

# Friends of Buckingham [FoB] Policies and Procedures [PP]

Adopted 10-2-2019

***Brief explanation:*** Policies and Procedures [aka Rules of Order] are adopted and amended by previous notice and a 2/3-majority vote of the Council. These Policies and Procedures relate to the orderly transaction of business and to the duties of officers in connection with conducting the business. These rules may or may not differ from the adopted parliamentary authority of Robert's Rules of Order. They may serve to highlight rules that are in the Bylaws.

## VOTING I

**1.1 A majority vote** of members present at a meeting called for that purpose shall adopt these issues, per FoB Bylaws. Previous notice [as defined in PP 3.1] and a quorum is required.

- a) Change of annual meeting date
- b) Changing the name of the organization [Bylaws Article I]
- c) Amendments to the Policies and Procedures Manual
- d) Amendments to Standing Rules

**1.2 A 2/3-majority vote** of members present at a meeting called for that purpose shall adopt these issues, per FoB Bylaws. Previous notice and a quorum is required.

- a) Amendment of the Bylaws [Bylaws Article XI], Policies and Procedures
- b) Removal of a councilor [Bylaws 5.6 ]
- c) Removal of a member [Bylaws 4.4]
- d) Dissolution of FoB [Bylaws Article XIV]

**1.3** The following will require a **2/3-majority vote** without previous notice, at a meeting where a quorum is present.

- a) When a proposed action takes away members' rights.
- b) Motions to limit, extend or close debate, to make a motion a special order, to rescind an action where no previous notice is given, to suspend rules.
- c) Removal of registered agents or representatives [Bylaws Article IX]

**1.4** The **elections, usually at the annual meeting** may allow for absentee ballots.

**1.5 Rights of Members in the Nomination and Election of Councilors:** Councilors shall be selected from a slate of nominees presented by the Council and nominations offered from the floor who meet the requirements of a candidate described below. Any member may propose a candidate for election to the Council, but shall do so in writing addressed to the Secretary of the Council at least three weeks before the announced date of the Annual Meeting. Information shall be provided regarding the qualifications of such a candidate, together with a statement that the proposed candidate is a member, is willing to serve on the Council, and subscribes to the mission and policies of FoB. The slate of nominees shall be released to the members at least 10 days in advance of the annual meeting.

**1.6 Proxy Voting Rights of Councilors.** Each Councilor entitled to vote at a meeting may authorize another person or persons to act for her/him by proxy but such proxy will only be valid for one meeting.

## Officers II

**2.1 Chair:** The Chair [or Co-Chair] shall perform the usual duties of this office. The Chair shall be the principal executive officer of FoB and, subject to the control of the Council. The Chair shall preside at all meetings of FoB, membership, and/or the Council, unless the Council decides to designate this to the Vice Chair or an administrator chosen by the Council. The presiding officer shall not cast a vote, reserving his/her vote for breaking a tied vote, or making a 2/3-majority vote. The Chair shall create the agendas. The Chair has the authority to issue checks or drafts upon FoB's funds. The Chair may delegate duties to other Council members as necessary to carry out the activities of FoB. The Chair shall be the primary spokesperson for FoB and act as a liaison between the general public and FoB.

**2.2 Vice Chair:** The Vice Chair shall perform the usual duties of this office including assuming interim duties of the Chair in that person's absence, and he or she shall perform such other duties as may be assigned to him/her by the Chair or the Council.

**2.3 Secretary:** The Secretary shall perform the usual duties of this office including recording the minutes of each meeting of the Council and ensuring that all notices are duly given in accordance with these Bylaws or as required by Law. The Secretary's duties shall also include maintaining the membership list, and the FoB mailings.

