

Cloverdale Historical Society

POLICY MANUAL

Revised Effective January 1, 2011

FORWARD—PURPOSE AND OBJECTIVES

The Board of Directors (the “Board”) of the Cloverdale Historical Society (the “Society”) is responsible for establishing Society policy. This Policy Manual is designed to provide written statements of policy to (1) establish and implement the objectives of members as interpreted by the Board, and (2) govern the operation of the Society. The Policy Manual includes statements of policy and not detailed procedures.

It is the intention of the Board that, at its first regular meeting of each calendar year, the Policy Manual in its entirety be presented, adopted by Board resolution with any changes, and incorporated as a part of the meeting minutes, with the Secretary placing a copy in the Society’s permanent file; thus it becomes the policy of each new Board.

The purposes of the annual review and adoption are to:

- Provide information to new Board members on existing policy and the opportunity to question and understand the reasons for policy as it exists.
- Commit each Board member to existing policy.
- Assure a systematic review and evaluation of policies at least once each calendar year. The Board is responsible for the initial study, development and recommendation of new and revised policies. Additions, deletions or changes to the Policy Manual are made by reference to specific parts and sections of the Policy Manual and become operative when adopted by the Board.

PART I—ORGANIZATION

1. GOVERNING RULES AND REGULATIONS

- A. The Society will be governed by the Bylaws of the Society and by this Policy Manual.
- B. Nothing included in this manual may be in conflict with the Bylaws as identified in (A) above.

C. The Society is a nonprofit, member-owned Historical Society, dedicated to serving the needs of the Society and the local citizenry. The safety and preservation of member assets, property and equipment shall be the prime consideration, while providing courteous and efficient service in a Historical Society environment.

2. ORGANIZATION STRUCTURE—Board of Directors

Refer to Bylaws (As amended effective 1/1/2011), Articles One through Four.

3. MEMBERSHIP CATEGORIES

The Society shall maintain the following classes of membership:

Active: Active members are dues paying members who support the mission, purposes and goals of the Society.

Life: Life members are those who endow the Society with one or more unrestricted contributions as specified in Section 4 below.

Honorary: Honorary membership may be presented to a person whose distinguished service is recognized by the Society. Persons so honored may be selected 1) by nomination of the selected person by any Director and approval by at least a 2/3 vote of the Board; or 2) by nomination of the selected person by any Society member at the Annual Meeting of the membership and approval by a 2/3 vote of the members present. Honorary members do not pay dues or vote, but may become active members upon payment of dues.

Student: Student members are individuals 21 years of age or under who are enrolled in a public or private elementary school, middle school, high school or college. Student members do not pay dues or vote, but may become active members upon payment of dues.

4. MEMBERSHIP DUES

All membership dues shall be dedicated to covering the operating expense of the Society

A. The following Active Membership subcategories will have annual dues as follows:

Individual:	\$20.00
Family:	\$30.00
Business:	\$50.00

- B. Life Membership shall be in the amount of \$1,000.00
- C. Honorary Members may become Active Members by paying dues.
- D. Student members shall pay no dues. Student Members may become Active Members by paying dues.

5. RELATIONS TO HISTORICAL ASSOCIATIONS

- A. It is the policy of the Society to take advantage of all possible assistance from Historical Society organizations and associations. Participation in such organizations and associations is anticipated.
- B. The Board's primary responsibility is to the Society and its membership, and not to any other organization or group..
- C. Dues payments to other associations shall be approved by the Board as part of the annual budget function.

6. COMPENSATION

No Director or Officer shall receive compensation for his/her duties as Director or Officer.

7. PURCHASES

The President and/or Treasurer are authorized to approve in advance the purchase of usual, necessary office supplies, equipment and technical services at their discretion. Purchases exceeding \$100.00 shall be specifically reported to the Board at the next regular Board meeting. Purchases of over \$200.00 on non-budgeted items must be approved by the Board in advance and recorded in the minutes of that meeting.

8. BOARD MEETINGS

Regular meetings of the Board shall be held on the dates, times and places specified by the President.

