



GRA Policies and Procedures Manual

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Association Background, Policies and Procedures

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History, Mission and Objectives

History

The Groundwater Resources Association of California (GRA) is a statewide, not-for-profit organization of scientists, engineers, geologists, planners, hydrogeologists, educators, attorneys, students and other professionals that focuses on all aspects of California's groundwater resources including assessment, development, quality, education and management. The vision of GRA is to be the leading groundwater resources advocate and

educator of members and the public on resource management to protect and improve groundwater supply and quality.

Since its formation in 1992, GRA has been committed to initiating and facilitating the development of viable, credible solutions for the complex issues involved in groundwater management and protection. This commitment requires that a multitude of topics and issues are investigated and equally represented by interested and affected scientific, public and governmental constituencies. GRA strives to provide neutral, nonpartisan forums that initiate participation by a diverse group of professionals and stakeholders in the groundwater industry.

Mission

GRA is dedicated to resource management that protects and improves groundwater supply and quality through education and technical leadership.

Objectives

- Promote the professional development of scientists, engineers and those involved in the assessment, use, management and protection of the state's groundwater resources.
- Formulate statewide policy and legislation related to the assessment, use, management and protection of groundwater.
- Disseminate scientific and technical information relating to the assessment, use, management and protection of groundwater to GRA members, groundwater professionals, policy leaders, regulators and the public.
- Assist in the development of educational programs that promote greater understanding of the importance of groundwater resources.
- Facilitate the development of alternative technologies and standardization of methods to advance groundwater assessment, use, management and protection.
- Encourage cooperation among groundwater professionals, policy leaders, regulators, managers and the public locally, statewide and nationally.
- Be recognized as an authority on issues relating to groundwater.

Qualifications for Membership

The qualifications for membership in the Groundwater Resources Association of California are as follows:

Regular Member

Any person employed or interested in a groundwater-related field, which may include: regulation, evaluation, development, remediation or investigation of groundwater, groundwater supplies, or groundwater resources; groundwater-related technology field; groundwater-related law or planning; or education related to earth science, engineering, environmental, natural sciences or physical sciences. Regular members are entitled to voting privileges.

Associate Member

Any person, not eligible to be a Regular Member, interested in the groundwater resources of California and who supports the stated purposes and objectives of the Corporation. Associate members are not entitled to voting privileges.

Business Organization/Government Member

A group of persons, each of whom satisfies this criteria for Regular Membership, collectively may join the Association as an organization, whether corporate, governmental or otherwise, however, only the individuals shall be entitled to voting privileges.

Student Member

Student members will be currently registered full-time students in an accredited college, university, preparatory or trade school, with a membership application signed by a faculty member of that institution as verification of student status. Student members are not entitled to voting privileges.

Admission of Members

Applicants shall be admitted to membership on making application therefore in writing, upon payment of first annual dues, and upon approval of the Board of Directors.

Duty of Care and Duty of Loyalty

GRA Board members and officers (as fiduciaries) are bound by Duty of Care and Duty of Loyalty. They are required to act with reasonable care and in good faith and put the Association's interests first.

Duty of Care requires that Board members and officers be informed about the Association's activities, participate in decisions and do so in good faith with the care of a judicious person in similar situations.

Duty of Loyalty requires that Board members and officers act in the best interest of the Association, not in their own interest or the interest of another entity. Also required is nondisclosure of information about the organization that is considered confidential.

Duty of Obedience requires that Board members act within the bounds of the association's bylaws, mission, articles of incorporation or other governing documents. Also require that Board members and the organization complies with all local, state, and federal laws and regulations.

The Standards of Conduct for Directors in the California Corporations Code is as follows:

Chapter 2, Article 3, Section 7231. (a) A director shall perform the duties of a director, including duties as a member of any committee of the board upon which the director may serve, in good faith, in a manner such director believes to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

Selected Policies and Procedures

Board of Director Meetings Quarterly Focus

FIRST QUARTER – End of Prior Year Review/Current Year Alignment

1. Executive Committee:
 - a. Review Strategic Priorities
 - b. Develop objectives for the Annual Planning meeting and Solicit Feedback and Input
2. Finance Committee:
 - a. Present and Review Prior Year Financials

- b. Present Current Year Approved Budget
 - c. Review Organizational Financial Outlook
- 3. Membership Committee:
 - a. Review Prior Year Retention
 - b. Review Renewal Performance
 - c. Evaluate Growth Opportunities

SECOND QUARTER – Strategic Planning Review/Adjustment/Future Planning

- 1. Executive Committee:
 - a. Present Board Planning Meeting Agenda.
- 2. Events Committee:
 - a. Provide Event Input and Solicit Feedback
- 3. Membership Committee:
 - a. Solicit Feedback on Membership Dues for Following Year
- 4. Finance Committee:
 - a. Review Year to Date Financial Performance Against Budget

THIRD QUARTER – Governance & Next Year Preparation

- 1. Awards Task Force:
 - a. Present prospective recipient information for Board approval
- 2. Events Committee:
 - a. Make recommendation on Branch Scholarship Matching Funds Program
 - b. Make Recommendation for Next Year's Event Registration Fees
- 3. Finance Committee:
 - a. Solicit Feedback for Drafting Next Year Budget
- 4. Membership Committee:
 - a. Make Recommendation for Next Year Membership Dues
- 5. Nominations Task Force –
 - a. Present the Call for Nominations
 - b. Solicit Feedback for Proposed Slate

FOURTH QUARTER – End of Year Wrap Up/Organizational Readiness

- 1. Finance Committee:
 - a. Present final draft budget for approval
- 2. Nominations Committee:
 - a. Present proposed Director's candidate slate for approval
 - b. Elect officers.

