

# STS-RT Board of Directors [Stewards] Roles and Responsibilities

Revised August 2014

Legal framework (drawn from our bylaws)

**The IRS and Vermont rules for nonprofits do not impose a citizenship or residence requirement for Board members.**

STATE	DIRECTORS	OFFICERS	MEMBERS
	Directors:	Officers:	Members:
<u>Vermont</u>	<ul style="list-style-type: none"><li>• Number: minimum 3</li><li>• Qualifications: Individuals. No residency requirement. No membership requirement.</li><li>• Term: 1 year</li><li>• Quorum: majority</li><li>• Committee: minimum 2 directors</li></ul>	<ul style="list-style-type: none"><li>• A president, a secretary, and a treasurer are required.</li><li>• Two or more offices may be held by the same individual, except president and secretary.</li></ul>	<ul style="list-style-type: none"><li>• Members: optional</li><li>• Regular meeting: required annually</li><li>• Quorum: 1/10th votes</li></ul>

## 1) Composition and meetings of the board

The Board of Directors, aka the Stewards, of the STS-RT manages the business of the corporation. The board may appoint committees for any purpose, including an executive committee that may exercise any of the authority of the board.

There are **five** Directors, who have to be individual members, who are elected to **two year terms** and can be elected to an additional consecutive term and who may choose to serve an additional year without election if the directors approve the choice to stay on.

**A regular meeting of the board of directors must be held immediately after and at the same place as the annual meeting of members.**

## 2) Duties

The board of directors proposes at the annual meeting the annual membership fee and other fees as needed to be assessed from the members and the membership approves the proposal.

### 3) Officers

The officers of the Corporation are the President (who also serves as the Chair of the Board), the Treasurer (who also serves as the Vice-Chair of the Board) and the Secretary (revised 2012). They are elected by the Directors.

The powers and duties of the officers are as provided by resolution or other directive of the board of directors. In the absence of such provisions, the respective officers have the powers and will discharge the duties associated with such offices.

The President is the presiding officer at all meetings and exercises all of the powers which customarily pertain to the office of Executive for a non-profit corporation of the State of Vermont.

The President and Treasurer, jointly, are responsible for effecting the purposes of the Corporation as specified by the Board, representing the corporation in public forums as needed, administering and coordinating the corporation's responsibilities, and preparing an agenda for all meetings of the Board.

The **President** is responsible for effective management of the corporation and all boundary management activities with other institutions and organizations. The President is responsible for the strategic growth and development of the Roundtable with respect to:

- Membership Growth
- Web-based Communication & Branding
- Education products and services
- Research and Educational Collaborations
- Ensuring Financial Resources

A specific responsibility is legal with the following tasks:

- Identify and deliver on legal requirements to maintain 501(c)3 status
  - i. prepare and submit required bi-annual reports to State of Vermont;
  - ii. respond to inquiries from other legal sources
- Respond to and manage any legal inquiries from governmental agencies with respect to the corporation
- Serve as liaison with legal counsel

The **Treasurer** keeps a true record of all monies received and renders an account of all money expended by the Corporation. The Treasurer oversees the Corporation's accounting and financial procedures, and submits a report on the financial condition of the Corporation at the Annual Meeting and at other such

times as the Board may direct. The financial management and oversight include:

- **Cash management**
  - a. receive all incoming funds (actively manage PayPal and Credit Card receipts, including processing individual transactions and transferring funds among accounts);
  - b. analyze, approve, and pay all invoices in timely manner;
  - c. manage checkbook and bank accounts;
  - d. plan and manage cash flow;
  - e. participate in pricing decisions and recommendations;
  - f. plan and manage annual meeting costs
- **Budgeting** - develop and manage all budget needs for RT in general as well as for specific projects
- **Financial Statements** - prepare financial statements as needed and specifically for annual meeting
- **IRS**
  - a. prepare data and tax documents, including annual reports for CPA;
  - b. work with CPA to ensure tax preparation is completed as required by law;
  - c. submit completed tax docs to IRS

The **Secretary** maintains custody of all records, documents, and papers of the Corporation in paper or electronic form. The secretary is responsible for all communication from the Corporation to its members and public at large. These tasks are:

- Communication
  - a. maintain and manage email list;
  - b. ensure regular communications with all members, including participation in developing messages with President and other Stewards
  - c. send all information, currently through Mailchimp
  - d. receive and redirect all incoming communications (STSRT email)
  - e. develop and send all reminders, updates, and other regular messages to members;
  - f. manage email presence and STS email addresses
- Member Data Base
  - a. develop, maintain, and update member data base, including full contact information;
  - b. periodically scan and purge mailing list of bad addresses
- Liaison
  - a. serve as primary liaison with members;
  - b. respond to queries for information and other requests

The two other stewards carry out such responsibilities as deemed necessary by the Board of Directors. Generally, for the Roundtable, these have been in the areas of technology strategy and execution, education and membership.

