

Roles and Responsibility Guidelines

For Board of Directors, Officers, Board Members at Large, Adjuncts and Committees.

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- Roles and Responsibility Guidelines** 1
- INTRODUCTION 1
- BOARD MEMBERS 2
 - Bylaws proposed changes: 2
- OFFICERS (4) 2
 - Officer Bylaw proposed changes: 2
 - Officer Placement 3
 - Officer Roles and Workload 3
 - 2.5. Chair Workload 3
 - 2.6. Co-Chair Workload 3
 - 2.7. Treasurer Workload 3
 - 2.8. Secretary Workload 4
- BOARD MEMBERS AT LARGE (5) 4
 - Board Member at Large Bylaw Proposed Changes: none 4
 - Board Member at Large Placement 4
 - Roles and Workload 4
- ADJUNCT MEMBERS 4
 - Adjunct bylaw proposed changes: 4
 - Adjunct Placements 5
- COORDINATORS 5
 - Coordinator bylaw changes: none 5
 - Coordinator Placements: 5
 - Coordinator Workloads: 5
- COMMITTEES 5
 - Committee bylaw proposed changes: 5
 - Committee Placement: 6
 - Committee Charters 6
 - Committee Chairs 6
 - Chair Placement: 6
 - Committee Chair workload: 6
 - Submitting New Initiatives to the Board 7
- ADVISORY COUNCIL 7

INTRODUCTION

Purpose

The Roles and Responsibility Guidelines Document (RRG) defines and documents the practical framework which enables GIS Colorado to perform special tasks or initiatives with the minimum of disruption to routine board business. It is subordinate to the GIS Colorado Bylaws. This document is intended as a living document that adapts as the organization evolves, allowing a more flexible stance to better serve its members. Though not every detail is captured herein, the general structures and roles documented will steer member involvement into constructive and empowered ways to help the organization meet its goals and mission.

Change Management

This document will be reviewed annually and updated for any discrepancies. Changes to the roles and responsibilities document will be submitted in writing at either of the biannually strategic planning meetings. Changes will be adopted with a majority vote from the officers and board members at large.

Key

Items in **YELLOW** are suggested bylaw changes.

BOARD MEMBERS

Bylaws proposed changes:

Board of Directors

*The Board of Directors shall consist of nine (9) elected directors from which four (4) elected officers will be elected by the board. **Directors serve a three year term.** A simple majority of the board shall pass any motion. Composition of the Board shall represent, as fair as possible, all the geographic areas of the State of Colorado.*

Responsibility of the Board of Directors

The Board of Directors shall be responsible to carry out the business of the organization subject to the direction of the voting membership. At a minimum, all Board members shall:

- *Attend Board Meetings.*
- *Have read the minutes from the previous meeting prior to the Board meeting and verified they are accurate to your recollection.*
- **[sic]**
- *Review the treasurer's reports.*

- Conform to the Board Code of Ethics.
- Conform to the Roles and Responsibilities document

OFFICERS (4)

Officer Bylaw proposed changes:

The organization officers shall include a President (Chair), Vice-president (Co-Chair), Secretary, and Treasurer. Officers will provide monthly reports as required and follow the roles and responsibilities document. The detailed responsibilities of each officer are identified below.

A. *President (Chair):* The President shall be a voting member of the organization. [sic] The President will preside at all meetings of the Board of Directors. The President shall be subject to the control of the Board of Directors, have general supervision, direction, and control of day-to-day business and affairs of the organization. The President shall vote only to break ties of the Board of Directors.

B. *Vice-President (Co-Chair):* In the absence or disability of the President, the Vice- President shall perform all 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. [sic]

C. *Secretary:* The Secretary shall keep the organization's official record, and follow protocols of distribution of information as described in the roles and responsibilities document. [sic] The Secretary shall also keep all administrative records associated with the organization, including both physical and virtual files.

D. *Treasurer:* The Treasurer shall receive and keep account of all funds and monies of the organization, including assets, liabilities, receipts, disbursements, gains, losses, and surpluses. [sic]

Officer Placement

1. Officers will be elected as dictated by the bylaws, typically during the March monthly board meeting.
2. Board members should ideally have completed the first year of their first term before being nominated to an officer role.

Officer Roles and Workload

- 2.1. Officers should expect 15 to 25 hours a month on duties.
- 2.2. [sic]
- 2.3. Provide accountability of all board members.
- 2.4. Meet attendance requirements for in person quarterly meetings as dictated by _____?

2.5. Chair Workload

- 2.5.1. Represent the organization at events - make presentations, public speaking, etc.
- 2.5.2. Has general supervision, direction, and control of day-to-day business and affairs of the organization
- 2.5.3. Conducts meetings
- 2.5.4. Votes to breaks ties

2.5.5. Have final say over password sharing through a vault like Last Pass and has control over all administrative accounts and passwords.

