

Organization and Structure of the Potomac Valley Audubon Society

Originally Submitted by the PVAS

Board Development Committee - March 1, 2006

and Adopted by the PVAS Membership - May 20, 2006

Revised and Approved by PVAS Board October 7, 2019 and

Adopted by the PVAS Membership June 1, 2020

BOARD OF DIRECTORS

Mission

To determine PVAS's mission and set the organization's policies. To oversee all the operations of the organization and ensure that they are conducted in a proper and effective manner. To represent the organization in the community.

Structure and Schedule

Shall include the organization's four officers (President, Vice President, Secretary, Treasurer) and at least nine members at large. Members serve staggered two-year terms and can serve no more than two terms consecutively in the same board position. Meets every other month or at the call of the President.

Roles and Responsibilities

All Roles and Responsibilities are done in collaboration with Executive Director:

1. Determine PVAS's vision and mission. It is the Board's responsibility to create and periodically review a statement of the vision and mission that articulates the organization's goals, means, and primary constituents served.
2. Set PVAS's policies. One of the Board's most central responsibilities is to develop and maintain policies that are consistent with the organization's mission. Policy decisions will be considered by the Board after prior study and recommendation by the Executive Committee and other committees as needed.
3. Establish and maintain long-range planning for the chapter. This should take the form of a five-year plan that is reviewed and updated annually (through the annual planning and budgeting process) with inputs from the Board's committees and staff. (Updated every decade and demi-decade.)
4. Oversee the organization's programs and services. To ensure that PVAS's programs and services are consistent with the organization's mission and policies and responsive to changing

needs and circumstances, the Board should (a) monitor their effectiveness on an on-going basis and (b) engage staff and committees in short- and long-range planning as appropriate.

5. Provide proper financial oversight. The Board must review and approve the annual budget, accept fiduciary responsibility for the chapter's actions, and insure that proper financial controls are in place.

6. Select and hire an Executive Director. The Board is responsible for defining the executive director's responsibilities and for undertaking a careful search to find the most qualified individual for the position.

7. Support the Executive Director and assess his or her performance annually. The Board must ensure that the Executive Director has the professional support he or she needs to further the organization's goals, means, and primary constituents served.

8. Ensure adequate resources. One of the Board's foremost responsibilities is to provide adequate resources for the organization to fulfill its mission. At minimum each board member is expected to contribute to the annual appeal and be a dues-paying member.

9. Ensure legal and ethical integrity and maintain accountability.

10. Enhance the organization's public standing. The Board should articulate clearly the organization's mission, accomplishments and goals to the public in order to promote support from the community.

INDIVIDUAL BOARD MEMBERS

Mission

To promote PVAS's interests in a substantial way by participating actively in the organization's governance, and by representing the organization in the community.

Roles and Responsibilities

All Roles and Responsibilities are done in collaboration with Executive Director:

1. Be informed about PVAS's mission, vision, policies, and programs.
2. Attend regular and special meetings of the Board (repeated absences may be grounds for dismissal from the Board).
3. Be a chair or working member of at least one PVAS committee, and attend regular and special meetings of such committees.
4. Prepare for Board and committee meetings by carefully reviewing agendas and supporting materials.
5. Be willing to take on special assignments as needed.
6. Complete all Board, committee, or special tasks within agreed-upon deadlines.
7. During Board and committee meetings, and in all interactions with the organization, conduct oneself in a professional, businesslike manner.
8. Be accessible to staff and other Board members as needed.
9. Refrain from making special, personal requests of the staff.
10. Hold in confidence sensitive Board discussions when directed.

11. Be sensitive to real or potential conflicts of interest, and be prepared to recuse oneself when circumstances warrant.
12. Assist the Board in carrying out its fiduciary responsibilities, including reviewing the organization's annual financial statements.
13. Support the work of PVAS by making a personal financial contribution to the organization through both participation in the annual appeal and by becoming a member at minimum.
14. Assist in the organization's fundraising efforts as needed including recommending potential financial and in-kind donors. Share such information with the appropriate staff.
15. Assist in the organization generally by recommending potential Board nominees and volunteers, and by sharing such information with the Governance Committee and appropriate committee chairs.
16. Attend as many of PVAS's functions and special events as possible.
17. Help promote the organization in the community by serving as ambassadors of the organization's mission and programs.

