

The Best of Missouri Hands

Board of Directors Handbook

Revision July, 2014

Best of Missouri Hands Board of Directors Handbook

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History of the Organization

The University of Missouri Extension founded the Best of Missouri’s Hands Project in 1985. It was an effort initiated by The Home-Based Business Committee of the Alternative for the 80's Project at the University, designed to provide opportunities for marketing assistance for the home-based Missouri art and craft communities.

Its purpose was to increase family income in rural areas where changes in agriculture and manufacturing had resulted in the loss of income opportunities. The showpiece of this project was a retail catalog, The Best of Missouri Hands, intended to provide visibility and marketing opportunities to help this segment of the community become independent entrepreneurs. Volume One of The Best of Missouri Hands was published in 1986 and worldwide distribution brought great success and national media attention. Volume two followed in 1988.

In 1989, the Home-Based Business Project spun off from the University and the volunteer organization, Missouri Artisans Business Development Association, known as MABDA, was formed. Volumes 3 and 4 of The Best of Missouri Hands soon followed. Profiles of the State's Fine Artists and Craftsmen was the last book published in 1996.

In order to become eligible to apply for 501c3 nonprofit classification, a change in name was made in 2002. Missouri Artisans Business Development Association (MABDA) became The Missouri Artisans Association (MAA) and The Best of Missouri Hands trademarked name was acquired to use as its common organizational name.

The mission of the organization became one that focuses on education, interaction and encouragement. Official 501 (c) (3) non-profit status was approved in 2003, which was the realization of a long held vision for the organization. Membership is now over 400 people, from every corner of the state, from beginners to experienced artists, every media one could think of. It includes organizations, educators, business owners, writers and spouses.

VISION

The Best of Missouri Hands is a statewide resource for connecting, educating and inspiring Missouri’s Artists and Artisans.

Mission Statement

The Best of Missouri Hands is dedicated to the development and recognition of Missouri’s Artists and Artisans.

Primary goals of the Best of Missouri Hands are to advance the arts in Missouri by:

* Educating the public about Missouri arts and crafts
* Educating its members and the community at large through an annual conference, periodic newsletters, an active website and other interactive communications
* Providing technical assistance and mentoring for artistic development
* Offering regional and national networking opportunities
* Rewarding excellence through its jury process
* Preserving cultural heritage through public education, exhibition and other projects

Revised July, 2014

 STATEMENT OF ORGANIZATION

Short version:

 Missouri Artisans Association d/b/a The Best of Missouri Hands is a 501-C-3 nonprofit organization dedicated to the development of Missouri’s Artists and Artisans. Members strive to educate on all levels and to raise public awareness of interest in handmade visual arts.

The growing organization represents nearly 500 members from across the state, and beyond. With a 30-year history, MAA/BOMH provides a wide range of services to the artistic community.  General membership is open to anyone (even non-Missouri residents).

More info at: [www.bestofmissourihands.org](http://www.bestofmissourihands.org/)

Longer version:

Missouri Artisans Association / The Best of Missouri Hands is a 501c3 nonprofit organization dedicated to the development of Missouri’s Artists and Artisans. Members strive to educate on all levels and to raise public awareness of interest in handmade visual arts.

Founded in 1985 by the University of Missouri, University Extension and Lincoln University, the organization published a directory of artists entitled The Best of Missouri Hands, a name which remains linked to the organization.  In 1989, the organization incorporated as the group it remains today, governed by a volunteer board of directors and operated by a small staff with an executive director.

Nearly 500 artists, of all levels and mediums, comprise the organization today.  Although Juried Members must be Missouri residents, General Membership extends beyond the state’s borders.  The 25-year old organization is gaining national recognition and provides vital services to the artistic community, some of which include:

For details please visit: [www.bestofmissourihands.org](http://www.bestofmissourihands.org/)

BYLAWS of Missouri Artisans Association

D/B/A THE BEST OF MISSOURI hANDS

Article I: Organization

The name of this organization is: Missouri Artisans Association.

Article II: Seal

The Board of Directors may provide a corporate seal that shall be in the form of a circle and shall have inscribed within the name of the corporation and the words, “Corporate Seal, Missouri” as well as any other words or forms designated by the Board of Directors.

Article III: Offices

 The registered office of the corporation shall be located in Columbia, Missouri. The corporation may have other such offices either within or without the State of Missouri as the business of the corporation requires. The address of the registered office may be changed by the Board of Directors.

Article IV: Purposes

 This corporation is organized as a support mechanism for Missouri artisans. In order to accomplish this purpose, and for no other purposes, this corporation shall have all the powers granted to it by the laws of the State of Missouri provided that it does not, except to an insubstantial degree, engage in any activities or exercise any powers that do not promote the mission of this corporation.

No member, officer or director may be held liable for the debts, liabilities or obligations of the corporation.

Article V: Board of Directors

Section 1: General Powers. The Board of Directors exercises the control and governance of the affairs and business of this corporation. All financial expenditures and commitments of the corporation will be supervised by the Board of Directors. The Board of Directors will act in the name of the corporation only when it regularly meets.

Section 2: Composition. The founding Board of Directors shall be appointed by the incorporator(s). Subsequent boards will consist of any duly elected members of the corporation in good standing who fulfill the requirements of the position as set forth in these bylaws and as outlined in the Board of Directors’ Contract.

The Board of Directors will consist of at least seven and not more than eighteen members. These board members are to be elected, to the extent possible, from five regions of the state (NE, NW, C, SE and SW) to represent and be accessible to the members in these regions. All directors shall be elected for a term of three years. Directors may serve two consecutive terms before leaving the board for a minimum of one full year before seeking re-election.

Section 3: Voting and Quorum. Each director shall have one vote. A simple majority (50% plus 1) of the entire Board of Directors constitutes a quorum for the transaction of business at any meeting. A simple majority (50% plus 1) of a quorum of the entire Board of Directors may act on behalf of the entire Board of Directors at any meeting unless expressly stated otherwise in these bylaws.

Voting may be done by proxy if necessary. In the event of a tie the President will cast a tie-break vote.

 Section 4: Meetings and Notice. The Board of Directors may make such rules and regulations regarding meetings as are necessary. The President will conduct meetings of the Board of Directors. The Board of Directors will meet as often as is necessary to govern the affairs of the corporation. Notice of meetings of the Board of Directors will be given at least five (5) days prior by written or electronic notice.

Section 5: Committees. The Board of Directors may create standing and temporary committees as needed. Committees will be comprised of any members in good standing.

The President and/or Executive Director will be ex-officio members of any or all committees and may appoint a proxy to serve in his or her place. Committee chairs will report committee activity to the Executive Director in person or in writing prior to each board meeting. The board will make any necessary recommendations for committee action.

Section 6: Removal. Any director may be removed from the board at any time with or without cause by a two-thirds majority vote of the entire Board of Directors whenever it is in the best interest of the corporation to do so.

 Section 7: Vacancies. Vacancies of elected board seats may be filled by the Board of Directors for the duration of the elected term. The vacancy will be filled by candidate nomination from any board member and after an affirmative simple majority vote of a quorum of the Board of Directors.

Article VI: Board Officers and Executive Board

Section 1: Composition. Board officers shall be nominated and elected from the Board of Directors. The officers of the corporation are President, Vice-President, Secretary and Treasurer. These four officers shall comprise the executive board. Other officers may be elected or appointed by the Board of Directors as needed.

Section 2: Election and Term of Office. The officers of the corporation will be elected annually by the Board of Directors. Each officer shall hold his or her office until a successor is elected.

Section 3: Financial Compensation and Expenses. No officer, director, or committee member shall for reason of their office be entitled to receive any financial compensation from the corporation. Any officer, director or committee member who incurs board approved out-of-pocket expenses on behalf of the corporation may be reimbursed for those expenses.

No contracted employee or staff member who receives financial compensation from the corporation may serve as an elected member on the Board of Directors.

Section 4: Record Keeping. All officers and committee chairs will keep accurate business records and will deliver copies of those records to the Executive Director.

All records of the corporation shall be kept by the Executive Director. These items include copies of the certificate of incorporation, annual registration report, bylaws, policies, Board of Directors meeting minutes, committee reports and archived records.

 Section 5: Removal. Any officer elected by the Board of Directors may be removed by a two-thirds majority vote of the entire Board of Directors whenever it is in the best interest of the corporation to do so.

