



Policies and Procedures

I. Introduction

The function of the Board of Directors is to establish and review major policy and carry out the mission and the goals of the Association. Board members have specific legal and fiscal responsibilities to the members of the Association. As a board member, you will be working in cooperation with your president, your fellow Board members, your association executive, and your membership. This policy manual is designed to help each Board member work as a team in adhering to the SWFAA Chapter, Bylaws, and Mission Statement, and in achieving the Association's goals.

A. Policies and Procedures

Policies and procedures are Board approved working guidelines for Board of Directors at any given Board meeting can change any policy or procedures. No policy or procedure may contradict the Chapter, Bylaws, and Mission Statement.

B. Board of Directors

Any material from the Board of Directors is for your information only and is intended as a resource tool throughout your term. Keep a binder which includes your policy manual, association budget, organization/contact chart, Charter, Bylaws, Mission Statement, calendar of events and monthly dividers. It's a great way to keep items such as minutes, agendas, financial reports, etc easily accessible.

II. Working within a Non-Profit Organization

SWFAA and you and your fellow volunteer Directors and Officers are a collective team comprised of different individuals with individual talents. Our job is to carry out the objectives of the Board of Directors and committees, as well as their policies and programs.

A. What is expected of Association Executive (AE)?

1. Be good stewards of the Association's money. Be thrifty and protect member investments.
2. Don't waste their time or that of other's. Use what is given to the Association wisely.
3. Seek out volunteer opinions in problem solving and offer solutions.
4. Keep volunteers apprised of necessary information to enable them to carry out their responsibilities.

5. Stick to what is professionally correct and best for the Association.
6. Respect volunteer viewpoints and attempt to work their views into the overall fabric of the Association.
7. Exert firm but polite pressure in achieving mutual objectives.
8. Treat all members equally. Don't do favors for volunteers that would put the Directors and/or AE in a compromising position with the Association's members or policies.
9. Work hard, be fair, and make the Association the best in the industry.

B. What should Volunteers expect of themselves?

1. When agreeing to hold a committee position, give the time they have committed.
2. When they cannot meet their responsibilities, put limits on their involvement.
3. Give the association the same intellectual commitment and judgment they would give their own business.
4. Provide leadership to the whole Association and to the committees, and programs we serve.
5. Give proper credit for successes where credit is due.
6. Provide specifics in plans and guidelines and not generalities.
7. Respect the style and the individuality of the members and of the Association. Just as no two members are identical; so, too, is this Association not identical to other associations. Each person in an association is unique with different strengths, challenges, and ways of getting the job done.

C. What should Association Executive expect from Volunteers?

1. Creativity in addressing issues and solving problems.
2. Respect and consideration of the association executive's judgment and recommendations.
3. Receive continuing education about SWFAA and their job.
4. Volunteers have individual strengths and assets that must be identified and put to effective use.

III. Board Meeting Etiquette

- A. Prepare for and anticipate the Board Meetings.
- B. During the meeting, follow the agenda. Wait until the President asks for discussion of subjects not on the agenda before bringing up new business.
- C. Learn the exact purpose of the meeting and determine in advance how you are going to contribute.
- D. Keep your responses short and to the point.

- E. When you speak, speak clearly in a voice everyone can hear. Wait until you have the attention of the entire Board before you begin your remarks.
- F. Side conversations are distracting and should be avoided.
- G. If aimless discussions arise on issues that require study or research, stop them with a motion that the appropriate committee studies the issue. This is one of the best methods for moving a meeting along and adjourning on time.
- H. If it needs to be said, say it. Do not hesitate to comment, criticize constructively, or disagree. Be prepared to offer solutions.
- I. If you disagree with the speaker, ask questions at the proper time. Make sure remarks are completely clarified.
- J. If you have a comment, ask for the floor rather than joining an aimless group discussion. Genuine contribution may be lost in confused conversation.
- K. There may be dissenters or those with different points of view on particular subjects. Ask others to summarize their convictions. This permits a more thorough examination of an idea that could be highly constructive when completely understood.
- L. Hastily passed motions usually do not receive the consideration they deserve. It is better to table a motion until the next meeting than to pass one you will regret.
- M. Ask timely and substantive questions at board meetings consistent with your conscience and convictions, while supporting the majority decision on issues decided by the board.
- N. Maintain confidentiality of the board's sessions and speak for the board or organization only when authorized to do so.
- O. Suggest agenda items periodically for Board Meetings to ensure that significant, policy –related matters are addressed.
- P. After the meeting, ask yourself if you have made a genuine contribution to the Association.