PART II – BOARD RESPONSIBILITIES

1. OFFICERS

- A. **PRESIDENT:** The President is responsible for ensuring that the Directors are aware of and fulfill their governance responsibilities, comply with applicable laws and Bylaws, conduct board business effectively and efficiently and are

accountable for their performance. The President's duties include, but are not limited, to the following:

1. Ensures that structures and procedures are in place for effective recruitment, training and evaluation of board members.
2. Prepares an agenda for Board Meetings, the Annual Meeting and Special Meetings of members, and presides over these meetings.
3. Serves as the primary spokesperson for the Society ensuring that the organization maintains positive and productive relationships with members, media, donors, City government and other organizations.
4. Ensures that structures and procedures are in place for securing the resources required by the Society.
5. Serves as the primary signing officer authorized to sign or countersign checks, correspondence, applications, reports, contracts or other documents on behalf of the Society.
6. Serves as an ex-officio member of permanent committees specified in the Bylaws.
7. May assign tasks and delegate responsibilities to Directors, committees, the Society's Executive Director and other staff members.
8. Serves as the primary liaison between the Board and the Society's Executive Director. The President meets regularly with the Executive Director, ensures that periodic performance reviews are conducted, and participates in the hiring and evaluation of the Executive Director.

B. VICE-PRESIDENT: In the absence or disability or refusal to act by the President, the Vice-President shall perform all duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President's duties include, but are not limited to, the following:

1. Serves as a signing Officer authorized to sign or countersign checks, correspondence, applications, reports, contracts or other documents on behalf of the Society.
2. Performs other duties as assigned by the Board or the President.

C. TREASURER: The Treasurer shall be the chief financial officer and exercise general supervision over the receipt, custody, and disbursement of Society funds. The Treasurer's duties include, but are not limited to, the following:

1. Serves as Chair of the Finance Committee.
2. Serves as the primary liaison between the Board, Finance Committee and the bookkeeper. The Treasurer meets regularly with the bookkeeper, ensures that periodic performance reviews are conducted and participates in the hiring and evaluation of the bookkeeper.
3. Serves as a signing officer authorized to sign or counter sign checks, correspondence, applications, reports, contracts or other documents on behalf of the Society.

4. Performs other duties as assigned by the Board or the President.

D. **SECRETARY:** The Secretary shall be the custodian of all records and documents of the Society which are to be kept at the principal office of the Society. The Secretary, or his or her designee (Recording Secretary) shall keep the minutes of all meetings of the Board, the Annual Meeting and Special Meetings of the membership, maintain files of all such minutes, and distribute copies to Directors and the Society's Executive Director shortly after each meeting. The Secretary's duties include, but are not limited to, the following:

1. Serves as a signing officer authorized to sign or countersign checks, correspondence, applications, reports, contracts or other documents on behalf of the Society.
2. Performs other duties as assigned by the Board or the President.

2. DIRECTORS

A. The Board of Directors shall set direction, ensure resources and provide oversight for the Cloverdale Historical Society. The Directors' duties shall include:

1. Regularly attend and actively participate in Board meetings.
2. Determine the mission and focus of the Society.
3. Develop and monitor implementation of periodic and strategic goals and plans.
4. Ensure that adequate financial resources are available by participating in fund development activities.
5. Ensure that adequate human resources are available by establishing and monitoring policies for volunteers and paid staff.
6. Ensure compliance with legal and ethical standards.
7. Review and approve the annual budget and make certain that proper financial controls are in place.
8. Make certain that programs further the mission and focus of the Society.
9. Participate in the recruitment of new Directors and the evaluation of board performance.
10. Act as ambassadors for the Society, promoting to the public the Society's mission, goals, and accomplishments.

