



CRESTLINE
CHAMBER OF COMMERCE

BOARD OF DIRECTORS POLICY MANUAL

Ratified February 13, 2024

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Foreword

The Board of Directors for the Crestline Resorts Chamber of Commerce (herein referred to as “Chamber”) is formed of local business leaders who volunteer to serve a three-year term based on a fiscal year that begins on January 1 and ends December 31.

It is our hope that you will find your involvement as a Director of the Chamber productive and rewarding, knowing your participation will help local businesses flourish and keep Crestline at the forefront of our mountain communities.

The role as a Director is significant, demanding, and visible. The Chamber has a commitment to its members; it is an important organization in the community, and influential throughout the mountain region and the County.

This guide holds basic information related to Chamber operations, organization, and outlines the individual responsibilities and expectations of you as a Director. Please read this guide to fully understand your commitment to the Chamber and contact the President with specific questions.

Mission: *What we deliver*

Per our bylaws, the Chamber is organized to achieve the objectives of: 1) Promoting business and community growth and development by; promoting economic programs designed to strengthen and expand the income potential of all business within the trade area; promoting programs of a civic, social and cultural nature which are designed to increase the functional and aesthetic values of the community; and discovering and correcting abuses which prevent the promotion of the business expansion and community growth. 2) Preserving the competitive enterprise system of business by: creating a better understanding and appreciation of the importance of the businessperson and a concern for their problems; creating a more intelligent business and public opinion regarding our community.

Values: *How we Behave and React*

- Community-Minded
- Engaging
- Innovative
- Proactive
- Empowering

Board Pillars

Relevancy +

Advocacy +

Innovation +

Board Engagement =

Powerful Chamber of Commerce

I. Roles and Functions

A. Board of Directors: Policy Making and Operational Guidance

The Board of Directors are the individual members elected by the Chamber members to be the policy making and operational decision-making body of the Chamber of Commerce. Each director is in many ways a representative-at-large of the entire Crestline community. The Board's duties extend well beyond fiduciary responsibility and internal matters of the organization. The Board of Directors is recognized as community leaders who advocate for a strong local business environment and contribute to decision-making in matters of public concern.

Serving on the Board of Directors is an honor and privilege because of the Chamber's status in the community. Commitment, unselfishness, a "servant leader" mindset, and genuine concern for the wellbeing of the organization and members are key qualifications for a Board Director.

As the policy-making and operational arm of the Chamber, the Board:

1. Promotes the Chamber, it's vision, mission, members, and community,
2. Ensures effective organizational planning,
3. Hears and acts on committee recommendations,
4. Shares comments, positive or negative, from the Members to the Board,
5. Provides program oversight, leadership and involvement,
6. Sets the budget and oversees finances for the organization,
7. Participates in fundraising activities.

The Board will:

1. Set goals and strive to ensure the Chamber meets them,
2. Support committees to meet the goals, objectives, and needs of the organization,
3. Actively take part in Chamber committees or action groups,
4. Represent members' interests,
5. Be accountable for commitments,
6. Respect people and ideas,
7. Support Board decisions,
8. Commit to active membership on committee(s) outside of Board meetings and special assignments,
9. Ensure the organization is adequately funded,
10. Uphold and support the Expectations and Responsibilities outlined in this document.

Every Director is accountable to the ENTIRE Board of Directors.

B. President: Vision-Casting and Leadership

This Board member is a volunteer nominated and elected to the position by the members of the Board, each year, in January after newly elected Board members are seated. The President is the operational executive for the organization for a one-year term, guiding the Executive Board, and acting as the official spokesperson for the Chamber.

C. Executive Board: Direction Level

On being seated, the President nominates other Board members for the position of Vice President, Treasurer and Secretary and presents these candidates to the Board at large for approval. Together with the President,

these four Board members are known as the Executive Board. The Executive Board will act for and on behalf of the Board of Directors when the Board is not in session, and is accountable to the Board for its actions, especially in matters requiring urgent action or requiring financial approval above the thresholds imposed on the President.

II. Director Responsibilities

As a Director, you are an elected representative of your fellow members. They look to you for representation of their ideas. The success of the Crestline Chamber depends on your performance as a Director.

A. Attend Board Meetings and Actively Participate

The policies established by the Board and the direction you provide for your President takes place at the monthly Board meeting. Chamber members expect their Board Directors to be proactive and involved in the organization.

Board meeting attendance requirement per the Crestline Chamber bylaws: Article 4, Section 4

A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of Directors shall automatically be dropped from membership on the Board unless confined by illness, other excused absence, or otherwise decreed by a majority vote of those voting at any meeting thereof.

