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## **FOREWORD**

Thank you for volunteering your services to the Northeast Spa and Pool Association, NESPA. NESPA is a non-profit corporation organized under section 501(c)(6) of the Internal Revenue Code as a trade association. Due to that IRS designation regular income of NESPA is non-taxable, because unlike regular corporations that are owned by their shareholders, NESPA is owned by its members, with all profits being used by the organization to run its affairs and provide services and benefits to its members.

This orientation guide is to familiarize you with the roles and responsibilities you have as a volunteer member in a non-profit association. Please read through this material and acquaint yourself with the content. We believe that understanding your role and responsibilities as a volunteer leader will not only make your time as a volunteer more enjoyable but it will also help the

association meet its goal and objectives while running smoothly and efficiently.

Becoming a volunteer leader in NESPA, like other associations, carries with it 3 obligations:

1. To ensure that the leadership team has access to a common stream of information from members and stakeholders (other interested parties) that allows them to understand members' view of the world.
2. To provide a coherent stream of information back to members and stakeholders that allows them to understand not just *what* decisions have been made, but *why*.
3. To bridge the gap between members/stakeholders view of the world and the views held by those who lead them.

## **THE GENERAL DUTIES AND RESPONSIBILITIES OF A NON-PROFIT BOARD OF DIRECTORS**

The primary role of any Board of Directors in a non-profit association is to develop and set policy for the association. A policy is a guiding principle that helps in deciding on a course of action. Policies are developed throughout the organization, but at the Board level, policies shape decisions that have organization-wide implications. The Board's role in policy is to establish the organizations' purpose, and to set major policies for how this purpose will be fulfilled.

In addition to its primary role of setting policy the Board of Directors also has various functions, duties and responsibilities.

A Board of Directors has three basic **functions**:

1. **Approve** *outcome* oriented decisions – example; what does the board want to accomplish with a particular project?
2. **Delegate** the outcomes/ends to trusted, competent work groups to execute the *how* (clear charge, responsibility, and

resources) – such as a smaller group from board members or a committee that reports back to the board.

3. **Ensure** the desired outcomes are being achieved (*accountability*) within appropriate timeframe.

A Board of Directors has ten basic **responsibilities**:

1. Determine the Organization's Mission and Purposes.
2. Select the Chief Staff Executive.
3. Support the Chief Executive and assess his/her performance.
4. Ensure effective organizational planning.
5. Ensure adequate resources.
6. Manage resources effectively.
7. Determine, monitor and strengthen the organization's programs and services.
8. Enhance the organization's public standing.
9. Ensure legal and ethical integrity and maintain accountability.
10. Recruit and orient new board members and assess board performance.

A Board of Directors has six areas of **operational oversight**:

1. Financial oversight
2. Risk management

3. Program monitoring and evaluation
4. Legal oversight
5. Evaluation of the Executive Director
6. Board self assessment.

## **A BOARD MEMBER'S GENERAL RESPONSIBILITIES**

Individual board members must discharge two important duties:

### **1. The Duty of Care:**

- The care that an ordinarily careful person would exercise in a like position and under similar circumstances.
- Stay informed and to ask questions.
- Reading minutes and background materials for proposed decisions.
- Asking questions when clarification is needed.
- Participating in Board dialogue and deliberations.

### **2. Duty of Loyalty:**

- When making decisions, Board members must show undivided allegiance to the organization's welfare.
- The prospect of personal gain or gain for another party with which the Board member is affiliated must not enter into the decision.
- Wise Board members disclose conflicts of interest and refrain from participating in the Board's discussion and voting on the matter in question.

- Conflict of interest policies should cover likely conflict situations, such as business dealings and nepotism.

