

Excerpt from the July 13th 2005 Rev C Bylaws

Article V
Board of Governors

Section 1. The Board of Governors shall consist of the five (5) elected and ten (10) non-elected members in good standing in the Club, representing a cross-section of the Company.

Section 2. The elected members of the Board of Governors – **Officers**

A. Officers shall be the authorizers of policies, budgets, and schedules for the Club.

B. **The President** - It shall be the duty of the President to serve as Chairman of the Board of Governors, assess the Club's health, and evaluate the Club's vision and strategies accordingly. In pursuit of these objectives, the President has the latitude to appoint certain committees and or coordinators as deemed appropriate. The President will be the caretaker of the by-laws and has the responsibility to ensure the Board of Governors is knowledgeable of and adheres to the organizational by-laws. The President will have between 5-10% of the approved budget to spend for initiatives, (receipts and records to be provided to the Treasurer). The President will function as Toastmaster at banquets, events and social activities, and perform ceremonial duties as needed or requested by outside organizations and represent the Club for all media opportunities.

C. **Vice-President of Operations (VP-Op)** – It shall be the duty of the VP-Op to serve as a member of the Board of Governors and attend its meetings, to serve in the absence of the President, to ensure the Event Chairs have coordinated each Club event with respect to budget, labor, materials, speakers and/or accommodations.

D. **Vice-President of Marketing and Membership (VP-MM)** – It shall be the duty of the VP-MM to serve as a member of the Board of Governors and attend its meetings, to serve in the absence of the VP-Op, to oversee the maintenance of and articles for the Club's Web page, to establish membership policies, maintain the Club's paraphernalia, provide media coverage for the various Club approved events and operate within the established budget.

E. **Secretary** – It shall be the duty of the Secretary to serve as a member of the Board of Governors; to call meetings and ensure meeting minutes are documented and retained for all Officer and Board of Governor meetings; to maintain accurate listing of membership, event reservations, and event fees paid; to approve and administer the issue of all Club correspondence to the Membership (letters, flyers, notices); maintain a historical record of correspondence and membership notifications and other relevant records (event lessons learned, etc.); provide any member qualification data to the Nominations Committee to facilitate elections and perform other duties as may be required by the

President.

F. Treasurer – It shall be the duty of the Treasurer to serve as a member of the Board of Governors; to collect all monies received; establish and maintain an account in the name of the Club; and pay expenses incurred during the year. Work closely with any event coordinators, committees, and/or any entities endorsed/budgeted to spend money on behalf of the organization, while ensuring costs are accounted for, recorded, and controlled. Prepare financial budgets by January 1 of each year, financial budgets and statements by event, and any ad-hoc information as requested by the President or the Board of Governors.

Checking account – As soon as the elected officials are announced, the outgoing President and/or Treasurer should be removed from any and all financial responsibility (e.g. checking/saving accounts, etc.) and the newly elected President and/or Treasurer should be placed on any and all financial vehicles as the responsible parties. It will be the newly elected Treasurer's responsibility to ensure this happens expeditiously. Records of the transitions should be coordinated and recorded by the newly elected Treasurer.

Section 3. Non-Elected members of the Board of Governors – Board

A. The Board shall serve as liaisons between the officers and the membership and ensure the execution of the Bylaws. They shall advise the Officers on potential policy, budget, or schedule improvements. They shall meet as frequently as necessary to conduct business of the Club.

B. The Board shall be appointed for a one year term by the President with majority approval from the Officers. They shall be active members in good standing in the Club.

C. Board members are required to attend all possible meetings and provide necessary support to ensure proper Club functioning. If at any time a Board member feels they can not honor this commitment they can discontinue their tenure, and a replacement will be appointed.