Be sure to inform the Chamber staff or Board President if you will not be able to attend a Board meeting as soon as possible.

Board Directors lead by example at the Board meetings and events. Your attendance at events shows your leadership role. Members have the chance to give you their feedback on how the Chamber is doing and how the Board and organization can better serve its members. As a business leader and Board Director you also make a statement by your attendance: the Chamber and its members are important to you.

B. Fiduciary Responsibility to the Membership and the Organization

Board Directors for the Chamber (or any nonprofit organization) need to understand that fiduciary responsibilities are extremely important. It's critical for Board Directors to practice these responsibilities in both words and action, and to encourage your fellow Board Directors to do so as well.

It's vitally important that each Board Director understands how their responsibilities fall into each category of fiduciary duties. Not understanding fiduciary duties or not being well informed about them doesn't relieve Board Directors from any obligations or liabilities they may face if they do not fulfill these important duties.

A fiduciary is a person who acts on behalf of the Chamber, with a duty to preserve good faith and trust and put the Chamber's interests ahead of their own. Board Directors are fiduciaries because they are legally responsible for managing the Chamber's assets, protecting the Chamber's reputation and public image, and conveying necessary and relevant information promptly to members, stakeholders, and the public.

As a Board Director for the Chamber, there are six areas of responsibility:

1. Care: exercising care in using Chamber property and assets
2. Loyalty: advancing the Mission of the organization and supporting its decisions
3. Good Faith: acting with honesty and fairness on behalf of all constituents
4. Obedience: following Federal, State and local laws and Chamber regulations

5. Disclosure: distributing information as needed using approved communication methods
6. Confidentiality: understanding what information is privileged and keeping it confidential

C. Ensure Adequate Financing of the Organization and Monitor Spending

Board Directors must ensure that the organization has adequate finances and is spending funds responsibly. No Board can set policy and make plans for the future without assessing the need for financing sufficient to serve those plans. It means acting on the Chamber's behalf to effectively spend authorized funds to fully implement the programs and activities also authorized by the Board.

The Board holds the responsibility to set financial policies. This means you're responsible for defending the Chamber's mission, establishing goals, and approving a budget that will enable the goals to be achieved. Part of this responsibility is for Board Directors – individually and collectively – to advise and direct the President on financial matters.

The Board ensures there are financial resources available to support Chamber actions by being involved in efforts to secure this funding. Such efforts may include organizing fundraising events, establishing member dues and arranging the structure of member dues levels, raising non-dues revenue such as sponsorships and other fundraising activities.

D. Actively Support the Chamber and the President

Board Directors are the principal supporters of the Chamber. Each Director proves this by giving their time, influence, and resources to help accomplish goals and carry out the Chamber's mission. Board Directors are also expected to support the President with advice, akin to the role of a consultant, according to their particular skills.

Each Board Director will commit to helping the organization through activities such as visiting with members, both individually and in groups, speaking with members, participating in one or more committees, attending Chamber events, introducing appropriate contacts to the President and/or colleagues, aiding in fundraising efforts, and in other ways the President will be glad to suggest. As noted earlier, Board Directors commit to providing four hours of voluntary actions on behalf of the Chamber each month outside of Board meetings.

The Chamber encourages Board Directors to take all opportunities to make members and other constituents aware that you are a Director on the Crestline Chamber of Commerce Board. Others will recognize your presence as important and valuable because you are on the Board for the largest business organization in the community.

Remember, Directors are nominated and elected to their position, and therefore may be very proud to serve as a Crestline Chamber of Commerce Board Director!

III. Expectations

The Board, as a whole, works to ensure the Chamber stays true to its mission, and reaches its goals. Directors have equal say in the Board's decision-making process. You are entitled to respect and may freely share opinions in a fair, friendly, and open environment with other board members, without fear of recrimination. Secret meetings, personal agendas, lack of confidentiality, or unruly discussion are disruptive to the organization, the members, and the Board.

Everyone takes part to make the Chamber successful and better for the future!

A. List the Goals for the Current Year and Next Year

The act of writing down goals is important because written goals allow for measuring progress and accountability. The Board and its President will create a list of potential goals for the Chamber to carry out. The list will include objectives for the current year and ideas for the future as well.

1. To qualify for consideration, Goals must...
 - a. Follow the mission of the Chamber
 - b. Commit sufficient resources, or encompass a plan to secure necessary resources
 - c. Be sustainable and self-supporting
 - d. Enhance the organization
 - e. Benefit the membership and/or stakeholders
 - f. Benefit the community

2. Prioritize and Evaluate Potential Goals as a Board

The Board must apply due judgment to determine the priority of any potential goal (or project) to wisely allocate available resources such as finances and volunteer time toward efforts which will have the greatest positive impact on the Chamber's mission and membership. The question to ask, "Does this activity help build the organization?"

