

## **NCC Board Procedure: Duties of the Board of Governors and Responsibilities of Board Officers and Executive Committee**

At the core of the Club's governance is the Board of Governors. The Club depends upon the Board for leadership, guidance, and policy-making. Each Governor is relied upon to maintain and promote the warmth, collegiality, family atmosphere, and fellowship that remains the hallmark of the Norfolk Country Club.

### **I. Duties of Board Members**

Under the NCC By-laws, the Club is governed by a 12-member Board of Governors elected by the members at the Annual Meeting of the Club on staggered three year terms. The mechanics of the elections and the staggered terms are laid out in detail in the By-laws. Each governor is limited to two terms.

All Board members have three legal duties they assume in agreeing to join the NCC Board:

**Duty of care**--Board members must take the same precautions in governing the Club as an "ordinary prudent person" would take.

**Duty of loyalty ( or good faith)**--Board members must put the interests of the Club ahead of their own personal interests.

**Duty of obedience**--Board members must remain faithful to the purpose and mission of the Club.

In addition, here is a summary of specific duties of a Board member:

1. Establish NCC policies; enact regulations reflecting them, including by-laws, a handbook, Board procedures, and resolutions; and enforce and administer those policies.
2. Lead by example by abiding with Club policies and rules and by attending Club programs and events.
3. Oversee the fiscal management of the Club, including setting annual dues, fees, assessments, and special assessments, and approving an annual budget and seeing that it is met.
4. Meet prospective members and approve new member applications.
5. Hire the General Manager, who reports to and is

supervised by the Executive Committee.

6. Attend Board meetings.
7. Serve as an officer of the Board if elected to do so.
8. Fill vacancies on the Board.
9. Discipline, suspend, or expel a member when necessary.
10. Review and approve the chairs and members of committees annually.
11. Review and approve Club programs and activities, including those proposed by committees.
12. Establish membership categories and oversee transfers of membership from one category to another.
13. Supervise Club elections.
14. Manage and maintain for the next generation's use the Club physical assets, including the Clubhouse, grounds, golf course, tennis courts, and other Club property.

Board members (and officers, chairs of Standing Committees and the General Manager) acting in good faith are indemnified under the By-laws.

## **II. Responsibilities of Board Officers**

Under the By-laws, the Board of Governors elects, from among the Board members then serving, officers--a President, Vice-President, Secretary, and Treasurer--at the applicable Annual Board Meeting for a term of two years. The President and Vice-President are limited to one consecutive term; the Secretary and Treasurer are limited to two consecutive terms. The Board also has the authority to elect other officers as it deems advisable, for terms and duties that are defined by the Board, although it has rarely exercised that authority.

The candidates for each office ideally are nominated by consensus of the Board prior to the Annual Board Meeting, taking into account the experience and capabilities of the eligible Board members, including those of the Vice-President. The outgoing President and Vice-President will initiate discussions with Board members prior to the annual Board meeting to achieve consensus whenever possible regarding officers to be elected and to assure a smooth transition from term to term. There is no prohibition, however, against nominations of a Governor for any office from the floor at the annual Board meeting.

Here are the duties of the President, Vice-President,

Secretary, and Treasurer:

The President generally exercises the customary functions of a presiding officer in all respects, and presides over all Club and Board meetings. Where parliamentary rules are needed to discharge the President's duties effectively, the President will rely on the most current version of Roberts Rules of Order in presiding over the Board. The President is an ex-officio member of all Club committees except the Nominating Committee. By custom, the President awards in his or her sole discretion the "President's Cup" to an individual each season who has made extraordinary contributions to the health and well-being of the Club. Traditionally, the President hosts a lunch or dinner annually for the past Presidents to get the benefit of their thinking on matters of importance to the Club.

The Vice-President presides in the President's absence, and performs all other functions requested by the President or the Board to further the work of the Club. By custom, the Vice-President is acclimated by the President to succeed him or her if duly elected by the Board.

The Secretary keeps the records of the Club, including minutes of each Board and Membership meeting, and gives notice of all Board and Membership meetings on the time schedules required by the By-Laws.

The Treasurer oversees the collection of revenues, the Club's accounts, and paying of bills; assures that accurate invoices to members are sent in a timely fashion; provides a detailed financial report at each Board meeting and at the annual meeting of the Club; develops the annual budget for Board approval in coordination with the Finance Committee and the General Manager; and serves as a member of, and by custom chairs, the Finance Committee.

### **III. Executive Committee**

Under the By-laws, the Board of Governors appoints from its members an Executive Committee of not less than four, which includes the President, *ex-officio*, and by custom includes the Vice-President, the Secretary and the Treasurer. The Executive Committee "shall take whatever action may be necessary between meetings of the Board to control and manage the affairs of the Club," reporting its action at

the next meeting of the Board. The Executive Committee may have additional duties delegated to it by the Board in accordance with law.

End of procedure  
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