Salaries of the officers may be set by the board of directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the corporation. There is no right to a salary and a salary may not be paid unless the board of directors so orders. Salaries of officers are subject to annual review by the membership. To date, no officer has received a salary.

#### **Other duties** (as drawn from the experiences of past Stewards)

The stewards' primary work is to "hold the space" in which our professional learning community can flourish. It is the members of the STS Roundtable who will make the learning community happen, and the stewards are charged with encouraging and facilitating that process.

#### Stewards Role to hold the space:

- Define "the space," especially those parts that are NOT the annual meeting, and continually evaluate our methods;
- Finance "the space" by increasing membership and by developing other sources of income;
- Define roles for voluntary member teams, including the Annual Meeting Planners and other voluntary membership teams;
- Support, monitor and coordinate the work of voluntary teams;
- Develop and improve the mechanisms for linking the various components of the Roundtable;
- Protect the name and image of the organization;
- Find ways to administer the business and functions of the organization efficiently and effectively.

#### Planning for the Annual Meeting

The Stewards determine:

- Date and location of the annual meeting and are responsible for making the necessary facilities arrangements.
- Fees charged for attending the annual meeting. Historically, the fees cover only the costs of the meeting.
- Membership for the Annual Meeting Planning Team and hold the team accountable for making sure it meets the deadlines and develops meeting formats which experience has proven are necessary to have a successful meeting. Usually one steward is a member of the Meeting Planning Team.

#### Membership management

The Stewards are responsible for:

- Maintaining the membership roster
- Setting membership fees. Billing members for dues separately from recruiting for the annual meeting is a relatively new process; current practice is to offer a reduced membership fee for early renewal and to offer certain benefits for members (reduced annual meeting and webinar fees, access to restricted sites on the web, inclusion in STS-RT sponsored research projects) as

the value proposition.

- Recruiting new members,
- Communicating regularly with the community

### Membership Growth

There are two issues here. One is that we have too few paying members to generate needed revenue. The other is that we have way too few new and young members to sustain the organization long-term.

### Web-based Communication & Branding

The stewards are responsible for maintaining, developing, and monitoring the STSRT website. This work has been done in the past either through paid contracts or volunteers. The stewards have the ultimate responsibility for managing and protecting the “STS brand” on the web.

### Education

The stewards are responsible for developing, recruiting, and coordinating year-round educational opportunities such as webinars or workshops.

### Research and Educational Collaborations

The stewards are responsible for coordinating, managing, and providing oversight of the RT’s role in the development of various initiatives with other partners.

### Financial Resources

The STS Roundtable must continually find adequate financial resources. As a 501(C) (3) educational organization under the US tax code, the RT can receive foundation grants and donations from individuals and corporations. It also can make money from webinars and events.

Financial needs include semi-annual face-to-face stewards meetings, as well as the ongoing day-to-day and administrative costs of running the organization (e.g., internet, web support, telephone, conference calls, insurance, equipment, annual meeting, etc.). We would also like to provide travel support for members representing the STS/RT at various professional meetings and conferences, scholarships for the annual meeting, and possible honoraria if funds permit.

### Organizational Administration

There are many administrative tasks for which the stewards are responsible that may be allocated among the stewards roles or delegated to volunteers or paid staff. These tasks include:

- a. **Program Support** - work with various groups to develop and deliver programs for the RT, includes planning, budgeting, supervision, participation, and financial management
- b. **Annual Meeting**

- work with meeting planning team to coordinate all activities for annual meetings;
  - identify potential meeting sites, visit if needed, and recommend to team/stewards;
  - negotiate contract/pricing with selected site (including meeting space, catering, and room rental rates);
  - plan logistics for meeting including catering, A/V, meeting space;
  - serve as liaison with hotel representative;
  - manage meeting once 'on-the-ground'
- c. **Liability Insurance**
- ensure STS/RT, Inc. is covered by adequate liability insurance for gatherings, annual meetings, etc.;
  - put insurance out to bid every 2-4 years;
  - maintain appropriate and required coverage
- d. **Files and paperwork** - maintain computer files for the corporation
- e. **Equipment** - identify needs, solicit input, select, and purchase equipment needed by STS/RT, Inc.