

OVERVIEW: Conducting Elections, Board Roles, Duties and Responsibilities

This overview is In an effort to provide some clarity on the **Roles, Duties and Responsibilities of the Board of Directors**. The following are *only highlights though*, taken from our Stratford of Avon Bylaws and CAI's Board Member Toolkit manual. Please refer to the complete set of the Bylaws which provide greater detail on association operations, such as meetings, procedures for electing the board of directors and officers, and for the general duties of the board. [Bylaws](#)

The Board of Directors:

The Board of Directors will be composed of thirteen (13) persons.

- Two (2) directors will be elected from Section One, and one (1) director will be elected from each of the remaining Sections by the qualified Members of each Section in attendance at the Annual Meeting. [Annual Meeting Agenda Item reflects this confirmation of the Election as part of the meeting.]
- Four (4) directors will be elected “at-large” by the qualified Members of the whole Association in attendance at the Annual Meeting. If an insufficient number of written nominations are received by the deadline date to fill all Board positions open for election at the annual or election meeting, then ballot voting will *not* be conducted and oral nominations will be accepted from the floor of the meeting prior to voting on any open Directorship position.

The Board will serve on a staggered rotation.

- One (1) director from Section 1, directors from Sections 3, 5, and 7, and two (2) “at-large” directors will be elected in odd numbered years. One (1) director from Section One, directors from Sections 2, 4, 6, and 8, and two (2) “at-large” directors will be elected in even numbered years.
- The Board will determine the staggered rotation for Section One and the “at-large” director positions if the number of directors is changed, so long as approximately one-half (1/2) of the directors are up for election each year.
- Directors will serve a two (2) year term of office, and as set forth in IC 32- 505 25.5-3-11, each director will serve his full term and will continue to serve until his successor is properly elected and qualified.
- There is no limit on the number of terms a director may serve.

The Role of the Board

Ultimately, the role of the Board is to protect and increase property value, build community, maintain and enhance the quality of life for the membership. This is accomplished by operating the association, maintaining the common property, and enforcing the governing documents. When you make decisions as a board member, you have an obligation to work in the best interest of the entire community, regardless of how they affect you personally.

The [CAI Board Member Toolkit](#) is an excellent resource to learn and more fully understand the roles and responsibilities of the Board and provides information on how to execute them as effective, efficient and respected leaders.

Qualities of a Good Board Member

A Strong Board Member

Good character
Strong integrity
Calm judgment
Willingness to serve
Committed to the best interests of the community as a whole
Relevant experience or background
Previous volunteer service
Strong “people skills”

An Inappropriate Board Member

Unable to put the welfare of the community first
Works behind the board to run things his or her way
Impulsive or quick tempered
Has a personal or hidden agenda
Puts individual interests first
Little or no experience in management/leadership/svc
Unable to work with others for the common good
Poor interpersonal skills

Building Community

The role of the Board is as much about building the social and civic-being of the community as it is about maintaining common areas or enforcing rules. To do this, a Board must:

- Provide leadership and inspiration, not merely administration.
- Instill a sense of caring, civic pride, and shared responsibility in all residents.
- Position the association as a wellspring of resident volunteerism in community-related activities, both inside and outside the association’s boundaries.
- Strive to transform the neighborhood into a vibrant and engaging community.

How to Be a Community Builder

By placing an emphasis on community, boards transcend the legalistic nature of their governing documents. Thus, efforts to build a sense of community tend to reduce the number of administrative issues such as rules violations and delinquent assessments. To help accomplish this:

- Maintain perseverance and determination.
- Set a tone that is light-hearted and fun.
- Collaborate with the community at large.
- Help others in need.
- Build community traditions.

How to Succeed with Challenging Assignments

Put your personal preferences and circumstances aside. When you make decisions as a board member, *you have an obligation to work in the best interest of the entire community, regardless of how they affect you personally.*

Educate yourself through attending seminars, webcasts, networking with other community association board members, downloading free materials from the web –*take advantage of the numerous educational opportunities offered.*

Stand united. *Once the board makes a decision, stand behind it and make every effort to see it succeed –even if you voted against it.*

Don't allow personality differences to interfere with the work of the board. Be cooperative, positive, and *make every effort to stay focused on the needs of the community.*

Be reasonable. Although boards have a responsibility, they needn't be over zealous or inflexible to fulfill it. *Avoid snap decisions, act rather than react, and deal with real problems, not nuisance situations.*

Roles of the Individual Officers

The following overview of the individual officer roles –President/Vice President/Secretary/Treasurer, is intended to provide an understanding of what these official positions entail and to serve as a guide when casting your vote for the candidate being nominated. **Please review the Roles, Duties and Responsibilities involved and consider the qualities and skill-sets required of the individual office prior to voting.**

Officers are not elected by the Members.

