

National Croquet Club Governance Handbook Receipt and Agreement

As a member of the Club's governance system, I understand that I am obligated to:

- A. Read, understand and adhere to the tenets, policies and procedures outlined in this handbook.
- B. Represent the Club in a manner consistent with the Club's fine reputation.
- C. Represent all members of the Club and the Club's greater interests in all matters that come before me and to not use my position to obtain gains or advantages for my friends, my family, my associates or myself: avoiding all conflicts of interest.
- D. Treat the Club's facilities, other members, employees and all others associated with the Club with respect at all times.
- E. Keep all proprietary and/or sensitive information confidential.
- F. Strive to attend and participate in every meeting of the governing group of which I am a member and to be informed and open-minded on all matters to be discussed.
- G. Focus my efforts on the mission of the Club and not on my personal goals.
- H. Resign my position in the Club's governance system if I am unable to uphold these commitments to the Club.

Agreed to by:

Signature

Printed Name:

Date

Signed copy retained by Club Secretary.

National Croquet Club Governance Handbook Receipt and Agreement

This handbook belongs to:

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National Croquet Club Governance Handbook

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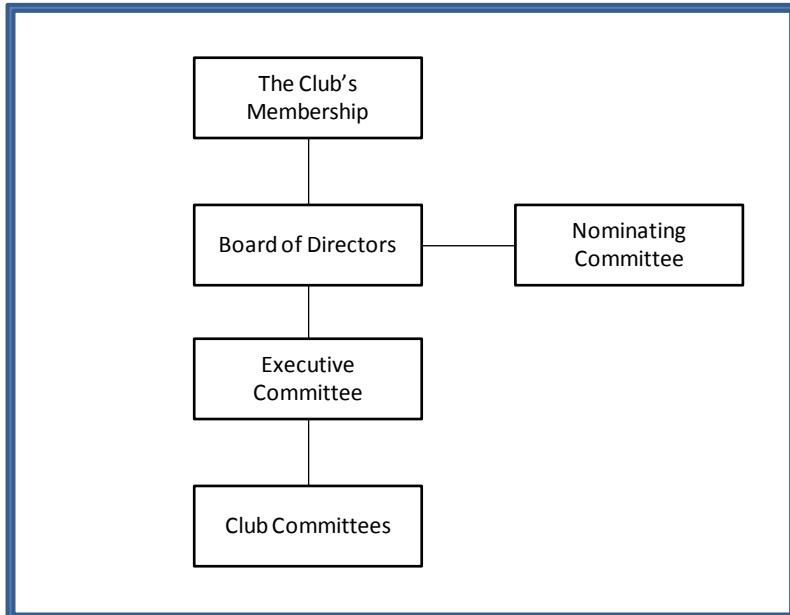
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1 **I. Purpose of the Club's Governance Handbook**

- 2 The Board of Directors of the Club has created the Governance Handbook to provide guidance to the
3 volunteers and professionals that contribute to and participate in the Club's governance and to provide
4 the continuity to the Club's governance that is essential to the Club's long term success.
- 5 The rules and procedures herein are intended to help these Club leaders understand their
6 responsibilities, the responsibilities of other participants and how the participants interact and
7 communicate. Portions of this Handbook are excerpts from the Club's Bylaws and Articles of
8 Incorporation, *shown in italics*. Procedures for making changes to the Club's Bylaws are outlined in
9 Article XIV of the Club's Bylaws.
- 10 The Governance Handbook shall be present at all committee, Board and membership meetings where
11 it can be used as a reference. It will be distributed to all volunteers and professionals who participate in
12 the Club's governance and to those who are considering a role in the Club's governance system.
- 13 The Governance Handbook is to be used and referred to regularly and when necessary adapted to meet
14 the changing needs of the Club. Procedures for making changes are outlined in Section XIX of this
15 Handbook.

16 II. Organizational Structure

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19 **Figure 1. The Club's Organizational Structure**

20

21

22 **III. Board of Directors: Description and Responsibilities**

23 **Responsible to:** The Club's membership

24 **Supervisory Authority:** The Board collectively delegates to and directly supervises the President
25 and the committees of the board.

26 **Limits of Authority:** *The Board shall exercise all powers of the Club, and do all acts and things
27 necessary to carry out the purpose of the Club and shall have all powers of Directors of not for profit
28 corporations as provided in Chapter 617 of the Florida Statutes as amended or re-numbered from
29 time to time, unless otherwise restricted by these By-Laws or the Articles.*

30 The Board must adhere to and ensure the Club's adherence to the Club's bylaws and all local,
31 State and Federal rules, regulations and laws.

32 The Board has the authority to discharge and re-form the nominating committee if the nominating
33 committee fails to meet their obligations as outlined in the Club's by-laws and Governance Handbook.

34 **Composition:** *The Chairman of the Board of Directors of the Croquet Foundation of America, and two
35 other members of the Board of Directors of the Croquet Foundation of America, Inc., as selected by the
36 Board of directors of said corporation, by virtue of their positions in said corporation, shall comprise three
37 of the seven members of the Board of Directors of the Club. The remaining four members of the Board of
38 the Club shall be as elected by the voting members of the Club, and shall not also be members of the
39 Board of Directors of the Croquet Foundation of America, Inc.*

40 **Selection Procedures:** *Each member qualified to vote shall be entitled to cast one (1) vote for each of as
41 many nominees as there are vacancies on the Board to be filled (but without cumulative voting). The
42 nominees receiving the highest number of votes shall be declared elected. See the section titled
43 Nominating Committee Description, Role and Responsibilities for additional details.*

44 **Requirements for Selection:** Each Director must be a member in good standing entitled to vote.

45 All Directors must sign the Club's Governance Handbook Receipt and Agreement.

46 **Terms:** *Each Director's term is one (1) year. Each board member who has served terms totaling at
47 least five years as such, and who is not elected to a further term as a voting member of the Board,
48 shall be classed an Emeritus member of the Board. Emeritus members of the Board shall have the
49 right to attend all meetings of the Board, and of its committees, and shall have the right to be heard at
50 such meetings, but shall not have the right to vote on any matters before the Board.*

51 **Vacancies:** The Board of Directors shall have the authority to fill any vacancy on the Board of Directors
52 with a majority affirmative vote of a nominee. This Director shall serve only until the next annual meeting
53 of the Membership, at which time a candidate will be elected to fill the remainder of the term.
54 Alternatively, the Board may choose to leave the position vacant until the next annual meeting of the
55 Membership.

56 **Attendance and Removal:** *Any Board member may be removed with or without cause and for any
57 reason, upon a petition to the Board of Directors in writing signed by twenty percent (20%) of the
58 members then entitled to vote and the approval of such recall, at a meeting of the members at which a
59 quorum is present, by a two-thirds (2/3) vote of the members voting at such meeting, either in person or*

60 by proxy. The Board of Directors shall call a special meeting to be held within sixty (60) days after
61 receipt of the petition and notice shall be given to all members at least ten (10) days prior to such
62 meeting in the manner provided in the By-Laws for giving notice of special meetings. At any such
63 meeting the subject Board member shall be given the opportunity to be heard. Any officer may be
64 removed with or without cause, and for any reason, by a two-thirds (2/3) vote of the Board of Directors.

65 **Minutes and Reporting Requirements:** Minutes of each Board of Directors meeting are to be
66 recorded by the Secretary and made available in the Clubhouse within 3 days of their approval. The
67 Board shall make a complete reporting of the Club's activity and position at the annual meeting of the
68 Members.
69 Additional guidelines are included in the section of this handbook titled Communication.

70 **Meetings:** *The Board shall have a minimum of four (4) meetings in each year at such times as the Board
71 shall determine. Telephone meetings shall be permitted. Meetings of the Board may be called by the
72 President and, in his absence by the Vice President, or by a majority of the members of the Board by
73 giving five (5) days' notice of the time and place of said meeting (except emergency meetings) in person,
74 by telephone, by electronic transmission or by prepaid mail, to all of the members of the Board. All
75 notices for such meetings shall state the purpose of the meeting and if in written form shall also be posted
76 on the Club's official bulletin Board.*

77 Drafted minutes of the Board's meetings shall be distributed to the Board within two (2) days
78 following the meeting.

79 **Quorum:** Four (4) Directors shall constitute a quorum.

