

Section B – BOARD OF DIRECTORS

The responsibilities of the Board of Directors and the officers are stated in the ElderStudy Constitution and Bylaws. Officers are elected by the Board of Directors. However, a non-Board member may be asked by the Board of Directors to serve as Treasurer of the organization to provide continuity in that position.

The duties of the Board of Directors are to facilitate the work of the organization in fulfilling the organization's purpose and ensuring compliance with the organization's governing documents. The Board receives and acts upon reports and recommendations of the officers, standing and special committees, and submits recommendations to the membership as needed. Board members are expected to attend all meetings of the Board of Directors. If a board member is unable to attend a Board Meeting, he/she shall notify the President and the Secretary at least 48 hours in advance of the meeting.

Specific responsibilities of the Board of Directors include, but are not limited to:

- Setting objectives for the organization
- Ensuring organization compliance with the ElderStudy Constitution and Bylaws, the Memorandum of Understanding with UMW, and IRS requirements (see Appendix B-1 through B-5), and ***Policies and Procedures***
- Approving the annual operating budget
- Approving all non-budgeted financial requests
- Approving changes to the ***Policies and Procedures***
- Providing oversight of all committees
- Receiving and acting upon reports and recommendations of the officers, standing and special committees, and submitting recommendations to the membership as needed.
- Ensuring that the election process adheres to the governing documents
- Preparing all election materials for distribution to the membership (see Appendix B-6 through B-7)
- Fulfilling the Bachelor of Liberal Studies scholarship agreement with UMW (see Appendices B-8 through B-9)
- Considering and approving revisions to ElderStudy governing documents

Board of Directors

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ANNUAL TRANSITION SCHEDULE FOR THE BOARD OF DIRECTORS

January	Nominating Committee (consisting of retiring Board members) solicits names of candidates from the membership for coming vacancies on the Board of Directors, and develops a list of candidates.
February	Biographies, ballots and voting instructions are distributed to the membership by the Secretary. (See page B-3 for additional information).
March	Election of new Board members at the General Membership Meeting (as determined by members in attendance and by absentee ballots delivered to the Secretary before the meeting is called to order).
April - May	Nominating Committee develops a slate of officers to present to the June meeting of the Board of Directors.
June	At the June Board of Directors meeting members elect a President, Vice President, and Secretary from the nine Board members for the coming year. The Board also approves a Treasurer for the coming year. The new officers are named in the August ElderStudy Newsletter and on the ElderStudy website.
June – August	Retiring Board members turn over their correspondence, accounts, files, on-going projects, etc. to the new Board members.
June - Sept	With the confirmation of the Board of Directors, the two Presidents appoint all standing and special committee Chairpersons. New Board members, officers, Committee Chairpersons, and Committees begin to function under the new leadership.

ELECTION OF BOARD MEMBERS

Election of Board members is detailed in the Bylaws.

ELECTION OF OFFICERS

Election of Board officers is detailed in the Bylaws.

RESPONSIBILITIES AND DUTIES OF THE OFFICERS

Responsibilities and duties of the officers are stated in the Bylaws. Note that the Board President, Vice President and Secretary are ex-officio members of the Administration Committee.

BOARD MEETINGS

Meetings of the ElderStudy Board of Directors occur on the first Wednesday of September, December, March and June, or at other times as approved by the Board. The nine members of the Board of Directors, the Committee Chairpersons, the Treasurer (if not a Board member) and the immediate past President (who will be an ex-officio member of the Board with the right to vote) plus, at the June meeting, the three newly-elected members are expected to attend all meetings. Meetings are announced in the ElderStudy Newsletter and on the ElderStudy Website at least two weeks in advance of the scheduled meeting date. All active members are invited and encouraged to attend.

BOARD TENURE

Board tenure is detailed in the Bylaws.

ANNUAL REPORTING TO THE IRS

The Treasurer is tasked with preparing and filing the annual ElderStudy Federal Tax Return in accordance with Internal Revenue Service (IRS) guidelines (Bylaws Part 4.) ElderStudy's 501(c)(3) Federal Income Tax Exemption Letter appears in Appendix B-1 through B-3, while Annual IRS Reporting Requirements are detailed in Appendix B-4 through B-5. Electronic notice for the preceding fiscal year must be filed by January 15, but not until the Board of Directors has accepted the Annual Audit Report at its December meeting.

ELECTION PROCESS AND MATERIALS

The Nominating Committee identifies member candidates and gathers biographies from each candidate. The information then is provided to the Board Secretary who prepares the election materials. The Board Secretary is responsible for preparing the materials for distribution via email, via the U.S. Postal Service, or as part of the February newsletter. (see Appendix B-6 through B-7).