- Only directors are elected by the Members.
- At the first Board meeting held after the election of directors at the annual meeting, the Board of Directors will *assign each officer position to a member of the Board of Directors. *[Voting for officers takes place at this meeting, sometimes called an “organizational” meeting.]
- Each officer will hold that officer position until: a) the next annual meeting of the Board; b) the expiration of the director's term on the Board of Directors; or c) the director's removal or resignation from the Board, whichever occurs first.

President. *The President is the chief executive officer of the Corporation.* The President presides at all meetings of Voting Members and of the Board of Directors; has general and active supervision, control, and management of the affairs and business of the Corporation, **subject to the orders and resolutions of the entire Board;** handles the general supervision and direction of all officers, agents and employees of the Corporation; makes sure that all orders and resolutions of the Board are carried into effect; and in general exercises all powers and perform all duties normally part of the President's office and **any other powers and duties assigned to him by the Board.**

It is in the President's best interest to encourage the officers' participation in association affairs and to develop their skills as team members. The President should also attempt to identify and train potential association leaders, encourage them to join the board, and orient them to their new responsibilities.

Cautions

Boards should understand that the President's power—or authority—is no more and no less than the other board members. Working cooperatively with the board is essential to the success of the association. Heavy-handed or independent action by a President can put the entire association at

risk. Presidents must educate themselves on the nature and scope of their obligations. Well-intentioned but uninformed actions by a President can threaten a community's economic and social stability. The President must adhere to and enforce rules. Arbitrary or inconsistent application of rules weakens the association's ability to enforce them. The President must assure that rules are enforced uniformly, and assure that other directors are acting within the boundaries of appropriate policies.

Vice President. *The Vice-President acts in the place of the President* if the President is absent, unable to act, or refuses to act, and will also have any other duties as may be assigned to him by the Board of Directors or delegated to him by the President. ***The Vice-President will also have the duty of presenting to the Secretary of the Board at least sixty (60) days before the Annual Meeting a slate of one or more eligible candidates to be placed on the ballot for each open director position to be elected at the Annual Meeting.***

Secretary. *The Secretary will attend both Board meetings and Membership meetings and will keep minutes during the meetings and record all votes taken at these meetings. The Secretary is also responsible for making sure all meeting notices are sent to the Board and the Members as required by these Bylaws and the law. The Secretary also keeps or oversees the records of the Corporation as well as the Membership list of the Association. The Secretary also performs any other duties that may be assigned by the Board or the President. The Board has the authority to appoint someone to perform the duties of the Secretary or serve as the Secretary's assistant.*

A Homeowner's Association (HOA) Meeting Minutes is an official record of what the board members said and did at a particular board meeting. This essential document plays a crucial role in financial affairs and is legally binding – it can be used in a court of law. **This means we need to ensure everything in this document is in order. Every board member is responsible for and it's our duty as a board to ensure accuracy of the Minutes. *The Secretary takes the notes during the meeting; however, the board is responsible for reviewing their accuracy.***

The Board's desired current editing process is to use Google Docs. This Collaborative drafting method is efficient and systematic and allows for easy editing and participation. Since the editing of the Minutes *is a collective Board decision, if the Board as a whole wants to move forward with the online editing system*, the Secretary should do so. The Board's desired approach is to make this a more cohesive editing process and currently this seems to be the better option.

RECOMMENDATION: **To have the Secretary draft the Minutes or any pertinent Board document in Google Docs. Officers will first review that draft and provide the necessary edits within that Doc. The Minutes or Doc will then be distributed to the entire Board for their input prior to finalizing and voting on their approval.**

The importance of why the approval of Minutes is part of every Board Mtg Agenda can not be overstated enough as to why we all need to make sure they are correctly stated, edited, amended as needed, and before voting on them as part of our permanent records. The taking

of Minutes is by the appointed person or Secretary; however, the approval of Minutes is not an autonomous duty, but one that everyone needs to weigh in on.

Treasurer. *The Treasurer keeps correct and complete financial records of the Association. The Treasurer is also in charge of the Association's funds and securities, has an annual review of the Association's income and expense performed each fiscal year (not necessarily in accordance with AICPA standards), and oversees the timely deposit of all money and other valuable effects belonging to the Association in a financial institution selected by the entire Board.* The Treasurer also pays the Association's bills as approved by the Board or directed by the President; and in general exercises all the powers and duties customarily performed by the Treasurer's position, and any other powers and duties assigned to him by the Board or the President. The Board has the authority to appoint someone to perform the duties of the Treasurer or serve as the Treasurer's assistant.

Again, the above is only an overview of what being on the Board of Directors entails. Hopefully, with a better understanding and acceptance of these Roles, Duties and Responsibilities, it will help all of us to be better equipped to serve to the best of our abilities, engage with, and participate in serving our neighborhood. So, let's form our team under the structure of these rules, and go out **Build Community!**

Have fun watching the attached fun Frankenboard video! It's Lab work at its best!

[2024 CAI Educational video on Frankenboards](#)