year, to be held in addition to the General Board Meetings. Emergency meeting must be communicated 24 hours prior to the meeting, and should meet the following criteria:

- Legal compliance
- Bylaw compliance
- Finance compliance
- Member benefit opportunities requiring time sensitive response

Board of Directors Meeting Length:

Executive Council meetings should be no longer than 2 hours, with a goal of one hour.

Board of Directors Meeting Location:

The President, with cooperation from the Board of Directors, will determine the meeting location based on the compilation of the Board of Directors, availability, and location of its members.

Board of Directors Meeting Agenda:

The President is responsible for approving the meeting agenda. The agenda shall include (but is not limited to) the following:

- Minutes from previous meeting
- Financial reports closing previous month
- Old business requiring closure
- Committee reports**

**If a committee chair is unable to attend a member of their committee can report on their activity. The Association Executive will also work as a liaison to each committee and have ability to report on current progress and upcoming plans.

A consent agenda may be proposed to quickly and efficiently approve and/or accept any item. See the "Consent Agenda" policy for details.

Board of Directors Meeting Types:

The Board of Directors may conduct meetings in person, teleconference, combined in person & teleconference, or via E-mail.

- In Person/Teleconference: A member shall be considered in attendance whether they appear in person or teleconference.
- E-mail: A member shall be considered in attendance by responding. Any motions passed during an E-mail meeting will be ratified during the next in person/teleconference meeting and captured in the minutes of that meeting.



Executive Council Meeting Minutes:

The Executive Council minutes will be created by the Association Executive and approved by the Secretary-Treasurer. The minutes should be distributed within one week of the Executive Council meeting in PDF form. Minutes are held by the organization and should not be posted for public or member viewing, but can be made available to members upon request.

Approved: September 26th, 2023