Section 6: Vacancies. A vacancy in any office may be filled by the Board of Directors for the duration of the elected term. Board officer vacancies will be filled by candidate nomination by a board member and after a simple majority vote of a quorum of the Board of Directors.

# Article VII: Executive and Administrative Staff

Section 1: Executive Director. The Board of Directors shall have the power to hire an Executive Director.

The Executive Director will determine necessary staff positions to carry out the mission of the organization.

Section 2: Employee Job Description and Work Guidelines. A general job description and work guideline for the Executive Director will be prepared by the Executive Committee. Copies will be filed with the Executive Director.

All other personnel positions will be determined and managed by the Executive Director according to board approved budgets. Copies of all personnel records will be filed with the Executive Director.

Article VIII: Membership

 Section 1: Membership Classes. Membership classes and requirements will be determined by the Board of Directors.

 Section 2: Membership Requirements. Membership is open to all persons interested in the mission of the Missouri Artisans Association.

Section 3: Dues and Assessments. The Board of Directors will determine membership dues and assess any other fees as are necessary to govern the affairs of the corporation. Members shall pay dues annually and comply with the rules and regulations established by the Board of Directors.

 Section 4: Suspension of Membership. Members shall be removed from the membership roster for non-payment of dues. The Board of Directors may discontinue membership for conduct unbecoming to the Missouri Artisans Association.

Article IX: Contracts, Loans, Checks and Deposits

 Section 1: Contracts. The Board of Directors may authorize any officer or agent to enter into any contract in the name of or on behalf of the corporation.

 Section 2: Loans. The Board of Directors may authorize loans and incur indebtedness as necessary.

Section 3: Checks, Drafts, Etc. All checks, drafts or orders for the payment of debts will be signed by officers or agents of the corporation as determined by resolution of the Board of Directors.

 Section 4: Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in banks, trust companies or other depositories as selected by the Board of Directors.

Article X: Waiver of Notice

 Whenever any notice is required to be given under the provisions of the Articles of Incorporation or under the provisions of the General Not-For-Profit Corporation Law of Missouri, waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

Article XI: Amendments

 The Board of Directors retains the right to adopt, alter, amend, revise or repeal these bylaws pursuant to Missouri law.

Article XII: Dissolution

 In the event of the dissolution of the corporation none of the assets shall accrue or inure to the benefit of any individual or member, but shall be distributed to another organization having similar purposes and which is qualified for the exemption from federal income tax pursuant to the provisions of Section 501(c)(3) of the Internal Revenue Code.

Revised October, 2012

POLICIES

 Policies are broadly written statements that are used to guide individual and group action toward organizational goals and objectives. They serve as guidelines for action not as a means to micromanage the everyday activity of the organization. Policies should be broadly-stated, almost all-encompassing and long-term in duration. Policy development should be done carefully with thorough analysis of options and impacts.

 Policies promote continuity in management despite staff turnover, facilitate planning and provide guidelines for controls. Good policies provide assistance in coordination and integration of activities and help achieve predictability, consistency, validity and equity. They allow staff to make good consistent decisions and promote employee security by protecting employees from personal and political pressure.

* Board Operating Policies are guidelines relating to how the board members will function in relation to each other and to paid staff and volunteers.
* Personnel Policies relate to recruitment, selection, placement, training, development, discipline, compensation, grievances, termination, fringe benefits, etc.
* Professional Policies are guidelines for professional activity of board members in relation to each other and the corporation.

board operating policies

board of directors roles and responsibilities:

Position Overview:

Legally, nonprofit board members have two duties: the duty of care which requires directors to act as an ordinarily prudent person would under similar circumstances, and the duty of loyalty, which requires them to act for the benefit of the corporation rather than for personal gain.

Duty of Care:

A director is not required to process specialized skills, but is expected to use practical knowledge and common sense. The key to the duty of care is that every decision must be an informed decision. Directors should attend regularly scheduled meetings, read minutes, approve an annual budget, understand financial statements and audits and have a general knowledge of how the organization is functioning. When making decisions they should exercise independent judgment.

Duty of Loyalty:

Directors are required to act in good faith and in the best interest of the corporation. They should be aware of potential conflicts of interest and should disclose them with candor. The duty of loyalty also requires directors to treat matters involving the nonprofit corporation confidentially unless they are already common knowledge.

Rights of Directors:

Each Director has the right to adequate orientation materials. This includes but is not limited to a written description of what is expected of them. Directors can expect to receive adequate notice of meetings and timely reports including agendas, minutes, financial statements and other pertinent materials. All Directors should attend meetings whenever possible, ask substantive questions, engage in meaningful debate and vote.

Elections and Length of Terms:

* All Directors shall be elected for a term of three years. The terms of one-third of the board members will expire each year.
* Nominations for openings on the Board of Directors must be submitted to the Vice-President who serves as the Chair of the Nominating Committee.
* The Vice President will contact each nominee personally to verify that if elected they are willing and able to serve under the terms of the Board of Directors Contract.
* The ballot will be made available to the membership one month prior to election.
* Election results will be announced publicly.
* New board members begin terms at the July meeting after the election. New officers are elected at the July meeting. This procedure complies with Best of Missouri Hands Bylaws and with standard 501(c)(3) board guidelines.
* The Board of Directors will develop a plan to recruit prospects and orient new members to the organization.
* Board membership should reflect the diversity of its membership and community.

Mission of Organization, Vision and Values:

* The Board of Directors will work in conjunction with the Executive Director to support the organization’s mission and will revise strategic action as needed.
* Each member of the board should understand and support the mission of the organization.
* The Board of Directors shall articulate a shared vision that is accompanied by realizable goals and agreed-upon values that guide its planning and operations.
* The Board of Directors and Executive Director will develop a strategic plan that includes annual goals, long range goals and evaluations that aid in the achievement of these goals.

Board and Staff Relationship:

* The Board of Directors and Executive Director share joint custody of the organization’s mission. Effective boards are involved without micromanaging.
* The Board of Directors is responsible for the continuity of the organization’s leadership. The board will develop a clear job description outlining the duties of the Executive Director.
* The Board of Directors will conduct a methodical search to fill the position of Executive Director when the position is open.
* The Board of Directors will provide constructive feedback through regularly scheduled performance evaluations of the Executive Director.
* The Board of Directors will provide the moral and substantive support to ensure the Executive Director’s success.

Fiscal Support, Management and Accountability:

* The Board of Directors will approve and monitor an annual operating budget and authorize material transactions.
* The Board of Directors will adopt and review policies and procedures addressing risk management and insurance, internal controls, investment of the organization’s assets and compliance with ethical standards and legal and regulatory requirements in conjunction with the Executive Director.
* The Board of Directors and Executive Director will develop an over-all fundraising plan.
* Directors should support the organization at a level that is significant relative to their personal financial situation.
* Directors should actively ask others to support the organization and identify new prospects for financial support.

The Board of Directors will ask critical questions that allow them to assess the organization’s financial health without micromanaging policy enactment.

Organization and Performance:

* The Board of Directors assures that programs are consistent with the organization’s mission and values.
* The Board of Directors sets policy and supervises the Executive Director.
* The Board of Directors will meet as often as is necessary to effectively govern the organization. These meetings provide a crucial forum for conducting business, educating board members and consensus building.
* The Board of Directors will conduct well-planned and facilitated meetings, which allow participants to contribute their best thinking and inspire them to take action.
* All board business will be conducted through a process of motions and open discussion before votes are called for. All votes called must ask for yea’s, nay’s and abstentions.
* The Board of Directors will periodically evaluate its own performance in fulfilling its responsibilities. This will help the directors celebrate accomplishments and identify areas that need to be improved.

