



The Best of Missouri Hands Board of Directors Handbook

Approved August 17, 2020

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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

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).

Full 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.

BYLAWS OF MISSOURI ARTISANS ASSOCIATION

Adopted 4/18/2020

ARTICLE I Corporation

The name of this corporation shall be: MISSOURI ARTISANS ASSOCIATION; dba Best of Missouri Hands. The corporation is a Not-for-profit 501(c)3.

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 thereon the name of the corporation and the words, "Corporate Seal, Missouri" and any other words or forms designated by the Board of Directors.

ARTICLE III Offices

The principal office of the corporation in the State of Missouri 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 may require from time to time. The registered office of the corporation required by The General Not for Profit Corporation Law of Missouri to be maintained in the State of Missouri may be, but need not be, identical from the principal office in the State of Missouri, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE IV Purposes

This corporation is organized as a support organization for Missouri artisans.

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

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

To accomplish this purpose, the Missouri Artisans Association shall:

- Educate the members and community about the arts
- Provide professional development opportunities
- Serve as a forum for interactive communications among Missouri artisans

- Mentor artisans
- Preserve cultural heritage of Missouri arts and crafts

In order to accomplish the foregoing purposes, and for no other purpose or purposes, this corporation shall have all the powers granted to it by the laws of this State; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

ARTICLE V Board of Directors

Section 1. General Powers

The Board of Directors shall have the control and management of the affairs and business of this corporation. Such Board of Directors shall only act in the name of the corporation when it shall be regularly convened by the President after due notice of such meeting to all directors. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Section 2. Number, Election and Term

The affairs of this corporation shall be managed by the Board of Directors which shall consist of not less than seven in number nor more than eighteen or as decided by a vote of the Board of Directors at a meeting where a quorum shall be present. These Board members are to be chosen, to the extent possible, from the five regions of the state, (NE, NW, C, SE, SW) to represent and be accessible to the artists in those areas. Any director may be removed from the Board at any time with or without cause, by a two-thirds vote of the Board of Directors at any meeting of the Board of Directors duly called and convened, when the removal will best serve the interests of this corporation.

The founding Board of Directors shall be appointed by the Incorporator(s). Thereafter, the directors will consist of Juried Artist, Juried Studio, General Members, and Corporate/Gallery Members. All directors shall be elected for a term of three years, with the terms of one-third of the Board members expiring each year. Each director may serve two consecutive three-year terms, and then must leave the Board for a least one year.

Section 3. Vacancy

Any officer or agent elected or appointed by the Board of Directors may be removed by a two-thirds vote of the Board of Directors whenever in its judgment the best interests of the corporation would be served. A vacancy in any office because of death, resignation, removal, disqualification or otherwise which would result in the Board being less than seven in number, may be filled by the Board of Directors for the expired portion of the term. Any vacancy occurring in the Board may be filled by nomination from the President, with the affirmative vote of a majority of the Board at any regular or special

meeting of the Board of Directors. Any director so elected shall hold office for the unexpired portion of the term.

Section 4. Voting

Each director shall have one vote and such voting may be done by written proxy. The President will decide a tie vote.

Section 5. Meetings

The President shall - or the President shall appoint - such individual to call regular or special meetings of the Board of Directors. The Board of Directors shall hold a minimum of four meetings per year.

Section 6. Notice

Notice of any regular or special meetings of the Board of Directors shall be given at least five (5) days prior thereto by written or electronic notice (mail, email, telephone, fax) to each Director. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors needs to be specified in the notice of waiver of such meeting.

Section 7. Quorum

A majority of the whole Board of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 8. Manner of Acting

The act of the majority of Directors present at a meeting of the Directors at which a quorum is present shall be the act of the Board of Directors, except where a larger vote may be required by these bylaws.

Section 9. Committees

The Board may, at its discretion, create standing committees to be elected by the Board. The President shall appoint the chair of and members to those committees which may include, but not be limited to the following.

- Executive Committee
- Nominating
- Grants/Fundraisers
- Events/Exhibitions
- Promotion/Publicity
- Membership
- Jury
- Conference
- Education/Outreach
- Scholarship
- Oversight/Advisory (Bylaws, Policies, Audit)
- Other committee as the President, in his or her discretion, deems necessary.