## **THE DUTIES AND RESPONSIBILITIES OF THE BOARDS OF DIRECTORS OF NESPA AND ITS CHAPTERS**

At NESPA, like most associations, the region and chapter boards of directors have specific duties and responsibilities that flow out of the more generic ideas set out above. These specific duties, responsibilities and functions are:

### **Region Board of Directors shall provide:**

- A strategic plan that defines and develops goals and objectives for the association
- Programs and activities along with dues collection to raise funds to carry out the association programs
- Financial support to the chapters
- Education programs at the region level
- Government relations program on behalf of the association and its members at the state and local levels
- Programs that promote the industry
- New member recruitment programs, including adequate funding and staff
- Marketing efforts to distinguish needs and wants of the members and to develop new and innovative ways to deliver same

**Chapter Board of Directors shall provide:**

- Communications to its members of happenings and events within the chapter
- Conducting needs assessments of its members and proposing new programs and benefits to meet those needs
- Education programs at the local level
- New member recruitment programs
- New membership application processes which include defining criteria for acceptance
- Ethics Committees to handle complaints from consumers and to try to bring about successful resolutions
- Supporting the region in its goals and activities
- Assistance to the Region for local and state government relations issues
- Fund raising programs to carry out local projects and events

## **THE DUTIES AND RESPONSIBILITIES OF THE MEMBERS OF THE BOARDS OF DIRECTORS OF NESPA AND ITS CHAPTERS**

At NESPA, the members of the region and chapter Boards of Directors have specific duties and responsibilities that flow out of the more generic ideas set out above. These specific duties, responsibilities and functions are:

- Attend scheduled meetings on time
- Complete accepted tasks as agreed upon
- Come to meetings prepared – read minutes and reports prior to the start of the meeting
- Follow proper meeting etiquette – i.e. turn off pagers, cell phones and other electronic devices; do not ramble; stay on subject; keep remarks concise and to the point; speak only when recognized
- Advocate for your chapter and then act for the good of the whole association

# **THE DUTIES AND RESPONSIBILITIES OF AN OFFICER OF NESPA**

## **President**

### **General Responsibilities**

- Attends and presides over all Executive Committee meetings.
- Attends and presides over all Board of Directors meetings but only votes on issues in case of a tie.
- Legal corporate responsibilities – may sign, with the Secretary or agent of the association, all legal documents that bind the association as authorized by the bylaws, state statute or by vote, where necessary, of the Board of Directors.
- Ex-Officio member of all Committees.
- Remains in frequent contact with and communicates consistently with the Executive Director on all matters concerning policy and governance of the association, its board and its committees. To that end the President should meet with the Executive Director at the beginning of his/her term and establish a mutually agreeable system of communication that meets the objective of keeping informed of issues affecting the

association and informing the Executive Director of issues and concerns that he/she is made aware as chief volunteer officer.

- Primary Spokesperson and liaison from the Board of Directors and/or the Executive Committee and the staff for communications
- Reviews, discusses and approves the Board of Directors and Executive Committee agendas after consultation with the Executive Director.
- Strategic Plan/Congress of Committees – monitors progress on the association strategic plan. Serves as chair of the Congress of Committees and is a member of all four Super Committees as ex-officio member.
- Appoints Standing Committee Chairs; Nominating Committee, Finance Committee (Treasurer by bylaw), AC Show (Vice President by precedent), Search Committee, Communications and Public Relations Super Committee, Member Services Programs and Activities Super Committee, Policy, Chapter Relations, Governance and Finance Super Committee, Education and Professionalism Super Committee, Design Awards, Golf Outing,
- Appoints Ad Hoc Committee and Task Force Chairs – i.e. Real Estate Task Force, Affiliation Committee, etc.
- Monitors all committees' progress

- Along with the Immediate Past President coordinates the annual performance review of the Executive Director and in contract renewal years, works with the Immediate Past President to coordinate and facilitate negotiations with the Executive Director on future contract terms and conditions.
- Submits articles for Update – usually works with Ron Derven for content and editing.
- Appoints Sergeant-At-Arms
- Gives out gavels
- Attends Chapter meetings when possible

### **Show Responsibilities**

- Along with the Show Chairman is the chief volunteer spokesperson for the Atlantic City Pool and Spa Show and coordinates all statements and interviews with Show Manager.
- Invited to attend the Pre-Conference meeting in Atlantic City with Executive Committee members, Show Manager, Executive Director and Deputy Executive Director.
- Along with the Show Chairman acts as Goodwill Ambassador to exhibitors, attendees, volunteers, visiting APSP dignitaries, press and media at Atlantic City Show.
- To accomplish these responsibilities NESPA will cover the costs of the President's travel, room accommodations, meals and entertainment expenses at the Show.