### Best of Missouri Hands Board of Directors Contract

In order to ensure that everyone on the Board of Directors is clear on the duties and responsibilities of their position please read and sign that you understand the following:

As a member of the Board of Directors my responsibilities are:

Board Meeting Attendance—*I* *will attend at least 75% of the board meetings at my own expense. If it is not possible for me to attend meetings, I will inform the President of the Board of Directors and will provide my input on agenda items in advance of the meeting and will vote by proxy if required to.*

Committee Involvement—*I* *will serve on committees that work in areas of my interests. Most committee meetings are held by conference call and committee chairs will make every effort to provide opportunities for participation even if committee members cannot directly take part in a particular meeting.*

Attend BOMH Sponsored Events and Represent BOMH in my Community—*I will do my best to attend all BOMH sponsored events in my region and will act as an ambassador for BOMH.*

Vote on Issues and Proposals—*Board members are asked to vote on issues and proposals both at full board meetings and by email throughout the year; you may abstain if you have a direct connection to the issue and feel you cannot be impartial; but, again, your input is vital, so even if you feel you cannot vote due to a conflict of interest you can help provide clarification or answer questions that may arise.*

Assist with Fundraising and Development Activities—*Board members are asked to participate in these processes in ways and to the extent to which they are comfortable. We will avoid placing any and all board members in situations that may be conflicts of interest. There are many ways that a board member may assist in addition to participating directly in making requests or cultivating potential donors: Financial development planning, providing leads, making contacts to facilitate staff making contact, adding personal notes to request letters and assisting with thank you calls to donors.*

Participate as a Donor to BOMH—*We ask that all board members make a personal financial contribution to the corporation each year. Our goal is to achieve 100% participation from the board, as many potential funders take this into consideration.*

Assist with Government Relations—*BOMH will periodically ask that its board members contact their state and federal legislators to communicate about issues that affect BOMH. Your emails, phone calls and direct meetings are essential to the success of BOMH.*

Share your ideas, passion, expertise and contacts in improving the programs and promoting the mission of BOMH.

Signed\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_Date\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Board OF DIRECTORS Officers ROLES AND RESPONSIBILITIES:

President

* The President shall be the principal governing officer of the corporation and shall, in general, have supervising governance of the business and affairs of the corporation.
* The President may sign, with the Secretary or Treasurer, or any other proper officer, any deeds, mortgages, bonds, contracts, or other instruments which the Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by the bylaws to some other officer or agent of the corporation or shall be required by law to be otherwise signed or executed.
* The President shall perform all duties incident to the office of President and such other duties as maybe prescribed by the Board of Directors from time to time.
* The President will be the principle line of communication with the Executive Director.
* The President and Executive Director will prepare agendas for meetings and distribute them to the Board and Executive Director at least 1 week prior to Board Meetings.
* The President or a proxy shall preside at all meetings of the Board of Directors.

## Vice-President

* In the absence of the President or in the event that by a majority vote of the Board of Directors it is deemed that the President is unable or refuses to act the Vice-President shall perform the duties of the President.
* When acting as President the Vice-President shall have all the powers of and be subject to all the restrictions upon the President.
* The Vice-President shall perform other duties as from time to time may be assigned to him by the President or the Board of Directors.
* The Vice-President shall be the chair of the Nominating Committee.

## Treasurer

* Maintain responsibility for the safety and accounting of all funds received, managed and disbursed by the Corporation.
* Deposit such moneys in the name of the Corporation in such banks or other financial institutions as approved by the Board of Directors.
* Render to the board of Directors and all the members at their respective annual meeting and at all other Board of Directors meetings an account of all financial transactions and the financial condition of the Corporation.
* Demand an accountants review or audit of the income and expenses and financial condition of the Corporation for each fiscal year and report this condition to the Board of Directors at all regularly scheduled meetings. The fiscal year of this organization shall be from July 1 through June 30.
* Work closely with any paid executive staff of the Corporation to ascertain that appropriate procedures are being followed in the financial affairs of the Corporation.
* Perform such other duties as occasionally may be assigned by the Board of Directors

## Secretary

* Take all minutes at regular and special meetings of the Board of Directors in one or more books and make the minutes available to all Directors within a timely manner.
* Update any new information relevant to the Board of Directors’ Handbook.
* Submit a copy of all approved Board minutes to the Executive Director.
* Amend the Board of Directors Handbook according to the approved business conducted by the Board of Directors.
* Keep copies of emails regarding official business discussed among all Board Members.
* See that all notices are duly given in accordance with provisions of these By-laws or as required by law.
* Oversee the tabulation of voting ballots.
* Oversee all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the office of the Secretary by the President or by the Board of Directors.

PERSONNEL POLICIES

EXECUTIVE DIRECTOR RESPONSIBILITIES:

Summary:

The Executive Director of the Missouri Artisans Association d/b/a the Best of Missouri Hands will provide full-time management to assist this nonprofit 501-C-3 organization in reaching its mission directives and carrying out specific duties as related to organization, programs and services. The Executive Director will provide support in establishing 501-C-6 designation as a compliment to this organization.

The Executive Director will work directly with the President of the Board of Directors, Executive Committee, Board of Directors, Committees and program-specific leaders. The Executive Director reports directly to the Board of Directors. The President of the Board of Directors consults with the Executive Director on a regular basis and serves as a primary communications contact and advisor.

The Best of Missouri Hands does not have an organizational office. The Executive Director may work from his/her home or existing office. The Executive Director will need to supply or use existing office equipment including computers and telephones. The Executive Director may propose the purchase of standard and non-standard office equipment as needed for Board consideration.

The Executive Director works with the President and Treasurer of the Board of Directors to prepare a proposed budget in time for the Board of Directors to approve it at least 1 (one) month prior to the beginning of the next fiscal year and shall not intentionally exceed said budget without prior approval from the Executive Committee. Should the approved budget be exceeded without prior approval the Board of Directors may reimburse the expenses to the Executive Director at their discretion.

In recognition that the Executive Director is expected to attend and work at the Annual ArtSmart Conference the conference registration fee will be waived for the Executive Director and a hotel room will be provided free of charge.

EXECUTIVE DIRECTOR DESCRIPTION OF DUTIES:

Priority Areas of Concentration will be determined by the Board of Directors and currently are as follows:

Financial Development:

1. Work with the Board of Directors and appropriate committees to identify and implement fundraising plans and activities.
2. Conduct research on potential funding sources in conjunction with the Board of Directors and appropriate committees.
3. Research and submit fund development grants independently.
4. Conduct appropriate grant management and reporting.
5. Develop organizational, individual and corporate fundraising opportunities in conjunction with the Board of Directors and appropriate committees.
6. Work with President and Treasurer of the Board of Directors to develop and present to the Board of Directors for approval a proposed fiscal year budget at least 1 (one) month prior to the beginning of the subject fiscal year.

Administration:

1. Propose policies and procedures to the Board of Directors to promote the efficient, effective and professional operation of the organization.
2. Oversee day-to-day operations of the organization.
3. Prepare an annual strategic plan in conjunction with the Board of Directors for the organization to include goals and objectives and monitor their implementation throughout the year.
4. Maintain thorough knowledge of current issues as they relate to the organization in order to develop new and expanded programs and services.
5. Develop and recommend programs in conjunction with the Board of Directors, committees and program-specific volunteers.
6. Maintain Board and organizational records including but not limited to documents regarding legal compliance and financial responsibility.
7. Assist as needed in planning and implementation of MAA/BOMH events, exhibitions and the annual ArtSmart Conference.
8. Maintain committee rosters and meeting/event calendars and distribute to the Board of Directors as revised.
9. Prepare and submit a written report to the Board of Directors regarding activities at each Board of Directors meeting.

Governance:

1. Present timely reports to the Board of Directors and committees on his/her activities including the status and projected needs of the organization.
2. Provide active staff support to the Board of Directors and committees.
3. Hire and manage subordinate staff positions as needed.

Public Relations:

1. Serve alongside the Board of Directors and Members as a representative and spokesperson for the organization.
2. Generate written materials as needed to communicate with the Executive Board, Board of Directors, organizational members, volunteers, committees, press, audiences and the general public.
3. Develop and maintain relationships with peer organizations, statewide partners and the media.
4. Represent the organization at arts activities as recommended and/or required.
5. Provide support for the newsletter including regular written submissions.
6. Provide support for and update the website.

Advocacy:

1. Keep informed of local, state and national issues that impact public policy and funding for the arts and communicate these to the Board of Directors.
2. Work with local, state and national organizations to complement and support advocacy efforts on behalf of the arts and of this organization.

# Necessary Skills:

The Executive Director and the bookkeeper are the only paid part-time staff. The Executive Director must be well rounded in all aspects of a director’s activities and general office management including but not limited to:

1. Business management knowledge and experience.
2. Development, fundraising and grant writing experience.
3. Organizational business, membership, Board of Directors and 501-C-3 not-for-profit management experience.
4. Knowledge of the arts community and a willingness to develop a deeper understanding of the needs of the arts community at large and of MAA/BOMH membership specifically.
5. Willingness and ability to establish and develop arts community contacts both state-wide and nationally.
6. Independent motivation to generate excitement about the organization and its membership.
7. Availability for state-wide travel.
8. Fluency in Microsoft Office products, especially MS Word and Excel.