PRESIDENT

Mission

To direct the operations of the Executive Committee and Board of Directors. To provide overall leadership for the organization.

Roles and Responsibilities

All Roles and Responsibilities are done in consultation with Executive Director:

1. Preside over meetings of the Executive Committee, and in consultation with committee members and the Executive Director, develop the agendas for those meetings.
2. Preside over meetings of the Board of Directors (the President shall not vote except in the event of a tie).
3. Serve as ex officio member of all Board of Director committees
4. Call special meetings of the Executive Committee, Board, and membership as necessary.
5. Be well-versed in the roles and responsibilities of the Board and all its committees, and make every effort to ensure that the Board and committees fulfill their roles and responsibilities efficiently, effectively, and in a timely manner.
6. Keep the Board and its committees focused on the organization's long and short-term goals and priorities.
7. Act as a spokesperson for the Chapter to the media, before governmental bodies and nongovernmental organizations, for PVAS members, and in the community. This may include submitting Letters to the Editor, speaking at public meetings, contributing to Valley Views, or speaking at Community Events.

8. Serve as the individual point of contact for outside organizations or individuals interacting with PVAS (the Executive Committee collectively has this role within the organizational structure of PVAS).

9. Likewise serve as the individual point of contact for the Executive Director's interactions with the Executive Committee and Board.

10. Conduct with the assistance of one other member of the Executive Committee the annual performance evaluation of the Executive Director at the end of the fiscal year.

11. In cooperation with the Executive Director and Executive Committee, plan and carry-out the development of the five year plan.

VICE PRESIDENT

Mission

To assist the President in directing the operations of the Executive Committee and Board of Directors. To stand in for the President when necessary. To participate actively in the leadership of the chapter.

Roles and Responsibilities

All Roles and Responsibilities are done in collaboration with Executive Director:

1. Serve on the Executive Committee.
2. Chair the Governance Committee.
3. Understand the President's roles and responsibilities and be prepared to perform these functions in the President's absence.
4. Assist the President in any way designated, and carry out special assignments as requested by the President.
5. Serve as ex officio member of any standing committee, advisory group or task force, if appointed by the President or the Board.

SECRETARY

Mission

To maintain the chapter's records in a professional manner. To participate actively in the leadership of the chapter.

Roles and Responsibilities

All Roles and Responsibilities are done in consultation with Executive Director:

1. Serve on the Executive Committee.
2. In the absence of both the President and the Vice President, the Secretary shall designate any other member of the Board to act as Chairman at such meeting.
3. Record minutes of all Executive Committee and Board meetings. Provide minutes to President and Executive Director for review. Make necessary changes before they are distributed to the Committees by President or Executive Director.
4. Respond to organizational requests from President or Executive Director.

TREASURER

Mission

To serve as the organization's financial officer, ensuring that the financial books are kept accurately and in accordance with chapter policy and current regulations. To participate actively in the leadership of the chapter.

Roles and Responsibilities

All Roles and Responsibilities are done in consultation with Executive Director:

1. Serve on the Executive Committee and, in that capacity, take the lead in keeping the Committee informed of chapter matters relating to financial investments, worker's compensation, employee benefits, and tax-exempt status.
2. Serve on the Finance Committee and, in that capacity, support the Executive Director to develop the annual operating budget and short- and long-range financial plans.
3. Take primary responsibility for ensuring that the Finance Committee makes the Executive Committee aware in a timely manner of any new legal or regulatory developments related to financial responsibility, liability, etc., of the chapter.
4. Ensure the financial records of the chapter are maintained in a manner consistent with generally recognized practices of bookkeeping and accounting for a nonprofit organization.
5. Working with the Executive Director, ensure that all state and national tax forms, certified financial statements, and audits are filed correctly with the appropriate authorities in a timely manner.
6. Oversee the collection and depositing of all chapter funds.
7. Ensure that chapter funds are disbursed as directed by the Board, either through approval of a specific expenditure or through approval of criteria for expenditures.

8. Produce and present to the board financial reports and special reports at Board meetings, Executive Committee meetings, Finance Committee Meetings and as needed. Maintain accurate books that are available for Board scrutiny given reasonable notice.

9. Be responsible for the production of an annual financial report, based on the Fiscal Operations Policy Manual, for the Board laying out assets and liabilities, as well as monies taken in during the year and disbursements made.