## **Vice President**

### **General Responsibilities**

- In the absence of the President or in his inability to carry out his duties, the Vice President performs the duties of the President (as described in the preceding President's responsibilities)
- Voting Member of the Board of Directors and attends all meetings.
- Voting Member of the Executive Committee and attends all meetings.
- Atlantic City Show Chairman by precedent, (but not guaranteed as the President is authorized to appoint the Show Chair by prerogative.) As Show Chair see responsibilities listed below.
- Member of Finance Committee by bylaw.
- Chair of the Communications and Public Relations Super Committee by precedent. As Chair, required to meet with Committee at Congress of Committees and at least once more throughout the year to assess progress on strategic activities undertaken by Super Committee. The second or subsequent meetings are encouraged to be held by telephone conference call.

- Serves on all other committees and task forces as appointed by the President.
- Assist President in managing Board of Directors meeting.
- Formulate plan for Presidency (Board of Directors issues).
- Must be a Region Director and as such has a dual responsibility to represent his/her chapter's interests and viewpoints at the NESPA Board of Directors and Executive Committee meetings but acting and voting in the best interests of the entire association.

### **Show Responsibilities**

- Along with the President is the chief volunteer spokesperson for the Atlantic City Pool and Spa Show and coordinates all statements and interviews with Show Manager
- Presides at all Show Committee meetings and reviews, discusses and approves the agendas after consultation with the Executive Director and Show Manager.
- Invited to attend the Pre-Conference meeting in Atlantic City with Executive Committee members, Show Manager, Executive Director and Deputy Executive Director.

- Coordinates with Executive Director on placement and scheduling of volunteers for booth judging, ambassador's club, etc.
- Manages ribbon cutting ceremony on the opening day of the Show and coordinates with Show Manager on presentation, script and participants.
- Communicates with Show Manager and Executive Director to provide input on policy decisions concerning the Show.
- Responsible for Welcome Party speech and as Goodwill Ambassador at Party hands out complimentary drink tickets.
- Authorized and expected to host, at NESPA's expense "The Chairman's Reception" at a time and location as arranged by the Show Manager.
- Coordinates with Show Manager to troubleshoot where necessary during the Show with exhibitors, attendees, etc.
- Along with the President acts as Goodwill Ambassador to exhibitors, attendees, volunteers, visiting APSP dignitaries, press and media at Atlantic City Show.
- Reports to the Board of Directors and the AC Show Committee by coordinating with Executive Director and Show Manager the scheduling of a wrap up Show Committee meeting to be held within 60 days of the close of the Show to review the

performance of the Show and to make recommendations and suggestions for future shows.

- Consults with Show Manager on choice of clothing item for staff and show volunteers.
- To accomplish these responsibilities NESPA will cover the costs of the Vice President's travel, room accommodations, meals and entertainment expenses at the Show.

## **Treasurer**

### **General Responsibilities**

- Voting Member of the Board of Directors and attends all meetings.
- Voting Member of the Executive Committee and attends all meetings.
- As Treasurer, is bonded at the expense of NESPA.
- Corporate legal responsibilities to sign checks as prepared by the bookkeeper and sent by overnight delivery or other suitable means and to discuss, or bring to the attention to the Executive Director any questions or irregularities.
- Responsible to review monthly financial reports as prepared by the bookkeeper and association accountants and to report same to the Board of Directors.
- Assists the Executive Director in drafting a proposed budget usually by April 1<sup>st</sup> to be reviewed by the Finance Committee and voted upon by the Board of Directors by the June board meeting.
- Chair of Finance Committee by bylaw. Responsible to read and understand the NESPA's Board approved investment policy.

Reviews quarterly benchmarking investment reports with the Executive Director and reports to the Board of Directors.

- Chair of the Policy, Chapter Relations, Governance and Finance Super Committee (by precedent.) As Chair, required to meet with Committee at Congress of Committees and at least once more throughout the year to assess progress on strategic activities undertaken by Super Committee. The second or subsequent meetings are encouraged to be held by telephone conference call.
- Serves on all other committees and task forces as appointed by the President.
- Must be a Region Director and as such has a dual responsibility to represent his/her chapter's interests and viewpoints at the NESPA Board of Directors and Executive Committee meetings but acting and voting in the best interests of the entire association.

