

Board of Directors

BYLAWS SUPPLEMENT

(previously QUALIFICATION DOCUMENT)

This document supplements, but does not amend or modify, the COAA Bylaws by providing clarity and detail on the COAA Board of Directors, the Directors and Officers who serve on that Board, and the Executive Committee, a subset of the Board.

Board Composition

The COAA Board of Directors consists of the following:

- At least four (4) Directors who are elected by the COAA membership to serve a three-year term. The term of office shall run per the calendar year commencing January 1 and expiring December 31.
- At least one (1) Director-at-Large, appointed by the President for a term to be determined by the President, but for not less than one (1) year. A Director-at-Large may serve successive terms and the term of office shall normally run for a calendar year, commencing January 1 and expiring December 31.

Board of Directors Commitment

Directors should be aware of and consider the following requirements & stipulations:

- Three-year term of service for Directors and may be elected for successive terms.
- Participation in an onboarding/orientation process that involves self-study and virtual meetings prior to their first Board meeting.
- Preparation for and participation in no less than four (4) official board meetings each year:
 - February ... in person at a TBD location or virtual (Teams, Zoom, etc.)
 - May ... in person prior to the Spring Conference
 - August ... in person at a TBD location or virtual (Teams, Zoom, etc.)
 - November ... in person prior to the Fall Conference
- Directors may be assigned as a Board Liaison to at least one COAA committee or task force with the expectation that they will participate in regular committee conference calls and activity, as available, in addition to regular communication with the committee/task force chair.

See Volunteer Reimbursement policy regarding expenses related to in-person Board meetings.

Board Officers

President

The role of the Board President is to ensure the integrity of the Board, facilitate effective decision-making, and to represent the board to outside parties.

Key responsibilities

- Officiate board meetings and certify the minutes of those meetings
- Ensure that Board norms are adhered to and strive to maintain a positive, productive, and collaborative atmosphere to maximize each Director's experience
- Use the results of periodic board self-assessments to continuously improve the Director experience and the effectiveness of the board
- Collaborate with the Executive Director and staff on the development of Board agendas
- Participate in Executive Committee meetings
- Participate in the new President orientation and transition process

Board of Directors

BYLAWS SUPPLEMENT

(previously QUALIFICATION DOCUMENT)

- Participate in new Director orientation
- Lead the process to identify and recruit potential new Directors and oversee staff execution of the Director election process
- Appoint Director(s)-at-Large and other Directors as needed
- Supervise the Executive Director, as the one employee of the board
- Represent the organization at other industry-related meetings

Qualifications

- Strong understanding of the organization's missions and board's governance role
- Effective facilitation skills
- Strategic orientation

Vice President

The Vice President provides additional Board leadership and assumes the role of President during the President's temporary absence or inability to serve.

Key responsibilities:

- Serve as the Board liaison to chapter leaders, responsible for ensuring regular communication with those leaders and continuous improvement of both the Chapters and their relationship with each other and the overall Association
- Assume the role of President if the President is unable
- Attend and participate in Board meetings
- Participate in Executive Committee meetings
- Participate in new Board member orientation
- Represent the organization at other industry-related meetings
- Assist with identifying and recruiting new Directors

Qualifications

- Strong understanding of organization's mission and board's governance role
- Willingness to assume leadership position when necessary
- Time to devote to assisting Board President as necessary

Secretary / Treasurer

From the COAA Bylaws (2020):

The Secretary / Treasurer shall oversee the management of the financial affairs of the Association and shall be responsible for seeing that the minutes of all meetings of the Members and the Board of Directors are kept and that the corporate record books are kept in good order. The Secretary / Treasurer shall have the authority to certify authenticity as to the corporate books and records.

Key responsibilities:

- Attend and participate in Board meetings
- Participate in Executive Committee meetings
- Provide recommendations to present financial information to the Board

Board of Directors

BYLAWS SUPPLEMENT

(previously QUALIFICATION DOCUMENT)

- Record notes, action items, and outcomes from executive sessions and retain; furnish to staff when appropriate for electronic storage with other official records and minutes
- Ensure that periodic Board self-assessments are conducted
- Ensure that accurate and complete financial records are maintained
- Review financial reports and interact with staff, accountants, investment advisors, and auditors to help keep the board informed on financial matters
- Assist with the development and continuous improvement of financial policies & procedures
- Work with the Executive Director to develop the annual budget; periodically monitor by comparing actual expenses and revenues to what was forecasted in the budget
- Ensure that tax returns are properly filed
- Participate as needed in periodic external audits

Qualifications:

- Familiarity with board practices and parliamentary procedure to ensure compliance during meetings of the board
- Organized, keen attention to detail
- Comfort with accounting and financial matters, terminology, best practices, etc.