\* The Executive Director will determine how many hours are needed and will track time spent on specific duties and report this information to the Board. Goal execution is more important than time spent and the efficiency of the Executive Director, among other factors, will help determine how this position will evolve.

EXECUTIVE DIRECTOR EMPLOYMENT AGREEMENT

This Employment Agreement is entered into on this first day of October 1, 2013 by and between Andrea Quiroz Jira (hereinafter referred to as the “Employee”) and the Missouri Artisans Association, d/b/a the Best of Missouri Hands (hereinafter referred to as “Employer” or “Company”).

WHERAS, Employee desires to be employed by Employer and

WHERAS, the parties have entered into certain other agreements concerning the employment relationship,

NOW THEREFORE, the parties hereto do hereby agree as follows:

1. Employer hires Employee to serve in the capacity as Executive Director.
2. The term of this Contract shall begin on the 1st day of October, 2013.
3. Employee shall receive a salary of $20,000 per year payable in semi-monthly installments on the fifteenth and last day of each month. After the first full year thereafter there shall be an annual review by the Executive Board of Directors of the Employer and the Employee to determine compensation and changes in duties subject to board approval.
4. Employee shall be reimbursed for business-related use of her personal telephone.
5. Upon termination Employee shall return all equipment, materials, documents or other property belonging to the Employer. Employee shall not retain copies thereof except as allowed by Employer.
6. This contract may be terminated with thirty days written notice by either party or for cause.

“EMPLOYER”

BY\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Title\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

“EMPLOYEE”

BY\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Best of Missouri Hands, 2101 West Broadway, #302, Columbia, Mo 65203 866.699.2664

Best of Missouri Hands Personnel Evaluation Form

Name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Job Title: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Time in Present Position: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Employment date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date of last review: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Type of Review: 6 month Annual Other ( )

Present Rate of Pay: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

The purpose of this form is to provide an outline for both the supervisor and employee toward

* Assessing the acknowledging job performance and
* Discovering/Developing areas for performance improvement.

Part 1

Based on the actual duties performed and responsibilities developed from the job description indicate on the scale below the evaluation according to the rating descriptions. Review should be based on what is considered standard performance for the position rather than in comparison with other employees*.*

PEFORMANCE SCALE

1 Unsatisfactory

* Position requirements are not being met. Make notable improvement immediately.

2 Marginal

* Position requirements are barely acceptable. Significant improvement is required.

3 Satisfactory

* Position requirements are being met. There is room for improvement.

4 Good

* Position requirements are fulfilled. Job performance is clearly above average.

5 Excellent

Position requirements are fulfilled. Performance is superior. Competence is outstanding.

A. Dependability

* Required job is performed with minimum supervision. Responsibilities are accepted, followed through, and accomplished by required deadline.
* Employee: \_\_\_\_\_\_\_\_\_\_\_\_\_\_ Supervisor: \_\_\_\_\_\_\_\_\_\_\_\_\_

B. Job Knowledge

* Employee maintains knowledge of job duties and responsibilities.
* Employee: \_\_\_\_\_\_\_\_\_\_\_\_\_\_ Supervisor: \_\_\_\_\_\_\_\_\_\_\_\_\_

C. Professional/Technical Performance

* Job is performed with skill, accuracy, efficiency, and completeness. Files and records are maintained in good order.
* Employee: \_\_\_\_\_\_\_\_\_\_\_\_\_\_ Supervisor: \_\_\_\_\_\_\_\_\_\_\_\_\_

D. Decision Making

* Able to make sound decisions.
* Employee: \_\_\_\_\_\_\_\_\_\_\_\_\_\_ Supervisor: \_\_\_\_\_\_\_\_\_\_\_\_\_

E. Analytic Ability

* Able to assess a problem, collect and evaluate information, reach sound conclusions and present problems effectively.
* Employee: \_\_\_\_\_\_\_\_\_\_\_\_\_\_ Supervisor: \_\_\_\_\_\_\_\_\_\_\_\_\_

F. Adaptability

* Quickness to grasp, interprets, and adjusts to instructions, new situations, methods and procedures.
* Employee: \_\_\_\_\_\_\_\_\_\_\_\_\_\_ Supervisor: \_\_\_\_\_\_\_\_\_\_\_\_\_

G. Job Attitude

* Interest in work is evident. Maintains a cooperative and responsive disposition and is receptive to change.
* Employee: \_\_\_\_\_\_\_\_\_\_\_\_\_\_ Supervisor: \_\_\_\_\_\_\_\_\_\_\_\_\_

H. Planning/Organizing

* Demonstrates ability to anticipate, schedule, and prepare future work. Effective use of materials, equipment, resources, and volunteers.
* Employee: \_\_\_\_\_\_\_\_\_\_\_\_\_\_ Supervisor: \_\_\_\_\_\_\_\_\_\_\_\_\_

I. Time Management

* Required work is done on time. Employee is punctual for work and meetings. Time is used wisely and efficiently.
* Employee: \_\_\_\_\_\_\_\_\_\_\_\_\_\_ Supervisor: \_\_\_\_\_\_\_\_\_\_\_\_\_

J. Initiative

* Demonstrates the ability to solve problems independently and seeks ways to improve.
* Employee: \_\_\_\_\_\_\_\_\_\_\_\_\_\_ Supervisor: \_\_\_\_\_\_\_\_\_\_\_\_\_

K. Human Relations

* Establishes and maintains positive relationships with fellow employees, volunteers, members and public. Is cooperative, respectful, courteous, and leaves a favorable impression.
* Employee: \_\_\_\_\_\_\_\_\_\_\_\_\_\_ Supervisor: \_\_\_\_\_\_\_\_\_\_\_\_\_

L. Communication

* Demonstrates the ability to express thoughts clearly in spoken and written form.
* Employee: \_\_\_\_\_\_\_\_\_\_\_\_\_\_ Supervisor: \_\_\_\_\_\_\_\_\_\_\_\_\_

M. Appearance

* Employee projects a positive image of MAA/BOMH.
* Employee: \_\_\_\_\_\_\_\_\_\_\_\_\_\_ Supervisor: \_\_\_\_\_\_\_\_\_\_\_\_\_

N. Prioritization

* Organizes tasks and completes jobs in order of their importance to MAA/BOMH needs.
* Employee: \_\_\_\_\_\_\_\_\_\_\_\_\_\_ Supervisor: \_\_\_\_\_\_\_\_\_\_\_\_\_

O. Community Awareness

* Demonstrates knowledge of current events in the state and with other like organizations in order to coordinate MAA/BOMH events without conflicts of schedule or interest.
* Employee: \_\_\_\_\_\_\_\_\_\_\_\_\_\_ Supervisor: \_\_\_\_\_\_\_\_\_\_\_\_\_

PART II: Supervisor Only

What are the particular strengths of this employee?

Identify any areas of needed improvement.

Specify recommendations for continued professional development.

Other comments:

Supervisor: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Employee: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

## Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Conditions of Employment

The Personnel Policies of the Missouri Artisans Association contained herein are not binding, and do not create an employment contract. Employees are employed by the Missouri Artisans Association at will.

Exclusions

These policies and procedures may be superseded by the terms and conditions of any contract that is executed by the Board of Directors or the Executive Director for services.

Revision of Policies

These policies may be revised at any time. Changes in the Handbook may be proposed by the Executive Director as well as by members of the Board of Directors. Any proposed changes or additions should be submitted to the Executive Board of the Missouri Artisans Association for review and recommendation and then to the Board of Directors for approval or disapproval. Changes required by the rules promulgated by a grantor government agency, state or federal, may be made directly by official notice or memorandum for such grantor agency. Such changes must be incorporated as part of the Board Handbook. All affected employees shall be notified thereof.

PROFESSIONAL POLICIES:

### Non-Discrimination Policy

It is the policy of Missouri Artisans Association (MAA) to maintain a working environment free of all forms of unlawful discrimination. In recognition of the importance of good employee relations, all applicants are extended an equal opportunity to gain employment and all employees are extended an equal opportunity to progress in their field of endeavor.

Missouri Artisans Association affords equal opportunity to all employees, prospective employees, members and board members without regard to sex, race, color, age, religion, creed, national origin, veteran, disability status or sexual orientation.

