

Board Orientation & General Info

From CR President

January 2018

HOW CENTERED RIDING IS SET UP & GOVERNED:

Centered Riding Inc. is a non-profit 501-c-3 corporation. We were incorporated on August 30, 1993 in the state of Vermont, USA, and we are governed by the Vermont laws on non-profit corporations. More info at: <http://www.sec.state.vt.us/tutor/dobiz/noprof/noprofex.htm>

We must obey Vermont's laws for non-profit corporations, and we are also bound by laws of the United States Internal Revenue Service, for tax and financial record compliance. Following these laws also ensures our continuance with a non-profit status.

Under Bylaws, our Corporation is organized and shall operate to further the following purposes:

- a) Promote awareness of Centered Riding
- b) Teach the principles of Centered Riding
- c) Integrate Centered Riding into all equine-related disciplines
- d) Develop new ideas and further applications of Centered Riding
- e) Provide educational, membership and networking services
- f) Carry out any and all activities allowed by law that further the foregoing purposes of this 501-c-3, non-profit Corporation; however, the Corporation may not contemplate pecuniary gain or profit to the members thereof. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, or officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to it.

As required by Vermont corporate law, we have Bylaws, which outline our Purpose, Member Information; duties of the Board, Board Officers and Committees, and the basic rules by which we operate. These Bylaws are purposely difficult to change or amend.

Policies & Procedures (P & P): We are required by our Bylaws to have what we call Administrative Policies & Procedures (this is independent from our Instructor's P & P). This Administrative P & P covers policies and procedures not covered in the Bylaws, and outlines day to day CR operations. The contents of P & P cannot supersede the Bylaws.

Board Authority: The Board of Trustees (BOT) is elected by the membership to handle the business of the organization. Specific duties and responsibilities of BOT and Board Officers are outlined in our Bylaws. However, in short, **the Board reviews and approves actions for CR, public positions, contracts, how money is spent, and must also approve the roles and actions of Committees and what they are authorized to do. No Board member or Officer is authorized to make unilateral decisions or actions for CR, unless authorized in advance by the Board.**

This structure is for the protection of the Membership and the organization, so that no one person has control over what we do.

Committees: Committee Chairs (heads of Committees) are appointed by the President; and the Committee Chairperson selects their Committee members. The Board approves actions for the Committees to handle; and may assign Committees to research or handle actions or activities, with Board approval. **Committees are not authorized to take action on behalf of Centered Riding, without authorization in advance, by the Board.**

CR Office: We currently contract with S & S Management Inc., an association management company in Bloomfield, CT., to provide office and bookkeeping services for Centered Riding. Our assigned administrator is Marie Westlake, who serves as our Executive Director, and reports directly to the President and/or his/her designated alternate member of the BOT, and is responsible to the CR Board of Trustees.

BOARD MEETINGS:

When: Held every other month at pre-determined dates and times. We usually meet on a weekday at approximately noon or 1pm Eastern Time, USA, to allow for European Board members to meet during their evening hours.

Board Packets: You'll receive a Board Meeting Agenda and Board Meeting Reports, approximately 2-3 days before the meeting. Please read over the Agenda, read all reports and make notes of any questions or comments you have. This will help our meetings run more quickly and smoothly.

Please be on time & Prepare for the meetings: Everyone's time is valuable. Please show respect for your fellow Board members by calling in for the meetings on time, and being prepared for the meeting.

If you can't attend a Board Meeting: Please let the President know you will miss a meeting, at the earliest possible date. We need to have a quorum (which is a majority of the full BOT) to vote on actions, and conduct business.

NOTE on Board Meeting Absences(from our Admin P & P): If any member of the Board of Trustees is absent from two consecutive meetings or is absent frequently, the Board may consider asking that member to resign.