IV. Attendance at the Board Meetings

- A. Attendance at Board Meetings shall be governed by the Bylaws.
- B. General Membership Meetings and Special Events
 - 1. Board members are expected to attend and participate in as many of the Association dinner meetings and special events as possible.

2. If they cannot attend a dinner/special event meeting, we ask that you call SWFAA and notify the association executive prior to the respective meeting. SWFAA Policies regarding meeting reservation cancellations and no-shows will remain the same for the Board members as for the regular membership

V. Volunteer Organizational Structure

A. Board of Directors

The Association's goals and objectives are the responsibility of the elected Board of Directors. Each candidate for the Board must submit a letter of intent prior to each three year term. Upon expiration of your term as a Board Member, you will not automatically be reinstated or asked to serve another term. It is up to each Board member to inform the Association Executive of his/her interest in continuing to serve as a member of the Board of Directors which shall be given due consideration by the Nominating Committee.

B. Executive Committee

The Executive Committee consists of the President, 1st Vice- President, 2nd Vice President, Secretary, and Treasurer. Except for powers specifically reserved to the Board of Directors, the Executive Committee shall have the authority to exercise the powers of the Board of Directors in the interim between meetings of the Board and shall direct and control the business affairs of the Association between meetings of the board. The Immediate Past President or a Past President may be called upon to join committee meetings.

C. Committees

Committees are established by the Bylaws and at the discretion of the Board of Directors. A Chairperson who is a member of the Board of Directors and is appointed Chairperson by the President shall chair their assigned committee. The committees are divided into standing committees, which carry on the regular business and the activities of the Association, and task forces which are established for special, short term purposes. In addition, the President and/or Executive Committee may establish committees or positions classified as officio. An example would be an advisory position or committee for special advice in a related area of interest to the apartment business.

D. Various Committees

1. Executive- Purpose: Except for powers specifically reserved to the Board of Directors, the Executive Committee shall have the authority to exercise the powers of the Board of Directors in the interim between meetings of the Board and shall direct and control the business affairs of the Association between meetings of the Board.

a. The President, Vice-President, Second Vice President, Secretary, Treasurer, and Past President, when requested.

2. Nominating- Purpose: Board Development
 - a. Shall be charged with presenting a slate of individuals to the Board of Directors that are the best qualified to serve the mission statement of SWFAA.
 - b. Desired qualities for the future leadership:

Experience	Recognized & Respected
Knowledgeable	Dedicated & Willing
Enthusiastic	Polished & Professional
Legislatively Attuned	Motivated & Motivating

3. Legislative- Purpose: To represent SWFAA (Does this need to be elaborated on?)

4. Education- Purpose: Organize and promote education and educational events for the benefit of the organization's members

5. Membership- Purpose: To lead in the recruitment of new and qualified members for the Association and to plan and implement ways to foster positive, long-term relationships within general membership.
 - a. Plan, develop, and implement an ongoing membership drive.
 - b. Be charged with marketing the benefits of membership to existing members.
 - c. Be charged with the development and implementation of a membership list to existing members.
 - d. Solicit and pass along to the Board and Staff feedback, needs and concerns from the general membership.

E. Committee Chairpersons

The key to a successful committee is the Chairperson. The achievements of a committee are in direct relation to of the leadership and direction provided for the committee's functions. Effective Chairpersons accept responsibility, while motivating others to offer thoughts and recommendations.

1. Duties and Responsibilities
 - a. Planning- The Chairperson consults with the Association Executive and members of the committee in planning the committee's goals and objectives. The first meeting of a newly formed committee should be for the purpose of orientation and setting the goals. Each committee shall adhere to the Mission Statement in carrying out their respective responsibilities and shall submit proposed programs and activities to the Board of Directors for approval prior to implementation. The Board of Directors shall approve any funds needed.