Past President

The immediate (or a former) past president serves as a resource for the President, helping to add context and history to current discussions or decisions.

Key responsibilities:

- Provide support, counsel, and advice to the president as needed
- Attend and participate in Board meetings
- Participate in Executive Committee meetings
- Enforce board norms and help ensure that meetings remain positive, productive, and collaborative

Executive Committee

From the COAA Bylaws (2020):

There shall be an Executive Committee composed of a minimum of three (3) members of the Board of Directors. The Executive Committee shall be selected by the Board of Directors. To the full extent permitted by the Georgia Nonprofit Corporation Code and to the extent specified by the Board of Directors, the Executive Committee shall exercise the Board of Directors authority with respect to the ordinary, day-to-day business of the Association, shall implement policies established by the Board of Directors, shall provide guidance and direction to other committees of the Board of Directors and the Association, and shall report to the Board of Directors on its activities.

This group – which is comprised of the President, Vice President, Secretary/Treasurer, and Past President – serves as the operational subset of the Board, responsible for overseeing and advising the Executive Director and remaining fully aware of current operations, upcoming milestones, etc. The Executive

Board of Directors
BYLAWS SUPPLEMENT
(previously QUALIFICATION DOCUMENT)

Committee may also make decisions on behalf of the Board re: pressing financial matters, engagement with new initiatives and time-sensitive issues.

Key responsibilities:

- Ensure that plans for achieving the Association's strategic goals are in place and provide guidance as needed to the Executive Director
- Meet regularly with the Executive Director (weekly or as needed)
- Provide formal feedback to the Executive Director regarding his/her performance and participate in contractual/compensation discussions
- Provide day-to-day feedback, approval, or other input on specific initiatives or challenges as sought by the Executive Director or staff
- Review and provide approval of (or feedback) on Board meeting minutes
- Maintain, via the Secretary / Treasurer, general familiarity with the financial standing and health of the Association; report same as needed periodically to the board
- Provide feedback (or recommendations) on Staffing changes and compensation related to staff performance.

Director and Officer Term Limits and Duration

Term Limits for the Directors will be two full consecutive three-year terms, after which a Director must be off the Board for at least one (1) year before re-applying.

Officer Term Duration for the Secretary/Treasurer, Vice President, President, and Past President are one (1) year for each Officer. If an Officer's three-year Director term expires while serving in an Officer role, he/she will serve out their Officer term.

Directors Who Transition from Owner to Associate

If an Owner Director changes jobs and becomes an Associate, provided that Director adjusts their membership, they shall become a Director-at-Large at the discretion of the President and shall serve a term of not less than one (1) year from appointment as a Director-at-Large. If that Director is not appointed to a Director-at-Large position, their seat shall be vacated and filled as per Article VIII (Section 5) of the bylaws.

New Director Identification and Criteria

The Executive Committee and the Executive Director shall identify new Director candidates through direct contact and observation and/or a Call for Board Candidates nomination process.

Director candidates shall be Owner members of COAA and Director-at-Large candidates shall be Associate members of COAA. All candidates (Directors and Directors-at-Large) are preferred to have been members for at least three years.

Board of Directors
BYLAWS SUPPLEMENT
(previously QUALIFICATION DOCUMENT)

Additional Criteria:

- Nominees are preferred to have served in a volunteer capacity with COAA for a minimum of one (1) year.
- Nominees should have leadership experience within the industry or with a related organization(s).
- Nominees must have:
 - An understanding of the Bylaws, Strategic Goals, and Association Policies and be willing to sign a Conflict of Interest and Confidentiality Statement
 - Commitment to the organization and its mission
 - Knowledge about the programs, products, services, and strategic goals of the organization
 - Capacity to focus that knowledge on governance and long-term sustainability of the Association
 - Ability and eagerness to deal with values, vision, and the long-term future of the Association
 - Ability to participate assertively in Board deliberations and support Board decisions/consensus
 - Excellent communication skills with an appreciation for diversity