Committees shall be made up of any member in good standing. The President shall be an ex-officio member of any and all committees, and may appoint the vice-president or other to serve in his or her place. The President or his or her appointee shall decide all manner of acting with regard to any of the committees mentioned in this section. A member of each committee shall present a report at each regular Board of Directors meetings or shall send a report of committee progress to the President of the Board of Directors before each meeting. The Board shall then determine what, if any, actions should be taken.

ARTICLE VI Staff

Section 1. Staff

The Board of Directors shall have the power to employ an Executive Director. The Executive Director, with the approval of the Board of Directors, shall have the power to employ such additional staff as is deemed necessary to carry out the policies and programs of the Board of Directors. Salary, hours, duties, and other conditions of such employment will be determined by the Executive Director.

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. A copy shall be filed with the Executive Director and President. All other job descriptions and work guidelines for additional staff will be prepared by the Executive Director and approved by the Executive Committee.

Section 3. Expenditures

Supervision and control of the expenditures and commitments of corporate funds shall be exercised by the Board of Directors, and all transactions, including deposits, withdrawals, and commitment of future expenditures, shall be made with the knowledge and understanding of the Treasurer.

ARTICLE VII Officers

Section 1. Number

The officers of the corporation shall be a President, a Vice-President, a Secretary and a Treasurer and such assistant secretaries, assistant treasurers, or other officers as may be elected or appointed by the Board of Directors. Officers shall be selected from the Board of Directors.

Section 2. Election and Term of Office

The officers of the corporation shall be elected annually by the Board of Directors at the first meeting of the fiscal year. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Each officer shall

hold office until the successor shall have been duly elected and shall have qualified or until death or until such officer shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal

Any officer or agent, elected by the Board of Directors may be removed by a two-thirds vote of the Board of Directors whenever in its judgment the best interest of the corporation would be served thereby.

Section 4. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term. Any vacancy occurring in the Board officers may be filled by nomination from the President, with the affirmative vote of a majority of the Board at any regular or special meeting of the Board of Directors. Any director so elected shall hold office for the unexpired portion of the term.

Section 5. President

The President shall be the principal executive officer of the corporation and shall, in general, have supervising control 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 these By-laws to some other officer or agent of the corporation or shall be required by law to be otherwise signed or executed; and in general 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 shall preside at all meetings of the Directors.

Section 6. The 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, and when so acting, 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 and oversee the voting process for the Board of Directors.

Section 7. The Secretary

The Secretary shall - or the Secretary shall appoint such individuals to -:

- (a) Take all minutes at regular and special meetings of the Board of Directors and make the minutes available to all Directors within 14 days of the closing of each meeting (A copy of all Board minutes must also be posted to corporate electronic storage area within a timely manner);
- (b) see that all notices are duly given in accordance with provisions of these By-laws or as required by law;
- (c) take care of the correspondence of the corporation and assist with the correspondence of President;
- (d) assure copies of the corporate

records are kept in corporate electronic storage; (e) 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.

Section 8. The Treasurer

The Treasurer shall have oversight of and be responsible for the safety and accounting of all funds received, managed, and disbursed by the corporation and the deposit of 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. An audit of the corporation's financial statements may be conducted as deemed necessary from time to time by the Board of Directors. The Treasurer shall work closely with any staff of the corporation to ascertain that appropriate procedures are being followed in the financial affairs of the corporation, and shall perform such other duties as occasionally may be assigned by the Board of Directors. The fiscal year of this organization shall be from July 1 through June 30.

Section 9. Salaries & Expenses

No officer, director, or committee member shall for reason of the office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer, director, or committee member from receiving compensation from the organization for specific, occasional work done for BOMH not associated with their duties as director, officer, or committee member. Any officer, director or member who incurs out of pocket expenses on behalf of the corporation shall be reimbursed for same by the corporation.

Section 10. Record Keeping

All officers and committee chairs shall keep accurate files (i.e. activity reports) of the business pertaining to their office and/or committees and deliver such files to the President. The activities and transactions of the corporation shall be kept by the President and/or Secretary and Executive Director, including: copy of the Certificate of Incorporation, Annual Registration Report, a copy of the Bylaws, copy of all policies, minutes of meetings of the Board of Directors, and archived papers of importance to the Corporation. The aforementioned items will also be archived on the corporate electronic storage.