 - b. Meeting Notification- The Chairperson is responsible for communicating with their respective committee members, the President and the Association Executive regarding meeting date,

time and location. The Association Executive is also able to help communicate to members when a meeting has been scheduled- just ask.

c. Conducting Meetings- The Chairperson directs the committee in adhering to the SWFAA Mission Statement; and planning, reviewing and achieving the committee's goals and objectives. Their role is to encourage and channel discussion, weigh the value of expressed ideas and suggestions, summarize the discussion and seek a consensus for reporting to the Board of Directors.

d. Maintaining Records and Information- The Chairperson insures that accurate minutes are kept, necessary reports prepared and a record of committee work maintained. The Chairperson should remain constantly informed regarding the progress of individual committee member's assignments and responsibilities.

e. Reporting to the Board of Directors- The Chairperson is responsible for reporting his/her committee's activities and progress at each Board meeting. In the event the Chairperson must be absent from a Board meeting, the Vice-Chair should make the report. If neither can attend, a written report to the Board should be submitted.

f. Getting Action- The Chairperson must assist in motivating committee members toward active participation and involvement in committee activities. With the overall duties and responsibilities in mind, the Chairperson should assist in channeling the interests and talents of individual committee members into productive efforts and insure the necessary follow-up action.

g. Evaluation of Results- The Chairperson continually reviews and evaluates his/her own procedures; the committee's goals and objectives and progress; and the individual member's assignments and responsibilities.

VI. Statement of Fiduciary Responsibility

A. The SWFAA Board of Directors and its committees have a fiduciary responsibility to the members of the SWFAA. This responsibility requires the leaders to act in good faith and in the best interest of the Association members; to exercise due care and diligence when acting for the Association; and to act within the scope of their authority. "Fiduciary" is defined in Webster's dictionary as "of, related to, of involving a confidence or trust." Fiduciary responsibility as an Association Officer or Director includes:

1. Directors and officers must observe the “business judgment rule.” Directors and Officers are expected to exercise the same degree of care and skill when making decisions or taking actions that would be expected of a reasonably prudent person in a business environment.
2. Directors and Officers should:
Faithfully read and understand the Association’s financial statements and otherwise help the Board in its fiduciary responsibility.
 - a. Be well informed of the Association’s business.
 - b. Attend and participate in required meetings.
 - c. Register dissents in the meeting minutes when in disagreement with Board actions.
 - d. Be knowledgeable about the Association’s Charter, Bylaws, Mission Statement, Policy Manual, and other Association documents.
3. When a member accepts a position as an officer or Director, he or she is expected to know the required duties and responsibilities. An Officer or Director cannot be excused from improper action on the grounds of ignorance or inexperience.
4. An Officer or Director should always put their personal preferences or feelings aside in order to assess Association business in a professional and business manner, always keeping the Association’s well being in mind. Pursuing personal gains at the expense of the Association is a violation.
5. Officers and Directors will frequently be assigned tasks for the good of the Association. These responsibilities are on a volunteer basis; however, once this assignment is accepted, it becomes the responsibility of that Officer or Director to follow through and complete the assignment.
6. As a representative of SWFAA, an Officer or Director must always conduct herself or himself in an ethical manner and project the highest of professional standards at all times.

VII. Finances

The SWFAA accounting system will be QuickBooks and shall include chart of accounts, cash received, cash dispersal journal, general ledger, copy of bank statements, and an accurate list of members. SWFAA’s fiscal year will be January 1st thru December 31st.

- A. Financial Packet for disbursement at Board of Directors meetings.
 1. Each Financial Packet Shall Include:

- a. Balance sheet
 - b. Statement of net assets
 - c. Accrual & cash methods shown
 - d. Budget report
 - e. Check reconciliation
 - f. A/R report
 - g. Statement of income
 - h. Supplemental financial statements for each event/meeting.
- 2. Budget & Finance Committee
 - a. The Treasurer and AE will distribute financial statements to the finance committee by the 15th of each month.
 - b. Budget and Finance Committee to meet via conference call or in person prior to the board meetings.
- B. Internal Controls
- 1. Accounts Receivable will be reviewed monthly by the AE & Treasurer and reviewed quarterly by the budget and Finance Committee for recommendations.
 - 2. Accounting journal entries will be approved by the Treasurer and AE.
 - 3. Bank accounts will be reconciled by the Association Executive and reviewed by the Treasurer.
 - 4. The AE will be responsible to make bank deposits as needed.
 - 5. Blank checks will not be signed.
 - 6. Any voided checks shall be retained and accounted for.
- C. Expenditures
- 1. Any expenditure over \$500 requires (2) authorized signatures.
 - 2. Authorized signers are any member of the Executive Committee or the AE.
 - 3. The AE has authorization to spend up to \$500.00, anything that exceeds \$500.00 requires approval and additional signature by an approved signer.
- D. Disbursements
- 1. All requests for disbursement within an approved budget shall be presented in writing. All receipts must be submitted within 30 days and will be reimbursed within 15 days.
 - 2. Any request for disbursement made by an approved individual, committee chairperson or board member should be submitted via Expense/Advance Request Form.
 - 3. All disbursements must be paid with pre-numbered checks.
- E. Contracts
- 1. At the direction of the Board or Executive Committee, only the President or Association Executive may execute contracts on behalf of or otherwise obligate the Association.
- F. Drafts
- 1. All checks drawn on SWFAA accounts are signed by any of the two following authorized signers: President, 1st Vice-President, 2nd

Vice-President, Secretary, Immediate Past President, or Associate Executive.

G. Collection Procedure

1. Initial billing should be sent out within 7 days by the AE
2. **31-60 Days** A statement of account balance should be sent at 45 days of the original date of the invoice by the A.E.
3. **90 Days** A second notice of statement to be sent out at 90 days by the A.E. and the board will be notified
4. **120+ Days** Any member with a balance outstanding will be required to pay at the door for that event.
5. **Dues** any unpaid dues that have exceeded 120+ days will be required to pay non-member rates in addition.

H. The Association shall maintain its cash and near-cash assets in FDIC insured accounts and adjust their balances on a regular basis to achieve the following targets:

1. The Operating Checking Account should carry a balance sufficient to maintain smooth operations, defined as transaction balances plus the minimum required for the bank account instrument plus a modest cushion to avoid service charges.
2. Certificates of Deposit should have maturities in the first month of each calendar quarter with values roughly equal to 90% of smallest cash and near cash balances in the same quarter of prior year.
3. The Operating Money Market account shall hold all other balances.

VIII. Committee Budgets

- A. Each committee planning to produce revenue or incur expenses must abide by the SWFAA budget set out by the Finance/Budget Committee at the beginning of each year. Each committee should remain faithful to the fundamental structure of its budget. Any expense exceeding approved budget must be approved by the Executive Committee. The continued fiscal strength of SWFAA depends on program execution by each committee. Net Income for projects must be met, if at all possible.
- B. All committees with activities planned shall present budget drafts and program descriptions, including schedules of revenues and expenditures, to the Association Executive.
- C. The Board will direct the AE on the goals for organizational budget preparation. Participation by Directors and other Association members shall be solicited to ensure a successful budget preparation for the coming year.
- D. The emergency fund would be used when the Association's operations are dramatically reduced or re-focused by external forces. It could be

used to maintain operations for a short-term situation; address extraordinary problems (e.g., legal obligations, taxes, etc.); or, in the extreme case, liquidation of the Association.

IX. Conflict of Interest Policy

- A. The purpose of such a policy is to ensure that decisions about SWFAA's operations and the use of disposition of its assets are made solely in terms of the benefits to SWFAA and are not influenced by the possibility of private profit or other personal benefit accruing to the persons subject to this policy who take part in the decision. In addition to actual conflicts of interest, all persons subject to the policy are obligated to avoid actions that could be perceived or interpreted as being in conflict with SWFAA's interest. To avoid actual, potential, or even the appearance of conflicts of interests, persons subject to the policy should disclose any connection or relationship with organizations or enterprises doing business with SWFAA and refrain from participating in decisions affecting transactions between SWFAA and the other organization or enterprise. The mere existence of a connection or relationship shall not prevent a transaction from taking place; however, so long as: 1) the relationship is disclosed; 2) disinterested individuals make the necessary decisions; and 3) the terms of the transaction are fair and reasonably comparable to those available in other commercial transactions where the parties are entirely independent of one another. This conflict of interest policy should be signed by the members of the Board of Directors and staff of SWFAA. Further, it should be communicated to all the volunteers through the committee on which they serve.

