



Chapter Board Orientation Guide

Successful chapters have
strong leaders.

GOVERNANCE

ARTICLES OF INCORPORATION

The chapter is separately incorporated in its home state. The board should have a copy of the incorporation charter and be aware of renewal requirements. Incorporated status protects the board of directors from personal liability. This is a requirement to remain affiliated with GCSAA.

IRS EXEMPT STATUS

Board members should be aware that the chapter is exempt under the applicable IRS sec. 501(c) code. Most GCSAA chapters are 501(c) 6. This means the chapter does not have to pay taxes on income earned towards its exempt purpose. However, it does pay taxes on unrelated business income.

BYLAWS

The bylaws are the framework for the organization and must be understood by all board members. Bylaws are needed to detail the operation/function of the organization. Bylaws should conform to the GCSAA bylaws in accordance with the chapter affiliation agreement. Bylaws can only be changed by a majority vote of the membership. Bylaws should be regularly reviewed to check for relevance or legal issues.

STANDARD OPERATING PROCEDURES/POLICIES

Standard Operating Procedures (SOPs) are written policies that share the wisdom of past and present board members in interpreting bylaws and defining the best course of action for various programming or business-related decisions. These SOPs ensure that chapter business is consistently handled even though board members may change.



CHAPTER CHECK-IN

- ✓ COPY OF CHAPTER BYLAWS
- ✓ CHAPTER IRS EXEMPTION
- ✓ RELEVANT SOPS
- ✓ BOARD EXPECTATIONS

BOARD DUTIES AND ROLES

Each board member should have a clear understanding of the duties they are to perform. Being elected or appointed to a board means that you will have additional reading, studying and time commitments in order to perform your duties, plan accordingly. Meetings and elections should be conducted in accordance with the bylaws and written records kept for all elections.

There are legal responsibilities to be aware of when serving on a chapter board of directors. The following are the board members fiduciary responsibilities to the chapter and its members.

- Duty of Care – conducting oneself with a level of competence and responsibility.
 - o Attend board meetings
 - o Be prepared
- Duty of Loyalty – faithful to the association
 - o Do not take advantage of corporate opportunities
 - o Conflicts of interest – disclosure required. Ask GCSAA for an example SOP.
- Duty of Obedience – respect confidentiality

It is helpful to have written descriptions for each board position and to clearly define what is expected when serving on the board of directors. GCSAA can provide examples of position descriptions and board commitment documents.

CONFIDENTIALITY AND BOARD BUSINESS

It is important that board members keep confidential information private until the appropriate time. This may include personal information, pending contract negotiations, financial information or any other information that could jeopardize the good standing of the organization. Board members must make hard decisions resulting in a split vote from time to time, but the board must present the results as a unified body, even if they voted against the eventual outcome.

FINANCIALS

BUDGET

- Controls the chapter's operations through the establishment of financial standards regarding revenues and expenses.
- Revenue Sources:
 - o Membership Dues
 - o Advertising / Sponsorships
 - o Meeting Income
 - o Fundraising Events
- Expenses:
 - o Contracted Labor
 - o Meeting Expenses
 - o Communication Expenses
 - * Newsletter
 - * Magazine
 - * Website
 - o Scholarships / Benevolent Funds / Charitable Contributions
 - o Insurance
 - o Travel
 - o Special Projects
 - * BMP's
 - * First Green
 - * Special Events
 - * Economic Impact Studies
- Should be aligned with chapter's Mission, Vision, and Goals.
- Cornerstone to the chapter's fiscal viability.
- Oversight responsibility of Treasurer, Finance Committee, and Executive Director.
- As a non-profit association budget should be established as a "Balanced Budget" where revenues and expenses are equal.
- Reserves can be held to cover 6 months to a year operating expenses.

AUTHORIZATION

- Treasurer is responsible for overseeing the management and reporting of chapter's finances. The specific duties should be contained in the chapter bylaws or SOP's.
- Treasurer in working with the Executive Director or Chapter Administrator and in conjunction with the Finance Committee, leads the formation of financial policies.
 - o Who has access to funds
 - o Check signing authority
 - o Payment of expense as well as receipt of money
 - o Use of credit card
- President reviews and approves proposed budget to be presented to the rest of the Board of Directors.
- Check writing and credit card authorization should be limited to Executive Board and Executive Director with double signatures required over a set limit.

CHAPTER CHECK-IN

- ✓ CHAPTER'S TOP THREE REVENUE SOURCES
- ✓ CHAPTER'S TOP THREE EXPENSES
- ✓ CHAPTER'S SPECIAL PROJECTS
- ✓ WHO HAS AUTHORITY TO SIGN CONTRACTS AND WRITE CHECKS?

FISCAL RESPONSIBILITY

- Develop a written financial policy/strategy. Many chapters have healthy reserves, but do not always have a clear idea of thresholds.
- Financial reports need to be clear, accurate, and timely.
- Financial matters should be transparent for the membership.
- Treasurer and Finance Committee as well as Executive Board and Executive Director are accountable for financial well-being of the chapter.
- Regular evaluation of how chapter is performing regarding budget should be conducted.
- Accounting Firm should be retained to ensure proper procedures are followed.
- Tax Implications for 501C-3 or 501C-6 organizations.
- Board members and officers of a chapter can be sued for a variety of issues, and their personal assets can be at risk, so chapters are required to protect themselves with directors and officers (D&O) insurance.