80 **Primary Functions:**

- 81 A. Elect the officers of the Club;
- 82 B. Appoint committees and assign duties;
- 83 C. Fill vacancies on the Board due to death, resignation, inability to perform duties, or otherwise for
84 the balance of the unexpired term of such Board member;
- 85 D. Appoint managers and other employees and delegate such authority as it considers necessary
86 for the proper operation and management of the Club, except authority for such powers and
87 duties which may require the approval of the Board or the members;
- 88 E. Adopt, alter, amend, enforce, or repeal rules and regulations governing use of the Club and all
89 facilities by members, their families and their guests;
- 90 F. Fix the membership and initiation fees, and determine the terms for payment of same;
- 91 G. Determine the amount of dues and assessments and other charges for each class of
92 membership;
- 93 H. Have the authority to replace any Board member who shall fail to attend by telephone or in
94 person fifty percent (50%) or more of the Board meetings in any one (1) fiscal year;
- 95 I. Expend funds to the extent of the amount in the Club treasury or owing to the Club; enter into
96 contracts; lend money; borrow money or incur indebtedness for the purposes of the Club, and
97 cause promissory notes, bonds, mortgages or other evidences of indebtedness to be executed
98 and issued;
- 99 J. Purchase or lease equipment, supplies and materials required in the operation and management
100 of the Club;
- 101 K. Enforce by any legal means the provisions of the Articles and these By-Laws;
- 102 L. Select depositories for the Club funds and determine the manner of receiving, depositing and
103 disbursing Club funds and the form of check and the person or persons by whom the same shall
104 be signed, when not signed as otherwise provided by these By-Laws;
- 105 M. Have full discretionary power to admit or expel members, subject to the provisions of the Articles

-
- 106 *and these By-Laws; and*
107 N. *Develop procedures for reviewing and accepting or rejecting applications for each class of*
108 *membership.*
- 109
- 110 **Additional Specific Responsibilities:** The Board of Directors is expected to:
- 111 A. Conduct regular meetings.
112 B. Facilitate and encourage new member proposals, evaluate candidates and vote on
113 their admission to the Club.
114 C. Develop and update the Club's strategic plan
115 D. Form, direct and dissolve Committees of the Board, define and document their roles, general and
116 specific responsibilities, goals and the limits on their authority and monitor their activities.
117 E. Establish and enforce appropriate rules for the proper use of the Club's facilities and behavior of
118 the members and when necessary provide penalties for violations of those rules.
119 F. Address member grievances and discipline following the procedures outlined in the Club's by-
120 laws.
121 G. Ensure adequate resources are available to meet the Club's objectives.
122 H. Manage the Club's resources effectively through budget setting and monitoring, outside audits,
123 facilities care, capital replacement and development of capital reserve.
124 I. Determine, strengthen and monitor the Club's programs.
125 J. Oversee and assume responsibility for any and all groups, committees and "leagues" that
126 develop within the Club.
127 K. Protect and enhance the Club's public standing and image.
128 L. Ensure legal and ethical integrity in the Club's dealings.
129 M. Develop a system for succession and the perpetuation of effective governance by identifying and
130 preparing future officers and orienting new Directors.
131 N. Assess the Board's performance annually.
132 O. Communicate the Club's position and the Board's activities to the members on a regular basis.
133 P. Preserve the Club's records, history and heritage.

134 **Guiding Principles:**

- 135 A. The Board is accountable to the Membership and shall communicate with them regularly.
136 B. The Board and individual Directors speak as a unit: no one Director may speak on behalf of the
137 Board unless they are specifically authorized to do so.
138 C. The Board's decisions should focus on policy development and ends determination.
139 D. The Board delegates only to Committees and the General Manager and controls the staff's
140 performance by establishing the limits within which they perform, not by prescribing their
141 behavior.
142 E. The Board must explicitly define its own procedures and what it is responsible for producing.
143 F. The Board is responsible for establishing a relationship with the General Manager that is
144 empowering and safe.
145 G. The Board must rigorously monitor and evaluate the performance of the General Manager, but
146 only against established and clearly communicated policy and criteria.

147 **Director's Rights:**

- 148 A. Access to the General Manager.
149 B. Access to the Club's records.
150 C. Ample notice of meetings with their agendas and pertinent information.
151 D. Access to promptly produced minutes of the meetings.
152 E. Access to committee meetings.

-
- 153 **The Board's Effectiveness will be determined by measuring the following:**
- 154 A. Member satisfaction as reflected in attrition analyses, usage statistics, third party surveys, in
155 house surveys, etc.
- 156 B. Progress towards stated goals
- 157 C. Maintenance of and adherence to the Club's strategic plan
- 158 D. Adherence to the Club's by-laws
- 159 E. Development and maintenance of a positive community image
- 160 F. Adherence to the Club's Governance Handbook
- 161

162 **IV. Director: Description and Responsibilities**

163 **Responsible to:** Club's Membership

164 **Supervisory Authority:** An individual Director shall have no supervisory authority or responsibility that is
165 not specifically delegated to him or her by the Board of Directors

166 **Limits of Authority:** An individual Director shall have no autonomous authority that is not
167 specifically delegated to him or her by the Board of Directors.

168 An individual Director may not represent the Club in any matters, unless specifically authorized by the
169 Board of Directors.

170 Directors may vote on any issue that is brought before the Board of Directors or on any issue that is
171 brought before a committee of which they are members. Directors may not vote on issues brought before
172 committees of which they are not members.

173 **Terms:** Each Director is elected to a one-year term and may serve consecutive terms up to a
174 maximum of five (5) consecutive years.

175 **Requirements for Selection:** Each Director must be a Member in good standing.

176 All Directors must sign the Club's Governance Handbook Receipt and Agreement.

177 **Selection Procedures:** See the section titled Nominating Committee Description, Role and
178 Responsibilities for additional details.

179 **Directors' Legal Obligations to the Club:**

- 180 A. Duty of Care: A Director must (1) practice informed decision-making by reading materials and
181 reports that relate to the agenda items, asking questions and devoting appropriate time for
182 deliberation; (2) participate in decisions; and (3) do so in good faith and with the care an
183 ordinarily prudent person in a like position would exercise under similar circumstances.
- 184 B. Duty of Loyalty: A Director must exercise their powers in the interest of the whole Club not in
185 their own interest or the interest of a third person; this may be a conflict of interest. A conflict of
186 interest may occur when a Director is influenced in his or her decision-making by personal,
187 business, financial or other factors not solely related to the Club's best interests.
- 188 C. Duty of Compliance: A Director must act to carry out the purposes of the Club in compliance with
189 local, State and Federal laws, rules and regulations and consistent with the direction provided by
190 the membership as documented in the Club's Articles of Incorporation, Bylaws and other strategic
191 plans, documents and rules approved by the membership.
- 192 D. Confidentiality: A Director must not disclose information about the Board's or the Club's
193 legitimate activities unless they are already known by the public or are of public record.

195 **General Responsibilities:** Directors are individually responsible to work towards achieving the
196 groups goals and meeting the groups responsibilities

197 Please refer to the section titled: Board of Directors Description and Responsibilities for an
198 understanding of the collective responsibilities of the Board of Directors.

199 **Specific Responsibilities:** Directors are expected to:

- 200 A. Attend all meetings of the Board and inform the President in advance of any meeting which they
201 are unable to attend.
- 202 B. Become completely familiar with the Club's By-laws, Rules, Governance Handbook, Mission
203 and Strategic Plan.
- 204 C. Read all of the information provided with the Board's meetings' agendas, in order to be
205 informed and prepared to participate in decision-making at the Board's meetings.
- 206 D. Seek in advance of the Board meeting any additional information you may feel you need in order
207 to make informed decisions about the items on the Board's agenda.
- 208 E. Encourage creative ideas from all Board members, listen with an open mind and be receptive to
209 the ideas and thoughts of others.
- 210 F. Respect and support all of the majority decisions of the Board.
- 211 G. Participate in discussions, raise questions and offer ideas and suggestions for dealing with
212 items under Board consideration.
- 213 H. Share discussion time with other Directors and stick to the topic that is on the table.
- 214 I. Vote on motions that are brought forward.
- 215 J. Keep proprietary and sensitive information confidential.
- 216 K. Bring to the attention of the Board any issues that may have a significant effect on the Club, the
217 members or the employees, keeping in mind that only items that are on the agenda are subject to
218 Board action at the current meeting.
- 219 L. Represent all members unselfishly and as a representative of the whole membership, consider
220 voting as they would vote. However, also consider the Club's future members: an issue that is
221 very important to secure the Club's future, may be very unpopular with the Club's current
222 membership.
- 223 M. Refer complaints to the proper level on the chain of command.
- 224 N. Inform the Board when a conflict of interest exists and insist that the conflicted party abstain
225 from the pertinent vote(s).
- 226 O. Work continuously to improve participation in the Club's governance.
- 227 P. Limit discussion at the Board meetings to items that are on the agenda.
- 228 Q. Carry out specific tasks assigned and take responsibilities seriously: devoting the time and
229 energy necessary to ensure successful performance.
- 230 R. Be familiar with and supportive of the roles of the other participants in the Club's governance.