ARTICLE VIII Membership

Section 1. Membership Classes

The corporation shall have two classes of members as follows: Voting Members and Non-Voting Members. Further qualifications for membership and voting privileges shall be determined by the Board of Directors and shall be reflected in the By-laws, pursuant

to the Revised Statutes of Missouri. Neither members, officers, nor directors shall be individually or personally liable for the debts, liabilities or obligations of the corporation.

Section 2. Requirements for Membership

Membership is open to all persons interested in the objectives of the Missouri Artisans Association. Members shall pay dues annually and comply with other such regulations as determined by the Board of Directors.

Section 3. Membership Classifications

- A. Juried Artist Membership: A member in good standing who has been accepted under a Juried process. The Juried artist is entitled to the use of the Best of Missouri Hands Juried Member logo for the work juried in. Any lapse in standing will require a new jury process, and will require the member to cease and desist from using any Best of Missouri Hands Juried Member logo in any of its forms. Juried Artist Members have one vote.
- B. General Membership: A member in good standing. May not use the Juried Member logo. Non-Missouri residents may not hold office, apply for Juried status, or use The Best of Missouri Hands Juried Member logo in promotion or advertising. General Members have one vote.
- C. Juried Studio Membership: Two or more artists collaborating in and working on the same body of work. The Juried Studio is entitled to the use of the Best of Missouri Hands Juried Member logo for the work juried in. Any lapse in standing will require a new jury process, and will require the member to cease and desist from using any Best of Missouri Hands Juried Member logo in any of its forms. Juried Studio Members have one vote.
- D. Student Membership: A full-time student. Student members have one vote.
- E. Art Educator Membership: Arts Educator with a MO Certified Teacher Certificate. Art Educator members have one vote.
- F. Corporate/Gallery Membership: Organizations, galleries and businesses. Corporate/Gallery Members have one vote.

Section 4. Suspension of Members

- A. Members shall be removed from the membership roll for non-payment of dues. Dues are good for 12 months from the date paid.
- B. The Board of Directors, at its sole discretion, may expel and/or revoke Juried status from any member for conduct prejudicial to the Missouri Artisans Association and/or professional organization ethics. Key elements include honesty, integrity, civility, and personal accountability. All artwork that BOMH artists produce and sell to the public should be the distinctive result of their own creative efforts, even though other collaborators may have contributed to the physical production of the work.

Section 5. Dues and Assessments

The Board of Directors shall establish the dues and or assessments for membership fees, which may be adjusted accordingly.

Section 6. Meetings

The membership shall hold an annual meeting each year and special meetings as needed or as decided upon by the President or the Board of Directors. The Secretary of this organization or Secretary's appointee shall contact by written or electronic notice (mail, newsletter, email, telephone, fax) every member in good standing, telling the time and place for such meetings. At least three weeks' notice shall be given of all annual meetings of the membership, and at least seven days' notice shall be given of all special meetings.

Section 7. Election of Directors

The nominating committee shall request nominations for the Board of Directors in the spring newsletter. Voting by all members in good standing will be done via electronic ballot. The ballot will list the proposed slate. Ballots shall be verified and tallied, and results announced on all our communication channels.

ARTICLE IX Contracts, Loans, Checks and Deposits

Section 1. Contracts

The Board of Directors may authorize any officer, agent or agents to enter into any contract or execute and deliver any financial instrument in the name of or on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors, or as provided in the By-laws.

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 such banks, trust companies, or other depositories as the Board of Directors may select.

**ARTICLE X
Waiver of Notice**

Whenever any notice is required to be given under the provisions of these By-laws or under the provisions of the Article 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 shall have full power to adopt, alter, amend, revise, or repeal these By-laws, unless otherwise provided from time to time in the Articles of Incorporation or these By-laws.

**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 qualified for exemption from federal income tax pursuant to the provisions of Section 501(c)(3) of the Internal Revenue Code.

Date

President

Secretary

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.
- **Program Policies** are developed for specific programs and may incorporate instructions and/or application forms for the program.
- **Personnel Policies** relate to Executive Director 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 possess 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.

ArtSmart Room Comp Policy

The Conference Chair, Executive Director, and Hotel Liaison shall be provided a comped guest room at the ArtSmart Conference. These three members must attend and work at the conference, and the Board feels they should not have to pay for their guest room. (source: May 2010 Board Minutes)

Juried Membership Policy Information & Application

Juried Membership is open to BOMH General Members only (or current BOMH Juried Members who are applying for an additional medium). Artists must be a General Member for at least 90 days prior to the date of the jury session to be eligible to apply for Jury Status.