X. Position Descriptions

- A. President – The president serves as chief elected Officer representing the entire membership and the best interests of SWFAA. The President exercises leadership in the motivation of Officers, Board members, committee members, staff, and the membership. The President guides the establishment of goals and objectives for SWFAA during his or her term of office. The President acts as spokesperson and leader, monitoring and evaluating performance and effectiveness. The President works in partnership with the Association staff.

1. Qualifications

- a. Shall serve a term of one year and one year as “Past President”
- b. Shall have five years of multi-housing management experience.
- c. Should have at least one year's participation on an apartment association legislative committee.

- d. Should have served on an apartment association Board of Directors for a minimum of one year within the last three years.
- e. Shall serve on the Legislative Affairs Committee.
- f. Shall attend the following NAA meetings: Assembly of Delegates, Legislative Conference, and Educational Conference.

- 2. Duties, Responsibilities, and Authority- Within the limits of the Chapter, Bylaws, Mission Statement, and policies, the President is responsible and has commensurate authority to accomplish the duties set forth below.
 - a. Presides at all meetings of the Board of Directors and the Executive Committee.
 - b. Ensures that the Board of Directors and Executive Committee are kept fully informed on the progress and operations of the Association in conjunction with the Executive Committee.
 - c. The President consults and advises the AE on all matters pertaining to Association policies, programs and finances.
 - d. Works with the Board of Directors and AE in furthering the goals and objectives of the Association.
 - e. Appoints the chair and vice-chair of each committee and task force; outline the purpose and duties of these committees; and monitors their progress.
 - f. Reviews the organizational structure and policies of SWFAA annually with the AE.
 - g. Supports policies and programs adopted by the Board of Directors and the Executive Committee.
 - h. Promotes interest and active participation in the Association on the part of the membership and reports activities of the Board and the Association to members by means of written and/or verbal communication.
 - i. In conjunction with the AE, acts as spokesperson for the Association to the press, the public, legislative and regulatory bodies, and related organizations.
 - j. In cooperation with **those with financial responsibilities**, (maybe it should say Budget and Finance Committee) helps develop recommendations and, upon approval, operate within an annual budget.
 - k. Has an obligation to keep the Vice-President involved and informed.

B. First Vice-President- The Vice-President serves in the capacity of President in the absence or disability of the President and in such case would be responsible for the same duties as outlined for the President.

1. Qualifications

- a. Shall serve a term of one year.
- b. Shall have five years of multi-family housing management experience
- c. Should have one year's participation on an apartment association Legislative Committee.
- d. Should have served on an apartment association Board of Directors for minimum of one year within the last three years.
- e. Does not automatically ascend to the Office of the President.
- f. Shall serve as a member of the SWFAA Legislative Committee.
- g. Shall review the Charter, Bylaws, Mission Statement, and the Long Range Plan annually and make recommendations to the Board regarding each.

2. Duties and Responsibilities

- a. Attends all meetings of the Board of Directors and the Executive Committee
- b. Keeps informed on policies, programs, and operations of the Association.
- c. Maintains communication with the President and Association Executive (AE).

C. 2nd Vice-President - The 2nd Vice-President serves in the capacity of the 1st Vice President in the absence or disability of the 1st Vice President and in such case would be responsible for the same duties as outlined for the 1st Vice President.

D. Treasurer

1. Qualifications

- a. Employed in the industry.
- b. Shall serve a term of one year.
- c. Shall have multifamily housing management experience or must have been affiliated with the apartment industry for a minimum of three years.

2. Duties and Responsibilities

- a. Responsible for overseeing the accounting of all funds and securities belonging to the Association.
- b. Responsible for overseeing full and accurate accounts of the finances of the Association and books especially provided for that purpose.
- c. Shall oversee the preparation of a true statement of assets and liabilities as of the close of each calendar year and shall regularly report to the Board of Directors and to the membership with respect to the finances of the Association.