Conflict of Interest Policy

## I. Statement of Policy

A possible conflict of interest exists when a director has a material personal interest, either direct or indirect, in a proposed transaction involving this organization. When a director has an interest in a transaction being considered by the organization, the director should disclose that conflict before the board of directors or staff member takes action on the matter. Any board member having a conflict of interest will not vote or use his or her personal influence on the matter and will not be present when the matter is discussed by the board. The minutes of the meeting will reflect that a disclosure was made and the abstention from voting.

This policy also will apply to immediate family members, the organization’s committees and its volunteer association. Directors, committee members, staff members and officers of the volunteer association will be required to attest annually to their familiarity with this policy and to provide information concerning any possible conflict of interest so that disclosure, if necessary, is made.

Staff members and their immediate families will not benefit materially from the organization beyond receipt of salaries, fringe benefits and reimbursement for authorized expenses.

## II. Definition of Material Personal Interest

1. Ownership or investment interest in any entity with which this organization has a transaction or arrangement;
2. Compensation arrangements with the organization or with any entity or individual with which the organization has a transaction or arrangement; or
3. Potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts, favors and non-financial benefits that are not insubstantial.

## III. Procedures

1. The interested director(s) will disclose to the board, preferably in writing, the material facts as to his or her material personal interest in the transaction and in any corporation, partnership, association or other organization involved in the transaction prior to the meeting at which the board acts upon the transaction.
2. The interested director(s) will absent him/herself from the meeting while the transaction is discussed and acted upon.
3. A disinterested director, or other disinterested party familiar with the transaction will present evidence of the fairness of the proposed transaction, such as competitive bids or comparable price quotations.
4. The vote of a majority of the disinterested directors participating in the meeting and constituting a quorum, after reaching a decision regarding whether the proposed transaction is fair to the organization, will be required for approval of the transaction. The minutes for the meeting will reflect that a disclosure of interest was made and that the interested director(s) abstained from voting and was not present during the board’s consideration of the transaction.
5. The procedures
* Will apply to transactions approved after the date of adoption of this Policy
* Will not apply to reimbursement of expenses actually incurred by any director in the Course of performing his or her duties as such
* May be waived or altered in any particular case by vote of a majority of the full Board of Directors for good cause shown.

## IV. Potential Conflict Report

To assist in the implementing this Policy, each proposed new Board member will file a Potential Conflict Report in the form of Exhibit A hereto in connection with the selection process. Existing Board members will file a Potential Conflict Report annually, in June, with the Executive Director, whose responsibility it will be to oversee the annual distribution of such forms to existing Board members.

CONFLICT OF INTEREST POLICY EXHIBIT “A”

## Potential Conflict of Interest Report

Please answer all questions. If the answer is “yes,” please explain. An affirmative response does not imply that the relationship is improper or that it should be terminated.

1. During the past twelve months, have you or any related party [1] had any interest, direct or indirect, in any contract or transaction with the Missouri Artisans Association?

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

2. Do you or any related party have any interest, direct or indirect, in any pending or proposed contract or transaction with Missouri Artisans Association?

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

3. Do you or any related party have any other interest, which might conflict, or might be perceived to conflict, with your duty of loyalty to the interests of Missouri Artisans Association?

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

The answers to the foregoing are accurate to the best of my knowledge and belief and I will promptly notify the Executive Director or the Board President or MAA or any change which would make any of the answers no longer accurate.

Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Signature: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

[1] For this purpose, a “related party” is defined as members of your immediate family. This includes your spouse, children, siblings and parents; estates, trusts, partnerships, limited liability companies, corporations and other entities in which you or any member of your immediate family has a present or vested future beneficial interest or serves as an officer, director or trustee other than entities in which you and your immediate family members in the aggregate own less than five percent in value of all traded securities.

SEXUAL HARASSMEMT POLICY

It is the policy of the Missouri Artisans Association that all board members are responsible for ensuring that all board communication is free from sexual harassment. Because of the Missouri Artisans Association’s strong disapproval of offensive or inappropriate sexual

behavior, all board members and volunteers must avoid any action or conduct which could be viewed as sexual harassment.

Sexual harassment includes unwelcome sexual advances, requests for sexual favors,

and other verbal or physical conduct of a sexually harassing nature, when:

1. Submission to the harassment is made either explicitly or implicitly a term or condition of employment;
2. Submission to or rejection of the harassment is used as the basis for employment decisions affecting the individual; or
3. Harassment has the purpose or effect of unreasonably interfering with an individual’s work performance or creating an intimidating, hostile, or offensive working environment.

Any board member or volunteer who has a complaint of sexual harassment should first clearly inform the harasser that his/her behavior is offensive or unwelcome and request that the behavior stop. If the behavior continues, the complaint must be brought immediately to the attention of the Executive Director and/or President of the Board of Directors. If the Executive Director or President is involved in the harassing activity, the violation should be reported to any active Director.

If any Director or employee knows of an incident of sexual harassment, they

shall take appropriate remedial action immediately. If the alleged harassment involves

any types of threats of physical harm to the victim, the alleged harasser may be

suspended while an investigation is conducted by the Missouri Artisans Association.

If the investigation supports charges of sexual harassment, disciplinary action against the alleged harasser will take place and may include termination. If the investigation reveals that the charges were brought falsely and with malicious intent, the charging party may be subject to disciplinary action including termination.

If either party is dissatisfied with the organization’s response to his/her complaint, he/she may contact the Missouri State Board of Mediation, 3315 West Truman Blvd., Suite 211, P O Box 2071, Jefferson City, MO 65102-2071, (573) 751-3614

### Document Retention and Destruction Policy

## I. Purpose

In accordance with the Sarbanes-Oxley Act, which makes it a crime to alter, cover up, falsify or destroy any document with the intent of impeding or obstructing any official proceeding, this policy provides for the systematic review, retention and destruction of documents received or created by MAA in connection with the transaction of organization business. This policy covers all records and documents, regardless of physical form, contains guidelines for how long certain documents should be kept and how records should be destroyed. The policy is designed to ensure compliance with federal and state laws and regulations to eliminate accidental or innocent destruction of records and to facilitate MAA’s operations by promoting efficiency and freeing up valuable storage space.

## II. Document Retention

MAA follows the document retention procedures outlined below. Documents which are not listed but are substantially similar to those listed in the schedule will be retained for the appropriate length of time.

## III. Corporate Records

Annual Reports to Secretary of State/Attorney General Permanent

Articles of Incorporation Permanent

Board Meeting and Board Committee Meetings Permanent

Board Policies/Resolutions Permanent

Bylaws Permanent

Construction Documents Permanent

Fixed Asset Records Permanent

IRS Application for Tax-Exempt Status (Form 1023) Permanent

IRS Determination Letter Permanent

Contracts (after expiration) 7 years

Correspondence (general) 3 years

## IV. Accounting and Corporate Tax Records

Annual Audits and Financial Statements Permanent

Depreciation Schedules Permanent

General Ledgers Permanent

IRS 990 Tax Returns Permanent

Business Expense Records 7 years

IRS 1099s 7 years

Journal Entries 7 years

Invoices 7 years

Sales Records (box office, concessions, gift shop) 5 years

Petty Cash Vouchers 3 years

Cash Receipts 3 years

Credit Card Receipts 3 years

## V. Bank Records

Check Registers Permanent

Bank Deposit Slips 7 years

Bank Statements and Reconciliation 7 years

Electronic Fund Transfer Documents 7 years

## VI. Payroll and Employment Tax Records

Payroll Registers Permanent

State Unemployment Tax Records Permanent

Earnings Records 7 years

Garnishment Records 7 years

Payroll Tax Returns 7 years

W-2 Statements 7 years

VII. Employee Records

Employment and Termination Agreements Permanent

Retirement and Pension Plan Documents Permanent

Records Relating to Promotion, Demotion or Discharge 7 years post-termination

Accident Reports and Workers’ Compensation Records 5 years

Salary Schedules 5 years

Employment Applications 3 years

I-9 Forms 3 years post-termination

Time Cards 2 years

## VIII. Fundraising Records

Donor Records and Acknowledgement Letters 7 years

Grant Applications and Contracts 5 years post-completion

## IX. Legal, Insurance and Safety Records

Appraisals Permanent

Copyright Registrations Permanent

Environmental Studies Permanent

Insurance Policies Permanent

Real Estate Documents Permanent

Stock and Bond Records Permanent

Trademark Registrations Permanent

Leases 6 years post-expiration

OSHA Documents 5 years

General Contracts 3 years post-termination

## X. Electronic Documents and Records

All electronic documents will be retained as if they were paper documents. Therefore, any electronic files, including records of donations made online, that fall into one of the document types on the above schedule will be maintained for the appropriate amount of time. If a user has sufficient reason to keep an email message, that message should be printed in hard copy and kept in the appropriate file or moved to an “archive” computer file folder. Backup and recovery methods will be tested on a regular basis.