3. Make A Written Plan Outlining the Goals of the Board Directors

As a team, the Board will draft a plan that outlines Chamber goals and projects for the current year, finish the previous year's goals, and decide what to begin for next year. Building and enhancing a Chamber requires many activities.

The Board shall determine which goals and projects may be undertaken in the current year and which must get started for the future, organize the actions necessary to accomplish them, manage their progress, and achieve the goals. To carry out a program of work, the President has three resources:

 - a. Staff manpower
 - b. Board manpower
 - c. Money

Experience has proven that a well-developed plan is essential to allocating resources and effective follow-through. The success of an organization will depend, to a large degree, upon the quality of its work plan.

4. Set Action Plans

This will include assigning committees/groups and a timeline for completion. Written goals are observable and measurable. Actions must be constructive and not simply busywork.

5. Regularly Report Progress and Take Necessary Steps to Ensure Success

Everything the Board does works to benefit the organization. Failure is not an option. It will take team effort from the Board to make things happen.

B. Offer Guidance to Your President

Board Directors must play an active role in supporting the President. The President handles or oversees daily administrative and operational tasks for the organization, is the official spokesperson for the Chamber, and is the active liaison to the Chamber's operations.

Reasonable and clear direction and resources from the Board frees the President to manage the day-to-day business of the Chamber. In return, the Board may expect feedback from the President on the Chamber's progress toward goals, what is going well, and where the Chamber needs to apply more attention or action.

Board Directors do not manage Chamber staff. This is the President's role. However, it is completely permissible for the President, at their discretion, to direct a staff member to coordinate with a Board Director serving as a volunteer on an event or function.

C. Communications

Effective communication is vital to building strong relationships and a successful organization. A combination of good speaking and listening skills leads to clear, concise communication between each other.

Transparency, cooperation, communication and respect for each other and the Chamber's constituents all play a role in shaping a Board of Directors which functions cohesively toward reaching the Chamber's goals.

IV. Conflict of Interest

The Board of Directors of the Chamber must act at all times in the best interest of the organization and not for personal or third-party gain, or financial enrichment. There are no "good ol' boys," "sweetheart deals," "scratch my back I'll scratch yours," or "wink and a nod" arrangements. As elected members, Board Directors have a fiduciary responsibility to act only in the best interest of the Chamber, its members and the community at large.

A. Board Actions on Issues

Q: Am I bound to support the Chamber's official stand on an issue that I don't personally agree with?

A: Board Directors must be leaders and promoters of the Chamber, not of you as an individual. Every Board Director has the opportunity to speak out in the Boardroom – pro or con – on an issue. A vote on an issue means the Board, as a whole, has made the decision in the best interest of the Chamber and its members.

B. Is there a Conflict?

When encountering potential conflicts of interest, a Board Director must identify the potential conflict and, as required, remove themselves from all discussion, actions and/or voting on the matter. Specifically, Directors will:

- Avoid placing and avoid the appearance of placing one's own self-interest or any third-party interest above that of the Chamber. While the receipt of incidental personal or third-party benefit may necessarily flow from certain Chamber activities, such benefit must be merely incidental to the primary benefit to Chamber and its purposes.
- Not abuse their Board position by improperly using Chamber's staff, services, equipment, materials, resources, or property for their personal or third-party gain or pleasure and will not represent to third parties that their authority as a Board Director extends any further than that to which it actually extends.

- Not engage in any outside business, professional, or other activities that directly or indirectly have a negative effect on the Chamber. For example: A Board Director may not directly hire or contract services on behalf of the Chamber. For example: A Board Director may not serve as a director of another Chamber.
- Not place themselves in a position to gain financially from any activity arising as a result of their role as a Board Director. Board Directors may not accept paid positions, contract work, or accept commissions in any circumstances which arise as a result of or which benefits from their role as a Board Director.
- Not engage in or facilitate any discriminatory or harassing behavior directed toward Chamber staff, members, Directors, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors, or others in the context of activities relating to Chamber.
- Not solicit or accept gifts, gratuities, free trips, honoraria, personal property, or any other item of value from any person or entity as a direct or indirect inducement to provide special treatment to such a donor with respect to matters pertaining to Chamber. All such gifts, gratuities, etc. received must be fully disclosed to the Board of Directors in a timely manner to ensure that no special treatment be made.

V. Assessment and Accountability

For the benefit of the organization and members, the Board needs to observe, measure, and account for progress. There are two areas of accountability:

A. Individual Board Directors

While Directors are volunteers, each one has made a commitment to contribute to the Chamber's success by accepting the role of a Chamber Board Director.