You can have an effective board and team!

Follow these guidelines to improve results and to create an effective Board of Directors.

What are the dysfunctions of a team?

- 1 Trust (lack thereof)**
 - a. This is the cornerstone of every working board and successful team.
- 2 Fear of Conflict**
 - a. Engage in constructive, passionate dialog. Stop artificial harmony.
- 3 Lack of Commitment**
 - a. You must get everyone on board. Not that everyone will agree, but when decisions are made and approved all members of the team must support the decision.
- 4 Avoidance of Accountability**
 - a. You must hold everyone accountable for decisions and standards. Everyone must be willing to row their boat and paddle.
- 5 Inattention to Results**
 - a. Working together as a board means you focus exclusively on what's best for the team and put individual agendas aside. As a board member, you focus must be on the wellbeing of the membership

TRUST

As a board, set aside time during orientation to get to know one another. Everyone must be willing to be vulnerable in order to gain trust with others.

- Conduct a personal history exercise and ask:
 - o Where did you grow up?
 - o How many siblings do you have and where do you fall?
 - o When were you the most scared?
 - o What is your favorite activity?
 - o What are you most passionate about?
- From here you can discuss what you learned about your peers – how can you build on this information?
- Find out what the strengths are of the board and membership – leverage those.
- Ask where we can get better in serving our membership – what are the gaps?

FEAR OF CONFLICT

Artificial harmony and not having difficult discussions as a board leads to certain members dominating the conversation, agenda and direction for the chapter. Open, detailed discussions are necessary for progress. Here are ways to work through conflict as a board:

- Take a deep breath and regroup – ensure your thoughts are what you want to convey the board
- Be empathetic – understand what others are trying to accomplish
- Be assertive with communication
 - o Be kind, not “nice”
- Be Flexible

LACK OF COMMITMENT

As a board, you must be committed to the membership – when decisions are made, it is your job to support the decision, once discussion and a vote has been passed. Ways to succeed with commitment:

- Ensure your mission is well focused and followed
- Ensure the mission is understood by all board members, officers and staff
- Develop and execute your strategic plan
- Measure your success
- Make sure board member and staff roles and responsibilities are understood and followed

Your Chapter and GCSAA

GCSAA and the 99 affiliated chapters work together to support our shared membership. GCSAA realizes that a strong chapter network is key to GCSAA achieving its mission and vision. In turn, the chapters are encouraged to utilize GCSAA resources to help strengthen and ensure their success.

AFFILIATION AGREEMENT

It's important to understand that GCSAA and the chapters are separate entities. Each chapter has its own set of governing documents and is separately incorporated. However, many years ago the chapters and GCSAA decided to formalize their relationship with an affiliation agreement.

The purpose of affiliation between chapters and GCSAA is to ensure the golf course superintendents profession, and its respective associations, are adequately represented in the golf course industry. This agreement is made in order to:

- Enhance the image of its members and assist in elevating their professional status.
- Have an effective national and chapter network of trained volunteers that vigorously represent the profession.
- Promote and develop future chapter and national leaders.
- Support both GCSAA and chapters in their activities and programs to benefit members and the golf course superintendent's profession.
- Share information that helps preserve and advance the members' livelihood and the golf course superintendent's profession.

The affiliation agreement also outlines GCSAA responsibility to the chapter and the chapter's responsibility to GCSAA. Among the items required of chapters who wish to affiliate with GCSAA are attendance at the annual Chapter Delegates Meeting, the completion of annual reporting items each year, the chapter's tax-exempt status needs to be in good standing with the IRS and its incorporation needs to be up-to-date with the state. These items are monitored at GCSAA headquarters to ensure the chapter is in good "health" and is able to support its members.

CHAPTER CHECK-IN

- ✓ HAVE I READ THE AFFILIATION AGREEMENT?
- ✓ DOES THE CHAPTER HAVE THE REQUIRED INSURANCE IN PLACE TO PROTECT ITS PROPERTY AND THE BOARD?
- ✓ WHO IS OUR VOTING DELEGATE? HOW MANY VOTES DOES OUR CHAPTER CARRY

INSURANCE

Another item required by the affiliation agreement is chapter insurance. Chapters must purchase insurance which covers the following:

- o Directors and officer's liability insurance
- o General liability insurance
- o Chapters that own property, such as an office building or equipment are also required to carry property coverage as part of their general liability insurance policy.
- o GCSAA administers a program that provides policy coverage at an average annual cost of \$1,100.

FIELD STAFF

A benefit of being an affiliated chapter is having access to Field Staff. Field staff live and work in the region they cover. These individuals are GCSAA staff members whose duties are to support chapters, chapter leaders and executives and members. Their responsibilities include:

- Serve in an advisory capacity to the president and the board of directors.
- Facilitate chapter strategic planning
- Go-to regional resource
- Support individual members
- Provide GCSAA updates/presentations
- Promote the profession on multiple fronts/media
- Assistance with incorporating local/national programs
- Grow the profession
- Work with universities/turf students
- Foster relationships with allied associations
- Develop relationships with local community
- Regional resource on legislative issues
- Membership growth and support