After applying, acceptance as a Juried Member indicates that an artisan has developed his or her craft beyond mere competence of technique to a high standard of quality. The member also verifies that the work juried is her/his own and is originated and made by the artist.

Membership must remain current to retain Juried Member status and benefits of Juried Member status. If membership lapses, artists will be required to rejoin BOMH as a General Member, then reapply for Juried Status after at least 90 days.

Why become a Juried Member of BOMH

- Eligible to participate in a number of events planned specifically for juried members
- Individual page on the BOMH website. Only one web page per member. If a member juries into a second category, that member will have ONE page on which he/she can place information for all mediums in which juried. Pages are managed by the artists, allowing artists to easily update information and images as desired.
- Wear The Best of Missouri Hands Juried Member badge
- Use BOMH Juried Member stickers on your items to declare your status
- Display the BOMH Juried Member banner in your show booth or store
- Part of MAA/BOMH's mission is education. We ask our Juried Members to participate in educational endeavors, both for the general public and for other members.
- Juried status is medium-specific; members may apply for Juried membership in more than one medium by jurying separately in each category. Acceptance in one category does not necessarily mean acceptance in another medium. Likewise, rejection in one category does not affect Juried membership in another category.
- Juried Member dues are only \$60/year.

Juried Studios

- Any two or more Juried Artists who produce the same body of work may apply to become Juried Studio Members of the Best of Missouri Hands for an annual fee of \$85.
- Juried Studios in good standing have one vote.

- If a Juried Studio changes ownership or medium the Studio will be required to re-jury for Juried Studio status.
- Juried Studios in good standing are entitled to use the Best of Missouri Hands logo and banner for display and advertising.
- Juried Studios in good standing will be featured on a single page per studio on the Best of Missouri Hands website.

All information and application directions are available on the BOMH website at <https://bestofmissourihands.org/member-registration/juried-member/>

After completing the on line application, applicants will be taken directly to PayPal to pay the \$25 Jury Fee.

Once granted Juried Member status, members will be sent instructions on how to upgrade their BOMH account and pay dues at the Juried Member rate via PayPal. Newly Juried Members have 30 days from notification of acceptance in which to upgrade their membership status and pay Juried Member dues after which their newly awarded Juried Member status may be revoked. This would not prevent the member from re-applying at a later jury session.

Per the Bylaws, the Board of Directors, at its sole discretion, may expel and/or revoke Juried status from any member for conduct prejudicial to the Missouri Artisans Association and/or professional organization ethics. Key elements include honesty, integrity, civility, and personal accountability. All artwork that BOMH artists produce and sell to the public should be the distinctive result of their own creative efforts, even though other collaborators may have contributed to the physical production of the work.

Best of Missouri Hands Professional Development Grant

Purpose:

To promote the continuing education of all members of the Missouri Artisans Association, d/b/a The Best of Missouri Hands, by providing additional resources to advance the study of their chosen artistic mediums through grant funding.

Grant Awards: \$500.00 to be awarded to one applicant annually at the BOMH Annual Membership Meeting.

Eligibility Requirements:

1. Applicant must be a member of The Best of Missouri Hands for a minimum of six (6) months prior to application for the grant; all dues and other monies owed to The Best of Missouri Hands must be paid in full prior to application.
2. Applicants must complete this application form including a brief statement regarding how this grant would help to advance his/her art.
3. Applicants must submit how and what they plan to return to the organization for receiving a grant (examples; demonstration, slide show, workshop, etc.).
4. The recipient of the Professional Development Grant will be required to write a short article including photos for the MAA/BOMH newsletter detailing how the funds were used.
5. Previous recipients of the Professional Development Grant are welcome to apply but preference will be given to new applicants.

Application Deadline and Submission:

This application form must be completed in full and postmarked by February 15.

The Best of Missouri Hands
2101 W. Broadway, #322
Columbia, MO 65203

The application form can also be returned via email to admin@bestofmissourihands.org.
Electronic submissions must be sent by February 15.

