

Northern California Regional Service Office Inc.

Board of Director's Duties

November 2008

President

Article 7.07 of the Bylaws of Northern California Regional Service Office Inc, outlines the NCRSO Board of Directors president's position as follows:

“The President shall be the Chief Executive Officer of the corporation and shall, in general, subject to the control of the board, supervise and direct the affairs of the corporation. S/he shall perform all duties incidental to his/her office and such other duties as may be required by law, the articles of these bylaws, or which may be from time to time prescribed by the board. S/he shall preside at all meetings of the board, except as otherwise expressly provided by law, by the articles of incorporation, or these bylaws. S/he shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which from time to time be authorized by the board.”

In addition the the above duties the President will:

- Attend all NCRSO board of directors meetings.
- Serve as a signatory on NCRSO and NCCNA bank accounts.
- Hold keys to NCRSO safe and keys to NCRSO premise.
- Arrange the meeting agenda in cooperation with the secretary.
- Preside over regular NCRSO BOD meetings.
- Be responsible for appointing NCRSO Officers (not specifically defined in the NCRSO by-laws) unless otherwise determined by the board.
- Determine appointments (either of directors or the general membership of NA) to any work groups of the NCRSO unless otherwise determined by the board.
- Determine appointment of NCRSO web coordinator as described in *NCRSO Website Policy*.
- Handle NCRSO correspondence as needed or as directed by the board of directors.
- Assume duties and responsibilities of vacant board of director positions as necessary to continue business.

Vice-President

Article 7.07 of the Bylaws of Northern California Regional Service Office Inc, outlines the NCRSO Board of Directors Vice-President's position as follows:

“In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President shall perform all duties of the President, and when so acting shall have all the power of and be subject to all the restrictions on the President. The Vice-President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, by these bylaws, or as may be prescribed by the board.”

In addition to the above duties the Vice-President will:

- Attend all NCRSO BOD meetings, assisting the president with duties.
- Train as necessary to obtain adequate knowledge of the NCRSO board of directors.
- Serve as a signatory on all NCRSO and NCCNA bank accounts.
- Hold keys to NCRSO safe and keys to NCRSO premise.
- Handle NCRSO correspondence as needed or when directed by the board of directors.
- Provide for the orientation of new BOD members, including provisioning of BOD binders, non-profit handbook and keys to NCRSO premise.
- Assume duties and responsibilities of vacant board of director positions as necessary to continue business.

NCRSC Liaison

According to NCRSC policy, the NCRSC Liaison position must be filled by the NCRSO BOD President or BOD Vice President. The NCRSC Liaison will:

- Attend all scheduled RSC meetings. Provide sufficient notice to the president/vice president if unable to attend RSC meeting.
- Submit to the RSC committee a written and verbal report summarizing the previous RSO board meeting, including all main motions, director attendance, and financial statements, (including photocopies of bank statements).
- Submit to the RSO board of directors a written and verbal report summarizing the previous RSC meeting including all main motions and a record of his/her voting.
- When a clear conscience of the board has been reached, represent such conscience as necessary at the RSC meetings.
- Write and submit main motions at the RSC meeting.
- Submit the number of director positions which are (or will be) vacant by the next NCRSO annual meeting to the RSC 90 days prior to that meeting or as vacancies occur during the fiscal year.
- Present the approved NCRSO budget to the RSC.
- Present the approved *NCRSO Annual Report* to the RSC, which includes the business plan, budgets and annual financial reports for the RSO, RSC and NCCNA.
- Present collective board input for the NCRSC's bi-annual inventory.
- Submit proof of liability insurance document to RSC after each policy renewal/revision.

NCCNA Liaison

According to NCCNA guidelines, the NCCNA Liaison position must be filled by the NCRSO BOD President or BOD Vice President, and as such is a seated voting member of NCCNA. The NCCNA Liaison will:

- Attend all scheduled NCCNA meetings. Provide sufficient notice to the president/vice president if unable to attend the NCCNA meeting.
- Submit to the NCCNA committee a written and verbal report summarizing the previous RSO board meeting as it pertains to NCCNA.
- Submit to the RSO a written and verbal report summarizing the previous NCCNA meeting including all main motions and a record of his/her voting.
- Coordinate with liaison from NCCNA to the board for receipt of NCCNA treasurer's reports, bank statements, necessary motions and contracts for approval each month before the BOD meeting.
- When a clear conscience of the board has been reached, represent such conscience as necessary at the NCCNA meetings.
- Write and submit main motions at the NCCNA meeting.
- Follow RSO liaison to NCCNA timeline, reporting to the RSO and NCCNA monthly on completed items and/or deviations from the timeline.

Secretary

Article 7.07 of the Bylaws of Northern California Regional Service Office Inc, outlines the NCRSO Board of Directors Secretary position as follows:

Book of Minutes. The secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the board may direct a book of minutes of all meetings, proceedings and actions of the board and of committees of the board. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and, if special, how authorized, the notice given, and the names of those present at board and committee meetings. The secretary shall keep or cause to be kept, at the principal office, a copy of the Articles of Incorporation and bylaws, as amended to date.

Notices, Seal, and other Duties. The secretary shall give, or cause to be given, notice of all meetings of the board and of committees of the board required by applicable law or these bylaws to be given. The secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the board or these bylaws may prescribe.