## XI. Emergency Planning

Missouri Artisans Association records will be stored in a safe, secure and accessible manner. Documents and financial files that are essential to keeping MAA operating in an emergency will be duplicated or backed up regularly.

## XII. Document Destruction

Missouri Artisans Association Executive Director will be responsible for the ongoing process of identifying records that meet the required retention period and will oversee their destruction. Financial and personnel-related documents that need to be destroyed will be shredded. Document destruction will be suspended immediately upon any indication of an official investigation or when a lawsuit is filed or appears imminent. Destruction will be reinstated upon conclusion of the investigation.

## XIII. Compliance

Failure on the part of employees to follow this policy can result in possible civil and criminal sanctions against responsible individuals. The President, Treasurer and Executive Director will review these procedures periodically with legal counsel or the organization’s certified public accountant to ensure that they are in compliance with new or revised regulations.

WHISTLEBLOWER POLICY

I. General

The Missouri Artisans Association d/b/a The Best of Missouri Hands expects its directors, officers, employees and other representatives to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of MAA/BOMH we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

II. Reporting Responsibility

It is the responsibility of all directors, officers, and employees to report Wrongful Conduct in accordance with this Whistleblower Policy.

III. Wrongful Conduct

“Wrongful Conduct” is defined in this Whistleblower Policy to include a serious violation of MAA/BOMH policy, a violation of applicable state and federal law or the use of MAA/BOMH property, resources or authority for personal gain or other non organization-related purpose except as provided under MAA/BOMH policy. This definition of Wrongful Conduct is not intended to be an exclusive listing of the illegal or improper activity encompassed by the Whistleblower Policy. Rather, the Whistleblower Policy is intended to serve as a means of reporting all serious improprieties that potentially impact the integrity and effective operation of MAA/BOMH.

III. No Retaliation

No director, officer, or employee who in good faith reports Wrongful Conduct will suffer harassment, retaliation or adverse employment consequence. Any director, officer or employee who retaliates against anyone who has reported Wrongful Conduct in good faith is subject to discipline up to and including termination of employment or removal from the board of directors as applicable. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within MAA/BOMH prior to seeking resolution outside MAA/BOMH.

IV. Reporting Wrongful Conduct

MAA /BOMH encourage its directors, officers, and employees to share their questions, concerns, suggestions or complaints with someone who can address them properly. Any director, officer or employee may report Wrongful Conduct to the Executive Director or the president of the board of directors. If the Wrongful Conduct implicates either the Executive Director or the president of the board of directors, or if the reporting individual is not comfortable speaking with or not satisfied with response of the foregoing individuals, the issue may be reported to any member of the board of directors.

The Executive Director, president of the board of directors, and all members of the board of directors to whom a report of Wrongful Conduct is made are required to immediately advise the full board of directors of such report of Wrongful Conduct.

V. Acting in Good Faith

Anyone filing a complaint of Wrongful Conduct must be acting in good faith and have reasonable grounds for believing the information disclosed indicates Wrongful Conduct. Any allegations that prove unsubstantiated or which prove to have been made maliciously or are false will incur disciplinary action.

VI. Confidentiality

Reports of Wrongful Conduct or suspected Wrongful Conduct may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of Wrongful Conduct or suspected Wrongful Conduct will be kept confidential to the extent possible consistent within the bounds of an adequate investigation.

VII. Handling of Reported Wrongful Conduct

A representative of the board of directors will notify the sender and acknowledge receipt of the reported Wrongful Conduct or suspected Wrongful Conduct within five business days unless such report was submitted anonymously. All reports will be promptly investigated and appropriate corrective action will be taken.

Strategic

Action

Plan

THE BEST OF MISSOURI HANDS

Strategic Action Plan

2014-2015

## MISSION

* The Missouri Artisans Association (DBA: Best of Missouri Hands) is dedicated to the development and recognition of Missouri artists and artisans.

VISION

* The Missouri Artisans Association (DBA: Best of Missouri Hands) is a statewide resource for connecting, educating, and inspiring Missouri Artist and Artisans.

## GOAL ONE: BUILD ORGANIZATIONAL CAPACITY

Objective 1A: Expand staff to meet organizational needs

* Hire a part-time Administrative Assistant Executive Director (ED)
* Contract for bookkeeping services 2010 (ED/Treasurer)
* Assess needs for a fulltime Executive Director (ED/Exec. Committee)

Objective 1B: Ensure efficient and effective management and governance practices
Review and modify administrative process and procedures (ED)

* Monitor the strategic action plan (ED and Board)
* Explore benefits and costs to secure an office (ED)
* Hold an annual board retreat (ED/Exec. Committee)

###### GOAL TWO: CONTINUE TO BUILD AWARENESS OF THE ORGANIZATION

Objective 2A: Expand marketing activities

* Connect with tourism department to help build awareness in state (ED and Board)
* Identify ways to increase presence through colleges, educational programs, museums, etc. (ED and Board)
* Identify and train members willing to do workshops/speeches, etc. (ED/Exec. Committee)
* Secure a grant to develop a directory of members’ works for distribution to businesses, tourist spots, etc. (ED)
* Provide brochures, maps of studios, other information to hotels and Visitor Centers
* Develop a link to/from C.A.R.D. project and other sites (ED/Website Manager) 2010

Objective 2B: Continue media outreach throughout the state

* Board members update Executive Director on media contacts in each region (Board)

## GOAL THREE: CONTINUE TO ENHANCE COMMUNICATIONS WITH MEMBERS

Objective 3A: Encourage further connections among members

* Develop a directory of print and electronic resources (ED/Website Manager) 2010
* Expand resources on website (ED/Website Manager)
* Develop regional events/meetings (Executive Committee)
* Assign mentors to new members in their region/medium (Board)

Objective 3B: Continue to refine and develop the newsletter

* Incorporate “regional” news On-going
* Add reviews and upcoming events
* Profile board members and artists in regions

## GOAL FOUR: STRENGTHEN AND BUILD PROGRAMS

Objective 4A: Expand member benefits

* Develop member insurance plan (ED) 2010
* Expand paid visiting artists program
* Expand scholarship program
* Develop/encourage apprenticeships

## Objective 4B: Increase member learning opportunities

* Expand Business of Arts program

###### GOAL FIVE: INCREASE INCOME

Objective 5A: Increase corporate membership

* Develop a sub-committee and create a plan Board

## Objective 5B: Continue to raise funds from foundations

* Identify potential activity/program opportunities to support (Board)
* Conduct research to identify prospects (ED and Board)
* Develop and submit proposals (ED)

Objective 5C: Develop an annual giving program

Board of Directors

* Set goal/expectation for board giving (e.g. 100%) (Executive Committee) 2010
* Have the board chair request/send letter to members

Members

* Develop a member letter (ED)
* Mail in the spring and year-end
* Encourage member giving in newsletter

Event Attendees

* Collect names/addresses (Board and volunteers)
* Develop letter (ED)
* Add to mailing/e-mail list and solicit for annual gift in Spring and at end of year

Objective 5D: Explore other opportunities for generating revenue

* Develop a plan to increase members dues (Board) 2010
* Begin to educate members about planned giving through the newsletter
* Consider holding an event if there is sufficient volunteer interest (Board)
* Develop a financial plan to build a reserve fund (ED/Treasurer/Executive Committee)

Board

Listing

And

Meeting

Calendar

FISCAL YEAR 2012-13 BOARD OF DIRECTORS

The Board of Directors may function with a minimum of seven and a maximum of eighteen members. Parenthetical notations reference the term for each director.

