



### **2.1.2: Board Structure**

Purpose: This policy describes the governance structure of MRS, including governing committees and the Board's authority.

Applies to: Volunteers, Members, Staff

#### **I. As stated in Article III of the MRS Bylaws:**

1. The governance of the Society shall be the responsibility of the Board of Directors.
2. The Board of Directors shall be composed of the Officers of the Society and from 12 to 21 Directors, of which up to 25% of them may be appointed. The exact number shall be set by resolution of the Board of Directors.

The Directors who are appointed by the Board pursuant to Article III, Sections 2 and 4 of the MRS Bylaws need not be Members; all other Directors shall be elected by the Members from among the Members. (Such Board appointments shall not be counted in the 25% appointment limit.)

Elected Directors shall serve a three-year term, and may not serve more than two sequential three-year terms, and appointed Directors shall serve up to a three-year term. The Board of Directors may, at its discretion, propose nomination of Directors for election to terms of less than three years in order to ensure that approximately one-third of the Directors are elected annually.

3. The Officers of the Society shall be a President, a Vice President (who is also the president-elect), a Secretary, a Treasurer, and the Immediate Past President. The Vice President shall serve sequential one-year terms as Vice President, President, and Immediate Past President. The Secretary shall serve a three-year term; the Treasurer shall be appointed by the Board for an initial one-year term, which may be extended for two additional years (to complete a three-year term) with Board approval. (Each Officer of the Society shall be an MRS Member.) *The Treasurer may serve a second consecutive three-year term. In order to ensure succession planning, the Board, at its discretion, may appoint a director to study under the Treasurer prior to appointment as Treasurer.*
4. A vacancy, incapacity, or any other inability to serve in any Officer or Director position shall be filled by appointment by the Board of Directors, for the remainder of the term or until the next annual election, at the discretion of the Board; however, in the event of a vacancy, incapacity, or any other inability to serve in the role of President as declared by the Board of Directors, the Vice President shall immediately become President and complete the term of the predecessor as well as the presidential term to which the Vice President was elected to serve. An appointed Vice President shall not be in succession for the presidency, but shall serve out the remainder of the Vice Presidential term.

5. The Board of Directors may organize itself internally as it deems appropriate to govern the Society effectively. Board structure and policies shall be described in written documents readily accessible to Members.
6. The Board of Directors, by Board resolution, may designate a subset of the Board authorized to act on behalf of the Board under conditions prescribed in such stated bylaws or resolutions.
7. The Board of Directors shall meet at least twice a year, at times and locations determined by the Board or as called by the President.
8. A quorum for a meeting of the Board of Directors shall be 50% of the Board including the President or Vice President. When a quorum is present, action of the Board shall be valid and effective with the affirmative vote of a majority of the Directors present, unless otherwise stated in the MRS Bylaws.
9. The Board of Directors may enact or amend, by a majority vote, policies to govern the Society. Proposed amendments to the MRS Bylaws will be submitted to the membership for approval, per Article III, Section 8 of the MRS Bylaws.
10. Members of the Society shall be notified in a timely fashion of changes to bylaws or policies governing the affairs of the Society. Such bylaws, policies, or changes to existing bylaws or policies shall become effective immediately unless stipulated differently in the resolution adopting such measures.
11. An Officer or Director may be removed from office by a two-thirds majority vote of the Board of Directors.

## **II. Governance Structure**

The Board of Directors shall be organized into the following committees:

- Executive Committee
- Finance and Audit Committee
- Governance Committee

**Committee Membership:** The President shall appoint all other chairs and members, unless otherwise designated in this policy. (For the purposes of this policy, the “President” refers to the person serving in that office in the year that the appointments are in place. Thus the Vice President / Incoming President usually makes the appointments before the beginning of his/her presidential year.) Board members not serving on standing committees shall fully participate in Board Meetings and be available for ad hoc volunteer assignments.

### III. Committee Purpose and Membership

#### 1) Executive Committee

The Executive Committee is charged to represent the Board and to act in the best interest of the Society, subject to statutory and Board-imposed limitations on committee action, when the Board is not in session. In emergencies or other situations where prudence dictates, the Executive Committee may act with the powers of the Board, notifying the Board of Directors of such actions within a reasonable period of time.

The Executive Committee shall be responsible for ensuring the effective functioning of the Board and Board Committees, the development and maintenance of working relationships between the Board of Directors and Operating Committees, and the development and maintenance of the working relationship between the Board of Directors and the Executive Director. (For additional information, see Policy 2.1.3 Executive Committee Charter.)

#### Membership

Position	Person	Method of appointment
Chair	President	Directed by Policy
Members	MRS Officers: Vice-President, Past President, Secretary, Treasurer, and Executive Director	Directed by Policy
Total Membership	6 members	

#### 2) Finance and Audit Committee

The Finance and Audit Committee shall be responsible for overseeing the development of the annual budget, overseeing MRS investment performance, monitoring reserve funds, and reviewing monthly financial statements. The Finance/Audit Committee shall represent and assist the Board of Directors in the oversight of the independent audit of MRS's financial statements, as well as provide general oversight of MRS's accounting and financial reporting processes, internal controls and any internal audit functions. (For additional information, see Policy 2.1.7. Finance and Audit Committee Charter.)

#### Membership

Position	Person	Method of appointment
Chair	Treasurer	Directed by Policy
Members	2 to 4 Board Members	Appointed by President
Optional members	Additional non-board or non-MRS member members *	Nominated by Committee Chair
Total Membership	3 to 5 members	

\*Non-MRS member appointees shall be non-voting members, unless otherwise requested by the incoming President or the Chair of the Committee and ratified by the Board.

**3) Governance Committee**

The Governance Committee shall be responsible for maintenance of MRS Bylaws and MRS Volunteer Policy Manuals. The Governance Committee shall ensure annual policy attestations; oversee MRS’s Standards of Behavior; lead periodic assessment of Board performance and Board member participation; provide ongoing counsel to the President and Executive Director on steps to enhance Board effectiveness; and monitor and advise the Nominating Committee on matters pertaining to Board demographics and competencies. (For additional information, see Policy 2.1.8 Governance Committee Charter.)

**Membership**

Position	Person	Method of appointment
Chair	Secretary	Directed by Policy
Members	3 to 5 Board Members	Directed by Policy
Total Membership	4 to 6 members	

Deliverables: N/A; Review policy every three years or as needed

Who: Secretary

When: At least 8 weeks before the Board meeting at which amendments should be considered.

To: GovCom

Policy first adopted: May 23, 1973 – Constitution/Bylaws; July 19, 2002

Last modified: January 2021

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Enacting Legislation: Amendment to MRS Constitution, July 2002 and B:2009: 52; B:2010:17; B:2012:44;B:2013:15 (Consent Agenda); B2018:36 (F18 Consent Agenda); B2019:38 (F19 Consent Agenda); B:2020:30 (F20 Consent Agenda)

Policy created by: Gov Com and 20/20 Task Force Party responsible for this policy: Secretary, GovCom