### **Show Responsibilities**

- Store Chair at Atlantic City Show: Works with President, NESPA financial staff person, and Executive Director in recruiting show store staff, scheduling store staff, set up store, liaison with staff Re: Inventory (items), pricing.

- Invited to attend the Pre-Conference meeting in Atlantic City with Executive Committee members, Show Manager, Executive Director and Deputy Executive Director.
- To accomplish these responsibilities NESPA will cover the costs of the Treasurer's room accommodations while at the Show.

## **Secretary**

### **General Responsibilities**

- Voting Member of the Board of Directors and attends all meetings.
- Voting Member of the Executive Committee and attends all meetings.
- Supervises the production of the minutes of the annual Membership Meeting and the monthly Board of Directors meetings. The actual minutes are taken and prepared by NESPA staff members.
- Corporate legal responsibilities – is official custodian of the corporate seal of NESPA and authorizes the affixing of it to corporate documents, bank documents and any other legal document as required by law or by vote of the Board of Directors. In addition to affixing the seal the Secretary is the official witness for all corporate activity on behalf of NESPA, which means that he/she is authorized to sign any and all legal documents, as Secretary of the corporation, that calls for an official witness to particular actions or votes undertaken by the

NESPA Board of Directors or its Executive Committee. Ensures that a complete register of the post office addresses of NESPA's members are kept in good order at the NESPA corporate offices.

- Election process – After the Nominating Committee has met and proposed a slate of candidates for election, which is then approved by the Board of Directors the Secretary, must cause to be sent (actually handled by staff) a copy of the names of the proposed slate to every member of the Association no later than 60 days before the end of the membership year. The notice also explains the process to nominate by petition. If all candidates run unopposed, the Secretary must cast a single unanimous ballot on behalf of the membership at the annual meeting of the association.
- Chair of the Education and Professionalism Super Committee (by precedent.) As Chair, required to meet with Committee at Congress of Committees and at least once more throughout the year to assess progress on strategic activities undertaken by Super Committee. The second or subsequent meetings are encouraged to be held by telephone conference call.
- Chairs the Special Funding Committee and coordinates the scheduling and planning of the annual presentations and judging of the Level Four Special Funding awards.

- Serves on all other committees and task forces as appointed by the President.
- Must be a Region Director and as such has a dual responsibility to represent his/her chapter's interests and viewpoints at the NESPA Board of Directors and Executive Committee meetings but acting and voting in the best interests of the entire association

### **Show Responsibilities**

- Show education chair: organize show materials, moderate Monday seminar, secure moderators, assist Education Director with administration, and assist in Speaker-ready room.
- Invited to attend the Pre-Conference meeting in Atlantic City with Executive Committee members, Show Manager, Executive Director and Deputy Executive Director.
- To accomplish these responsibilities NESPA will cover the costs of the Secretary's room accommodations while at the Show.

## **Immediate Past President**

### **General Responsibilities**

- Voting Member of the Board of Directors and attends all meetings.
- Voting Member of the Executive Committee and attends all meetings.
- May not serve as a Director at Large while in this position.
- Chair of the Member Services Programs and Activities Super Committee (by precedent.) As Chair, required to meet with Committee at Congress of Committees and at least once more throughout the year to assess progress on strategic activities undertaken by Super Committee. The second or subsequent meetings are encouraged to be held by telephone conference call.
- Provides continuity to Board of Directors
- Mentor new Secretary
- Along with the President coordinates the annual performance review of the Executive Director and in contract renewal years, works with the President to coordinate and facilitate

negotiations with the Executive Director on future contract terms and conditions.

- At Design Awards and Leadership Awards Dinner responsible to host Recognition Awards ceremony for volunteers who served under his/her presidency.