Application Process:

1. Applications will be reviewed by an impartial committee selected by the Executive Director and the President.

2. Applicants will be ranked based only upon their written application. The top ranking applicant will be awarded the Professional Development Grant.
3. The recipient's name will be announced at the BOMH Annual Membership Meeting and a certificate will be awarded.
4. To be eligible for Award funds, the recipient must use the Professional Development Grant funds for the purpose requested on the Application Form.
5. After the recipient completes their Professional Development Grant funded activities and reports to the membership in the MAA/BOMH Newsletter, an invoice must be submitted to MAA/BOMH by December 31 of the year the grant is awarded for payment of the scholarship funds with receipts for all expenses. You will be reimbursed for up to \$500 of documented expenses related to the Grant. A check will be mailed within 30 days after the recipient submits the invoice.

Best of Missouri Hands
Professional Development Grant Application

We are dedicated to the development and recognition of Missouri's arts and artisans through education, interaction, and encouragement.

Name: _____ Phone: _____

Address: _____

Member or Juried Member Member Since _____

Medium: _____

Email: _____ Website: _____

List your participation, contributions and/or service to BOMH:

List your activities and achievements as a BOMH Artisan (or attach a resume)

Have you received a BOMH Professional Development Grant in the past? NO YES

Grant Project Title: _____

Provide a detailed description of how you intend to use the Professional Development Grant funds, what the grant would pay for, and provide any printed materials to help explain your intentions.

How would your art advance through use of the Grant?

How do you plan to give back to BOMH afterwards?

Project Completion Date: _____

I understand if I am the award recipient of the Professional Development Grant, I am in agreement with the terms of the scholarship, which include and are not limited by, providing proof of your project completion, completing within the same calendar year, and submitting an article with photos for the BOMH newsletter on your experience. Once you have completed the terms of the scholarship, an invoice must be submitted to MAA/BOMH by December 31 of the year the grant is awarded in order to be reimbursed up to \$500 in documented expenses.

ARTIST SIGNATURE

DATE

Mail completed application to Best of Missouri Hands, 2101 W Broadway #322, Columbia MO 65203 or submit via email to admin@bestofmissourihands.org Application submission must be completed in full and sent by email or postmarked by February 15.

**Best of Missouri Hands
Professional Development Grant
Invoice for Grant Funds**

Upon completion of your Professional Development Grant project, your next step is to write an article for the BOMH Newsletter about your experiences while pursuing your funded activities (please include 2 or 3 photos to be printed with the article). The article should be submitted via email to director@bestofmissourihands.org

This invoice to BOMH for payment of the grant funds can be submitted at the same time as the article.

The following form serves as an invoice for reimbursement for up to \$500 of documented expenses related to the Grant. Receipts for the expenses you incurred must be attached to the form.

Name: _____

Phone: _____

Address:

Email: _____

Dollar Amount Requested \$ _____

Note: (cannot be over the total amount of receipts attached, up to \$500)

Please submit this invoice – after completion of all requirements for reimbursement - to the email above, or by US Mail by December 31 to:

The Best of Missouri Hands
2101 W. Broadway, #322
Columbia, MO 65203

BOMH DODIE EISENHAUER ARTSMART SCHOLARSHIP AWARD

Revised 1/14/2022

General Statement

While the Best of Missouri Hands ArtSmart Conference is always reasonably priced, some members may experience a need for financial help in order to attend. The Best of Missouri Hands offers financial assistance for ArtSmart Conference attendance through various fundraising means.

General Guidelines

- Application for the Dodie Eisenhuaer ArtSmart Scholarship Award (Award) funding is open to all BOMH Members seeking financial assistance to attend the ArtSmart Conference.
- Award monies assist with the Conference registration fee only and do not assist with lodging or travel expenses.
- \$500 will be budgeted each year to the Annual Conference for ArtSmart Scholarships.
- The ArtSmart Conference Committee determines Award number and amounts within the stated budget.
- Award Recipients must complete one educational or community outreach activity which is coordinated with the BOMH Executive Director or President.

Application Review and Award Process

- Award requests must be received by the Best of Missouri Hands no later than January 15th.
- The Conference Committee Chairperson appoints the members of the Scholarship Review Committee (Review Committee).
- The Conference Committee Chair will forward all requests to each Review Committee member.
- Review procedures are determined at the discretion of the Review Committee.
- Reviews are based on criteria as set forth by the Review Committee.
- All Applications will be ranked according to Review Committee review procedures.
- Award funds will be distributed according to availability and ranking up to the budgeted allowance.
- Applicants will receive written confirmation of awarded funding.
- Notification will also be sent to those who do not receive funding.
- If a winning applicant withdraws, funds may be awarded to the next highest-ranking applicant.
- Only after all funds have been awarded to winning applicants may BOMH Board of Directors members apply for any remaining funds. The Review Committee will evaluate any Board member applications in the same manner as non-board members.