2.5.6. [sic]

2.6. Co-Chair Workload

2.6.1. The Vice-President shall have such other duties as may be from time to time prescribed by the President and the Board of Directors or by these Bylaws.

2.6.2. In the absence of the President, the Co-Chair shall perform all 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.

2.6.3. Google Drive Administrator and maintain password administration.

2.7. Treasurer Workload

2.7.1. This role shall prepare a monthly treasurer's report to be sent two days before the monthly board meeting.

2.7.2. Prepare an annual income and expense report for Board review by the first quarterly meeting.

2.7.3. Document an Annual Budget, and must be voted and accepted by the board.

2.7.4. Balance the books on a monthly basis

2.7.5. Report to the board monthly all transactions as well as an update on budget standing

2.7.6. Manage any membership charges that need to be refunded.

2.7.7. Manage any training/meeting refunds as needed.

2.7.8. Settles financial disputes.

2.7.9. Paypal management stays with treasurer

2.7.10. Square management stays with treasurer

2.8. Secretary Workload

2.8.1. Keep meeting minutes, which shall record the proceedings of all official meetings of members and all meetings of the Board of Directors with full details thereof.

2.8.2. The Secretary is responsible for distributing an agenda two days before the monthly board meeting and distributing the minutes within two weeks after the meeting has taken place.

2.8.3. The secretary will provide the Zoom administration and Meeting setups.

2.8.4. The secretary role will be responsible for Google Drive organization.

BOARD MEMBERS AT LARGE (5)

Board Member at Large Bylaw Proposed Changes: none

Board Member at Large Placement

1.1. Board members at large are established following the election of officers. Board members at large are board members not holding an officer position.

Roles and Workload

- 1.1. Board members at large should expect 10 to 15 hours a month on duties
- 1.2. First term board members will be onboarded by the Advisory Council during the first three months of their term. [sic]
- 1.3. Board Member responsibilities include:
 - 1.3.1. The primary role of Directors at large is to plan and run quarterly meetings. [sic]
 - 1.3.2. The secondary role of directors is to plan and coordinate activities for board created initiatives such as, but not limited to communications, webmaster, training, event accountability, and membership. Planning and coordination can include acting as a coordinator, chairing a committee, or acting as a liaison with volunteers to meet the specific objective identified by the initiative.
 - 1.3.3. Accountability for board members comes from the officers, led by the Chair.
- 1.4. Meet attendance requirements for in person quarterly meetings as dictated by expectations of board members.

ADJUNCT MEMBERS

Adjunct bylaw proposed changes:

*Adjuncts are appointed by a majority **vote** of the Board of Directors for a specific responsibility , **or have been appointed as a chair of a standing or ad hoc committee, [sic]** Adjuncts carry all rights of the Board of Directors, with the exception of voting rights. Adjuncts exist at the discretion of the Board of Directors and will be reviewed annually. **Adjuncts will conduct themselves based on guiding documents maintained by the board.***

Adjunct Placements

- 1.1. Adjuncts are appointed by a majority vote of the Board of Directors for a specific duty.
- 1.2. The board will provide a role description or committee charter, to clearly delineate the scope and responsibility of the adjunct's function.
- 1.3. Adjuncts may be terminated at any time and exist at the discretion of the Board of Directors.

COORDINATORS

Coordinator bylaw changes: none

Coordinator Placements:

1. Coordinators are appointed by the board and manage as a single person to deliver on a board initiative.
2. A coordinator can be a director or an adjunct. In the case where a director is functioning as a coordinator, director duties must come before coordinator duties.
3. Officers should not be coordinators except as a temporary measure, during a transition period. A new coordinator should be identified directly.
4. Coordinators must be a member in good standing of the organization.

Coordinator Workloads:

1. Coordinators should anticipate 5 to 10 hours a month on duties, but may vary depending on the specific position.
2. Coordinators will provide updates to the board prior to each board meeting for inclusion in the agenda and minutes (At minimum a report stating that no actions or meetings have occurred is required).
3. Coordinators are required to attend board meetings when recommendations or business decisions requiring board approval are under consideration.
4. Coordinators will receive a budget (if appropriate) from the board. But they must submit changes or recommendations to the board for consideration before any monetary decision is finalized.
5. [sic] If any initiative becomes too much of a commitment for one person, [sic] the coordinator will take action to identify volunteers from the board or membership and convert the coordinator role into an ad hoc committee.