### **Show Responsibilities**

- Works with and coordinates Membership Drive initiatives and Membership Suite activities with Executive Director.
- Member of Show Committee (by precedent)
- Authorized and expected to host a dinner, at NESPA's expense, for a reasonable number of NESPA and/or APSP officers and directors, at a restaurant in one of the hotels in NESPA's block or elsewhere as authorized by the Executive Director or Show Manager.
- Invited to attend the Pre-Conference meeting in Atlantic City with Executive Committee members, Show Manager, Executive Director and Deputy Executive Director.
- To accomplish these responsibilities NESPA will cover the costs of the Immediate Past President's room accommodations while at the Show.

## **National Vice President**

- Voting Member of the APSP Board of Directors
- Voting Member of the NESPA Board of Directors and attends all meetings.
- Voting Member of the NESPA Executive Committee and attends all meetings.
- Serves a 3 year term and may succeed him/herself 2 times.
- Is responsible for the coordination of the activities of APSP and NESPA together with the NESPA Board of Directors. As such is responsible to submit a written report concerning APSP activities and issues prior to the monthly NESPA Board of Directors meetings.
- As a member of both the APSP and NESPA Boards' of Directors he/she has a dual responsibility to represent NESPA's interests and viewpoints at the APSP Board of Directors and Executive Committee meetings, if a member of that committee, but acting and voting in the best interests of the entire association.

### **Show Responsibilities**

- Chief Ambassador for visiting APSP dignitaries and as such to make sure those visiting are made welcome and comfortable in their stay.
- Authorized and expected to host a dinner, at NESPA's expense, for the APSP Chair, APSP CSE and others, at a restaurant in one of the hotels in NESPA's block or elsewhere if authorized by the Executive Director or Show Manager.
- Invited to attend the Pre-Conference meeting in Atlantic City with Executive Committee members, Show Manager, Executive Director and Deputy Executive Director.
- To accomplish these responsibilities NESPA will cover the costs of the National Vice President's room accommodations while at the Show.

## **Director At-Large**

### **General Responsibilities**

- Voting Member of the Board of Directors
- 2 year term, alternating with other Director at large; must be a Past President of NESPA
- Represents all chapters with an unbiased vote for the Region's best interests
- Offers an experienced viewpoint and provides continuity to the Board
- Communicates with all the chapters frequently

### **Show Responsibilities**

- Volunteer

## **THE DUTIES AND RESPONSIBILITIES OF THE COMMITTEES OF NESPA**

The role of the committee:

- The basic role of a committee is to act as the Board’s “thought-force” – to advise, suggest, and propose ideas and work to the Board as it executes its leadership and fiduciary responsibilities.

The responsibilities of committees

- Provide background information to the Board on issues of strategic importance for strategic planning.
- Create the action plans and strategies to implement the direction of the Board.
- Appoint additional members to carry out responsibilities.
- Report its progress to the Board.
- Create succession planning for committee members.
- Create historical documentation to maintain documentation of committee activities (notes, minutes, project templates)

The role of the Board with committees or work groups:

- Appoint volunteers.
- Provide clear direction – goals, objectives and strategies.
- Communicate budget.
- Communicate timeframe.

- Allow the committee to do their work

At NESPA, like most associations, committees and boards at both the region and the chapter level have specific duties and responsibilities that flow out of the more generic ideas expressed above with respect to the work of the committee. These additional duties, responsibilities and functions are:

- The Board must make sure that the committee understands the outcome and the time frame expected by the Board in its charge to the work of the committee
- The Board must make adequate funds available for the work of the committee
- A chairperson is appointed by the President whose duties are to facilitate and control all committee meetings; define the tasks of the committee and its individual members; report progress to the Board
- Many committees need and have a co-chair to assist where needed
- The committee must look to recruit adequate members from both the Board and outside of the Board to ensure a diverse and fresh set of opinions and ideas
- The committee must research and plan and act as a reality check for issues of cost, time, etc.

- During committee meetings each member has a responsibility to offer his/her opinion, thoughts and creative ideas to the whole
- After the committee has discussed and revised its plan or program it must vote to adopt and recommend the plan or program to the Board of Directors for approval
- Once the Board of Directors has accepted the committee plan or program the committee must oversee the implementation of it
- The Committee must continue to monitor and assess the success or failure of its plans and programs and make recommendations for their future