231 Directors shall not:

- 232 A. Criticize the Board, their decisions or other Directors, outside of the Board meetings.
- 233 B. Discuss the confidential proceedings of the Board outside of the Board meetings.
- 234 C. Use their position to obtain gains for their families, their supporters, their friends or themselves.
- 235 D. Attempt to influence the conduct of Club personnel other than by directing concerns to the
236 General Manager.
- 237 E. Approach any issue the Board faces with a closed mind.
- 238 F. Interfere with the duties or responsibilities or undermine the authority of any staff member.
- 239 G. Speak for or on behalf of the Club unless specifically authorized to do so.
- 240 H. Monopolize discussions.

241 **Optimal Attributes:**

- 242 A. Rational, prudent and practical.
- 243 B. Listens well and accepts disagreement and criticism.
- 244 C. Honors rules, regulations and procedures.
- 245 D. Consistent and congruent.
- 246 E. Respectful, empathetic and tolerant.
- 247 F. Supports consensus.

-
- 248 G. Open with praise, discrete with criticism.
249 H. Willing and able to commit the time necessary to be effective and takes duties seriously.
250 I. Able to stay focused on the big picture.
251
252

253 **V. Nominating Committees: Description and Responsibilities**

254 **Responsible to:** The Club's Membership

255 **Limits of Authority:** The Nominating Committee works independently from the Board of Directors in
256 accomplishing their responsibilities as described herein and consistent with the Club's By-laws. The
257 Board may delegate other responsibilities to the Committee, in which case the Committee will report to
258 the Board with regard to the performance of those delegated duties.

259 **Composition:** The Nominating Committee will consist of a minimum of five (5) and a maximum of nine
260 (9) members.

261 **Selection:** *The Board shall appoint a Nominating Committee, at least one (1) of whom shall be a member
262 of the Board. Unless specifically requested by a majority of the Board, the Nominating Committee shall
263 not nominate candidates to fill any vacancies occurring by reason of death, resignation, or otherwise for
264 any unexpired term.*

265 If the number of members of the Committee's of the Board is fewer than five (5), the Board of Directors
266 shall appoint a number of members equal to that necessary to bring the total number of Nominating
267 Committee members to five (5). The President will ask the Board for nominations and each of the Board-
268 appointed Nominating Committee members must receive at least fifty-one percent (51%) of the vote of
269 the Board.

270 **Requirements for Selection:** All Committee members must be willing and available to perform their
271 duties throughout the nominating process. Must be a Club member in good standing.

272 **Terms:** *Members of the Nominating Committee shall serve for a term of one (1) year or until their
273 successors are appointed and qualified.*

274 **Vacancies:** Vacancies shall be filled following the same procedures as described in Selection: the
275 group responsible for the original Nominating Committee member's appointment will be responsible for
276 selecting their replacement.

277 **Removal:** Any member of the Nominating Committee may be removed with a unanimous vote of the
278 Board of Directors.

279 **Meetings and Quorum:** *The Nominating Committee shall recommend, at least forty five (45) days prior
280 to the Annual Meeting, the named members of the Club selected by a majority vote of the Nominating
281 Committee to be submitted to the voting members of the Club at such Annual Meeting for election to the
282 Board. Such nominees, and any other members nominated in writing by 30 members or more, at least
283 twenty (20) days prior to the Annual Meeting by members entitled to vote, after having been certified by
284 the Secretary or any other officer that they are qualified for election and nominated in accordance with the
285 provisions of these By-Laws and have accepted such nominations, shall have their names posted on
286 ballots.*

287

288 **General Responsibilities:** The Nominating Committee shall submit candidates for each of the available
289 positions on the Board of Directors and shall present this slate of candidates to the Club Secretary on a
290 timely basis such that the slate can be distributed to the membership in accordance with the Club's by-
291 laws.

292

293 **Specific Responsibilities:** The Nominating Committee is expected to:

- 294 A. Develop profiles of the optimal candidates by referring to the Director's and Officer's
295 Descriptions and Responsibilities and seeking input from the Board of Directors and the
296 General Manager.
- 297 B. Consider effective past or current service in the Club's governance system as an essential trait in
298 Director or Officer candidates.
- 299 C. Communicate the profile to the membership and solicit volunteers and recommendations for
300 consideration.
- 301 D. Seek input from the existing Board regarding the Club's and the Board's needs.
- 302 E. Seek input from the General Manager regarding candidates to be considered.
- 303 F. Invite members under consideration to complete a questionnaire designed by the nominating
304 committee, the intention of which is to verify the candidate's satisfaction of the necessary and
305 optimal criteria.
- 306 G. Provide each potential nominee with a copy of the Governance handbook, making certain the
307 candidate is willing to comply with the Club's defined policies, systems and procedures.
- 308 H. Interview the candidates to assess their compatibility with Board service.
- 309 I. In accordance with the by-laws, provide a list of nominees to the Club's Secretary for posting
310 and distributing to the membership. This list will contain at least one candidate for each
311 available position.

312 **The Nominating Committee's effectiveness will be determined by measuring the following:**

- 313 A. Adherence to the Club's by-laws.
- 314 B. Adherence to the Club's governance handbook.

316 VI. President and Vice-President: Description and 317 Responsibilities

318 All references to the President shall also pertain to the Vice President, unless noted otherwise.

319 **Responsible to:** As members of the Board of Directors, the President is responsible to the Club's
320 membership.

321 **Supervisory Authority:** The President shall have no supervisory authority or responsibility that is not
322 specifically delegated to him or her by the Board of Directors

323 **Limits of Authority:** The President shall have no autonomous authority that is not specifically
324 delegated to him or her by the Board of Directors.

325 The President may not represent the Club in any matters, unless specifically authorized by the Board of
326 Directors. However, the President will generally represent the Board of Directors in communicating the
327 Board's decisions.

328 The Vice President shall serve in the place of the President in the President's absence or disability.
329 Otherwise, the Vice President shall have not autonomous authority that is not specifically delegated to
330 him or her by the Board of Directors.

331 **Terms:** One year and may succeed themselves a maximum of five (5) consecutive years as President.

332 A Director serving as President at the time his or her service on the Board reaches six (6) consecutive
333 years, may continue to serve on the Board until he or she has served a maximum of 5 years as President.
334 This provision requires a two-thirds (2/3) affirmative vote of the Board at the meeting during which the
335 Nominating Committee is empowered. A notice of this decision shall be provided to the Nominating
336 Committee immediately.

337 **Requirements for Selection:** Must be elected by the membership as a Director.

338 **Selection:** The Board shall elect the President from their own ranks at the Organizational Meeting of
339 the Board of Directors, immediately following the Annual Meeting of the Club.

340 **General Responsibilities:** The President serves the Board by keeping them focused on their primary
341 functions, legal obligations and responsibilities, and by presiding over the meetings of the Board of
342 Directors and the Club. The President generally represents the Board in communications to the
343 members, employees and community.

344 **Specific Responsibilities:** The President is expected to:

- 345 A. Perform all of the responsibilities of a Director, as outlined herein.
- 346 B. *Preside at all meetings and enforce observance of the provisions of these By-Laws and the Rules
347 and Regulations of the Club.*
- 348 C. *Call special meetings of the members and the Board*
- 349 D. *Be an ex-officio member of all committees*
- 350 E. *Execute all papers and documents requiring execution in the name of the Club.*

-
- 351 F. Preside over Club and Board Meetings following the Meeting Guidelines contained herein.
352 G. Ensure that the Board of Directors and the Committees are adhering to the tenets in the Club's
353 Governance Handbook and to proper parliamentary procedures.
354 H. Move for the removal of any Director or committee member who fails to meet their obligations.
355 I. Represent the Board of Directors in communications to the members.
356 J. Nominate successors to fill vacated positions on the Board or committees of the Board.
357 K. Serve as the Board's representative in the Club's complaint resolution procedure, listening
358 to and addressing concerns brought to him/her by employees.
359 L. Settle conflicts among committee and/or Board members.
360 M. Maintain a calendar reflecting the regular responsibilities of the Board and the President to
361 ensure the timely performance of their duties.

362 **The President's effectiveness will be determined by measuring the following:**

- 363 A. Adherence to the Club's by-laws.
364 B. Adherence to the Club's governance handbook.
365 C. Adherence to the Club's strategic plan.
366 D. Productive decision-making of the Board of Directors.
367

368 **VII. Treasurer: Description and Responsibilities**

369 **Responsible to:** As members of the Board of Directors, the Treasurer is responsible to the Club's
370 membership.

371 **Supervisory Authority:** The Treasurer shall have no supervisory authority or responsibility that is not
372 specifically delegated to him or her by the Board of Directors

373 **Limits of Authority:** The Treasurer shall have no autonomous authority that is not specifically
374 delegated to him or her by the Board of Directors.

375 The Treasurer may not represent the Club in any matters, unless specifically authorized by the Board of
376 Directors. . However, the Treasurer will generally represent the Board of Directors in communicating the
377 Club's financial position and activities to the membership.