Class Ending 2017 (1/1/2011-6/30/14)

Angela Fowle (1)

Loren Woodard (1)

Ellen Heislen (1)

Lanie Frick (1)

Murielle Gaither (1)

Class Ending 2013 (1/1/2010-6/30/2013)

Jeanne Scott (1)

Jeff Walker (1)

Stephanie Witte (1)

Class Ending 2014 (1/1/2011-6/30/2014)

Vic Barr (2)

Tresa Killion (1)

Bill Merritt (1)

Joyce Rosen (1)

Class Ending 2015 (1/1/2012-6/30/2015)

Kim Carr (1)

Nancy Koehler (1)

Sandra Kolde (1)

Pamela Outersky Smith (1)

Don Crozier (1)

Board Advisor

Michael Gaines

THE BEST OF MISSOURI HANDS

2014-2015 COMMITTEES

Kim Carr

Educational Outreach & Marketing

59 Hybrid Hollow Rd. New Florence, MO 63363

kimmerhaw@yahoo.com

636-358-7042

Nancy Koehler

Educational Outreak, Artstravaganza & Jury

18518 Booness Lane, Glencoe, MO 63038

koehlernancy@gmail.com

314-795-6430

Sandy Kolde

Website & Strategic Plan

624 Grey Mountain Drive, O’ Fallon, MO 63368

sandykolde@charter.net

636-561-2331

Sam Davisson

Regional Activities Committee, Silver Dollar City Liason

822 N. Grand, Sedalia, MO 65301

pzoriginals@yahoo.com

816-835-1249

Robin Ragsdale

Jury Chair

841 Green Lantern Lane, Ballwin, MO 63011

adorned@charter.net

314-550-5279

Andrea Quiroz Jira, Executive Director

406 N. 8th Street, Columbia, MO 65201

director@bestofmissourihands.org

573-808-4724

Lee Richards, President

 707 S. Oak, Union, MO 63084

Lee.Richards58@gmail.com

636-583-7947

Sandy Kolde, Vice President

Chair, Website, Strategic Plan

3173 Portis Avenue, St. Louis, MO 63116

sandykolde@outlook.com

314-750-5821

Nancy Koehler, Secretary

Chair, Educational Outreach, ARTstravaganza 2014

18518 Booness Lane, Glencoe, MO 63038

nancy@mckenziesjewelry.com

636-458-5042

Don Crozier, Treasurer

Chair, Nominating Committee

 Wholesale, Artsravaganza 2014

1503 Belleau Lake Drive, O’Fallon, Mo 63366

doncrozier@gmail.com

636-978-1790

Michael Gaines

BOMH Board Advisor, Regional Activities Committee, Governor’s Mansion Liaison

PO Box1212 Hannibal, MO 63401

MichaelG@hannibalarts.com

573-221-4853

Joyce Rosen

Past President, Development

200 S. Brentwood, Clayton, MO 63105

jrosen@theartslive.com

314-721-7337

Angela Fowle

Regional Activities

270 North Main Center, St. Charles, MO 63301

angela@foundryartcentre.org

636-255-0270

Murielle Gaither

32 North Main, Cape Girardeau, MO 63701

artscouncil@capearts.org

573-334-9233

Ellen Heislen

215. W. 6th Street

Fulton, MO 65251

heislenpac@yahoo.com

573-334-9233

Loren Woodard

Regional Activities

P.O. Box Sunrise Beach, MO 65078

lorenwoodard@charter.net

Lanie Frick

13353 Shafer Road, Licking, MO 65542

Lanie@laniefrick.com

417-967-6137

Forms

and

Templates

For Immediate Release

Contact Person: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Contact Information: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Best of Missouri Hands Announces the Election of a new Board Member.**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (name) of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(name of business) in \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(hometown), Missouri has recently been elected to the Board of Directors of the Best of Missouri Hands.

The Best of Missouri Hands is a statewide 501c3 nonprofit organization of over 450 members, dedicated to the development and recognition of Missouri artists and artisans through education, interaction and encouragement. Members strive to educate as well as to raise public awareness and interest in Missouri’s handmade arts and fine crafts. Each year the organization presents ArtSmart, a three-day conference which is open to the public, with nationally known speakers and programs of interest to artists of all levels and art lovers. More information about the organization is available through our website: [www.bestofmissourihands.org](http://www.bestofmissourihands.org/) .

REIMBURSEMENTS REQUEST FORM

Copies of all receipts must be attached

Name\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Address\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Date\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

## Reimbursements

Check payable to \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Address (If different from above) \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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**Send to:**

Peggy King, BOMH Bookkeeper

## 1916 Iris

Columbia, MO 65202

## Reference

Materials

The following materials have, in many instances, been gleaned from other sources. Among those sources are BoardSource, Volunteer Lawyers and Accountants for the Arts, the Hannibal Arts Council and Missouri Arts Council. Some of the information may overlap or be repetitive. This information does not constitute “official” documents of MAA/BOMH, but is relevant and intended to help both Staff and Board Members better understand how they fit into the organization, and what their duties and responsibilities are to the organization. Tips for Success with OUR BOARD:

1. Remember why people join boards. Board members agree to serve because they want to work for a cause in which they believe, to learn new skills, to develop business and social contacts and enhance their prestige in the community or at work.

2. Remember why people resign. Board members rarely resign because they are overworked. They resign when they are bored or frustrated. Involve members in setting attainable goals and methods for achieving them by holding action-oriented meetings. Provide regular updates on important issues, events and needs.

3. Recruit with care. Be creative and practical in your choice of Board members. Look at personal qualities such as judgment and kindness as well as at skills and experience. Recruit in person and welcome by letter.

4. Distribute a Board Manual. Tell members what is expected of them. Provide an orientation packet containing a Board member job description, organization history, by-laws, budget, recent financial information statement, brochures and any other pertinent information.

5. Talk about your art at meetings. Educate you Board. Your mission is your treasure. Remind all members that the mission is worth supporting.

6. Insist on 100% participation in fundraising. Because your Board members set the tone for your organization each member should be expected to contribute some cash each year. The amount of the gift is not as important as 100% participation. Remember that some Board members will be reluctant to solicit contributions. Involve them in some other fundraising activity such as planning special events or writing grant proposals.

7. Reward good performance. Board service should be fun and fulfilling. Remember that Board members are volunteers. Seize every opportunity to make them aware of the good work your organization is doing and the importance of their participation. Show your appreciation with thanks and recognition.

8. Avoid stagnation. Limit membership terms to generate fresh ideas and to politely purge the Board of ineffective members. Change officers on an annual or biannual basis. Good leaders using effective management practices know they are not indispensable.

9. Maintain the delicate balance between staff and board. Board and staff share joint custody of the organization’s mission. Effective Boards aren’t passive, but they don’t dominate the staff either. Everyone should remember that the vision and energy of the artistic leadership are the soul of the organization.

10. Plan for the future. Conduct periodic evaluation sessions. Draft a written long-range plan outlining goals, strategies and timelines.

#### Financial Questions Board Members Should Ask:

1. Do we have a financial plan? Realistic plans are based on experience and reasonable expectations. They are consistent with the organization’s strategic plan and are presented in an understandable format.

2. Are our key sources of income rising or falling? Although they dream of stable environment year after year arts organizations piece together their budgets from a variety of earned and unearned sources. When public subsidies fluctuate and private grants become more difficult to obtain the pressure to reach new audiences and generate additional earned income increases.

3. Are our key expenses, especially salaries and benefits, under control? Salaries and benefits, small as they may be, generally are the largest line item under expenses, so they are often the first place to look when overall expenditures rise more quickly than income.

4. Do we have sufficient reserves? Experts say that when organizations have one year’s operating expenses in reserve they are in a strong financial position. Few arts organizations are in this enviable position but many set aside some money every year in a rainy day fund.

5. Is our cash flow projected to be adequate? The availability of sufficient cash can be a critical problem for major cultural institutions and emerging arts organizations alike. Preparing cash-flow projections may help your organization cope with this chronic concern.

6. Where are we compared to budget? Budgets are important planning tools that help assure effective management of financial resources. By monitoring variances from anticipated income and expenses Board members can measure the organization’s financial performance: Successes and failures.

7. Is our staff satisfied and productive? The arts are labor-intensive enterprises that generally rely on the energies and talents of highly motivated people. Too often they are overwhelmed and underpaid. Enough said.

8. Have we assessed our risks and taken adequate measures to manage them? Risk management is more than buying insurance. It includes identifying, evaluating and controlling risks as well as monitoring risk management strategies and revising them when necessary.

9. Are we filing on a timely basis all the reporting documents we are supposed to be filing with the government and grant makers? The fines and penalties for not filing your 990 forms with the IRS on time or failing to make required deposits of withheld payroll taxes are severe. Future funding can be jeopardized when grant makers do not receive invoices and final reports on a timely basis.