Teleconference Tips & Protocol: Please do your best to create a quiet background when on the teleconference call. Barking dogs, banging pots and pans etc., can be heard by everyone and are very distracting. When speaking, please announce your name so others know who is speaking. It's helpful if you try to not interrupt anyone else, or talk over someone else. Ideally in the meeting only one person "has the floor" or speaks at one time. Your help in these areas will make our calls much easier to understand, and flow more smoothly. Thanks!

YOU ARE RESPONSIBLE for the actions of the CR Board. We are the governing body of CR and have final say about our organization’s direction, actions and the use and accountability of CR money. To be a responsible Board Member, it’s highly recommend that you:

1. Read and understand our CR Bylaws. These rules “trump” any other policies, and are comparable to being our “constitution”.
2. Read and understand:
CR Instructor Policies & Procedures (commonly called “P & P”)
CR Administrative Policies & Procedures
3. Our Bylaws require that our board meetings be run by Roberts Rules of Order.

Consider reviewing a short version of Roberts Rules of Order.

4. Read Board Meeting Minutes after the Board Meeting. As requested by the Secretary, if you have corrections please let her know within a week of receiving the Minutes. These Minutes are our formal record of our meetings. Be sure they reflect our actions and discussion, as you understand them. That’s particularly helpful if there is a question about something later.

Review Financial Reports Carefully

It’s a good idea to read and review the Financial Reports and ask questions if you need to understand or want more info. It’s your job as a Board Member to provide responsible fiscal management of Centered Riding funds, on behalf of our members.

If you have a question or concern, bring it up! Or if anyone is doing something you are not comfortable with, or do not understand, please ask questions.

What to Expect from the CR President:

A teamwork approach is a good philosophy for governing our non-profit organization. We all have strengths and when we pool our resources – the sum hopefully is better than the separate parts! As CR President, I appreciate the time and effort it takes to be a CR Volunteer!! It takes the work of many to get done what we do, and you are a part of that effort! Thank you for your time and expertise!!

I will do my best to treat all CR volunteers and contractors with respect and good will. I expect everyone else to do the same. That includes the tone and demeanor we use to communicate with one another.

By design we are a widely spread organization geographically. Many of us don’t have the pleasure of dealing with others in the organization, face to face. That makes it difficult at times. I hope you will give others the benefit of the doubt if written communication is not clear.

I have a lot of information and correspondence cross my desk as President. The Bylaws state that the President “*shall supervise the day-to-day operation of the Corporation subject to the*

discretion and review by the BOT.” That’s a tough balance to strike – keep things running but not overstepping the bounds of the President’s authority.

I’ll do my best to keep you informed and also will try to be respectful of your busy lives, and not trouble you with barrages of emails. Instead, I’ll try to group correspondence, or save it until Board Meetings. If there is ANYTHING I’ m doing that you want to know more about, please ask.

Board Meetings: What to expect from the President:

Agenda Items: If you have something you want to have addressed in a Board Meeting, please tell me ahead of time so it can go on the Agenda. I don’t like surprises within our meetings. 😊 I will try to run Board Meetings as quickly as possible, balanced with the need to share information and have questions. This is out of respect for everyone’s time, and to save money on our teleconference expense.

I believe it’s my job to prioritize what the Board needs to address and at what time. We have limited time for our meetings and I will prioritize items based on what I think we can address and what is most important.

Occasionally we may have special Board Meetings. We’ll give you notice as these may become necessary.

Motions for Action or Approval by the Board: will be done in “live” teleconference for discussion before a vote, during Board meetings if at all possible.

I do not like to have Motions for Board Action by email. Part of the purpose of Motions is to have full “live” discussion by the Board before a vote for action is taken, so all points of view can be represented and heard by all simultaneously, and questions can easily be asked. This is hard to do by email so I will avoid email Motions whenever possible. In the event we need a motion by email, all Board members will need to unanimously agree, that they are ok with dispensing with live discussion of a Motion, before action is taken.

Thank you for your time, and all that you do for Centered Riding!!