378 **Terms:** One year and may succeed themselves for a maximum of five (5) consecutive years as
379 Treasurer.

380 **Requirements for Selection:** Must be elected by the membership as a Director.

381 Must have a strong understanding of Standard Accounting Practices and be capable of reading and
382 understanding the Club's financial statements.

383 **Selection:** The Board shall elect the Treasurer from their own ranks at the Organizational Meeting of
384 the Board of Directors, immediately following the Annual Meeting of the Club.

385 **General Responsibilities:** *The Treasurer shall be Chairman of the Finance Committee. He shall cause
386 to be collected, held, and disbursed, under the direction of the Board, all monies of the Club; and it shall
387 be his duty to collect monies due the Club from the issuance of membership certificates, dues and
388 charges from Club members and all amounts due from others. He shall keep or cause to be kept regular
389 books of accounts and all financial records of the Club, and shall have prepared for and submitted to the
390 Board any proposed budgets and financial statements, when and in the form requested by the Board. He
391 shall deposit or cause to be deposited all monies of the Club in an account or accounts in the Club's
392 name, in a bank or banks designated by the Board.*

393
394 **Specific Responsibilities:**

- 395 A. Perform all of the responsibilities of a Director, as outlined herein.
396 B. Serve as a member of the Club's Finance Committee and Audit Committee.
397 C. Review the Club's monthly financial statements, discuss with the General Manager
398 variances from budget or unusual entries, and report their findings to the Board of Directors
399 at their meetings.
400 D. Monitor the Club's accounts receivable procedures and results and when necessary
401 make recommendations to the Board of Directors regarding members' delinquency.
402 E. Review the Club's annual audit with the auditors, paying particular attention to their notes and
403 recommendations.
404 F. Review the Club's budgets and budgeting procedures to ensure they are consistent with the
405 Club's mission and strategic plan, bringing any inconsistencies to the attention of the Board of
406 Directors.

408 **VIII. Secretary: Description and Responsibilities**

409 **Responsible to:** As a Member of the Board of Directors, the Secretary is responsible to the Club's
410 membership

411 **Supervisory Authority:** The Secretary shall have no supervisory authority or responsibility that is not
412 specifically delegated to him or her by the Board of Directors

413 **Limits of Authority:** The Secretary shall have no autonomous authority that is not specifically
414 delegated to him or her by the Board of Directors.

415 The Secretary may not represent the Club in any matters, unless specifically authorized by the Board of
416 Directors. However, the Secretary might be asked to represent the Club in Communications from the
417 Board or the Club.

418 **Terms:** One year and may succeed themselves twice for a maximum of five consecutive years as
419 Secretary.

420 **Requirements for Selection:** Must be elected by the membership as a Director.

421 **Selection:** The Board shall elect the Secretary from their own ranks at the Organizational Meeting of
422 the Board of Directors, immediately following the Annual Meeting of the Club.

423 **General Responsibilities:** *The Secretary shall keep records and minutes of all Board and membership
424 meetings and shall be responsible for giving all required notices of such meetings. The Secretary shall
425 have custody of the Seal of the Club and all membership records shall be kept under his supervision.*

426

427 **Specific Responsibilities:**

- 428 E. Perform all of the responsibilities of a Director, as outlined herein.
- 429 F. Ensure that the Club's governance history is properly documented and preserved: the
430 Club's bylaws and the minutes of Board of Directors meetings and of the Club's annual
431 meetings are legal documents that must be properly filed and protected.
- 432 G. Ensure that amendments to the Club's rules, by-law, governance handbook and other
433 Club documents are properly recorded and the documents are revised and distributed.
- 434 H. Ensure that the procedures for the notice of the Club's annual meetings and the Board's
435 meetings are followed in accordance with the by-laws and the governance handbook.
- 436 I. Coordinate the review, approval and distribution of all communications to the general
437 membership.
- 438 J. Post and distribute the names of membership candidates in accordance with the Club's
439 by-laws.
- 440 K. Ensure that the drafted minutes of the Board's meetings are distributed to the Board of
441 Directors and the General Manager within two (2) days following the meeting.

443 **IX. Committees of the Board: Description and Responsibilities**

444 **May include but not limited to:** Executive, Membership, Finance, Croquet, Social, Grievance, Rules,
445 Strategic Planning, House. The Nominating Committee's description and responsibilities are listed
446 separately.

447 **Responsible to:** The Board of Directors

448 **Supervisory Authority:** Committees of the Board shall have no supervisory authority or
449 responsibility that is not specifically delegated to them by the Board of Directors

450 **Limits of Authority:** Committees of the Board shall have no autonomous authority that is not
451 specifically delegated to them by the Board of Directors.

452 Committees of the Board may not represent the Club in any matters, unless specifically authorized by
453 the Board of Directors.

454 Committees of the Board shall have access to any information the Club holds or has access to,
455 provided that the cost of procuring the information falls within the Club's budget and the information
456 is not confidential, e.g., individual employee's files, compensation and evaluations.

457 **Composition:** Each Committee of the Board shall have at least three (3) members.

458 Each Committee of the Board shall have a chairperson, a vice chairperson and a secretary.

459 The Board shall make every effort to ensure that each Committee of the Board is comprised of
460 members who are representative of various contingents of the Club, and who possess an interest
461 and/or expertise in the committee's areas of responsibility.

462 No member may serve on more than one Committee of the Board at a time, with the exception of
463 Directors.

464 A Club Director will be assigned to each Committee of the Board and will serve as the Board
465 Liaison. The Club Director may also serve as the chairperson or vice chairperson. No current
466 Director may serve on the Nominating Committee.

467 Any Club Director may attend any committee meeting; however they may only vote on motions made
468 at the committee level if he or she is a member of that committee.

469 **Selection:** The Board of Directors appoints all members, chairpersons and vice chairpersons of
470 Committees of the Board. The Committees may make recommendations to the Board for these
471 positions.

472 **Requirements for Selection:** Must be a Club member in good standing.
473

474 **Terms:** Committees of the Board serve at the will of the Board and the Board has the authority to form,
475 direct and dissolve Committees of the Board at any time. Rules pertaining to the Nominating Committee
476 can be found in the section of this document called: Nominating Committee Description and

-
- 477 Responsibilities.
- 478 Each member of a Committee of the Board will usually be appointed for a one-year term and may serve
479 up to a maximum of 5 consecutive years. This term limit may be extended for any individual committee
480 member with a two-thirds (2/3) affirmative vote of the Board of Directors: such extension must be voted
481 on annually if it is to be extended further.
- 482 The terms of all members of Committees of the Board shall be staggered such that approximately one
483 third (1/3) of the Committee's members' terms expire each year.
- 484 All the terms of members', chairpersons' and vice chairpersons' of Committees of the Board begin and
485 end on the date of the first Board of Directors meeting, following the annual meeting of the Board.
- 486 Chairpersons and vice chairpersons shall serve one-year terms.
- 487 Committee chairpersons and vice chairpersons may serve up to 5 consecutive one-year terms and
488 their terms may be extended as described above.
- 489 **Vacancies:** The Board of Directors has the authority to fill any vacancies on any Committee of the Board.
490 Guidelines for vacancy replacements on the Nominating Committee are listed in the section of this
491 handbook titled Nominating Committee, Description and Responsibilities.
- 492 **Attendance and Removal:** Members of Committees of the Board with four (4) absences in a
493 calendar year may be asked to resign from the committee and be replaced as described in
494 Vacancies. An affirmative vote of a majority of the Board of Directors may over-ride this removal.
- 495 Any member of a Committee of the Board may be removed from the Committee by a majority vote by the
496 Board of Directors, with the exception of the Nominating Committee, from which removal requires a
497 unanimous vote of the Board of Directors.
- 498 **Minutes and Reporting Requirements:** Minutes, which accurately reflect the content of the meeting,
499 shall be produced for each meeting and be available to the Board of Directors within 7 days of the
500 committee's meeting. Included in the minutes will be a list of attendees, a list of those who were absent
501 and any motions and votes that will be presented to the Board of Directors for their consideration. It is
502 not necessary to document discussions that do not result in a motion.
- 503 **Meetings:** Committees of the Board will meet as frequently as is necessary to serve the Board of
504 Directors effectively. Most Committees of the Board will meet on a monthly basis and it is
505 recommended that a regular meeting date and time be established, or at a minimum, that the next
506 meeting date is selected and agreed to prior to adjournment.
- 507 **Quorum:** At least 51% of the committee's current members must be present for the committee to make
508 motions and vote upon them.
- 509 **General Responsibilities:** Committees of the Board assist the Board of Directors in performing the
510 Board's duties by focusing their time and energy on a specific aspect of the Club or the Board's
511 responsibilities. Generally, they review and evaluate the Club's policies & practices specific to their area
512 of concern to measure their effectiveness in addressing the Club's needs.
- 513 **Specific Responsibilities:** The Board of Directors shall establish and communicate the specific
514 responsibilities to each Committee of the Board in a Charter, depending on the Board's needs and the

515 Club's goals.

516 **The Committees of the Board exist to:**

- 517 A. Assist the Board as the Board determines.
518 B. Involve many members in the decision-making process: enhancing the opportunities for
519 members to participate meaningfully in the organization.
520 C. Develop within members the awareness and governance skills that are necessary for them
521 to serve effectively on the Board of Directors.
522 D. Distribute the work of the organization among many Club members: reducing the burden placed
523 upon each volunteer.
524 E. Capitalize on the experience, training and contacts of many members.
525 F. Provide a means for communication and information flow between the members, the staff and
526 the Board.
527 G. Give members an opportunity to discuss issues freely and fully in an effective setting.
528 H. Serve as effective problem-solving and decision-making groups, employing collaboration
529 whenever possible.

