



## Board Member Position Descriptions

### TFG Bylaws

#### **Article III - Board of Directors**

##### Section 1. General Powers.

The affairs of the Guild will be managed by or under the direction of its Board of Directors (individually “Directors” and collectively, the “Board”) and such staff as the Board may employ.

##### Section 2. Number and Qualifications of Directors.

- a) Number. The number of Directors will be twelve (12) Directors will serve for the term provided in Section 3 of this Article.
- b) Qualifications. The Directors specified in this Section 2 shall at all times be adult members of the Guild demonstrating a belief in and commitment to the Guild’s mission and purposes. Further, each Director shall be a person of experience and good reputation in the community who will actively support the goals and objectives of the Guild and who is willing to contribute his or her time and effort to achieve such goals and objectives. Directors shall have other such qualifications as the Board may prescribe by resolution or amendment to these Bylaws.

##### Section 3. Election and Term.

- a) Method of Election. Directors of this Guild shall be elected by the voting members at a meeting of the members from the slate of candidates presented at meeting of the members. The Clerk will accept nominations in writing up to thirty (30) days prior to the meeting. Any candidate nominated by at least ten (10) voting members shall be included on the slate of candidates up for election at the meeting.
- b) Term of Office. Directors shall be classified with respect to the time for which they shall hold office by dividing them into three (3) classes, each class to consist of as nearly as possible, an equal number of Directors. The Directors of the first class shall hold office for an initial term of one (1) year, the Directors of the second class for an initial term of two (2) years, and the Directors of the third class for an initial term of three (3) years. At the close of each meeting where directors are elected, the successors to the class of Directors whose terms expire that year shall commence to hold office for a term of three (3) years, or until their successors have been elected and qualified. In the event of an increase in the number of Directors, the remaining Directors shall assign the newly created directorship(s) to the appropriate class or classes so that the three (3) classes shall continue to consist of, as nearly as possible, an equal number of Directors.

## **Position Descriptions for Officers and Members of the Board of Directors**

### **Accountability**

The officers of the board of directors include the president, vice president, past president, clerk, and treasurer. Each of the officers of the board shall be accountable to the board of directors and to the members of the Timber Framers Guild at large. The board and its officers may delegate one or more duties listed below to the executive director, Guild staff, or board members as appropriate, but accountability for those duties remains with the director(s) or the officer(s) responsible for the duty.

Fundamental to the position descriptions contained in this document is the philosophy that members of the board of directors are responsible for developing and maintaining the vision, values, and mission, and setting the strategic direction of the Guild. In that regard, they serve an oversight role to the Guild's professional staff. As defined elsewhere, the executive director has responsibility for management of the staff and execution of board directives.

### **President**

As defined in the bylaws of the Guild, the duties of the president are to:

- Serve a term as specified in the succession planning policy;
- Preside at the meetings of the Guild, the board of directors and the executive committee;
- Serve as an ex officio member, with right to vote, of all committees except the nominating committee;
- Appoint members to committees other than the executive committee;
- Appoint a nominating committee to solicit candidates for directors;
- Appoint other committees on any subject for which there is no standing committee or council;
- Prepare an annual report of the state of the Guild, to be published in an official publication of the Guild;

Additional duties and responsibilities of the president, any of which may be assigned to the vice president at the president's discretion, are to:

- Assure that the board of directors and its members are aware of and fulfill their governance responsibilities, comply with applicable laws and bylaws, conduct board business effectively and efficiently, and are accountable for their performance;
- Prepare an agenda for all meetings of the board, with due consultation with the executive committee, Guild councils, board committees, members of the board, and Guild staff;
- Organize and chair meetings according to accepted rules of order for the purposes of fostering a participatory environment and arriving at decisions in an orderly, timely, and democratic manner;
- Conduct votes of the board, executive committee, and Guild membership according to the bylaws;
- Serve as a representative of the Guild and the board of directors to the media, governmental or nongovernmental organizations or committees, allied associations, and funding organizations and donors;
- Serve as a signing officer of the Guild on matters approved by the board;
- Assure that structures and procedures are in place for effective recruitment, training, and evaluation of board members.

