

ASSOCIATION

A group of people
who voluntarily come together
to solve common problems,
meet common needs, and
accomplish common goals

*An Effective Association is
one that recognizes and
focuses on the
Common Self-Interests
of its Members.*



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LEADERSHIP WORKSHOP

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ROBERT'S RULES

Robert's Rules is the standard for conducting meetings at all levels of business, including state and federal government, as well as profit and nonprofit organizations. It is also the means by which the will of the majority may be determined in an orderly manner. Robert's Rules represents the fundamental concept of a democracy at its very best.

1. Five principles of parliamentary precision:

- a. Only one _____ may be before the group at one time.
 - 1) Seconding a motion
 - 2) Speaking order
 - 3) Negative motions
- b. Each item presented for consideration is entitled to full and free _____.
- c. All members have equal _____.
- d. The rights of the minority must be preserved, but the will of the _____ must be carried out.
- e. Once an action is passed it should be _____ by the whole group.

2. Chairman suggestions.

- a. _____ the motion clearly after it has been made and seconded. "It is moved and seconded that..."
- b. When a motion requires a _____, be sure it receives one. A motion without one should be ignored (unless otherwise indicated in Robert's Rules).
- c. Entertain only one _____ motion at a time.
- d. Have the maker state his/her motion before beginning a long discussion.
- e. Give the maker of the _____ the chance to discuss it first.
- f. Do not permit any one person to speak _____ on a motion until all have had a chance to speak _____.
- g. When voting publicly, vote only when the vote will _____ the result. When voting secretly, vote only when the assembly votes. Chairman may vote to _____ a tie and cause the motion to carry or _____ a tie and cause the motion to lose.

- h. Give up the chair when your _____ are vigorously for or against the motion; then ask the vice-president or other director to serve until the motion is _____ of.
3. Director or member suggestions.
- a. Except in very small groups, be _____ by the chair before speaking.
 - b. Try to state your ideas in the form of a _____.
 - c. Always say, "I _____..." rather than, "I make a motion to..."
 - d. You may second a motion, make a motion, or call the division (recount vote) or point of order, without rising or being recognized by the Chair.
 - e. Never feel compelled to _____, or to serve when nominated or appointed to an office or position.
 - f. Members or directors may make motions or seconds and not be in _____ of the motion. It may be a means of getting the motion on the floor for discussion. A seconder can speak _____ the motion, while the maker cannot.
 - g. Avoid talking to individuals without talking to the _____. Also, do not engage in _____ discussion while another has the floor.
 - h. Stop aimless discussion by recommending a study group.

POLICIES AND PROCEDURES

Every Board member has to learn that Boards speak with one voice or not at all. The Board is obligated as a body to protect its staff from itself as individuals. Baseball is a good example of a system with very defined roles. Third base and first base simply never get confused. We don't have any arguments about it. When we have roles clearly defined, then we can play. And we play together and have fun. Likewise, a good policy and procedures manual enables a clear distinction between those things a Board makes decisions about and those things staff makes decisions about.

- 4. Change is not the problem, but the _____ of change is. Change has always been.
- 5. _____ follows function. Don't do things for the sake of change. Define what you want to do and create a format to make it happen. Form was created initially by you in the first place, so you can change it when you want.

6.Highest authority:

- a. _____ (501(c)(6) non-profit)
- b. _____ and its covenant called _____.
- c. _____ (collectively, not _____).
- d. _____ (Board of Directors decision that has lasting impact)
 - 1) Enabling document
 - 2) Control document

BYLAWS

Bylaws (often referred to as the “covenant” of membership) establish who will do *what* and *how* decisions will be made. It should require considerable deliberation and board agreement to change. The content of a Board’s or Association’s bylaws has important bearing on the rights and duties of members within the organization (whether present or absent) and on the degree to which the membership is to retain control of, or be relieved of detailed concern with, the Board’s business. Except as the bylaws, corporate charter (state law) or MAR/NAR bylaws may provide otherwise, the members attending one of the Board’s properly called meetings, have full and sole power to act for the entire organization, and does so by majority vote.

7. _____ prescribes how the Board/Association functions.

8.Bylaws includes all rules that the board considers so important they...

- a. Cannot be _____ without previous notice to members and the vote of a specified large majority (such as two-thirds vote), and
- b. Cannot be _____ (with the exception of clauses that provide for their own suspension under specified conditions).

9.The bylaws comprise the _____ body of rules in societies as normally established today. The bylaws supersede all other rules of the Board except the articles of incorporation (state law).

VISION AND GOALS (STRATEGIC PLAN)

Seeing the “big picture,” envisioning what lies ahead, will be one of the most important skills for Boards/Associations in this decade. Conceptual skills are vital to the leaders, as are judgment, character and communication skills. But in this era of continuous change a leader needs, above all, to have a clear sense of where his or her organization is headed.

It may be possible to manage without vision, but is difficult to lead without it. To paraphrase *Alice in Wonderland*, if you don't know where your Board/ Association is headed, it will be impossible to determine when and if it arrives at its destination. There is very strong evidence to suggest that "visionary" organizations are more productive than their counterparts who drift without a coherent mission. Why do you think they make car windshields bigger than rear-view mirrors?