DODIE EISENHAUER ARTSMART SCHOLARSHIP AWARD APPLICATION

Complete and return this form postmarked by **January 15th** to:
The Best of Missouri Hands
Dodie Eisenhauer ArtSmart Scholarship Award Application
2101 W. Broadway, #322
Columbia, MO 65203
or email the completed form to director@bestofmissourihands.org

Name: _____

Address: _____

Phone Number: _____ E-mail _____

How will attending the ArtSmart Conference help you?

Why do you need financial assistance?

How will you fulfill the educational or community outreach component of your award? (i.e. visiting a school or civic organization)

VISITING ARTIST PROGRAM

TO BE ADDED

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.

Print Name _____

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 may be 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

- Provide oversight to ensure the safety and accounting of all funds received, managed and disbursed by the Corporation.
- Provide oversight to ensure moneys in the name of the Corporation are properly deposited 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.
- May request, as deemed necessary, that the Board procure an accountant's review or audit of the income and expenses and financial condition of the Corporation and report this condition to the Board of Directors. Work closely with staff of the Corporation to assure 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
- The fiscal year of this organization shall be from July 1 through June 30.

Secretary

- Take or arrange to have taken, all minutes at regular and special meetings of the Board of Directors and make the minutes available to all Directors within 14 days. The Secretary will also see that all minutes are recorded in the corporation's electronic storage for archival purposes.

- Ensure the Board of Directors' Handbook is kept up to date and reflects the current operation of the Corporation.
- Submit a copy of all approved Board minutes to the Executive Director and/or President.
- 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

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.

The Personnel Policies documented herein are developed for application to an Executive Director. Should the Board of Directors decide that additional employees are to be hired, the Executive Director will be responsible for developing a set of Personnel Policies specifically for such employees and present it to the Board of Directors for approval prior to their hiring.

EXECUTIVE DIRECTOR RESPONSIBILITIES

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 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 SAMPLE

This Employment Agreement is entered into on this first day of _____ by and between _____ (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").

WHEREAS, Employee desires to be employed by Employer and

WHEREAS, 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 (date) _____
3. Employee shall receive a salary of \$_____ 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 Executive Director 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.

PERFORMANCE 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: _____

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 or President, 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 of MAA or any change which would make any of the answers no longer accurate.

Print Name _____

Signature: _____ Date: _____

[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 HARASSMENT 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
See Page 52 for discussion of records retention policy

RECORDS RETENTION POLICY DISCUSSION

In reviewing the policy on Records Retention, it is apparent it was written with governmental entities in mind. The policy was pulled directly from the Secretary of State's office some years ago. However, The Best of Missouri Hands is a non-profit 501c3 and is not subject to the same laws and regulations as governmental entities (including Sunshine Law requirements). I think we can adopt something more appropriate to non-profit entities.

The following is a good explanation of non-profit records retention needs.

Although not required by tax law, the IRS increasingly views such policies and good governance practices as a means to establishing transparency and ensuring compliance. Furthermore, exempt organizations should be aware of certain requirements of the Sarbanes-Oxley Act of 2002 (the "Act") that apply to nonprofits: specifically, the imposition of criminal liability on exempt organizations that destroy records with the intent to obstruct a federal investigation. While the Act does not explicitly require the adoption of a document retention policy, it is recommended that exempt organizations adopt and abide by a document retention policy as a "best practice."

A document retention policy sets guidelines for the length of time that various documents – ranging from contracts to employment agreements to vendor receipts will be held in the files of the organization. The adoption of a document retention policy serves to notify employees, officers, and directors of the time periods for which documents should be maintained, and helps to guard against improper disposal or destruction of documents with the intent of obstructing an investigation. A document retention policy should contain a list of document categories, along with the length of time (months or years) the organization should retain such documents. In addition, these policies should contain a provision that restricts employees, officers, and directors of the organization from destroying documents in anticipation of litigation.

D.C. Bar Pro

Bono Program and Winston & Strawn LLP

<https://www.pbpatl.org/wp-content/uploads/2011/12/documentretention1.pdf>

I've looked at several best practice retention policies for non-profits and suggest the Board consider the following:

PROPOSED DOCUMENT MANAGEMENT POLICY

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.