3. CONFLICT OF INTEREST

A. Whenever it is determined that an Officer or other Director has a financial or personal interest in any matter coming before the Board, the Board shall ensure that:

1. The interest of such Director and all material facts pertaining thereto are fully disclosed to the Board.

2. No interested Director may vote or participate in discussion on the matter or be counted in determining the existence of a quorum at the meeting of the Board at which such matter is voted upon. In most cases, the interested Director should not be present during the discussion of, and vote on, such matters.
 3. Any transaction in which a Director or Officer has a financial or personal interest shall be duly approved by Directors not so interested or connected as being in the best interests of the Society.
 4. Payments to the interested Officer or Director shall be reasonable and shall not exceed fair market value.
 5. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.
- B. If more than one Director is involved in matters involving a conflict of interest and a vote is called, the number voting must exceed the quorum requirements for the meeting or a unanimous action is required of the voting disinterested Directors.
- C. Annually, each Director shall sign a statement that he or she:
1. Has received a copy of this Policy Manual and the included Conflict of Interest policy;
 2. Has read and understands the policy;
 3. Agrees to comply with the policy; and
 4. Understands that the Society is a charitable organization that must engage primarily in activities that accomplish one or more of its tax-exempt purposes to maintain its tax-exempt status.

4. MEETING ATTENDANCE

A. When a member of the Society accepts a position on the Board, he or she also accepts the responsibility to act on behalf of the membership in a dutiful manner. This responsibility can best be fulfilled by a full awareness of the Society and its current activities, which is best accomplished by participating in the conduct of Society business at scheduled meetings. A Director must commit to attending all regularly scheduled Board meetings.

B. The Board resolves that if a Director is absent from three (3) scheduled meetings during the year, subject to membership approval his/her position may be declared vacant.

5. COMMITTEES

A. The Board shall review the various Permanent Committees and be knowledgeable of their responsibilities and activities. Lists of committee responsibilities are on file and available to the Board and members.

B. The President shall appoint a minimum of one Director to all Permanent Committees. Each such Committee shall have at least 3 active members. The Treasurer shall be Chairman of the Finance Committee. In all other cases, a Committee chairman may, but need not be, a Director.

Society Business/Operations

a. The *Development Committee* shall be responsible to coordinate and carry out efforts of the Society in communications/marketing/public relations, fundraising, membership and volunteer recruitment.

b. The *Facilities Committee* shall be responsible for maintaining the Society's campus in good condition and ensure that safety and security measures are in place.

c. The *Finance Committee* shall be responsible for reviewing the management of the Society's Endowment and shall advise the Board in such financial matters as the Board of Directors requests.

History Center Operations

a. The *Collections Committee* shall be responsible for all aspects of managing the Society's collection of artifacts and research materials including acquisitions, accessions and cataloging, and conservation.

b. Educational activities will be divided among the following committees:

i. The *Exhibits Committee* shall be responsible for interpreting and presenting materials from the Society's collection, or on loan to the Society, in an appealing and interesting manner.

ii. The *Programs Committee* shall be responsible for developing and conducting educational programs of relevance to the Society's mission and of interest to the public.

iii. The *Library Committee* shall be responsible for oversight of all library materials and shall conduct research projects for the benefit of the Society as well as respond to public requests for assistance with research.

C. PART III—BUDGETARY AND FINANCIAL CONTROL

6. RESPONSIBILITY

The Treasurer shall have the responsibility for bringing the appropriate budget and financial recommendations to the Board in accordance with this policy. The annual budget for the calendar year shall be presented to the Board for approval each January and updated in June.

7. OPERATING BUDGET PHILOSOPHY

- A. The Society shall utilize an operating budget as the primary structure for purposes of both planning and control..
- B. The approved operating budget is authority for the Officers to place the plan into operation and to spend within the structure of the budget.

8. CAPITAL BUDGET

A capital budget (for major acquisitions of \$500.00 or more) shall be considered each year with the operating budget. Capital budget spending requests can originate with the Board, any Director, or Committee and shall require Board approval prior to expenditure of funds.

9. TRAVEL

The Board has full and final authority to determine when travel may be conducted at the expense of the Society and to approve (or disallow) claims for reimbursement. Those contemplating travel who desire to be reimbursed, even though such travel is beneficial to the Society, must first get authorization from the Board.