530 **The effectiveness of Committees of the Board will be determined by measuring the**
531 **following:**

- 532
533 A. Progress towards the Committee's mission and purpose, as stated by the Board.
534 B. Adherence to the Club's Governance Handbook.
535
536

537 **X. Committee Chairperson and Vice Chairperson: Description** 538 **and Responsibilities**

539 All references to the Committee of the Board Chairperson shall also pertain to the Vice
540 Chairperson, unless noted otherwise.

541 **Responsible to:** The Club's Board of Directors.

542 **Supervisory Authority:** The Committee Chairperson shall have no supervisory authority or
543 responsibility that is not specifically delegated to him or her by the Board of Directors.

544 **Limits of Authority:** The Committee Chairperson shall have no autonomous authority that is not
545 specifically delegated to him or her by the Board of Directors.

546 The Committee Chairperson may not represent the Club in any matters, unless specifically
547 authorized by the Board of Directors.

548 **Terms:** One year and may succeed themselves twice for a maximum of three (3) consecutive years as
549 Chairperson. The Vice Chairperson's term is limited only by the term limits applicable to all committee
550 members. These term limits may be waived by a 100% affirmative vote by the Board of Directors.

551 **Requirements for Selection:** Each Committee Chairperson must be a Member in good standing.

552 The Committee Chairperson must sign the Club's Governance Handbook Receipt and Agreement.

553 **Selection:** Appointed by the Board of Directors. The committee may recommend one or more
554 candidates to the Board.

555 **General Responsibilities:** Committee Chairpersons shall preside over all meetings of their respective
556 committee and ensure that the Committee and its members adhere to the tenets outlined in the Club's
557 Governance Handbook and to proper parliamentary procedure.

558 The Vice Chairperson shall perform the duties of the Chairperson in the Chairperson's absence, but
559 otherwise has no authority exceeding that of any other member of the committee.

560 **Specific Responsibilities:** The Committee Chairperson is expected to:

- 561 A. Perform all of the responsibilities of a Committee Member as outlined herein.
- 562 B. Develop the agendas for each meeting in collaboration with the respective department director
563 or staff liaison, the General Manager and the Board of Directors' Liaison.
- 564 C. Distribute a meeting notice to all Committee members outlining the time, date, place, and agenda
565 for upcoming meetings. This notice should also include information pertinent to agenda items.
566 This notice should be distributed at least one week in advance of the meeting: this will give
567 Committee members an opportunity to give thought before the meeting to the issues under
568 consideration.
- 569 D. Coordinate joint meetings with other Committees when necessary.
- 570 E. Follow the meeting guidelines contained herein.
- 571 F. Attend the Board of Directors Meeting only when the Committee is recommending a change in
572 policy or other action or when the Board has requested a report (if the Chairperson is not a
573 Director or Officer). Action will only be taken on items upon which the Board has received all

-
- 574 pertinent information sufficiently in advance of their meeting.
- 575 G. Maintain a list of Committee members and when their terms began, in order to monitor and
576 adhere to term limits.
- 577 H. Maintain a calendar of activities for their respective committee that reflects the committee's
578 obligations.
- 579 I. Preside over committee meetings, following the meeting guidelines contained herein.
- 580 J. Ensure that the Board has all the necessary information to make decisions on committee
581 recommendations. Action will only be taken on items upon which the Board has received all
582 pertinent information sufficiently in advance of their meeting.
- 583 K. Vote on recommendations under committee consideration: the Chairperson has only one vote
584 with no more weight than any other member.
- 585 L. Ensure that Minutes are produced for each meeting.
- 586 M. Delegate responsibilities to Committee members, documenting in the minutes to whom
587 responsibilities were delegated and when they are to report back to the Committee.
- 588 N. Keep other committees and individuals with a legitimate interest informed of your Committee's
589 activities.
- 590 O. Be familiar with and supportive of the roles of the other participants in the Clubs governance.
- 591

592 **XI. Board Liaison to Committees: Description and** 593 **Responsibilities**

594 **Responsible to:** The Board of Directors.

595 **Supervisory Authority:** The Board Liaison shall have no supervisory authority or responsibility that
596 is not specifically delegated to him or her by the Board of Directors.

597 **Limits of Authority:** The Board Liaison shall have no autonomous authority that is not specifically
598 delegated to him or her by the Board of Directors.

599 The Board Liaison may not represent the Club in any matter, unless specifically authorized by the
600 Board of Directors.

601 **Terms:** One year. The number of consecutive terms the Board Liaison may serve is limited only by the
602 term limits applicable to all Directors.

603 **Requirements for Selection:** Each Board Liaison must be a current member of the Board of
604 Directors.

605 **Selection:** Appointed by the Board of Directors.

606 **General Responsibilities:** Board Liaisons are appointed to a committee when the Chairperson of that
607 committee is not a Director. They are to assist the Chairperson by providing the Committee with the
608 Board's broader perspective on the Club's Mission, goals, policies and operations and to help keep the
609 Committee focused on the tasks assigned to them by the Board. The Board Liaison will also be able to
610 provide the Board with information concerning the processes the committee employed in coming to a
611 decision.

612 **Specific Responsibilities:** The Board Liaison is expected to:

- 613 A. Attend all meetings of the committee.
- 614 B. Provide guidance and answer questions regarding policies, procedures and governance.
- 615 C. Participate in discussions, raise questions, offer ideas and suggestions for dealing with
616 items under committee consideration.
- 617 D. Vote on recommendations under committee consideration: the Board of Directors Liaison has
618 one vote with no more weight than any other member.
- 619 E. Be familiar with and supportive of the roles of the other participants in the Clubs governance.
- 620 F. Encourage creative ideas from all committee members, listen with an open mind and be
621 receptive to the ideas and thoughts of others.
- 622 G. Support all of the decisions of the committee.

624 **XII. Committee Member: Description and Responsibilities**

625 **Responsible to:** The Board of Directors

626 **Supervisory Authority:** COTB members shall have no supervisory authority or responsibility that is not
627 specifically delegated to them by the Board of Directors

628 **Limits of Authority:** COTB members shall have no autonomous authority that is not specifically
629 delegated to them by the Board of Directors.

630 COTB members may not represent the Club in any matters, unless specifically authorized by the
631 Board of Directors.

632 **Selection:** The Board of Directors appoints all members of COTB. The committees may make
633 recommendations to the Board.

634 **Requirements for Selection:** Must be a Club member in good standing

635 **Terms:** Each COTB member shall be appointed for a three-year term and may serve up to a maximum
636 of 3 consecutive years. This term limit may be extended for any individual committee member by a
637 two-thirds (2/3) affirmative vote of the Board of Directors: such extension must be voted on annually if
638 it is to be extended further.

639 **Committee of the Board Member's Legal Obligations to the Club:**

- 640 A. **Duty of Care:** A committee member must (1) practice informed decision-making by reading
641 materials and reports that relate to the agenda items, asking questions and devoting appropriate
642 time for deliberation; (2) participate in decisions; and (3) do so in good faith and with the care an
643 ordinarily prudent person in a like position would exercise under similar circumstances.
- 644 B. **Duty of Loyalty:** A committee member must exercise their powers in the interest of the whole
645 Club not in their own interest or the interest of a third person; this may be a conflict of interest. A
646 conflict of interest may occur when a committee member is influenced in his or her decision-
647 making by personal, business, financial or other factors not solely related to the Club's best
648 interests.
- 649 C. **Duty of Compliance:** A committee member must act to carry out the purposes of the Club in
650 compliance with local, State and Federal laws, rules and regulations and consistent with the
651 direction provided by the membership as documented in the Club's Articles of Incorporation,
652 Bylaws and other strategic plans, documents and rules approved by the membership.
- 653 D. **Confidentiality:** A committee member must not disclose information about the committee's or
654 the Club's legitimate activities unless they are already known by the public or are of public
655 record.

