

A board is an administrative, managerial, or quasi-judicial body of elected or appointed persons which has the character of a deliberative assembly with the following variations:

There is no minimum size, but is usually smaller than other assemblies of the organization.

It may or may not function, but responsibilities and powers are conferred by a superior body.

The purpose of a board is to act for the organization. Its membership, function and powers must be specified in the bylaws.

It is a separate deliberative body and elects its own officers, although they are usually the officers of the organization. If a board is to have an executive committee, it must be specified in the bylaws. A board may appoint any subordinate committee without bylaw authorization. Unless stated otherwise in the bylaws, a quorum for the board is a majority of its membership.

There may be allowance in the bylaws for the board to have ex-officio members. That means by “right of office” they serve on the board and have all rights of other board members. For example, the principal may be a member of the board “ex-officio.” Ex-officio members can vote because members can vote, and it makes no difference how one becomes a member of a given committee or board, whether it be by appointment, by election, or by holding office. Unless bylaws specifically state that ex-officio members cannot vote, they have all rights of every other member.

A large board is defined as one with over 12 members approximately. This type of board conducts itself as if in a formal meeting, such as one would follow in a general membership meeting.

A small board will usually have less than 12 members, wherein less formal procedures are followed. In a small board meeting, the procedure might occur as follows: Recognition not required to speak; no seconds needed; debate is not limited; informal discussion permitted while nothing is pending (no motion having been made); understood proposals, not introduced as motions, may be voted on; proposed actions must be approved by vote; chair remains seated; chair can speak, make motions and vote.

Reports of the board are for information. The important work done should be summarized and may include recommendations, grouped at the end of the report and put forth in the form of motions or resolutions. Such motions are made and acted upon immediately following the report.

RESPONSIBILITIES OF BOARDS

- Assure that all business is conducted in accordance with the purpose and bylaws of the organization.
- Assure that only those individuals who are properly authorized speak, correspond, or otherwise act for the entire organization.

- Assure that all members are aware of the organization's purpose and are trained in its procedures.
- Assure that all business is conducted in a manner that preserves the organization's tax-exempt status.
- Assure that all funds are handled in a responsible manner and disbursed in accordance with the budget and other guidelines.
- Assure that income is adequate to maintain the organization's activities and programs.
- Assure that membership practices comply with state and federal requirements.
- Assure that all records are maintained and retained and that property and equipment is maintained properly.

RESPONSIBILITIES OF INDIVIDUAL BOARD MEMBERS

- Attend all meetings at which business is discussed.
- Be familiar with and review bylaws, financial statements and other significant documents.
- Know how meetings should be conducted – know your parliamentary procedure.
- Keep good records.
- Insist any activities having legal ramifications be reviewed by counsel.
- Speak and act only with authority granted or delegated.
- Communicate and act through proper channels.

NOTE:

Non-members of the board are not allowed participation in the board meeting nor do they have the right to attend a board meeting. If a board wishes to allow non-members to attend for reasons of inclusion, non-members should not be allowed to speak, debate, make motions, etc., unless specifically called upon for information or to speak to a particular issue.

Mary Christiano, Parliamentarian

mary_christiano@sbcglobal.net