



## Board Members

**Board of Directors:** Board members have the responsibility to steer the organization towards a sustainable future by adopting sound, ethical, and legal governance and financial management policies, as well as, by making sure the organization has adequate resources to advance its mission.

### *“The board governs, the club manages”*

**Governance:** Board members are responsible for the direction of the organization. The board develops policy and sets a course, looking at the long range, big picture. It works on viability and sustainability of the organization. The board ensures the legal and ethical integrity, as well as, establishes budgets and provides resource and financial oversight. The board should avoid micro-management.

**Management:** Staff members (club officers and committee chairs) are responsible for the administration of the organization. They work on the service delivery and operations of the organization. Staff partners with the board to advance goals and strategies, while taking care of the daily needs related to their position within the organization.

## Constitutional Powers

The Board of Directors “shall constitute the executive board of this club and be responsible for the execution, through the club officers, of the policies approved by the club. All new business and policy of this club shall be considered and shaped, first, by the board of directors for presentation to and approval by the club members at a regular or special club meeting.”

## Strategic Planning

Strategic planning is a process of defining an organization’s direction and decisions of allocating its resources. It involves looking beyond solving problems and asking the tough questions. Elements of strategic planning:

- Vision / Mission / Core values
- SWOT analysis (strength, weakness, opportunities, threats)
- Long term goals
- Yearly objectives
- Action plans

## Board's Legal Responsibilities

- **The Duty of Care**
  - Understand the organization's mission, constitution and by-laws
  - Attend meetings, read minutes, reports and other material
  - Ask questions, make informed decisions, use independent judgement
  
- **The Duty of Loyalty**
  - Ensure that the interest of the organization is always first
  - Avoid transactions involving potential conflicts of interest
  - Disclose financial interests and abstain from discussions/votes on such matters
  
- **The Duty to Manage Accounts**
  - Keep accurate records of income, expenditures and transactions
  - Develop annual budgets that provide clear direction for spending
  - Establish appropriate internal accounting system
  - Audit all accounts
  - Develop fundraising goals and policies
  - Prudently invest assets
  
- **The Duty of Compliance**
  - Follow provisions of the organization's governing documents.
    - Articles of incorporation
    - Constitution and by-laws
    - All club-approved policies
  - Comply with Federal and State reporting requirements:
    - IRS annual filing
    - Ohio Attorney General annual filing
    - Incorporation protection (Secretary of State)
    - Sales tax compliance (Ohio Dept of Taxation)

## Board Strength

A strong Board of Directors ensures the continued success of the organization. It should be the right mix of skills, abilities, and perspectives. A board should be transparent and keep communication channels open. There are several ways to keep a board strong:

- Ensure diversity in board membership
- Set term limits (mix long term and short)
- Training and development
- Set a schedule to review operations
- Develop a strategic plan

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