656 **General Responsibilities:** COTB assist the Board of Directors in performing the Board's duties by
657 focusing their time and energy on a specific aspect of the Club or the Board's responsibilities. Generally,
658 they review and evaluate the Club's policies & practices specific to their area of concern to measure their
659 effectiveness in addressing the Club's needs. Individual Committee Members assist the Committee
660 Chairperson in meeting the goals and performing the responsibilities of the Committee.

661 **Specific Responsibilities:**

- 662 A. Attend all meetings of the committee of which they are a member.
- 663 B. Become completely familiar with the Club's By-laws, Rules, Governance Handbook, Mission
- 664 and Strategic Plan.
- 665 C. Read all of the information provided with the committee's meetings' agendas, in order to be
- 666 informed and prepared.
- 667 D. Encourage creative ideas from all committee members, listen with an open mind and be
- 668 receptive to the ideas and thoughts of others.
- 669 E. Respect and support all of the majority decisions of the committee.
- 670 F. Participate in discussions, raise questions and offer ideas and suggestions for dealing with
- 671 items under committee consideration.
- 672 G. Share discussion time with other committee members and stick to the topic.
- 673 H. Keep confidential and sensitive information confidential.
- 674 I. Bring to the attention of the committee or the Board any issues that may have a significant effect
- 675 on the Club, the members or the employees.
- 676 J. Represent all members unselfishly and as a representative of the whole membership, consider
- 677 voting as they would vote. However, also consider the Club's future members: an issue that is
- 678 very important to secure the Club's future, may be very unpopular with the Club's current
- 679 membership.
- 680 K. Refer complaints to the proper level on the chain of command.
- 681 L. Inform the committee when a conflict of interest exists and insist that the conflicted party
- 682 abstain from the pertinent vote(s).
- 683 M. Work continuously to improve participation in the Club's governance.
- 684 N. Limit discussion at the committee meetings to items that are on the agenda.
- 685 O. Carry out specific tasks assigned and take responsibilities seriously: devoting the time and
- 686 energy necessary to ensure successful performance.
- 687 P. Be familiar with and supportive of the roles of the other participants in the Clubs governance.

688 Committee Members shall not:

- 689 A. Criticize the committee, the Board, their decisions or other committee members, outside of the
- 690 committee meetings.
- 691 B. Discuss the confidential proceedings of the committee, outside of the committee meetings.
- 692 C. Use their position to obtain gains for their families, their supporters, their friends or themselves.
- 693 D. Approach any issue the committee faces with a closed mind.
- 694 E. Interfere with the duties or responsibilities or undermine the authority of any staff member.
- 695 F. Speak for or on behalf of the Club unless specifically authorized to do so.
- 696 G. Monopolize discussions.

697 **Optimal Attributes:**

- 698 A. Rational, prudent and practical
- 699 B. Listens well and accepts disagreement and criticism
- 700 C. Honors rules, regulations and procedures
- 701 D. Consistent and congruent
- 702 E. Respectful, empathetic and tolerant
- 703 F. Supports consensus
- 704 G. Open with praise, discrete with criticism
- 705 H. Willing and able to commit the time necessary to be effective and takes duties seriously
- 706 I. Able to focus on the big picture

708 **XIII. Staff Liaison to a Committee: Description and** 709 **Responsibilities**

710 **Responsible to:** General Manager

711 **Limits of Authority:** The staff liaison is not a voting member of the committee.

712 The staff liaison is a Croquet Foundation of America (CFA) staff member with duties and responsibilities
713 that exceed those described here. The duties and responsibilities described in this document are only
714 those that relate to the Club's governance system and the role the staff liaison plays in it.

715 **Selection:** The General Manager shall appoint a staff liaison to each committee of the Board based on
716 the needs of the committee and the skills and knowledge of the staff member.

717 **Term:** There is no term limit on the staff liaison.

718 **General Responsibilities:** Each Committee may be assigned a staff liaison (typically the respective
719 department director) who shall help the committee and the committee chairperson perform their
720 responsibilities.

721 **Specific Responsibilities:** The Staff Liaison is expected to:

- 722 A. Provide guidance, facts and information regarding operations, industry norms, etc.
- 723 B. Provide options for policy changes.
- 724 C. Listen and respond appropriately to suggestions, concerns, and complaints. Respect all
725 opinions.
- 726 D. Assist the Chairperson in distributing the agenda and any related materials to the Committee
727 members on a timely basis
- 728 E. Plan and conduct orientations for new Committee members.
- 729 F. Attend all regularly scheduled meetings.
- 730 G. Read all materials and the agenda in advance of the meeting.
- 731 H. Participate in discussions, raise questions and offer ideas and suggestions for dealing with items
732 under Committee consideration.
- 733 I. Be familiar with and sympathetic towards the role of the Committee Chairperson, the Board
734 Liaison, Committee Members and the Committee.
- 735 J. Encourage creative ideas from all committee members, listen with an open mind and be
736 receptive to the ideas and thoughts of others.
- 737 K. Share discussion time with other committee members and stick to the topic.
- 738 L. Adhere to the agenda

740 **XIV. General Manager: Description and Responsibilities**

741 **Reports to:** The Croquet Foundation of America (CFA)

742 **Description:** The General Manager (GM) is a Croquet Foundation of America (CFA) staff member with
743 duties and responsibilities that exceed those described here. The duties and responsibilities described in
744 this document are only those that relate to the Club's governance system and the role the GM plays in it.

745

746 The General Manager may not vote at Board, Membership or Committee of the Board meetings.

747 **Supervises:** The General Manager directly supervises all of the CFA staff and indirectly supervises all of
748 the National Croquet Center employees.

749 The GM also supervises the ad hoc committees that he/she forms.

750 **General Manager's Obligations to the Club:**

- 751 A. Duty of Care: The General Manager must be completely familiar with the Club's finances and
752 operations, participate in the Club's governances and do so in good faith and with the care an
753 ordinarily prudent person in a like position would exercise under similar circumstances.
- 754 B. Duty of Loyalty: The General Manager must exercise their powers in the interest of the whole
755 Club not in their own interest or the interest of a third person; this may be a conflict of interest. A
756 conflict of interest may occur when the GM is influenced in his or her decision-making by
757 personal, business, financial or other factors not solely related to the Club's best interests.
- 758 C. Duty of Compliance: The General Manager must act to carry out the purposes of the Club in
759 compliance with local, State and Federal laws, rules and regulations and consistent with the
760 direction provided by the membership as documented in the Club's Articles of Incorporation,
761 Bylaws and other strategic plans, documents and rules approved by the membership.
- 762 D. Confidentiality: The General Manager must not disclose information about the Board's or the
763 Club's legitimate activities unless they are already known by the public or are of public record.

764 **General Responsibilities:**

765 The General Manager (GM) has complete responsibility for facility operations. He/she will implement
766 the policies established by the Board of Directors. All department managers will report to the GM who
767 will, in concert with those department managers, develop the procedures necessary to implement the
768 Board's policies and the Club's strategic direction.

769 The GM will form and direct ad hoc committees of members and/or employees to provide input
770 regarding specific issues as identified by the GM.

771 The GM will be held accountable for all physical areas of the Club and will ensure effective coordination
772 of all Club activities. He/she will prepare reports as may be requested by the Board and will report
773 regularly on the effectiveness of the Club's policies, operations and programs.

774 **Specific Responsibilities:** The General Manager is expected to:

- 775 A. Provide guidance, facts and information regarding operations, industry norms, etc. to the Board of
776 Directors and its committees.
- 777 B. Listen and respond appropriately to suggestions, concerns, and complaints. Respect all

-
- 778 opinions.
- 779 C. Assist the department managers, committee chairpersons and the President in developing and
780 distributing any related materials to the committee members and Board members on a timely
781 basis
- 782 D. Plan and conduct orientations for new committee and Board members.
- 783 E. Attend all meetings of the Board of Directors, except when the Board is in executive session for
784 the purpose of performing the General Manager's performance evaluation.
- 785 F. Participate in discussions, raise questions and offer ideas and suggestions for dealing with items
786 under committee and Board consideration.
- 787 G. Be familiar with and respectful of the roles of all individuals who participate in the Club's
788 governance.
- 789 H. Encourage creative ideas from all committee and Board members, listen with an open mind and
790 be receptive to the ideas and thoughts of others.
- 791 I. Share discussion time with committee and Board members and stick to the topic.
- 792 J. Respect and support the majority decisions of the committee and the Board.
- 793 K. Implement the policies that are established by the Board of Directors; directing their
794 administration and execution.
- 795 L. Develop, maintain and administer a sound organizational plan and budget, which delivers the
796 required services to the membership based on policies set by the Board and the Club's
797 strategic plan.
- 798 M. Establish human resources policies that are consistent throughout the club; monitor these
799 policies for compliance and provide measurable standards for performance management.
- 800 N. Ensure the development of operating and capital budgets following the Club's budget cycle.
- 801 O. Set and maintain high standards for all facilities, services and communications.
- 802 P. Coordinate and edit all membership communications and oversee the club website.
- 803 Q. Develop and implement effective strategies for achieving the goals established by the Board of
804 Directors and the strategic plan.
- 805 R. Provide consistency of operating systems and standards throughout the club facilities and
806 activities.
- 807 S. Establish and monitor compliance with purchasing policies and procedures.
- 808 T. Oversee the care and maintenance of all the Club's physical assets and facilities.
- 809 U. Analyze financial statements, manage cash flow and establish controls to safeguard funds.
- 810 V. Review income and costs relative to goals and take corrective action as necessary.
- 811 W. Participate in professional associations and other outside activities that are judged to
812 be appropriate and approved by the Board of Directors.