- E. Secretary
 - 1. Qualifications
 - a. Employed in the industry
 - b. Shall serve a term of one year
 - c. Should have multifamily housing management experience or have been affiliated with the apartment industry for a minimum of three years
 - 2. Duties and Responsibilities
 - a. Attends all meetings of the Board of Directors and Executive Committee.
 - b. Responsible for seeing that accurate records of all meetings of the Board of Directors are kept.
 - c. Shall give all notices required by law and by the Association Bylaws.

- G. Past President
 - 1. Qualifications
 - a. Shall be a board member.
 - b. Shall have served as President of SWFAA, normally the immediate Past President but not necessarily. See the SWFAA Bylaws.
 - 2. Duties and Responsibilities
 - a. Shall serve as a voting member of the Board of Directors
 - b. Shall serve on the Executive Committee, if requested??
 - c. Shall serve as chair of the Nominating Committee
 - d. Shall be available as a resource and sounding board (or consultant?) to the current President.

- H. Directors
 - 1. Qualifications
 - a. Must have multifamily housing management experience or must have been affiliated with the apartment industry for a minimum of two years.
 - b. Shall adhere to the Charter, Bylaws, and Mission Statement as they manage and direct the business of the Association.

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 - 2. Duties and Responsibilities
 - a. Shall serve as representative of the membership in conducting the business of the Association and setting policies of the Association.
 - b. Shall serve as Chairperson of a committee or on the Government Affairs Committee.

- c. Provide leadership to the Association to insure that programs and projects assigned are effectively completed in a timely manner.
- d. Attend the monthly meetings of the Board of Directors. (Please refer to the Bylaws for the attendance policy.)
- e. Attend the **monthly** dinner meetings to maintain an active commitment to the Association and its membership.
- f. Inform the Association's Officers or AE of issues affecting the community that requires the attention of the Association.
- g. Participate in developing resources (volunteer manpower and dollars) to effectively operate the Association and its programs.
- h. Pledge to develop the Association as a positive influence for the advancement of the multifamily housing industry in SWFAA.

XI. Representing the Membership

- A. As an officer or Director, you are an elected representative of the Association members. You are responsible to represent their ideas. Your creativity is also important. The success of SWFAA depends on your performance as an Officer or Director. The following is a list of general expectations while serving on the Board.
 1. Know the association's mission, purposes, goals, policies, programs, services, strengths, and needs. SWFAA, within the Charter, Bylaws, and Mission Statement, states its purpose, objective, and methods of operation. These documents chart SWFAA's operation and explain some of these rules. Unless a rule is changed through formal procedures, the Association must adhere to its governing documents.
 2. Serve the organization as a whole rather than any special interest group or constituency. Your first obligation is to avoid any preconception that you "represent" anything but the Association's best interest.
 3. Avoid even the appearance of a conflict of interest that might embarrass the board or the Association, and disclose any possible conflicts to the board in a timely fashion.
 4. Maintain independence and objectivity and do what a sense of fairness, ethics and personal integrity dictate.

5. Be responsible for considering the needs of the membership-at-large. Your position as an Officer or Director is measured by your ability to judge and plan on the basis of overall consideration. It is your responsibility to determine what the members need and want and to bring those needs to the attention of the full Board. You should also suggest ways in which these needs may be fulfilled.

6. Carefully consider what you say and do. You are closer to the operation of the Association than most of your fellow members; therefore, when you make statements about the Association, members will tend to believe you and accept your statements as official policy. As an officer or director, it is your professional and ethical responsibility to maintain confidentiality on Board and Association matters. Well informed, constructive criticism is essential to the operation of a healthy Board. If you have constructive criticism, it is your responsibility to bring it before the Board. If you are concerned about an Association policy, issue, employee, or Board member, communicate the criticism to the president or the AE for review by the Executive Committee.

7. Discuss your responsibilities with the President and/or the AE. The AE is continually working with the Association and can offer valuable suggestions. Your president will advise you on issues that need attention and concentration. You're input and professional opinion is valuable.

8. Behave prudently in your role as an Officer or Director. While SWFAA maintains Director and Officer Liability Insurance, members of the Board of Directors can be held individually or collectively liable if someone decides to challenge the legality of the Association's action.

B. Acknowledgement

1. I hereby acknowledge that I have read the Southwest Florida Apartment Association policy manual in its entirety and agree to abide by all of its policies and procedures.

Signature

Printed Name

Date