In addition to the above duties the secretary will:

- Attend all NCRSO BOD meetings.
- File minutes, reports, motions, and all original paperwork in the RSO binders for permanent storage.
- Type, print and distribute copies of NCRSO board of director's minutes within 5 days following each meeting.
- Send out old business to board of directors 10 days prior to next meeting.
- Update the NCRSO BOD roster as necessary. Track and maintain listing of NCRSO BOD seats and terms.
- Create an agenda for each meeting in cooperation with the board president.
- Update, as necessary, and maintain articles of incorporation and NCRSO bylaws.
- Maintain policy handbook, incorporating all motions which pertain to policy.
- Serve as a co-signer on NCRSO and NCCNA bank accounts.
- File annual Statement of Officers with the California Secretary of State.

Treasurer

Article 7.07 of the Bylaws of Northern California Regional Service Office Inc, outlines the NCRSO Board of Directors Presidents position as follows:

Books of Account. The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The treasurer shall give or cause to be given to the directors such financial statements and reports as are required to be given by law, by these bylaws, or by the board. The books of account shall be open to inspection by any director at all reasonable times.

Deposit and Disbursement of Money and Valuables. The treasurer shall deposit or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the board may designate, shall disburse the corporation's funds as the board may order, shall render to the president of the board, and the board, when requested, an account of all transactions and of the financial condition of the corporation, and shall have such other powers and perform such other duties as the board or these bylaws may prescribe.

Bond. If required by the board, the treasurer shall give the corporation a bond (with the surety or sureties) in the amount specified by the board for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the treasurer upon death, resignation, retirement, or removal from office. Any bond required by this Section will be paid for by the corporation.

The NCRSO treasurer oversees all NCRSO finances by completing the following:

- Attends all NCRSO BOD meetings.
- Serves as the custodian of all NCRSO bank accounts and is liaison with the bank.
- Is co-signer on all NCCNA and NCRSO bank accounts.
- Oversees keeping of accurate financial ledger by office manager.
- Oversees payment of all regular monthly operating and approved expenses in a timely manner.
- Gives a written financial report to BOD at each meeting including bank statements, reconciliation reports and financial statements.
- Serves as a conduit between CPA and NCRSO board of directors.

- Verifies accurate filing of appropriate taxes in a timely manner.
- Submits an annual financial report to the NCRSO board of directors and assists in preparation of the annual report.
- Reviews and verifies reimbursements prior to releasing payments.
- Provides training to assistant treasurer.
- Assists in the operations of the NCCNA treasury room at the convention.
- Takes responsibility for financial operation of the RSO booth at the convention. Insures adequate banks and change are provided, that cash is reconciled, accounted for and deposited in the bank prior to the close of the convention.
- Provides leadership in preparing the NCRSO and NCCNA annual budgets.

Assistant Treasurer

The Northern California Regional Service Office Assistant Treasurer will:

- Attend all NCRSO BOD meetings.
- Train adequately to assume all duties of the treasurer.
- Assume all duties of the treasurer in the absence of the treasurer.
- Assist in the preparation of the NCRSO budget and annual report.
- Conduct the annual audit of NCCNA except when assistant treasurer was a signature on the NCCNA bank accounts during period being audited.
- Conduct and/or assist in special projects as directed by the board.
- Conduct quarterly audits, except periods where the assistant treasurer serves as treasurer.
- Assist in the NCRSO annual audit.

Insurance / Contract Negotiator

The Northern California Regional Service Office Insurance/Contract Negotiator will:

- Attend all NCRSO BOD meetings.
- Provide contract negotiation services to any subcommittee of the RSC when requested to do so.
- Oversee all insurance policies and their activities.
- Submit a monthly report to the NCRSO in writing on the ongoing status of all insurance policies and issues.
- Track and monitor the various expiration dates on all insurance policies and issued riders.
- Serve as the sole point of contact and work closely with the insurance broker/agent to insure proper and timely resolution of all ongoing claims policy amendments.

Office Operations Director

The Northern California Regional Service Office Operations Director will:

- Attend all NCRSO BOD meetings.
- Ensure the efficient operation of the RSO and effective management of employees.
- Ensure that the RSO is in compliance with all State and Federal labor laws including all appropriate regulatory signage.
- Maintain and update, as necessary, the employee handbook.
- Manage employee benefits including noting sick days and vacation time.
- Serve as the single point of accountability for the administration and operations of the office.
- Contact employees a minimum of once weekly, to maintain clear communication.
- Review all bills for accuracy before submitting them to the treasurer.
- Be responsible for written communications with landlord, attaching copies to president and office manager.
- Oversee office and shipping supply purchases.
- Conduct annual performance reviews for all RSO employees with input from the board of directors.

Sales Director

The Northern California Regional Service Office Board Sales Director will:

- Present monthly sales order motion to BOD.
- Approve supplemental orders between board meetings up to \$2,500, as required.
- Track sales and inventory and make recommendations changes.
- Conduct an annual review of sales policy.
- Serve as a point of contact for NAWS literature purchases, if necessary.
- Direct all activities at NCCNA following established procedures and guidelines.
- Present recommended list of merchandise and inventory amounts to be taken to NCCNA for RSO board to the BOD and present motions to purchase additional merchandise for the booth if required.
- Interface with RSO employees about sales and inventory issues.
- Provide a monthly sales report to the NCRSO board of directors.
- Design and implement annual marketing and business development strategy in coordination with the business plan and the board of directors.

Member at Large

The Northern California Regional Service Office Board Member(s) at Large will:

- Assist other directors when needed.
- Work on tasks as assigned by President.
- Be familiar with all on-going projects.