813 XV. Ad Hoc Committees Description and Responsibilities

814 **Responsible to:** The Board of Directors.

815 **Supervisory Authority:** Ad hoc committees shall have no supervisory authority or responsibility that is
816 not specifically delegated to them by the Board of Directors.

817 **Limits of Authority:** Ad hoc committees shall have no autonomous authority that is not specifically
818 delegated to them by the Board of Directors.

819 Ad hoc committees may not represent the Club in any matters, unless specifically authorized by the
820 Board of Directors.

821 **Composition:** The size of ad hoc committees will vary depending on the needs, but will generally be
822 between three (3) and eleven (11) members.

823 Any Club Director may attend any committee meeting; however they may only vote on motions
824 made at the committee level if he or she is a member of that committee.

825 **Selection:** The Board shall fill all positions on all ad hoc committees, attempting to provide for balanced
826 representation of the contingents the committee will serve.

827 **Requirements for Selection:** Must be a Club member in good standing.

828 **Terms:** The terms for ad hoc committee members will be determined by the Board at the time the
829 committee is formed and can be adjusted at any time by the Board to fit the needs of the committee.

830 **Vacancies:** The Board has authority to fill all vacancies on ad hoc committee.

831 **Attendance and Removal:** The Board has the authority to excuse any member of any ad hoc
832 committee that he/she forms.

833 **Minutes and Reporting Requirements:** Minutes, which accurately reflect the content of the meeting,
834 shall be produced for each meeting and be available to the Board within 7 days of the committee's
835 meeting. Included in the minutes will be a list of attendees and any motions and votes that are being
836 presented to the Board for consideration. It is not necessary to document discussions that do not result
837 in a motion, but at times might be desirable.

838 **Meetings:** Ad hoc committees will meet as frequently as is necessary to serve the committee's
839 purpose effectively.

840 XVI. Activity / Decision Chart of Responsibilities

841 **Quorum:** At least 51% of the committee's current members must be present for the committee to make
842 motions and vote upon them.

843 **General Responsibilities:** Ad hoc committees are formed for a specific purpose and for a specific time
844 period as identified by the Board.

845 **Specific Responsibilities:** The Board shall establish and communicate the specific responsibilities
846 to each ad hoc committee through a Charter, depending on the Board's needs and the Club's goals.

847 The following are examples of purposes for which the Board might form an ad hoc committee:

- 848 A. Tournament Committee to help identify the most desirable format for an upcoming croquet
849 tournament, or to provide input on the tournament schedule for the upcoming season.
850 B. Decorating committee to help select and execute holiday decorations for an upcoming event or
851 season.
852 C. Grounds Committee to provide input regarding playing standards on the croquet lawns.

Activity / Decision	Board of Directors	General Manager
Club Mission	Develops and communicates	Provides input
Long term goals	Develops and communicates	Provides input
Strategies for goal achievement	Approves and monitors	Develops, implements and monitors
Expansions	Develops consistent with mission and goals	Provides input and implements
Operational Budgets	Approves and monitors	Develops, implements and monitors
Capital Expenditure Budgets	Approves and monitors	Develops, implements and monitors
Advises and counsels	General Manager and Committees	All Club employees
Member Grievances	Approves policy and is final in-club authority	Recommends policy and is final step before Board
Department Managers' and Professionals' Compensation	No role	Establishes within approved budget
Club Rules	Approves and enforces	Recommends, implements and reminds
Day-to-day operations	No involvement	Full responsibility
Dues and membership fees	Develops consistent with mission and goals	Provides input and implements
Product and service pricing	Establishes the operational budget and policies	Establishes prices, consistent with budget and policies
New Member acceptance	Full responsibility	No role
New Member matriculation and enrollment	Establishes policies and procedures	Implements policies and procedures
Menu development	No role	Full responsibility
Club Policies	Establishes and monitors	Provides input and implements
Facility Operational Policies	Oversees	Develops, implements and monitors
Collections	Approves policies and is final in-club authority	Provides input on policy and is final step before Board

Activity / Decision	Board of Directors	General Manager
Croquet Lawn layout	Provides input on policies and standards, implements	Establishes policies and standards

854

855 XVII. Meeting Guidelines

856 Setting the meeting date and time:

857 The group should seek consensus on a standardized date and time, e.g., the third Thursday of each
858 month at 5:00 p.m.

859 Location:

860 Meetings should be held in private spaces, not member common areas, such as dining rooms, bars or
861 lounges. Certain discussions being held at the meetings might be confidential or controversial and should
862 not take place where they could be overheard by members or employees.

863 Developing the Agenda:

- 864 A. The chairperson (President in the case of the Board) is responsible for developing the agenda,
865 taking input from the committee (Board) members, the staff liaison, the Board Liaison and the
866 GM.
- 867 B. The agenda shall focus on the responsibilities that are specific to the group, should be somewhat
868 standardized and for regular meetings should allow the meeting to end within 2 hours.
- 869 C. Regular reports from committees, subcommittees or the GM should be submitted in writing in
870 advance of the meetings. It is not suggested that reports be presented orally at the meetings, as
871 this is redundant. However, the chairperson or President may choose to have oral reports placed
872 on the agenda for a specific purpose. Reports are necessary when action is required on a
873 particular item.
- 874 D. Group members may suggest items for inclusion on the agenda.

875 Distributing the Agenda:

876 The Secretary, with assistance from the staff liaison, should distribute the agenda and materials that are
877 related to the agenda items, to all committee members at least 1 week in advance of the meeting. This
878 will allow each committee member to read and think about the agenda items before the meeting.

879 Chairing the Meeting

- 880 A. Start the meeting on time, showing respect for those who have arrived on time.
- 881 B. Keep to the agenda. Other discussions, if any, should be held after adjournment. Other
882 committee business can be placed on the agenda for the next meeting.
- 883 C. Stay focused and don't allow operational complaints, non-agenda items or issues not the purview
884 of the group to interfere with the agenda. Items that are brought to the group for action without
885 proper notice do not allow the group to consider all the facets and potential consequences of the
886 issue.
- 887 D. Encourage creative ideas from all members by providing positive response for ideas.
- 888 E. Get specific commitments from the group members, i.e., who will do what, when.
- 889 F. Ensure that decisions are based on what is best for the Club and the majority of members, not
890 the vocal minority.
- 891 G. Do not permit any member of the group to monopolize the discussion, including you.

892 Minutes

893 The Secretary is responsible for recording minutes. Minutes, which accurately reflect the content of the
894 meeting, shall be produced for each meeting. Included in the minutes will be a list of attendees, a list of
895 those who have been granted excused absences, any motions and votes and a list of commitments made

896 by the group or individual members: who, what and when. It is not necessary to document discussions
897 that do not result in a motion.

898 **Motions, discussions and decisions**

899 Consensual decision-making is excellent for solving problems because it encourages open-mindedness,
900 compromise and collaboration. However, when a governing group must make a decision that will affect
901 the Club, the chairperson should insist on a majority vote, otherwise ambiguity and misunderstandings
902 may result. Outlined below is a brief description of the proper parliamentary procedures that must be
903 followed for the decision to be valid. This list is by no means exhaustive, but will serve the purpose for
904 most Club business.