I. 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.

II. 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.

III. 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.

IV. Document Destruction

Missouri Artisans Association Executive Director or President 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. All permitted document destruction shall be halted if the organization is being investigated by a governmental law enforcement agency, and routine destruction shall not be resumed without the written approval of legal counsel or the Board of Directors.

V. Compliance

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.

DOCUMENT RETENTION SCHEDULE

Accounts payable ledgers and schedules	10 years
Accounts receivable ledgers and schedules	10 years
Audit reports of accountants	Permanently
Bank statements	10 years
Capital stock and bond records ledgers, transfer payments, stubs showing issues, record of interest coupon, options, etc.	Permanently
Cash books	10 years
Checks (canceled, with exception below)	10 years
Checks (canceled, for important payments; i.e., taxes, purchase of property, special contracts, etc. [checks should be filed with the papers pertaining to the underlying transaction])	Permanently
Contracts and leases (expired)	10 years
Contracts and leases still in effect	Permanently
Correspondence, general	4 years
Correspondence (legal and important matters)	Permanently
Depreciation schedules	10 years
Donation records of endowment funds and of significant restricted funds	Permanently
Donation records, other	10 years
<i>NOTE: [Donation records include a written agreement between the donor and the charity with regard to any contribution, an email communication or notes of or recordings of an oral discussion between the charity and the donor where the representative of the charity made representations to the donor with regard to the contribution on which the donor may have relied in making the gift.]</i>	
Duplicate deposit slips	10 years
Employee personnel records (after termination)	7 years
Employment applications	3 years
Expense analyses and expense distribution schedules (includes allowance and reimbursement of employees, officers, etc., for travel and other expenses)	10 years
Financial statements (end-of-year)	Permanently
General ledgers and end-of-year statements	Permanently
Insurance policies (expired)	Permanently
Insurance records, current accident reports, claims, policies, etc.	Permanently
Internal reports, miscellaneous	3 years
Inventories of products, materials, supplies	10 years
Invoices to customers	10 years

Invoices from vendors	10 years
Journals	10 years
Minute books of Board of Directors, including Bylaws and Articles of Incorporation	Permanently
Payroll records and summaries, including payments to pensioners	10 years
Purchase orders	3 years
Sales records	10 years
Scrap and salvage records	10 years
Subsidiary ledgers	10 years
Tax returns and worksheets, revenue agents' reports, and other documents relating to determination of tax liability	Permanently
Time sheets and cards	10 years
Voucher register and schedules	10 years
Volunteer records	3 years

Source:

Model Document Retention Policy for Nonprofits

by [Thomas Silk](#) on January 14, 2009

<https://blueavocado.org/editors-picks/model-document-retention-policy-for-nonprofits/>

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.

IV. 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.

V. 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.

VI. 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.

VII. 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.

VIII. 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.

FORMS & 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 .

**BEST OF MISSOURI HANDS
REIMBURSEMENTS REQUEST FORM**
Copies of all receipts must be attached

Name _____

Address _____

Date _____

Check payable to _____

Address (If different from above)

Amount \$ _____

Explanation of expense

Send to admin@bestofmissourihands.org

Or

BOMH Bookkeeper
The Best of Missouri Hands
2101 West Broadway, #322
Columbia, MO 65203

RESOURCE MATERIALS FOR BOARD MEMBERS

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.

All Board members have access to the Board Page on the BOMH web site. BOMH Archival material as well as additional resources reside there and it is recommended that new Board members make themselves familiar with the contents. There will be a link on your personal BOMH web page that will take you directly to the Board page.

TIPS FOR SUCCESS WITH A 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 clear 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 possess 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:

1. Adequate orientation 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.
4. Responsible for Ideas – Provides vision. Shapes organizational character
5. Determines Organizational Purpose, Goals, and Objectives - Regularly evaluates mission, sets long-term goals and annual objectives.
6. Makes long-term Commitment of Resources for Organization - Maintains financial solvency through fiscal planning, management and fundraising; plans for facilities and staff.
7. Selects the Executive Director - Hires and evaluates the Executive Director.
8. Perpetuates the Organization - Maintains continuity of board, leadership, and organization. Dissolves organization if mission is fulfilled.

Executive Director

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

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