**2.4 Treasurer:** The Treasurer shall perform the usual duties of this office including monthly reports. The Treasurer shall have custody and be responsible for all funds and securities and maintain an account of all receipts and disbursements for FoB. The Treasurer will receive and give receipts for monies due and payable to FoB for any source whatsoever, and deposit all such monies in the name of FoB into such banks, trust companies, or other depositories that the Council selects. The Treasurer has the authority to issue checks or drafts upon FoB's funds. In the event of absence or inability of the Treasurer these duties shall be temporarily assumed by the Chair, the Vice Chair, or the Secretary. At the beginning of each fiscal year the Treasurer shall submit an operating budget to the Council and is subject to Council approval.

**2.5 At-Large Council Members:** At-Large Council Members are expected to represent the interests of the general membership at all meetings of the Council and to participate in activities undertaken by the Council.

**2.6 Attendance at Council Meetings:** All Council members are expected to attend meetings of the Council. In the event a Councilor is not able to attend, they are expected to alert an officer and to appoint a proxy as soon as possible prior to the meeting.

**2.7 Compensation:** Councilors shall not receive any salary for their services as a member of the Council, but by resolution of the Council they shall be allowed reasonable advancement or reimbursement for expenses incurred in the performance of their duties.

**2.8 Line of Succession:** In the event of the death or resignation of the Chair [or both Co-Chairs], the Vice Chair shall serve as interim Chair until such time as the Council appoints a new Chair from its remaining membership. Should the Vice Chair be unable to serve as interim Chair, the Secretary shall assume the interim responsibilities. In the event that the Secretary is unable to

assume the responsibilities of the Chair, then the interim Chair shall be the Council member with the most seniority. Should any other office be vacated the same line of succession is to be observed for the purposes of assuming interim responsibilities, and similar procedures are to be followed for purpose of selecting replacements for any Council member whose functions change as a result of filling the vacancy. Any Council member serving in an interim position as a result of a vacancy shall continue to assume responsibility for his or her original position until a replacement has been selected.

**2.9 Expulsion of Members:** The Council may expel any member who has actively engaged in activities contrary to the purposes enumerated in the bylaws and Articles of Incorporation, activities which are inconsistent with the overall mission of Friends of Buckingham, or activities that may be viewed as detrimental to the organization. See bylaws **5.6 Removal and Resignation.**

### Meetings III

**3.1 Conduct of Meetings:** At all meetings of the Council and/or membership, the Chair or administrator, or, in his or her absence, the Vice-Chair, or in his or her absence a chair chosen by the Secretary, shall preside. The Secretary shall act as the recording secretary of the meeting, provided that in his or her absence the presiding officer shall appoint an attending member to act as recording secretary of the meeting.

**3.2 Openness of Meetings:** All meetings may be audited by any and all members. Members and guests will not impede the progress of Council meetings where they are attending as auditors by inserting discussion. However, there should be a time allotted for members and guests for comment and/or questions.

### CORPORATE RECORDS AND REPORTS IV

**4.1 Inspection of Corporate Records.** The financial records and other corporate records, including the minutes of all meetings, will be kept at the principal office of the corporation and will be open to inspection by any Councilor's request at reasonable times and for a purpose reasonably related to her or his interest as a Councilor of the corporation.

**4.2 The fiscal year** of the FoB shall begin on the first day of January and end on the last day of December in each calendar year.

### PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS V

No member, officer, employee, committee member or other person connected with FoB, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operation of FoB; provided, however, that this shall not prevent payment to any such person of any reasonable compensation for services performed for FoB in effecting any of its purposes as shall be fixed by the Council.

### NON-DISCRIMINATION VI

**6.1** No person shall be denied membership in FoB or be excluded from serving or being served by FoB because of race, color, sex, creed, sexual orientation, national ancestry, national origin,

age, marital status, or physical disability.

**6.2** There shall be no discrimination by FoB on the basis of race, color, sex, creed, sexual orientation, national ancestry, national origin, age, marital status, or physical disability with regards to hiring, assignment, promotion, or other conditions of staff employment, or with respect to members being selected for the Council.

### **CONFLICT OF INTEREST VII**

The Council shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement that may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

### **Prior Approval of Purchases Process VIII**

The Council shall have the authority to create a prior approval of purchases process and pre-authorization form.