

Confidential

As the HTA has grown and has plans to continue to grow, there will be even more demands on our time. This is a testament to our success but also presents a significant challenge.

To maintain our progress, all trustees must be engaged in planning ahead, working together and doing their share. It will require good management practices and teamwork and this document represents my updated proposal for making the HTA Board more effective in its ability to improve Holgate for our membership.

I appreciate all of the comments that have been made at several stages during this process and have attempted to reflect as many of them as possible in this revision. Your input has consistently improved this proposal to the point where I believe it is ready for Board consideration.

CAVEAT

It is important to run the HTA as a business so that the trustees can operate in the most effective and efficient manner. While we are a non-profit we have grown a great deal. As a legally chartered 501c3, we take in more than \$19,000 per year, entrusted to us by more than 430 members of our community. The HTA hosts events, attends government functions, operates via legal by-laws, takes out insurance, communicates regularly with members and other taxpayer associations, and overall has a significant fiduciary responsibility in the community. While we are volunteers, as outlined above we should run our affairs as more than an informal social club where there are no consequences for our actions – or inaction.

OFFICERS

As Frank B noted in the last review of the by-laws, our description of officer duties requires attention. Responsibilities are out of date, duplicated, or unclear. This is a problem in any organization as it should be clear how the leaders are accountable to the Board – and to the Membership. Additionally, 6 officers may no longer be an optimal number for a Board of 9 to 12 trustees (per the By-Laws).

My first proposal is to reduce the number of officers to 5 as follows and create an executive committee in an effort to develop a more cohesive team with clear responsibilities:

- President
- Vice President
- Treasurer
- Recording Secretary
- Communications

These officers will not only have specific responsibilities but must also reserve additional time to participate as the executive committee. The executive committee would be responsible for annual planning, long-term strategy, trustee performance evaluation and general governance. It is anticipated the executive committee would meet on an as-needed basis, most likely 1 to 2 times per year to review the key issues confronting the HTA.

OFFICER RESPONSIBILITIES

President

Leads the Board as both President and Chair of the Executive Committee

- Sets the agenda and presides over all meetings
- Serves as official spokesperson for the Corporation
- Serves as a direct liaison with local government
- Responsibility for regular communication with membership (newsletters and topical emails)
- Is the HTA representative as the voting member of the JCTA
- Has oversight and responsibility for coordinating with the chairs of 4 committees:
 - Government Relations and Safety
 - Dune Planting
 - Environment
 - By-Laws

Vice President

In the absence of the president, presides at all meetings of the Corporation and shall assume all duties listed above for the president in his/her absence.

- Nominates trustees annually for Committee chairs
- Solicitation of trustee and member volunteers for both committees and HTA events
- Serves on the Executive Committee
- Has oversight and responsibility for coordinating with the chairs of 4 committees:
 - Nominating
 - Membership
 - Community Events
 - Audit

Treasurer

The Treasurer will keep adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, and disbursements.

- The books of account will at all reasonable times be open to inspection by any trustee and the Treasurer shall see that the Corporate books are audited by a member of the Board of Trustees through the Audit Committee at least once each calendar year.
- At each membership meeting, he/she shall submit a detailed report on the financial condition of the Corporation. All expenditures specifically included in the Board-approved annual budget can be made directly by the Treasurer, However, any expenditure of \$500 or more that is not specifically included in the approved annual budget must also be authorized in writing and in advance by the President and the Board must be notified as soon as possible. Any unbudgeted expenditure of \$500 or more must be approved by the Board.
- Responsible for all required government filings.

- Serves on the Executive Committee

Recording Secretary

Records the minutes of all meetings, including membership meetings and meetings of the Board of Trustees.

- Gains approval for the minutes, including next steps, due dates and person(s) responsible for action items.
- Ensure the minutes are posted on the Corporation's website
- Tracks and reports trustee performance based on required duties; reports to be issued at the end of each quarter.
- Serves on the Executive Committee.

Communications (formerly, Corresponding Secretary)

Responsible for external communications as noted below:

- Includes but is not limited to the drafting of member invitations, thank you notes, regular and timely online content uploads to all relevant HTA social media pages
- Maintaining accurate and useful content on the HTA website
- Coordination with adjunct committee for Marketing (as needed)
- Drafting annual tax letter to members
- Serves on the Executive Committee

COMMITTEES

At minimum, each trustee must actively chair one committee or serve on 2 committees. "Actively serve" is defined as attending all committee meetings and being responsive to all committee communications, plus personally contributing to the work done by the committee.

Committee chairs are nominated by Vice President and approved on an annual basis by the Board. Committee chairs are responsible for completing a formal written annual plan for the committee by a deadline established by the President or Vice President. This plan must be in the provided format and must be inclusive of key priorities, person(s) responsible, due dates and resource requirements.

PERFORMANCE EVALUATIONS OF OFFICERS/TRUSTEES

Consistent with language in by-laws plus:

For officers: Must faithfully fulfill duties as delineated in the by-laws or as assigned by the Board.

For trustees: Must fulfill the following objective criteria, *except where formally excused in advance by the Board*:

1. Must regularly attend Board meetings without missing more than 2 meetings during the year

Confidential

2. Must attend at least one membership meeting, although both are highly recommended
3. Must chair 1 committee or actively serve on at least 2 standing committees
4. Must join our members and volunteer for at least one HTA sponsored event (eg, clean-ups, plantings, etc.)

The Recording Secretary will issue a report about each trustee's status in the Corporation as of the end of each quarter every calendar year.

For subjective criteria (general performance), the Removal terms in the current by-laws will apply. However general performance will also be understood to include responsiveness to HTA communications (email, phone, etc.) and meeting required deadlines. If a trustee is given adequate lead time and asked to respond, they must do so to promote the efficient and smooth operation of the HTA.

Failure to fulfill all of the above listed duties will result in an officer's or trustee's performance being reviewed by the Executive Committee (EC). The EC will review said performance upon which at least 2 members of the Executive Committee will meet with the officer or trustee in question. If it is an officer that is being reviewed, said officer must recuse their self. Following that meeting, the EC will conduct a secret ballot to determine if the matter is to be brought to all of the trustees. If this ballot passes by majority vote, a special meeting of the trustees will be called at which time the performance of the officer or trustee will be reviewed and said officer or trustee will have an opportunity to address the Board. A motion can then be made to conduct a secret ballot among all trustees to determine the status of the officer or trustee in question. A super majority will be required to remove said trustee.

Notwithstanding any of the above, the Board will always seek to make accommodations to any trustee who is unable to perform certain duties due to injury, illness or other mitigating personal circumstance as determined by the Board. However, this accommodation is expected to be in the form of the trustee fulfilling alternate responsibilities and not a reduction in the trustee's overall contribution to the HTA over the course of the year. If the trustee is still not able to fulfill their responsibilities due to injury, illness or other mitigating personal circumstance, the Board can consider either a leave of absence or the removal of the trustee.

NEXT STEPS

I will present this to the Board at our next meeting for final discussion and will ask for a motion to approve.

If approved by the Board, the By-Laws committee will adopt this proposal in the next version of the By-Laws to be submitted to the Membership for final approval.