

# ***BOARD MEMBER HANDBOOK***



**CODA Midwest**

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## ***PURPOSE & HISTORY***

### **Purpose**

The purpose of CODA Midwest is to engage in lawful charitable and educational activities for which corporations may be incorporated in the state of Ohio. Specifically, CODA Midwest addresses the bicultural identity of children of deaf adults, and supports the “Mission and Purposes” of CODA International, which honors the unique heritage and multicultural identities of adult hearing individuals with deaf parent(s).

CODA Midwest strives to serve the needs of individuals with deaf parents residing in Ohio, Michigan, Kentucky, Indiana, Illinois, Wisconsin, and Minnesota. CODA Midwest hosts an annual educational retreat which the proceeds financially assist individuals who wish to attend the CODA International Conference, future regional retreats, or KODA summer camps (kids of deaf adults).

Toward achieving the purpose of CODA Midwest, the management, governance, and operational affairs are vested in a five member board of directors. All financial resources are vested in the activities of the organization. Any proceeds are intended to assist individuals wishing to attend CODA International Conferences, KODA summer camp, and future regional retreats.

### **History**

CODA Midwest was organized in the state of Ohio on June 20, 2016, as a domestic nonprofit corporation. On January 8, 2017, CODA Midwest made application to the IRS for tax exempt status, which was granted on March 9, 2017.

## ***BOARD MEMBERSHIP***

Toward achieving the purpose of CODA Midwest, the management, governance, and operational affairs are vested in the Board of Directors.

Directors include: President, Vice-President, Secretary, Treasurer, and one (1) Member-at-Large.

Directors must be eighteen (18) years of age, the hearing son or daughter of deaf parent(s); and a resident of Michigan, Indiana, Illinois, Wisconsin, Minnesota, Ohio, or Kentucky; and a dues paying member of CODA International.

## ***BOARD DUTIES***

### **Promote Purpose**

In general, directors are expected to uphold and promote the purpose of CODA Midwest. More specifically Directors must remember that the viability of CODA Midwest is maintained only when its activities are understood and supported by its constituents. Directors must be aware of, and identify, needs that are being addressed as well as the resources available to meaningfully address those needs.

### **Plan For Success**

The board must maintain a plan to implement activities that promote and achieve the purpose of CODA Midwest. Indeed, planning is a critical duty of the board; a duty that is continuous and never ends. Planning links what is and what will be of the organization, it connects the present to the future, it establishes goals and activities that support the purpose of CODA Midwest.

### **Delegate Implementation**

The board delegates implementation of activities and goals to committees of volunteers with appropriate supervision by individual board members. The delegation, with supervision, is the process by which the board's plans, decisions, and activities are translated into results.

### **Fiscal Oversight**

The board is expected to exercise prudent oversight on all of CODA Midwest's financial activities. The board approves an annual budget and allocates funds in accordance with the programs and activities approved by the board, and monitors financial activity with appropriate financial reporting throughout the year. The board ensures that cash flow is managed and accounted for and that an annual financial audit is conducted, which risk is managed by purchase of insurance..

## Monitor and Evaluate

The board monitors and evaluates organizational performance. When a board fails to measure with no way of tracking its progress, this leads to discouragement. The three areas of evaluation include:

1. The board evaluates itself. Organizations, like trees, die from the top down.
2. The board evaluates volunteer committee performance, being clear in committee expectations. In the end, you want a volunteer committee that feels energized, not beaten down.
3. Finally, the board also evaluates organizational programs. Do the programs and activities align with the stated purpose and organizational values? Is CODA Midwest doing the right things, in the right ways?

## Serve Constituents

Directors do not own CODA Midwest, members and constituents ultimately own the organization. The board is responsible to serve them and to keep them well informed. The board is responsible to know CODA Midwest's constituency, what they expect, what they value, and above all, what they want to know. Are lives being changed? Are their contributions making a difference? Board members add value and support fund raising efforts by serving as ambassadors for the cause - the purpose of CODA Midwest.

The above being said, directors must be careful to maintain board confidences and not publically launder board disputes. Being transparent does not extend to divulging board confidences.

## Director Duties

### President

- Familiar with structure, bylaws, purpose, and committees of CODA Midwest
- Assists with fundraising/income generation
- Provides leadership to the Board
- Chairs meetings of the Board
- Monitors timelines and assures that actions are completed accordingly
- Assists in developing an agenda for board meetings
- Reviews issues of concern and reports to the Board

- Assures that the Board is acting in alignment with the organization's mission
- Serves as an ex officio of all committees and attends their meetings when invited
- Helps guide and mediate Board actions
- Represents the board in public/public speaking
- Performs other responsibilities assigned by the Board
- Serves as a member of, and maintains oversight responsibility for, the Organizational Development Committee.

### Vice President

- Familiar with structure, bylaws, purpose and committees of CODA Midwest
- Support goals and growth of CODA Midwest
- Assists with fundraising/income generation
- Stand in as needed for President
- Serves as a member of, and maintains oversight responsibility for the Retreat Planning Committee.
- Performs other responsibilities assigned by the Board
- Serves as a member of, and maintains oversight responsibility for, the CODA Midwest Retreat Planning Committee.