10. Are we fulfilling our tax-exempt purpose as granted by the IRS? Arts organizations rarely stray far away from their missions. Instead their challenges include avoiding self-censorship, resisting quick fixes that compromise artistic integrity especially when there are signs of financial trouble and remaining open to change.

Understanding Not-for-Profit Organizations

1. Non-profit and not-for-profit are not significantly different terms. There is no real difference between non-profit and not-for-profit. Missouri’s new Nonprofit Corporation Act went into effect in 1995. Increasingly the term nonprofit is the preferred term.

2. Nonprofit organizations can make a profit. Nonprofits can make a profit from their activities but the surplus may only be used to further the organization’s purpose.

3. Being tax-exempt does not mean that the organization does not have to pay taxes. Nonprofits are not exempt from all taxes. One of several areas of exposure is income from activities that fall outside the organization’s charitable purpose. Income from an unrelated business exceeding $1,000 may be taxed at regular corporate rates.

4. To be tax-exempt an organization does not need a ruling from the IRS but this is recommended. Generally nonprofit organizations with annual gross receipts of less than $5,000 are automatically exempt. However, most grant makers require applicants to furnish proof of tax-exempt status.

5. There is no such thing as a “tax-exempt number.” Nonprofit organizations must apply for a Federal Employer Identification Number even if they do not have employees. This number has nothing to do with tax-exempt status or exemption from sales tax.

6. Nonprofit arts organizations can engage in political activities. Nonprofits are forbidden from directly participating in political campaigns or devoting substantial resources to lobbying. They may, however, engage in activities that educate elected officials, candidates or the general public about arts issues.

7. Nonprofit organizations have just as much if not more reporting obligations as for-profit corporations. Furthermore, some financial records must be made available for public inspection.

8. Nonprofits are allowed (and even encouraged) to pay reasonable wages and salaries based on compensation for comparable services rendered.

9. There is no legal obstacle to staff members serving on the Board of Directors, but this practice is generally discouraged. It is the responsibility of the Board to hire, evaluate and, when necessary, fire the Executive Director and could potentially jeopardize two important positions at once.

10. Getting heavy hitters on the Board does not guarantee success. Success is never guaranteed and too much dependence on any one or very few members can undermine an organization just as quickly as it can help it succeed.

TEN BASIC BOARD RESPONSIBILITIES

*1. Determine the Organization's Mission and Articulate its Vision and Values*

The board, in collaboration with the chief executive(s) - artistic director, executive director, producing director, managing director - should periodically review the organization's mission, revising it when necessary. The mission statement should be dear and concise, and each member of the board should understand and support it. The organization's leadership also needs to articulate a shared vision - an image of the desired future - accompanied by realizable goals and agreed-upon values that guide its planning and operations.

*2. Understand the Relationship between the Board and the Staff*

Board and staff share joint custody of the organization's mission. Effective boards are involved without micromanaging. Everyone should remember that the vision and energy of the artistic leadership are the soul of the organization.

*3. Choose, Support, and Evaluate the Chief Executive*

The board is responsible for ensuring the continuity of the organization's leadership. It should have a clear job description outlining the duties of the chief executive, conduct a methodical search when the position is open, and provide constructive feedback through regularly scheduled performance evaluations. The board should provide the moral and substantive support that is crucial to the executive's success.

*4. Ensure Effective Fiscal Management and Accountability*

The board should approve and monitor an annual operating budget and authorize material transactions. Exercising fiduciary responsibility also includes adopting and reviewing policies and procedures addressing risk management and insurance, internal controls, investment of the organization's assets, and compliance with ethical standards and legal and regulatory requirements.

*5. Raise Money*

The board should approve an overall fund-raising plan. Board members should personally support the organization at a level that is significant relative to their own financial situation. They should actively ask others to support the organization and should identify new prospects for financial support.

*6. Monitor and Evaluate the Organization's Programs and Overall Performance*

The board is responsible for assuring that programs are consistent with the organization's mission and values and for monitoring the programs to ensure their quality and cost effectiveness. The board also should set policy and provide direction in operational areas such as personnel, marketing, facilities, intellectual property, technology, and collaborations. It should approve all significant transactions.

*7. Engage in Strategic Planning*

The board should periodically engage in the strategic planning process to examine the environment in which their arts organization is working and to consider how it will meet opportunities and challenges.

*8. Enhance the Organization's Public Standing*

The board of directors is a primary link to the community - audiences, the immediate neighborhood, government, the public, the media, donors, and funding sources. Clearly articulating the organization's mission and speaking credibly and positively about the organization's accomplishments and priorities are important components of a comprehensive public relations strategy.

*9. Carefully Select and Orient New Board Members*

The board should be composed of committed individuals who can contribute needed skills, experience, clout, sound judgment, business acumen, and time to the organization. A board should have a plan to recruit prospects and orient new members to the organization. To ensure the infusion of new ideas, an organization should rotate members off the board and determine how board membership should reflect the diversity of its community.

*10. Organize Itself to Operate Efficiently*

Board meetings, held at least quarterly, provide a crucial forum for conducting business, educating board members, and consensus building. Well-planned and facilitated board and committee meetings allow participants to contribute their best thinking and inspire them to take action. By periodically evaluating its own performance in fulfilling its responsibilities, the board can take pride in its accomplishments and identify areas that need to be improved.

*This list of responsibilities is based on BoardSource’s governance materials, but also incorporates various self-assessment checklists, principles for non-profit excellence, and the practical experiences of arts organizations.*

St. Louis Volunteer Lawyers and Accountants for the Arts

LEGAL RESPONSIBILITIES OF THE BOARD

Legally, nonprofit board members have two duties: the duty of care, which requires directors to act as an ordinarily prudent person would under similar circumstances, and the duty of loyalty, which requires them to act for the benefit of the corporation rather than for personal gain.

Duty of Care: A director is not required to process specialized skills, but is expected to use practical knowledge and common sense. They key to the duty of care is that every decision must be an informed decision. Directors should attend regularly scheduled meetings, read minutes, approve an annual budget, understand financial statements and audits, and have a general knowledge of how the organization is functioning. When making decisions, they should exercise independent judgment.

Duty of Loyalty: Directors are required to act in good faith and in the best interest of the corporation. They should aware of potential conflicts of interest and should disclose them with candor. The duty of loyalty also requires directors to treat matters involving the nonprofit corporation confidentially, unless they are already common knowledge.

# RIGHTS OF DIRECTORS:

Each Director has the right to:

1. Adequate orientations materials including a written description of what is expected of board members
2. Receive notice of meeting, agendas, minutes, financial statements and other materials
3. Attend meeting, ask substantive questions, disagree and vote
4. Access to management
5. Leadership from staff
6. Examine the organization's books and records

RESPONSIBILITIES OF BOARD AND STAFF

## Board:

1. Governs operations - Determines overall artistic, fiscal, and management policies.

 2. Advises on Operations - Assists as a volunteer staff to help the Executive Director manage programs and administration.

 3. Accountable to Members, the Public, Law, and Organizational Bylaws - Submits annual report to IRS, state and members. Observes federal, state, and local laws and organizational bylaws.

### Responsible for Ideas – Provides vision. Shapes organizational character

1. Determines Organizational Purpose, Goals, and Objectives - Regularly evaluates mission, sets long-term goals and annual objectives.
2. Makes long-term Commitment of Resources for Organization - Maintains financial solvency through fiscal planning, management and fundraising; plans for facilities and staff.
3. Selects the Executive Director - Hires and evaluates the Executive Director.
4. Perpetuates the Organization - Maintains continuity of board, leadership, and organization. Dissolves organization if mission is fulfilled.

Executive Director

### Manages Operations - Oversees day-to-day operations that implement board policies.

1. Advises on Policy - Researches policy decisions and advises board; i.e., drafts budget for board approval.
2. Accountable to Board - Reports to board progress on objectives, staff and volunteer activities, finances, results programs.
3. Responsible for Organizational Behavior - Makes vision tangible, supervise daily activities, represents organization to the public.
4. Implements Board Objectives - Determines strategies and implements planned tasks to fulfill the objectives set by the board.
5. Makes Short-Term Commitment of Resources - Operates within the approved budget, generating funds, committing expenses, allocating staff time and physical resources.
6. Hires and Manages Staff and Volunteers - Coordinates activity of subordinates and volunteers.
7. Provides Administrative Support - Maintains board and organizational records; maintains communication between board, committees and staff.