



The USA Council of Serra International

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## **Handbook for Club Trustees**

*"Pray, therefore, the Lord of the harvest to send out laborers into his harvest." (Mt. 9:38)*

## Table of Contents

Foreword .....	1
Club Bylaws .....	2
Role of the Club Board of Trustees .....	2
Responsibilities .....	2
Composition of the Board of Trustees .....	3
Number of Club Trustees .....	3
Qualifications for Trustees .....	3
Term of Office .....	3
Board of Trustees Meetings .....	4
Basic Responsibilities of Board Members .....	5
Position Description for Club Trustees .....	6

## ***Foreword***

- ★ **To lead is to know how to inform, include and inspire.** All of that requires a person with knowledge of those you lead.
- ★ **Effective leadership involves a partnership between leader and follower** in which the leader acts in the best interest of the follower.
- ★ **Leadership is a partnership; a collaboration.** Good leaders combine the power of the team to reach a common goal and don't have to manipulate or coerce. Good leaders use the power of the group.

### ***A Call to Leadership***

*The role of the Trustees is a call to leadership, leadership through cooperation between all club members, leadership through group action.*

# Club Bylaws

The general duties of the Board of Trustees is included in Article V of the Suggested Club Bylaws from Serra International:

**Section 1.** Governing body of this club shall be a board of trustees. It shall determine the policies and exercise supervision over all officers, members and committees. Its decision can be overruled only by a two-thirds majority vote of the members present at a regular meeting.

**Section 2.** The board of trustees shall consist of the president, president-elect, four vice presidents, secretary, treasurer, the immediate past president and \_\_\_\_ trustees.

**Section 3.** The board of trustees shall meet at least once monthly at a time and place designated by the president. Preferably, these meetings shall be at a time and place separate from regular club meetings. One-half of the members of the board shall constitute a quorum for the transaction of business at any meeting.

**Section 4.** Any three members of the board of trustees shall have the right to call a meeting of the board on five days' notice in writing to all members of the board.

## Role of the Club Board of Trustees

The Board of Trustees is the overall policy-making, governing, and coordinating body of the club. It has general control over all officers, members, committees, and budgets, approves all bills, and conducts all ordinary business. Its decisions are final unless overruled by two-thirds majority of the active members present and voting at a regular meeting of the club.

The Club Board of Trustees meets at least once each month, preferably at a time and place separate from the regular club meetings. The members of the Board of Trustees are elected according to each club's Bylaws.

## Responsibilities

- accept assignment to serve as a member of one of the committees
- determine tasks and functions for the year
- assign appropriate responsibilities to the members, committees, and subcommittees
- establish the club budget
- oversee election of the club's delegate to the International Convention and district/ regional meetings
- promote regular meetings with all committee and subcommittee chairmen
- ensure that each club officer performs his or her assigned duties
- ensure that required reports are sent promptly to the district governor, governor elect, and /or deputy governor and regional director
- determine the amount of the annual burse given to the diocese or archdiocese, and the time and manner for presentation to the Ordinary
- may suspend or expel a member according to established procedure
- give final approval to all sponsors' recommendation forms for new members
- may remove any officer or trustee from office according to established procedure
- may fill any vacancy in the office of a vice president, the secretary, the treasurer, or trustee for any unexpired term of such office
- is responsible for preparing, adopting and amending local club bylaws as needed

## Composition of the Board of Trustees

1. President
2. President-elect
3. Immediate Past President
4. Four Vice-presidents
5. Secretary
6. Treasurer
7. Club Trustees

## Number of Club Trustees

The number of trustees are established in the club bylaws. It is recommended that the club limit the number of trustees to no more than three. Because the Board of Trustees is the primary governing body the number should be limited to a workable number.

## Qualifications for the Trustees

Persons elected to the position of club trustee should have the following minimum qualifications:

- thorough knowledge of the objectives and purposes of Serra International and the USA Council
- knowledge of the Constitution and Bylaws of Serra International and the USA Council
- knowledge of the formal policies of the USA Council
- knowledge of services provided by the USA Council and the Chicago office
- knowledge of the programs and resources available from the USA Council
- working knowledge of the duties of all club officers
- ability to work collaboratively with volunteers
- served as a club officer

## Term of Office

It is recommended that trustees be elected for a three-year term with one trustee being elected each year in order to provide continuity on the Board. Trustees should not normally succeed themselves in office as a trustee. Other club members should be elected as trustee in order to develop club leadership. Or, club officers may serve one- or two-year terms while the club trustees serve staggered three-year terms. Trustees should not normally succeed themselves in the office of trustee. A primary purpose of a trustee is to provide continuity and consistency on the Board.