10. Work cooperatively with auditor whenever an audit is done and participate in—or cooperate with, as circumstances require—investigation of any financial or budgetary discrepancies.

PAST PRESIDENT

Mission

To provide support through review of recent history and general culture of the organization.

Roles and Responsibilities

All Roles and Responsibilities are done in consultation with Executive Director:

1. Serve as the Chair of the Finance Committee.
2. Ensure the organization is in compliance with the Fiscal Operations Policy Manual.
3. Serve on the Executive Committee in an advisory capacity
4. Not a voting member of the Executive Committee, or the Board of Directors.

STANDING COMMITTEES:

Definition: Permanent Committees that meet regularly.

EXECUTIVE COMMITTEE

Mission

To perform policy work on behalf of the board and act as liaison to the Executive Director. Coordinates strategic planning and conduct executive searches; monitors and coordinates committee activities; sets agendas for meetings of full board; addresses time-critical chapter responsibilities, orients new board members, appoints task forces to manage time-limited assignments, and/or advisory groups to provide guidance and insight on particular issues.

Structure and Schedule

Includes President, Past President, Vice President, Secretary, and Treasurer. Other board members and/or committee chairs may attend as non-voting members for informational purposes. Meets every other month or at the call of the President.

Roles and responsibilities

All Roles and Responsibilities are done in consultation with Executive Director:

1. Supervise the activities of the Executive Director and serve as the initial point of contact for his/her contact with the full Board of Directors.
2. Coordinate review and development of 5-year plans, vision and mission statements and long-term planning processes.
3. In consultation with the Executive Director and committee chairs as needed, make and execute all decisions concerning time-critical chapter responsibilities. Keep the full Board informed about these decisions.

- 4 Review and approve the submission of bids, quotes, and other requests for funding submitted on behalf of PVAS per Fiscal Operations Policy Manual.
5. Promptly bring to the full Board any matters that cannot be dealt with through established chapter policies and/or that raise serious new issues.
6. Serve as the initial point of contact for outside organizations or individuals communicating with PVAS. As needed, refer requests or proposals to committee chairs and/or staff for further study and recommendation.
7. Abolish advisory groups and task forces annually, recreating only those that are still needed, and/or creating others. Assess the composition of each task force or advisory group and redirect the focus if necessary. Appoint committee chairs and members and make committee assignments.
8. Monitor the activities of committee chairs. As needed, help the chairs to resolve any committee issues that may arise, and/or help them to decide when such issues should be brought to the attention of the full Board.
9. Orient new board members about their roles and responsibilities, PVAS's annual budget, PVAS documents, mission, 5-year plan, and organizational history.
10. Set agendas for regular, bimonthly meetings of the full Board.
11. Communicate and coordinate with the full Board by email, telephone, or other technology as necessary between the Board's regular, bimonthly meetings.
12. Conduct search process for Executive Director role when necessary.
13. Maintain orderly records of important committee activities. Provide/upload copies of all important documents to a designated portal location (TBD).

GOVERNANCE COMMITTEE

Mission

This committee builds a board that meets the organization's needs and supports good governance by engaging board members in ongoing education and formally assessing the board's performance. Ensures Board is in compliance with governing documents.

Roles and Responsibilities

All Roles and Responsibilities are done in consultation with Executive Director

1. Ensure that the organization is in compliance with its constitution and bylaws as they relate to Board composition and engagement.
2. Assume responsibility for maintaining the organization's bylaws, and for proposing updates to the bylaws as needed.
3. Maintain information on the expertise and interests of Board members; periodically assess whether the current board collectively has the mix of skills necessary to support the organization's mission and strategic plan.
4. Against this background, research sources of prospective Board members and maintain a list of possible candidates.
5. Wherever possible, anticipate vacancies on the Board well in advance of those vacancies, so that the search for replacements can be conducted in an ordered, considered way.
6. Interview prospective Board members to provide overview, answer questions, and assess interest in PVAS's mission.
7. Monitor Board member participation, and reevaluate the contributions of current board members up for renewal.

