Chapter Board Orientation Guide

Successful chapters have strong leaders.
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.

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.
  - Attend board meetings
  - Be prepared
- Duty of Loyalty – faithful to the association
  - Do not take advantage of corporate opportunities
  - 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 provided 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:
  - Membership Dues
  - Advertising / Sponsorships
  - Meeting Income
  - Fundraising Events
- Expenses:
  - Contracted Labor
  - Meeting Expenses
  - Communication Expenses
    - Newsletter
    - Magazine
    - Website
  - Scholarships / Benevolent Funds / Charitable Contributions
  - Insurance
  - Travel
  - 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.
  - Who has access to funds
  - Check signing authority
  - Payment of expense as well as receipt of money
  - 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.

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.
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:
  - Where did you grow up?
  - How many siblings do you have and where do you fall?
  - When were you the most scared?
  - What is your favorite activity?
  - 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
  - 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
AVOIDANCE OF ACCOUNTABILITY
A board can’t function by everyone “passing the buck” of responsibility to others. Everyone must own decisions made at the board level for your membership. Here are some great ways to encourage accountability:

- Understand the guidelines and bylaws of the organization
- As a board member, your job is to develop policy which staff can operate upon
- Understand when a motion is passed, following discussion, it is your duty to support the decision
- Understand your role as a board member – if an accountability task group is needed, develop one
- Maintain a positive public perception and be transparent

INATTENTION TO RESULTS
Only being passionate to results that favor you individually can result in ineffective board policy and outcomes. Status and Ego fit into this category. Don’t place your own agenda above that of the board and chapter. Focus areas include:

- Many teams fall prey to status – Accomplishments for the team must be measured
- Make results clear – focus on strategic plan and goal accomplishment
- Focus on the group goal

THE BOARD MEETING
- Use board meetings for decision making. Many individuals will not volunteer for board service because they dread long, unproductive meetings.
- Respect the time of others. You are expected to be in attendance and on time.
- Board meetings are for policy development
  - Keep chit-chatting away from decision making.
- Have open, difficult discussions without being personal
  - This is an effective method for results
- Consider adding Robert’s Rules items here.
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.

INSURANCE

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

- Directors and officer’s liability insurance
- General liability insurance
- 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.
- 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
VOTING
Chapters holding affiliated status have the privilege to be represented by a delegate at all GCSAA meetings. The delegates represent their chapters at the Annual Meeting and the Chapter Delegates Meeting. Giving the chapter a voice in association business and the election of the GCSAA Board of Directors.

- GCSAA elections take place during the Annual Meeting at the Golf Industry Show where GCSAA voting members elect a new association president, vice president, secretary/treasurer and directors.
- If proposed bylaws amendments are on the ballot they may change the language of GCSAA’s bylaws if approved. Bylaw amendments must be approved by a two-thirds majority of those whose ballots are cast either through individual votes, proxy votes or a chapter voting delegate.
  - Other ballot issues, such as a proposed dues increase, require a majority vote to pass and become enacted.
- All GCSAA Class A, B, AA, A-Retired and B-Retired in good standing are eligible to vote at the Annual Meeting. GCSAA Bylaws stipulate that any GCSAA voting member has the choice of casting a ballot in one of the following ways:
  - Individually
  - By proxy (vote cast by another individual member)
  - With affiliated chapter (vote cast by chapter delegate as part of the chapter voting block)
- Current chapter voting rosters can be obtained from GCSAA.