UMW SCHOLARSHIP AGREEMENT

The Memorandum of Understanding with UMW provides for an annual scholarship to a student enrolled in the Bachelor of Liberal Studies (BLS) program (see MOU in Section A and "Terms of Agreement" in Appendix B-8). At its December meeting, the Board of Directors votes to approve or amend the amount of money recommended by the Administration Committee for the scholarship. The ElderStudy President presents a check in the approved amount to the Office of University Advancement for use in the following academic school year (e.g., funds for the school year 2014-2015 were given in ElderStudy's 2013-2014 fiscal year). The President conveys the check in person or by mail with a cover letter (see Appendix B-9).

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MEMORANDUM OF UNDERSTANDING REPORTING REQUIREMENTS

The Memorandum of Understanding between the University of Mary Washington and Mary Washington ElderStudy requires submission of the following financial and curriculum reports to the University's representative.

Financial Statements: The Board President or his/her designated representative shall provide:

- copies of the mid-year and year-end financial statements approved by the Board at its March and September meetings; and
- a copy of the annual budget approved by the Board of Directors at its June meeting (the budget later is published in the August newsletter).

Semi-Annual Curriculum Reports: At the end of the fall and spring semesters, the Curriculum Committee Chairperson or his/her designated representative shall prepare a report containing a list of the sessions presented and a count of the number of attendees.

The Curriculum Committee Chairperson shall submit the reports within two weeks after the end of each semester to the Board of Directors President, who then shall submit the Board-approved reports to the University's representative.

REVISIONS TO THE MEMORANDUM OF UNDERSTANDING (MOU)

Revisions to the MOU between ElderStudy and the University of Mary Washington require approval by the designated representatives of each institution, in accordance with the MOU Modification Clause. *However, ElderStudy's Board President must have the approval of a simple majority of directors eligible to vote in the fiscal year of signing before signing any changes.*

The procedures for revising the MOU follow.

- The Board of Directors shall appoint at least three members of the Administration Committee, including the Committee Chairperson, to a special MOU Revisions Subcommittee. If desired, the Board may appoint two other ElderStudy members to serve on the Subcommittee.
- The Subcommittee shall develop the proposed amendment(s), identifying the need for revision and reaching consensus on the proposed change(s).
- This document shall be presented first to the Administration Committee for its review and recommendations, after which the proposed changes shall be forwarded to the Board of Directors for review and discussion.

- The Board President and Administration Committee Chairperson shall discuss the proposed amendment(s) with University's representative (or designee) to assure compatibility with UMW objectives and policies.
- Following such assurances, the Administration Committee Chairperson shall submit the revised document or proposed amendment(s) to the Board of Directors for approval and adoption.
- The President, ElderStudy Board of Directors, and the designated individual from the UMW sign off on the revised document or any amendment(s).
- If UMW initiates a change to the MOU, the matter shall be taken up by ElderStudy's Board of Directors for discussion and approval. If desired, the Board may appoint a special Subcommittee (along the lines described in the first bullet above) to examine issues related to the change, in which case the Subcommittee shall report back directly to the Board.

REVISIONS TO OTHER GOVERNING DOCUMENTS

Any ElderStudy member may suggest revisions to the ElderStudy Constitution, Bylaws and/or ***Policies and Procedures*** document. The Administration Committee is tasked with examining proposed changes and, if warranted, developing the appropriate language and placement of such changes. The Committee then forwards its recommendations to the Board for further action. Procedures for submitting changes to the Committee appear in Section E. However, as a reminder for the Board, essential details are summarized below.

ElderStudy Constitution. Revisions to the Constitution require approval by the Board of Directors and subsequently the Membership. Article IX of the Constitution defines the requirements for General Membership approval. Any material change to the Constitution that would alter ElderStudy's original tax-exempt application as a 501(3)(c) nonprofit organization must be forwarded to the IRS for review.

ElderStudy Bylaws. Revisions to the Bylaws require approval by the Board of Directors and subsequently the Membership. Bylaw 9 defines the requirements for General Membership approval. Any material change to the Bylaws that would alter ElderStudy's original tax-exempt application as a 501(3)(c) nonprofit organization must be forwarded to the IRS for review.

Policies and Procedures. Excluding the Constitution, Bylaws, and Memorandum of Understanding, revisions to the ***Policies and Procedures*** require approval only by the Board of Directors. Each Board member and Committee Chair is provided a copy of the most recent version* and is asked to submit proposed changes to the Administration Committee each spring.

* Members may view and download a copy from the ElderStudy website (www.elderstudy.com). A hard copy is available in ElderStudy's main classroom. One may be borrowed from the Administration Committee.