8. Ensure that all Board members are aware of new legal and regulatory developments related to Board governance such as new fiduciary responsibilities, liability concerns, etc.
9. Provide opportunities for the Board to evaluate its effectiveness and provide training or other opportunities to improve performance.
10. Recruit new Board members and assess board performance.
11. Maintain orderly records of important committee activities. Provide/upload copies of all important documents to a designated portal location (TBD).

FINANCE COMMITTEE

Mission

Supports the board's responsibility for oversight of the organization's fiscal health. It recommends policies to the full board to safeguard the organization's assets, ensures the completeness and accuracy of its financial records, and oversees proper use of resources. This committee selects an independent auditor and serves as a link between the auditor and the board. It ensures that the auditor has full access to financial and related records, reviews the auditor's report and submits it to the board, and arranges for the full board to meet with the auditor. Develops letter of response for any deficiencies identified in the audit for approval by the the Executive Committee and Board. It reviews and recommends the annual budget for adoption by the Executive Committee and develops long- and short-term financial plans.

Structure and Schedule

Includes Past President (as chair), Treasurer, and three other individuals appointed by the President. At a minimum, this committee shall meet quarterly and at other times as needed.

Roles and Responsibilities

All Roles and Responsibilities are done in collaboration with Executive Director:

1. Approve the chapter's annual budget beginning no later than at its FY Q3 meeting, present it to the Board of Directors for final approval at the board's last meeting of the fiscal year, and oversee its implementation.
2. Develop short- and long-range financial plans for the organization and oversee the implementation of these plans.
3. Establish standard business practices for the administration of organization accounts maintained by the Treasurer.
4. Ensure that adequate internal controls are in place for the Executive Director and/or the Treasurer to monitor all expenditures.
5. Review all expenditures in excess of \$5,000 that have occurred since the previous meeting of the Committee for compliance with PVAS policy.

6. Arrange for and oversee account audits as needed.
7. Promptly bring to the Executive Committee any financial matters of concern.
8. Maintain and ensure the organization is in compliance with the Fiscal Operations Policy Manual.
9. Ensure that PVAS is in compliance with all applicable laws, regulations, etc., that apply to the financial management of the chapter.
10. Ensure that the Executive Committee is aware of any new legal or regulatory developments related to financial responsibility, liability, etc., of the chapter.
11. Consult with the Executive Committee as necessary between regular meetings.
12. Record and maintain minutes of all Committee meetings. Provide/upload copies of all important documents to a designated portal location (TBD).

DEVELOPMENT COMMITTEE

Mission

Provides input and insight into the organization's fundraising strategy and engages board members in their individual and collective fundraising roles.

Roles and responsibilities

All Roles and Responsibilities are done in consultation with Executive Director:

1. Design and manage all chapter activities related to fundraising.

2. Develop and, with the consent of the Board of Directors, implement a comprehensive, long-term fundraising plan that is congruent with the chapter's long-term organizational plan. The fundraising plan should include the following:
 - A systematic review of all current fundraising events and activities, and recommendations for changes and improvements.

 - Proposals for increasing the number of major donors and boosting planned giving, including research, identification, solicitation, and cultivation of prospective donors through events and other activities.

 - Proposals for increasing the donation amounts given by current individual donors.

 - Proposals for increasing corporate and foundation sponsorships and donations.

 - Proposals for effective use of direct mail and Internet donor programs.

 - Proposals for a capital campaign as needs arise.

 - A grant proposal system for the solicitation of grants from all grantmaking entities, both public and private.

3. On a yearly basis, develop and implement strategies to meet annual funding goals, in accordance with the long-term fundraising plan.
4. Work with staff to ensure an effective donor and prospect database that ensures accuracy and confidentiality of the data.
5. Work with the staff or appropriate committees to ensure that all fundraising information on the chapter website is current, correct, and updated regularly in a timely fashion.
6. Recruit and train volunteers with an interest and talent in the various methods of fundraising, so as to create a pool of future committee members.
7. Assist with the preparation of the chapter's annual budgets and income projections; regularly review the chapter's revenue and expenses and track progress to fundraising goals; regularly update the Board on progress.
8. Prepare estimates of the committee's budget and monitor and oversee the committee's expenditures.
9. Maintain orderly records of important committee activities. Provide/upload copies of all important documents to a designated portal location (TBD).
10. Provide broad oversight for advisory groups and task forces such as Events, Legacy or Bequest Programs, etc. to ensure they are in line with short and long term goals.