## **Board of Trustees Meetings**

The president meets with the Board of Trustees to properly conduct the business of the club. This meeting is the opportunity for the club officers to effectively and efficiently coordinate the work of the club, both its internal activities as well as its vocation efforts. It is highly recommended that the board meet at a regular time and on a date or day of the month that is most suitable to the majority of trustees.

### **When to Have a Board Meeting?**

A time should be chosen that is mutually convenient for all of the trustees. Some clubs have found it convenient to have the board meeting immediately prior to the regularly scheduled club meeting. Others have reported that having the meeting before or after the regular meeting causes "meeting overload." Many clubs find it pleasant to meet in the evening at the homes of members of the board of trustees.

### **Before the Meeting**

The President should:

- announce the date of the board of trustees meeting in the club newsletter and at the preceding club meeting
- put together the meeting agenda and mail it to each officer and trustee
- notify all officers and trustees in writing one week prior to a regular trustee meeting
- notify all committee chairmen to prepare a report, preferably in writing on completed activities and work in process
- follow-up with officers and trustees as needed to remind them of the upcoming meeting

### **Recommend Agenda for the Board Meeting**

- call the meeting to order
- opening prayer
- roll call (minutes should state those present and absent)
- read, correct (if necessary) and approve the minute of the last meeting
- make notes of unfinished business for subsequent discussions
- review the financial report by the treasurer
- reports of officers (resignations, transfers, new members, special events)
- reports of committee
- unfinished business from minutes of last meeting
- new business (refer work to a committee where practical and expedient)
- project events for the next 60 days
- make suggestions for good of the club, district, region and international
- set time and date for the next meeting
- adjourn

### **After the Meeting**

The secretary should:

- prepare the minutes of the meeting
- maintain a separate board of trustees meeting file for trustee meetings containing minutes of the trustee meeting, officers and committee reports

## Basic Responsibilities of Board Members

The position of a club trustee is both a position of honor and a position that has major responsibilities. The National Center for Not-for-Profit Boards has developed a list of basic responsibilities for board members. This list includes the following:

- determine the organization's mission and purpose
- ensure effective organizational planning
- ensure adequate resources
- manage resources effectively
- determine and monitor the organizations' programs and services
- enhance the organization's public image
- assess its own performance

## Legal Responsibilities of Board Members

A club trustee also has legal responsibilities. These responsibilities are summarized below from the *"The Legal Obligations of Nonprofit Boards: A Guidebook for Board Members."* Washington, DC: National Center for Nonprofit Boards, 1992.

"Under well-established principles of nonprofit corporation law, a board member must meet certain standards of conduct and attention in carrying out his or her responsibilities to the organization. Several states have statutes adopting some variation of these duties which would be used in court to determine whether a board member acted improperly. These standards are usually described as the duty of care, the duty of loyalty, and the duty of obedience.

### Duty of Care

The duty of care describes the level of competence that is expected of a board member, and is commonly expressed as the duty of "care that an ordinarily prudent person would exercise in a like position and under similar circumstances." This means that a board member owes the duty to exercise reasonable care when he or she makes a decision as a steward of the organization.

### Duty of Loyalty

The duty of loyalty is a standard of faithfulness; a board member must give undivided allegiance when making decisions affecting the organization. This means that a board member can never use information obtained as a member for personal gain, but must act in the best interests of the organization.

### Duty of Obedience

The duty of obedience requires board members to be faithful to the organization's mission. They are not permitted to act in a way that is inconsistent with the central goals of the organization. A basis for this rule lies in the public's trust that the organization will manage donated funds to fulfill the organization's mission.

## Position Description for Club Trustees

Below is a suggested position description for club trustees. Each club is encouraged to prepare a position description for each officer and member of the board.

### Suggested Club

#### Position Description for Club Trustees

**Position Title:** Club Trustees

**Reports To:** Club Membership

**Principal Responsibilities:**

1. Attend all club and Board of Trustees meetings
2. Serve on the Club Board of Trustees
3. Coordinate the long-range plan for the club
4. Prioritize club actions
5. Determine tasks and functions for the year
6. Establish the annual club budget
7. Fill office vacancies
8. Oversee election of the club's delegate to the annual convention
9. Prepare, adopt and amend club bylaws, amendments and Policy Manual
10. Suspend or expel a member according to established policy and procedures
11. Remove any officer or trustee from office according to established policy and procedures
12. Attend and actively participates at the Spring Leadership Planning Conferences
13. Participate as a vital part of the Club leadership
14. Perform such other duties as may be assigned by the Club membership

**Position Requirements:**

1. Thorough knowledge of the objectives and purposes of Serra International and the USA Council
2. Ability to work collaboratively with volunteers

**Desirable Knowledge, Skills and Abilities:**

1. Knowledge of current Catholic Church issues
2. Ability to communicate clearly and concisely orally and in writing



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