10. Vision is synonymous with _____, the overriding purpose of an organization; its reason for being.
11. Vision begins with the commitment of the planning committee, directors and executive officer to the future of the organizations and sets off a chain reaction that generates enthusiasm, sparks creativity, leads to new ideas, attracts committed followers and ultimately reinforces everyone's commitment.
12. Benefits of good planning:
 - a. _____ - long enough to get things done and through several administrations.
 - b. Higher sense of direction or _____ within the Board relieves each administration of where they have to go and president-to-president won't change direction.
 - c. Efficient use of resources.
 - d. Productivity- allows members and staff to see _____ and freely work toward them with assuredness.
 - e. Provides for _____.
 - f. _____ - with other associations, groups or persons.
 - g. Greater member _____ - sense of purpose.

MEDIA RESPONSIBILITIES

The single greatest fear of men and women is speaking in public, not death. Unless specified otherwise, only the President or his/her designee may speak on behalf of the board. Always inform the Board's executive officer before speaking to any media.

13. Always come to the interview well _____. Make sure you know who you are speaking to before granting the interview.
14. Influence the flow of the interview by asking the interviewer for more details or clarification.

15. Always speak on behalf of the _____, never your personal or individual brokerage positions. (Also, make sure your pronounce the word “_____” correctly)

CHAIN OF COMMAND

Every Board /Association should specify in it’s bylaws what officers it requires, how they shall be elected, their term of office and any qualifications for holding office or duties different from or in addition to those stated in the parliamentary authority.

16. Only the _____ or _____ may commit the Board to contracts or other agreements as approved by the board of directors, authorized in the bylaws or referenced in the policy & procedure manual.
17. Your ante in a director’s or committee meeting is that you have the right to _____ your view (or “let the record reflect that I oppose...”) but once a majority is achieved and the meeting ends, you have an obligation to _____ the position (absent illegal or unethical activity).
18. The _____ committee makes decisions between board of director meetings. Their meeting minutes must be _____ by the directors at their next meeting (or executive committee decisions are not approved).

FINANCIAL STATEMENTS

Although most of a Board/Associations income comes from dues, income also is derived from interest, dividends, and related and unrelated businesses. Although it is easier to collect outside income than dues, the Internal Revenue Service doesn’t care where the money comes from as long as any tax due is paid. Directors and executive officers need to understand the many legal aspects of Board finances to keep their Boards running efficiently.

19. Financial Statements- a Board’s financial statements should list accurately all assets and liabilities.

20. Conflicts of Interest- all boards should be aware of circumstances that may cause a conflict of interest between a board of directors and it's Board/Association.
21. Assets- check with legal counsel (state law) before selling major _____ of the corporation. It may require a vote or membership before any such action may be taken.

COMMITTEE RESPONSIBILITIES

Board of director's decisions are often based on recommendations from the Board's various committees, and committee members play a very important role in this process. Committee members should have a clear understanding of their goals, objectives and responsibilities and how they relate to the director's decision making process. Directors can only be as productive and efficient as the committees that work with them. Therefore, a committee's recommendation to its directors should address the questions of *who, what, when, where, why, how* and *cost*.

22. Keep the committee's attention focused on its _____.
23. Recognize committee member (and chairmen) throughout the year, not just at year's end. Treat your members with _____ and they will do important work.
24. Committee chairmen generally CANNOT:
- a. Appoint new members without the _____ approval.
 - b. _____ any members without prior approval.
 - c. Involve the Board in _____ commitments not authorized.
 - d. Alter the Board's policies and procedures.

MEMBER DRIVEN AND FRIENDLY

The most successful Boards/Associations are those that are member driven and maintain a careful balance between director and staff lines of authority and responsibilities. Other than the requirements of state law on a Board, the highest authority is its "membership."

25. If you only respond to what your members say they want, its probably too late. Members don't have a vision for the future, they only _____ to their current environment. Leaders must have a vision and create a plan to reach their goals.

26. To reach our members we have to look through _____, not into _____.

27. Every member/leader in the Board walks around carrying two _____ . One filled with _____ and the other with _____. Whenever they come across small fires, its their decision which one to use.

28. Two Kinds of Promotion:

<u>SELF</u>	vs.	<u>SELFLESS</u>
Me first		Others first
Move up		Build up
Guard info		Share info
Take credit		Give credit
Hog the ball (star)		Pass the ball
Manipulate others		Motivate others

LEGAL LIABILITY

A complex problem facing Boards, staff and elected leaders today is liability in managing the Board's business. Establishing sound risk-management practices can help the Board avoid liability exposure and should improve the Board's ability to attract qualified volunteers and employees; avoid time-consuming litigation; enhance the defense of claims and reduce any potential recovery by a plaintiff; and maintain low insurance premiums.

29. Attorney-Client Privilege:

This is a _____ privilege exclusively and can be _____ by the client at any time.

- Confidential communication- must be related to legal advise for consultation or assistance (must go back and forth between attorney and client).
- Cannot be used as _____ in court (private matter).
- You do not have to actually hire an attorney. You only need to seek legal advise.
- An attorney who is not acting as an attorney is *not* "privileged".
- Any _____ communicating with an attorney on behalf of their employer is "privileged".
- Make _____ on notes that "*these notes were prepared in anticipation of consultation with the attorney.*"

30. _____ comments can get you into trouble. Caution all staff, committees and directors.

31. **Business Judgment Rule** – immunizes management from liability in corporate transactions where there is a reasonable basis to indicate the transaction was made in good faith.

- a. Same duty of care standard as ordinary, reasonable _____ under similar circumstances.
- b. Use best _____.
- c. _____ to legal counsel, officers and executive officer.
- d. Absentee, ornamental or spectator directors have liability for failing to exercise _____ + _____ faith.