ADVISORY GROUPS:

Definition: Advisory groups provide guidance and insight on particular issues. They are dissolved annually by the Executive Committee. After dissolution, the Executive Committee may recreate the group, it may receive redirected focus, and its composition (members) may be reassigned.

CONSERVATION ADVISORY GROUP

Mission:

To plan and coordinate PVAS activities related to natural resources conservation and environmental protection; to ensure that these activities are appropriate to the chapter's mission.

Roles and Responsibilities:

All Roles and Responsibilities are done in consultation with Executive Director:

1. Provide guidance on priority conservation initiatives on which PVAS should spend its time and resources such as:

- Monarch Restoration (Monarch Alliance)
- Chimney Swift Conservation
- Habitat Stewardship (Grassland Birds, Pollinator Patch, Certified Habitat).

2. Promote initiatives and educational opportunities related to:

- Tree plantings (carbon sequestration, habitat stewardship, riparian restoration)
- Sustainable energy (Green Homes Tour, Solar Homes Tour)
- Other initiatives as appropriate to PVAS's mission

ADVOCACY ADVISORY GROUP

Mission

Monitor conservation issues at local to federal levels to recommend appropriate actions per the PVAS Advocacy Policy.

Roles and Responsibilities

All Roles and Responsibilities are done in consultation with Executive Director:

1. Utilize partners to monitor conservation issues locally, regionally, and nationally. Maintain relationships with appropriate partners, and develop new partnerships over time. Current partners (2019) include:

- WV Env. Council
- National Audubon
- Safe Waters Coalition
- WV Rivers Coalition

2. Chair may request Exec Committee annually to unilaterally approve actions from specific partner organizations. (i.e. if National Audubon takes a stance on an issue, this committee would automatically support that stance.)

3. Recommend actions to Executive Committee to educate and inform potential actions by PVAS individual members and PVAS as an organization.

4. Inform the Executive Director of annual budgetary needs to cover costs such as traveling to Charleston to give testimonies or participate in Lobby Days.

5. Ensure that all information about Advocacy matters on the chapter website is current and correct and updated regularly.

6. Assist the President and any other chapter spokespersons in preparing to speak with the media or officials about priority issues.

7. Maintain orderly records of important committee activities. Duplicate all important documents and give copies to PVAS Secretary for official custody.

LAND AND FACILITIES MANAGEMENT ADVISORY GROUP

Mission

To provide an organizational framework that efficiently serves environmental education programs and implements a plan of programmatic support for any future PVAS land and facility development.

Roles and Responsibilities

All Roles and Responsibilities are done in consultation with Executive Director

1. Advise on the development and implementation of a comprehensive land management plan for properties managed or owned by PVAS. The plan must be approved by the PVAS Board of Directors and any partner agency (i.e. The Nature Conservancy in West Virginia), and it should include:

- a site plan (future nature center location, bathrooms, etc.)

- identification and location of sensitive habitat sites

- habitat improvement goals for priority species/habitat

- approved invasive control measures.

2. Ensure all facilities and service areas are operated in a safe manner. Ensure that all such projects comply with all governmental regulations.

3. Advise on budget estimates for the ongoing and special operations of the committee and submit them to the Executive Director in a timely manner. Keep the Executive Director informed about long-term, as well as short-term, future financial needs. Monitor and oversee the committee's expenditures.

4. Provide information on long-range capital improvement needs to the Executive Director and PVAS Board for appropriate advanced planning with the Fundraising Committee.

5. Maintain orderly records of all important committee activities. Provide/upload copies of all important documents to a designated portal location (TBD).

This document was developed by the PVAS Board Development Committee in 2006:

Chair:

Peter Smith, PVAS Board member

Members:

Kristin Alexander, Yankauer Nature Preserve Director

Susan Brookreson, PVAS Board member and Yankauer Liaison

Wayne Braunstein, former PVAS Board member

Diana Mullis, PVAS President

Jean Neely, former PVAS President and board member

Rodney Woods, former PVAS Board member

Review and Update Committee, 2019:

Suzanne Offutt, PVAS President

Jim Cummins, Vice President

Steve Paradis, PVAS Board Treasurer

Mike Sullivan, Past President

Georgia Jeppesen, PVAS Board Secretary

Kristin Alexander, PVAS Executive Director