## **Vice President**

As defined in the bylaws of the Guild, the duties of the vice president are to:

- Serve a term as specified by the succession planning policy;
- In the case of the death or absence of the president, or of his or her inability from any cause to act, the vice president shall perform the duties of the office of the president;
- Additional duties and responsibilities of the vice president shall be as assigned by the president.

## **Past President**

The past president is not currently recognized as an officer in the bylaws, hence no duties are listed in that document. As a new officer of the board, the duties and responsibilities of the past president are to:

- Assist the other officers of the board in making a smooth transition leadership following their selection as officers;
- Serve as a voting member of the executive committee for one year after completing the term as president;

Additional duties and responsibilities of the past president shall be as assigned by the president. Should the president of the board hold that office during the last year of his or her term as a director, he or she shall be accorded a one-year extension to his or her term as a director to permit service as past president. In effect, the past president serves as a thirteenth member of the board.

## **Clerk**

As defined in the bylaws of the Guild, the duties of the clerk are to:

- Serve a term as specified by the succession planning policy;
- Assure that notice of all meetings of the Guild is issued;
- Attend all meetings of the Guild and the executive committee;
- Record, review, and disseminate the minutes of the executive committee meetings to the board of directors;
- Assure that minutes of meetings by the board of directors and official meetings by the Guild are recorded, reviewed, approved by the board, and posted to the membership.

Additional duties and responsibilities of the clerk are to:

- Serve as the chair of the governance committee;
- Assure that the records-retention policy is reviewed and approved annually by the board and executed;
- Assure that staff creates and maintains a repository for all Guild documentation that is secure, managed, searchable, and accessible;
- Assure that membership records are maintained accurately by Guild staff;
- Assure that an up-to-date copy of the bylaws, policies and the rules of order are available all board and official Guild meetings;
- Assure that votes are received and tallied and that election outcomes and other official votes are announced to the Guild membership;
- Assure that board and executive committee meetings follow bylaws and policies;

- Educate new board members regarding the function of the board and their new responsibilities;
- Assure that regular board, committee, and council performance reviews are performed, reviewed; and distributed;
- Fulfill other responsibilities assigned by the president.

### **Treasurer**

As defined in the bylaws of the Guild, the duties of the treasurer are to:

- Serve a term as specified by the succession planning policy;
- Serve as financial officer of the organization and as chair of the finance committee;
- Deliver monthly financial reports to the board;
- Review the annual, year-end financial statements and present them to the board according to policy;
- Prepare an annual financial report on the financial state of the Guild, to be published in an official publication of the Guild within 90 days of the close of the fiscal year.

Additional duties and responsibilities of the treasurer are to:

- Provide oversight of financial transactions;
- Serve as chair of the finance committee;
- Present finance committee recommendations to the board regarding all financial matters of the Guild, including official annual tax and audit reports;
- Serve as a signing officer of the Guild on matters approved by the board;
- Fulfill other responsibilities assigned by the president.

### **Members of Board of Directors**

As defined in the bylaws of the Guild, the duties of the directors (individually and collectively) are to:

- Serve terms of three years with a limit of two consecutive terms;
- Attend meetings of the board and of the Guild;
- Communicate with other organizations interested in timber framing;
- Employ and oversee agents and executive staff to carry out the business of the Guild;
- Devise and execute such other measures to promote the objectives of the Guild and to protect the interests and welfare of its members.

Additional duties and responsibilities of the directors are to:

- Establish and promote the mission, vision and values of the Guild;
- Establish the strategic direction and long-range plans of the Guild;
- Approve an annual budget;
- Conduct regular performance reviews of the executive director;
- Assure that regular performance reviews of the Guild staff are conducted;
- Review bylaws annually and propose amendments as required;
- Chair or serve on committees and councils;
- Assure the smooth succession of the new board; Attend and assist with the activities and events of the Guild; Serve as an ambassador for the Guild and timber framing;

- Either directly (e.g. via the endowment committee) or indirectly (e.g. via the executive director) assure that structures and procedures are in place for securing the resources required by the Guild through fundraising campaigns and contributions of services and money;
- Fulfill other responsibilities assigned by the president.

### **Reference Documents**

The duties and responsibilities contained in the following documents are adopted as applicable to the officers and directors of the board by reference.

- Guild bylaws
- Guild policies
- Council bylaws
- Committee charges