### Treasurer

- Familiar with structure, bylaws, purpose and committees of CODA Midwest
- Assists with fundraising/income generation
- Maintains an understanding of CODA Midwest financial reports
  - Prepares and facilitates annual budget to be approved by the board
  - Monitors and compares actual revenues and expenses incurred against budget
  - Completes required financial forms, federal and state (IRS Form 990) in a timely fashion
  - Makes quarterly fiscal reports to the board
  - Reports after retreat to show revenue, expenses and net profit/loss.
  - Send out acknowledgement letters to individuals for their charitable contributions
- Maintains all aspects of CODA Midwest financial management and/or oversight:
  - Reconciles checking/savings accounts
  - Manages cash flow
  - Maintains check signing authority
  - Disperse and reimburse approved expenses
  - Makes deposits in a timely fashion

- Manages all aspects of CODA Midwest PayPal account (invoicing, transferring funds)
- Manages all aspects of CODA Midwest's Amazon Smile, #Giving Tuesday, GL Scrip Center, Facebook Birthday Fundraisers, Network for Good, Kroger Community Rewards, Guidestar Nonprofit status
- Liaison to Retreat Planning Committee to set a budget and oversee revenue and expenses against the budget.
  - Responsible for registration of first timers to CODA International
- Serves as a member of, and maintains oversight responsibility for, the CODA Midwest Finance Committee.

### Secretary

- Familiar with structure, bylaws, purpose and committees of CODA Midwest
- Assists with fundraising/income generation
- Take meeting minutes –reflecting deliberations, tasks, decisions made, and action steps
- Detail oriented and well organized, file documents including motions, meeting minutes
- Word processing skills: provide template for agenda, meeting minutes
- Establishes meeting agenda with president for Board meetings
- Manages meeting minutes
- Serves as a member of, and maintains oversight responsibility for, the CODA Midwest Communications Committee.

### Member-at-Large

- Familiar with structure, bylaws, purpose and committees of CODA Midwest
- Assists with fundraising/income generation
- Represent the membership in board meetings
- Vote on motions in board meetings with the members of the organization in mind and in a way that reflects their best interest.
- Serve on committees that will affect and/or directly deal with members. (awards committee)
- Serves as a member of, and maintains oversight responsibility for, the Awards Committee.
- Informs Treasurer and Board of financial award recipients.

# COMMITTEES

Committees are a vital part of CODA Midwest. Committees help the board to lighten the workload by providing greater attention to detail or tedious work required to govern the organization and/or other matters. They also provide directors with opportunities for increased participation, and provide opportunities for volunteers who may be considering joining the board in the future.

Committees only have the authority conveyed to them by the board for committee related work. Committees regularly report to the board, at a minimum annually. Committee recommendations requiring board action should be presented in proposal form and available before the board meeting where action is expected.

## Organizational Development Committee

The Organizational Development Committee keeps CODA Midwest strong by monitoring how CODA Midwest is functioning. This includes governing documents (bylaws, policies, procedures, etc.) and directors (individually and collectively). It serves as the rules making committee and, when needed, the nominations committee by having vetted directors ready to step in when needed.

## Retreat Planning Committee

The Retreat Planning Committee is responsible for planning, and staffing of the annual retreat. The Retreat Planning Committee works in collaboration with the Finance Committee in developing a retreat budget. The annual retreat is the primary fundraiser for CODA Midwest as well as a primary opportunity to introduce individuals to the CODA International family.

## Finance Committee

The Finance Committee assists the board in its fiduciary responsibility in the important and complex area of finances. The finance committee ensures that reports are easily understood, that transparency is maintained at all times, and ensures completion of the annual audit.



## Communications Committee

The Communications Committee assists the board with constituent communications, which is done through electronic communications, social media platforms, and/or the organizational website. The Communication Committee engages constituents, by direction of the board, through approved platforms e.g. Facebook, Instagram, WhatsApp, Weebly, and other internet platforms.

## Awards Committee

The Awards Committee assists the board with the awarding of KODA Kamper Grants, International Conference Travel Stipends, and Retreat Waivers. The Awards Committee is THE primary committee that carries out the purpose of CODA Midwest by financially assisting individuals who wish to attend the CODA International Conference, future regional retreats, or KODA summer camps.

## Board Meetings

At a minimum an annual meeting is held at a place, date, and time designated by the Board of Directors. Additional meetings may, and indeed should, be held as deemed necessary by the Board of Directors. Notice of the place, date, and time of any meeting must be given to Directors at least 30 days in advance. All voting during meetings must be cast in person, no proxy votes are allowed. Electronic voting is permitted insofar as the process allows for one (1) vote per Director on any given item of consideration. Adequate and correct records of accounts and minutes of the proceedings of the Board of Directors, and committees, should be made available in a timely manner.

The rules contained in the current edition of *Robert's Rule of Order Newly Revised* govern CODA Midwest in all cases to which they are applicable and in which they are not inconsistent with the bylaws and any special rules of order this organization may adopt. It is good to be informed by Robert's, but for smaller more informal settings, it is best to avoid the rigidity of legalism. More important than following Robert's Rule of Order is if good decisions were made in an atmosphere of mutual respect and collegiality.

## Board Financial/Legal

The financial year of CODA Midwest commences on January 1 and ends on December 31 of each year. By direction of the board, an annual report is made available to constituents/members no later than March 31 of the following year.

CODA Midwest may derive its funds from annual dues, special events, and any other means determined by the Board of Directors.

Checks, invoices, promissory notes and other negotiable instruments may be signed, accepted, drawn, made or endorsed on behalf of CODA Midwest in such a way and by such persons as the Board of Directors may determine, and not otherwise.

Requests for inspection of books, records, and other reports can be made of any director and should be directed to the President.

Grievances of any nature can be made at any time to any director and should be directed to the President.

Directors shall not be assessed for the debts of CODA Midwest. A director shall not solely, because of membership, be personally liable for the debts or other obligations of CODA Midwest.