COMMITTEES

Committee bylaw proposed changes:

GIS Colorado recognizes that working committees are essential and vital to accomplish the mission and goals of the organization. The Board of Directors shall establish standing and ad-hoc committees to manage the organization and achieve the goals and objectives set by the organization. [sic] Chairpersons of committees must be voting members of GIS Colorado. Responsibilities of the Committee Chair, or designee, include attending committee meetings (attendance may be virtual) and providing committee updates to the Board prior to the Board meeting for inclusion in the agenda and minutes. Board directors can serve as a Chair of a Committee. A committee must be at least 3 members, otherwise it reverts a coordinator position.

- **Standing Committee:** A **standing** committee appointed to deal with a specific subject.
- **Ad-Hoc Committee:** A temporary committee formed for a specific task or objective and dissolved after task or objective is completed.

Committee Placement:

1. The Board of Directors shall establish committees to manage the organization and achieve the goals and objectives set by the organization through the agency of the committee chair.
2. Committees will be evaluated annually on their progress and goal objectives based on their reports submitted monthly to the board.
3. Members of any committee shall be a member of the organization and confirmed by the committee chairperson by written notice to the President and Board of Directors.
4. If a committee is reduced to less than three individuals, it will revert to a coordinator role.

Committee Charters

Charters will be developed and approved by the Board of Directors for all committees.

Charters will include:

1. Roles and responsibilities within the committee to properly function.
2. Board communication specifications.

Committee Chairs

Chair Placement:

1. Committee chairs can be directors or adjunct board members for either a standing committee or ad hoc committee.
2. Committees can make recommendations for chairs.
3. Chairs must be ratified by vote by the board of directors on an annual basis.

Committee Chair workload:

1. The chair will organize and delegate tasks to that committee.
2. The chair will keep documentation of all meetings and will bring for approval any recommendations to the Board of Directors.
3. The chair will provide updates to the Board prior to each Board meeting for inclusion in the agenda and minutes (At minimum a report stating that no actions or meetings have occurred is required).
4. The chair is required to attend board meetings when recommendations or business decisions requiring board approval are under consideration.
5. The chair may receive a budget from the board and must submit changes or recommendations to the board for consideration.

Submitting New Initiatives to the Board

Any member in good standing can bring a new initiative idea to the board for evaluation, by submitting a 1 to 2 page prospectus or business plan at a board meeting. The board will consider initiatives and will vote for adoption, revision or rejection, evaluating the proposed idea against the organizations' objectives and goals.

ADVISORY COUNCIL

Current bylaws: NONE

Proposed bylaw changes:

The role of the Advisory Council is to ensure retention of organizational knowledge and continuity, provide guidance to the Board of Directors, manage the election of Directors, assist in the transition of new Officers and Directors, and perform other tasks as requested by the Board of Directors.

The advisory council will retain organizational knowledge, provide guidance to the current board of directors based on precedences and organizational knowledge, assist in the transition of new

officers and new board members and any other special assignments the board deems necessary. The advisory council will conduct itself based on guiding documents maintained by the board.

ADVISORY COUNCIL GUIDELINES

1. Placement

1.1. Purpose of an Advisory Council

- 1.1.1. The main purpose of the Advisory Council is to support the board of directors and provide guidance and advice as needed.
- 1.1.2. The council exists to provide a continuity of organizational knowledge to the current board of directors, assist in the transition of new officers and new board members.
- 1.1.3. The Advisory Council is responsible for the accountability of the Officers and serves as an additional level of accountability for the Directors.
- 1.1.4. Advisory council members must have served a minimum of two complete terms on the board of directors. The advisory council will have a minimum of 3 members and a maximum of 5, each appointed to a two-year term.
- 1.1.5. The advisory council is appointed by invitation from the Board of Directors (and not self-nomination) Advisory council members serve a maximum of two consecutive terms.
- 1.1.6. Advisory council members will be reconfirmed by the board of directors after each term

2. Roles and Workload

- 2.1. Advisors should expect 5 to 10 hours a month on duties.
- 2.2. The advisory council roles and workload will be reviewed annually at the board meeting following annual officer elections.
- 2.3. The Advisory Council will:
 - 2.3.1. Assist with transition of new board of director members (Mentoring of new board members)
 - 2.3.2. Provide background, bylaw and continuity of governance in guiding board roles, responsibilities and decisions.
 - 2.3.3. Will run the election for new/returning members of the Board of Directors each year.
 - 2.3.4. At least one member of the council will attend each monthly board meeting.
 - 2.3.5. The Advisory Council will organize themselves as the group sees fit at the meeting following the annual review by the Board of Directors.
 - 2.3.6. The Advisory Council will meet as needed but at a minimum of once a quarter.
 - 2.3.7. The Advisory Council will keep documentation of all AC meetings and will bring forward any recommendations to the Board of Directors for consideration. The Advisory Council will provide updates to the Board prior to each Board meeting for inclusion in the agenda and minutes (At minimum a report stating that no actions or meetings have occurred is required).