A Board is successful when each of its Directors contributes. This includes advising the President, taking part in Board meetings, serving on committees, attending events, being available to the members, being knowledgeable about the organization and the community, helping the Chamber achieve its goals and objectives, and otherwise contributing to the Chamber's success.

Board Directors hold each other accountable toward their individual commitment.

B. The Board as an Entity

The effectiveness of the Board as a whole is a true measurement of the Chamber's overall effectiveness:

"Are goals and objectives being achieved?"

"Are the needs of our community being met?"

"Is the Board acting in the best interest of the Chamber?"

The Board will continuously self-assess with regard to achieving the commitments, expectations, and responsibilities it sets for the Chamber and itself. In turn, the Chamber membership holds the Board accountable as a group for the success of the Chamber.

Thank you for Volunteering to Serve the Crestline Chamber of Commerce

Please complete and sign the document below for your records:

CRESTLINE RESORTS CHAMBER OF COMMERCE

Commitment to Serve on the Board of Directors

I, {Board Member Name} recognize the extent of the responsibility I am undertaking by agreeing to serve as a member of the Board of Directors of the Crestline Chamber of Commerce for the 2024 fiscal year and I pledge to carry out in a responsible and diligent manner all expectations and duties that this office carries.

I understand that the function of the Board of Directors is to establish and review the policies and plans of the Crestline Chamber of Commerce.

I commit to work collaboratively with the President, Executive Board, fellow Board Directors, and the membership to advance the mission of this organization, including established goals and objectives.

I understand other Board Directors will receive my contact information as part of an effort to maximize interaction and encourage open communications.

I acknowledge that my participation is vital to the success of the Chamber. For this reason, I commit to making my attendance at all meetings of the Board a high priority.

I pledge:

- To maintain my membership in the Crestline Chamber of Commerce,
- To be an active and productive member of the Board and contribute to the discussion of issues,
- To inform others about the benefits of membership in the organization and assist with recruitment efforts,
- To be deliberate in words and actions acknowledging my role as a Board Director is visible to Chamber members, partners, stakeholders, and community and is a reflection of the organization,
- To attend monthly Board meetings,
- To be an active member of a Chamber committee outside of Board meetings and take on special assignments,
- To be enthusiastic about Chamber member, committee, and organization programs and accomplishments,
- To stay informed about the organization's mission, services, policies, and programs and follow developments in the community, economy, government, etc., that may affect the organization,
- To support and participate in organizational fundraising,
- To refrain from intruding in administrative issues that are the responsibility of management,
- To avoid conflicts of interest between my position as Board Director and my personal and professional life. If a conflict does arise, I pledge to declare that conflict, withdraw from conflicting activities and/or refrain from voting on such matters,
- To assist the Board in carrying out its fiduciary and financial responsibilities,
- To participate actively in the Board's annual evaluation and planning efforts,
- To follow and uphold the following Confidentiality provisions and Code of Ethics & Conduct in all ways.

Confidentiality

As the Chamber is an institution entrusted with many matters of a confidential nature, each Board Director must hold in strict confidence any matters discussed in private at closed Board meetings or special meetings and pledges to not disclose any non-public knowledge gained through their involvement in the Chamber.

If in doubt about the confidentiality of any given subject, a Director should discuss the matter with the President before disclosing information to any outside source.

Violation of the Code of Ethics & Conduct will be addressed per the bylaws Article IV, Section 9: A Board member may be expelled for good cause by two-thirds (2/3) vote of the remaining Board. What constitutes "good cause" shall be in the sole discretion of the Board. No Member shall be expelled without due notice (which shall be not less than ten (10) days) and an opportunity to be heard.

Should I find myself unable to carry out the duties and responsibilities listed above to the best of my abilities, I agree to resign my position as member of the Board of Directors of the Crestline Chamber of Commerce.

Code of Ethics and Conduct for Board of Directors

The Crestline Chamber of Commerce Board of Directors is committed to a code of ethics and conduct established to maintain the confidence of the membership and the public. This includes proper use of authority and proper actions and individual behavior when acting as Chamber representatives.

I pledge:

- To be loyal to the interests of the organization.
- To take an active and informed role in decision-making.
- To interact with other Board Directors, the membership, and the public in good faith and respect.
- Not to communicate confidential information to anyone not entitled to receive it or use confidential information for personal profit.
- Not to speak in an official capacity for the Chamber when interacting with the public, the press, and other entities unless granted this authority by the President.

Signature

I have read the Commitment, Code of Ethics & Conduct and the Confidentiality sections above and confirm acceptance of the terms and conditions by my signature below:

Signature

Printed Name

Mailing Address

Date

Email Address

Telephone Number