

CHAPTER 2: GOVERNING BOARD

Basic Facts

General

- Board Members are elected annually by simple majority of votes cast in an online ballot. The results of this election are announced at the Annual General Meeting and Board Members assume their duties on 1 July (Constitution Article VI.1)
- The Board shall consist of no fewer than seven and no more than ten positions. Five members constitute a quorum (Constitution Article VI.2)
- Eligibility for Board membership requires Club membership for a six month period prior to the nomination deadline
- The Governing Board includes the following positions: President, Secretary, Treasurer, Grapevine Editor, Welcome/Sunshine Coordinator, Membership Secretary, Activities Coordinator, Special Events Coordinator and Coffee Coordinator. Changes to these positions may be made by the Board whenever deemed appropriate (Bylaws Article IV.A.1)
- A Vice-President will be elected by the Governing Board from among its Members. In the event of a tie, both may serve concurrently (Bylaws Article IV.A.2)
- In the absence of the President, the Vice-President shall assume the duties and responsibilities of the President (Constitution Article VI.6)
- The Treasurer is not eligible to be Vice-President because these positions are both Club signatories
- The Board may appoint members as Assistants to the Board
- The Governing Board may appoint Committees or Sub-Committees for particular tasks (Constitution Article VI.5)
- The management of the Club is vested in the Annual General Meeting. The Governing Board is responsible for the functioning of the Club in accordance with the Constitution, Bylaws, and Policies and Operating Procedures (Constitution Article IV.1)
- The duties of the Governing Board are set out in Constitution Article VI.4

Annual General Meeting (AGM) / Extraordinary General Meetings

- The AGM is convened each May by the Governing Board (Constitution Article V.1) (see POPs Chapter 3, AGM)
- In addition to the AGM, Extraordinary General Meetings may be called at any time by the Governing Board or at the written request of at least 20% of the members. AGM procedures apply to these meetings and decisions are final (Constitution Article IV.2)

Board Meetings

- Board Meetings are generally held monthly
- The President chairs all Board Meetings
- Each Board Member has one vote. Decisions are taken by simple majority. In the case of a tie, the President has the casting vote (Bylaws Article IV.B.1)
- Proceedings of Board Meetings, including Agendas, Minutes and correspondence, are confidential (see POPs Chapter 16, Archives)
- Any Club Member may propose a specific topic for the Agenda of a Board Meeting. She may be invited to attend the discussion of that topic (Bylaws Article IV.B.3)
- While a quorum of five Members (Constitution Article VI 2) allows a meeting to be held, the President can postpone voting decisions until most Members are present or can be contacted for their decisions
- If decisions have to be made between Board Meetings, the President may contact all Board Members by email. Any decisions should be recorded in the Minutes of the following Board meeting. If no decision can be reached, the vote must be postponed to the next Board Meeting

The detailed description of the roles of President and the other Board members are shown separately under Board Roles.

YOUR ROLE AS BOARD REPRESENTATIVE

Board Representatives are appointed by the President with advice from the Board at the first Board Meeting of the new Club year. Each Committee must have a Board Representative. (Bylaws Article V.3) Certain Committees are chaired by Board Members (Finance, Special Events, Welcome and Sunshine) while others are chaired by non-Board members and have a Board Representative.

Tasks	Further Details
Maintain contact between the Board and your Committee and attend all its meetings	
Report to the Committee Chair any relevant Board comments and decisions	
Ensure that your Committee follows POPs	
Vote on your Committee	Voting can only take place when the Board Representative is present (Bylaws Article V.3)

YOUR ROLE AS ASSISTANT TO THE BOARD

These Assistants are appointed annually by the Board to assist in the running of the Club. The detailed job descriptions for the Digest Manager, Website Manager, Directory Production Editor and the Directory Advertising Manager are given in POP 6 – Publications and Communications. The role of Swiss Liaison is given under POP 15 and that of Archivist under POP 16.

Club Policy

- The Club year runs from 1 July to 30 June
- The time between the AGM and 1 July may serve as a handover period
- Members recruited to the Board will ideally serve two Club years in the same position and will stand unopposed for the second year
- Members appointed to the Board will ideally serve a two-year term in the same position, with the understanding that they will run unopposed for their second year.
- All Board Members must be confirmed or elected by members in the annual ballot
- If a Board Member decides to stand for a different position after her first year, other candidates may stand against her. If elected, she is eligible for two years in that position
- No Board position is an automatic step to another Board position
- There are no limits to the number of times a Club member may stand for election to the Board
- If a Board Member resigns during her term of office, the vacancy is filled by an appointment by the Board for the remainder of the Club year. The Nominating Committee Chair may be consulted
- If the President is unable to complete her term of office, the Vice-President assumes the position of President
- If the Vice-President is unable to complete her year, the President selects an Acting Vice-President for the remainder of the Club year
- Each Board Member must decide and inform the Nominating Committee Chair by 1 January whether she wishes to continue in her present Board position, be considered for a vacant position, or will not be available for the next Club year
- All Board Members receive a personal allowance each year towards expenses