- 905 A. Any Board Member may make a motion for a particular point or issue. "I move that the Club's
906 rules be changed to state...."
- 907 B. The Chairperson should call for a motion when an issue is raised. "Would someone like to make
908 a motion?"
- 909 C. The motion on the table must be seconded for discussion to take place. If there is no second, the
910 motion is dead. "I second the motion."
- 911 D. Motions can be amended by: Inserting, adding, striking out, or substituting words. "Mr. Chairman,
912 I move to amend the motion by..."
- 913 E. A motion can have only two amendments and the secondary amendment must apply to the
914 primary amendment. "Mr. Chairman, I move to amend the motion's amendment by..."
- 915 F. The amendments must be seconded, discussed and voted upon before the primary motion.
- 916 G. The Chairman should restate the motion (or the amendments or the motion and its approved
917 amendments, depending on the case). Discussion comes after a "second" and before a vote.
918 "We have a motion and a second to..., is there any discussion?"
- 919 H. Some rules for discussion:
 - 920 I. Discussion must be confined to the pending motion.
 - 921 1) a The member who made the motion may start the discussion. b A member must be
922 recognized by the chair in order to comment. (This rule is often relaxed, but should be
923 enforced if needed to gain control.) c No one should be allowed to speak a second time on a
924 subject until everyone who wants to speak has done so.
 - 925 2) d The maker of a motion may vote against it, but may not speak against it. e The chair may
926 sense when the group is through discussing and ask, "Are you ready for the question?" (Are
927 you ready to vote?).
 - 928 3) f Chair can limit discussion by a general consent, "If no one objects, we will limit discussion
929 to five more minutes". If there are objections, you need a 2/3 vote to limit the discussion.
 - 930 J. The main motion on the table may be interrupted to postpone the motion indefinitely or until a
931 specific meeting, this action is debatable before it is voted upon: to table the motion, this action is
932 not debatable before it is voted upon: or to refer the motion to a committee, this action is
933 debatable before it is voted upon.
 - 934 K. A motion that is postponed indefinitely is dead until at least the next meeting.
 - 935 L. A motion can be taken "from the table" during the same meeting if another piece of business
936 intervenes.
 - 937 M. If a motion remains tabled after the next meeting, the motion is dead.
 - 938 N. A motion to recess the meeting for a specific amount of time is not debatable and is a good way
939 to cool a heavy debate or to caucus to decide your next move.
 - 940 O. A motion to reconsider a matter can only be presented by someone who voted the prevailing
941 side.
 - 942 P. The chair should always announce the results of a vote and the effect of the decision, "The ayes
943 have it. The rules shall be changed to read..."

944 Q. A motion to adjourn the meeting may be made at any time and takes precedent over any motions
945 on the table.

946 **General**

- 947 A. The chairperson has only one vote with no more weight than any other member.
948 B. Keep other committees and individuals with a legitimate interest informed of your committee's
949 activities.
950 C. Encourage creative ideas from all group members, listen with an open mind and be receptive to
951 the ideas and thoughts of others.
952 D. Support the decisions of the group, even those you opposed.
953 E. The Board of Directors should enter into executive session (excusing the GM) only when
954 necessary to discuss the GM's evaluation and then the discussion should only involve clear and
955 measurable criteria that was previously communicated.
956 F. The chairman (President) should remind members of the group if a pending matter is to be kept
957 confidential.
958 G. Do not expect unanimous votes and do not be disappointed when votes are not unanimous. The
959 fact that Board Members do not agree on every issue may simply indicate that the Board is
960 appropriately comprised of members representing the Club's various contingents and that the
961 Board is dealing with difficult issues for which there are no clear and easy answers.

962

XVIII. Communication

964 The Club's membership must have trust in the Board of Directors in order for the Board to be effective.
965 Trust is built on full and timely communication. Club members have a right to know:

- 966 A. How the Club operates.
967 B. Who to go to with complaints, suggestions, requests and compliments.
968 C. Who has what responsibilities.
969 D. What they can expect from the Club.
970 E. What they can expect from their Club's leadership.
971 F. What is expected of them.
972 G. What the Club's mission and goals are.
973 H. What decisions the Board has made.
974 I. What is the condition of the Club's finances.

975 Providing this information is a continuous responsibility and should be done using a variety of tools,
976 including:

- 977 A. Regular articles in the Club's newsletter from the President, the General Manager and at times
978 from the department managers and professionals.
979 B. Quarterly update letters from the President.
980 C. Quarterly financial reports from the Treasurer.
981 D. Prompt posting of approved Board meeting minutes in multiple visible locations.
982 E. Posted lists of all committee and Board members.
983 F. Listing rules reminders and changes in the Club's newsletter.
984 G. Frequent reminders to the Members of what information is available to them, i.e., full financial
985 statements, minutes from past Board meetings, copies of rules, By-laws, strategic plan, the
986 Governance Handbook, etc.

987 Discussions concerning issues that the Board is or will be dealing with, should take place in Board
988 meetings, after a motion and a second. Because the Club is such an integral part of each member's
989 lifestyle, it is impractical to demand that Directors not discuss any of these issues outside of Board
990 meetings. However, there are several rules that the Directors, and for that matter, committee members
991 should follow:

- 992 A. While the Board should have nothing to hide, be careful what you say. Discussing a pending
993 matter outside of the meetings can cause the matter to come out incomplete or misunderstood
994 and be spread as a rumor. This can have many unintended and unpleasant consequences.
995 B. Governance participants must not disclose information about a committee's, the Board's or the
996 Club's legitimate activities unless they are already known by the public or are of public record.
997 C. Do not take sides. A Director (or committee member) should never commit their vote prior to
998 discussion at the Board (or committee) meeting. Doing so causes the Director to enter the
999 meeting with a closed mind, a deadly attribute for a Director of any organization. If asked what
1000 their opinion is of an issue, the Director should state that they would like to hear all of the
1001 discussion at the Board meeting before they make their decision.
1002 D. Use your discussions with members to examine their opinions and to seek compromise or
1003 creative solutions. Discussions with other Directors outside of the meeting should be used for the
1004 same purpose. The use of email for these discussions can be very dangerous: email is not
1005 secure, there is a tendency to say things in an email that you would not say to one's face and
1006 body language often contributes heavily to the type of comments that one might make in casual
1007 conversation: the words alone might be misunderstood. In general, it is best to save your
1008 discussion for the meetings.

-
- 1009 E. Members look to Directors for information and leadership: be informed and positive (the club has
1010 enough complainers, it needs more cheerleaders). However, don't be shy to tell a member that
1011 you do not know the answer to their question: you cannot be expected to know everything about
1012 the Club. Either assure them that you can get them an answer or refer them to the staff member
1013 who can give it to them.
- 1014 F. Never speak against a decision outside of a Board (or committee) meeting. Doing so weakens
1015 the Board and undermines the decision. It may make you feel better around those who disagree
1016 with the decision, but in the long run it will weaken the rapport you have with the rest of the Board
1017 and harm the positions you take in the future. If you are so adamantly opposed to a particular
1018 decision that you are willing to speak against the majority, you should resign from the Board (or
1019 committee).
- 1020 G. You are not the complaint department. If you receive complaints regarding the club you can tell
1021 the member that complaints regarding club policy or about the General Manager can go in writing
1022 to the Board over the member's signature. Complaints or questions regarding the Club's
1023 operations can go to the GM. The Board and committees do not get involved in the daily
1024 operations they are concerned with policy, strategy and the GM's performance. However, if the
1025 member feels that their suggestion, complaint or request has not been addressed satisfactorily,
1026 they should provide the details in writing to the General Manager, the appropriate committee or to
1027 the Board of Directors over their signature. The Board will address the issue and respond to the
1028 member.
- 1029 H. Members should be encouraged to submit their comments, suggestions, complaints or
1030 compliments to the Board in writing over their signature because doing so will allow the entire
1031 Board to receive the communication in the member's own words, not paraphrased. The
1032 member's signature allows the Board to confirm that the communication is from a member and
1033 allows the Board to contact the member for clarification if it is necessary.

1034 **In Meetings:**

- 1035 A. Keep your contributions short and to the point.
1036 B. If your remarks must be lengthy, summarize them at the end
1037 C. Speak clearly.
1038 D. Don't engage in side conversations.
1039 E. If side conversations are taking place when you wish to speak, wait until you have everybody's
1040 attention.
1041 F. Be assertive but not aggressive. Remember that the members who disagree with you are just as
1042 sincere about their view.
1043 G. Ask questions to make certain you understand the opposing view.
1044 H. If your vote is not on the "prevailing side" don't be mad or sorry you dissented. The goal is for the
1045 group to make the best decisions they can, not for you to win or lose.
1046 I. If your vote is on the "prevailing side", don't gloat: there are many votes in front of you and it will
1047 not serve you well to alienate others in the group.

1048

1049 **XIX. Changes to the Governance Handbook**

1050 Portions of this Handbook are excerpts from the Club's Bylaws, shown in italics. Procedures for making
1051 changes to the Club's Bylaws are outlined in Article XIV of the Club's Bylaws. Recommendations for
1052 changes to the Governance Handbook should be submitted in writing to the Board of Directors through
1053 the Secretary, over the signature of the author.

1054 The Handbook may be altered, amended or repealed at a properly called meeting of the Board of
1055 Directors, by a two-thirds (2/3) vote of all of the Board of Directors, notice of the proposed changes
1056 having been stated in the call for the meeting.

1057