3. Administration:
 - a. Schedule next year Board meetings.

Conflict of Interest

A conflict of interest may exist when the interests or concerns of any Director, Officer or employee of the GRA, or said person's immediate family, or any party, group or organization to which said person has allegiance, may be seen as competing with, or inconsistent with, the interests or concerns of the GRA.

Requirement of Disclosure. Any possible conflict of interest shall be disclosed to the Board of Directors by each person concerned as soon as such person discovers the same. In addition, the Board of Directors shall review this conflict of interest policy annually and submit a copy of the policy (revised or unrevised) to all Directors, Officers, and GRA employees at the first Board of Directors meeting of the year.

Process of Recusal. When any such conflict of interest is relevant to a matter requiring action by the Board of Directors, the person so interested shall call it to the attention of the Board of Directors, shall provide the Board of Directors with any and all relevant information, and shall not vote on the matter. Moreover, the person having the conflict shall retire from the room in which the Board of Directors is meeting and shall not participate in the final deliberation, decision or vote regarding the matter under consideration. The Board of Directors may require that the person having the conflict retire from the room in which the Board of Directors is meeting and not participate in any deliberation or decision regarding the matter under consideration.

Minutes. The minutes of the meeting of the Board of Directors at which the matter was discussed shall reflect that the conflict of interest was disclosed and that the person having the conflict was not present during the final deliberation, discussion or vote and did not vote on the matter. When there is a doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors, excluding the person concerning whom the doubt has arisen.

Director Nominations and Election

GRA holds a directors election annually. The purpose of the election is to fill positions for Director's whose terms expire and any vacant seats, and to ensure that an official Board is seated on January 1 of each year. If a director's term expires, he or she may run for re-election as long as being elected for another term doesn't exceed the number of terms a Director can serve (per GRA's bylaws).

In preparation for the directors' election, the GRA Nominations Committee is responsible for working with GRA staff to initiate a call for nominations (established criteria and process available from staff) to the GRA membership. At a minimum, the call for nominations is distributed once via broadcast email. The call for nominations should be distributed within a timeframe to allow the membership at least three weeks to respond. The election ballot is generally distributed during the first week of December, allowing the membership at least ten days to vote.

It is customary that the Nominations Committee is chaired by the Immediate Past President. The Committee is responsible for reviewing all submitted nomination packages and preparing a proposed slate of candidates for Board review and vote. After Board approval, the Committee is responsible for working with staff to ensure that the election ballot is developed in accordance with applicable regulations and distributed to all eligible voting members.

Newly elected directors (including incumbents) are notified by the GRA president or Nominations Committee Chair.

Document Retention and Destruction

The corporate records of GRA are important assets of the organization. Corporate records include all records produced by directors, officers, and employees of any kind, whether paper or electronic. A record may be as obvious as a memorandum, an e-mail, a contract or a case study, or something not as obvious, such as a computerized desk calendar, an appointment book or an expense record.

This policy aims to meet the Sarbanes Oxley requirements as well as Part VI, Section B of the Governance, Management and Disclosure section of the IRS Form 990. It provides for the systematic review, retention, and destruction of documents received or created by GRA in connection with the transaction of the organization's business.

This policy has document retention and periodic destruction time frames for specific categories of records in order to ensure legal compliance as well as to accomplish other objectives, such as preserving historical records, eliminate accidental or innocent destruction of records and to facilitate GRA's storage operations by promoting efficiency.

Sarbanes-Oxley Act

The Sarbanes-Oxley Act ("Act") created strict new rules about how organizations, including non-profits, must manage their records.

A "record" is defined as "any material" that contains information about the organization's "plans, results, policies, or performance". This is a broad definition and means that any information about the organization that can be represented with words or numbers is considered a business record, and GRA is expected to retain and manage every one of those records, for several years or in some cases permanently depending on the nature of the information.

The Act also provides for severe penalties if records are not maintained as required. Failure to retain and manage those records for those minimum periods may subject GRA and its employees to penalties and fines, cause the loss of rights, obstruct justice, spoil potential evidence in a lawsuit, place GRA in contempt of court, or seriously disadvantage it in litigation. Section 802 of Act makes it a crime to alter, cover up, falsify, or destroy any document with the intent of impeding or obstructing any official proceeding.

Responsibility of Directors, Officers and Employees

All directors, officers, and employees are obligated to comply with any published records retention or destruction policies and schedules. However, if a director, officer and/or employee believes, or is informed by legal counsel, that certain records are relevant to litigation, or potential litigation (i.e., a dispute that could result in litigation), then those records must be preserved until legal counsel determines the records are no longer needed.

This exception supersedes any previously or subsequently established destruction schedule for those records. If the individual believes that an exception may apply, or have any question regarding the possible applicability of that exception, he/she should contact GRA's legal counsel immediately.

Document and Record Categories and Time Frames for Retention

Several categories of documents that bear special consideration are identified below. While minimum retention periods are suggested, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention identified above, as well as any other pertinent factors.

The following table provides the minimum requirements and this information is provided as guidance in determining GRA's document retention policy.

TYPE OF RECORD – Account Records	MINIMUM RETENTION PERIOD
Annual Financial Statements	Permanent
Monthly financial statements	5 years
General ledger	8 years
Annual audit records	8 years
Journal entries	8 years
Special reports	8 years
Canceled checks	8 years
Paid invoices	8 years
Business expense records	8 years
Credit card receipts	3 years
Cash receipts	3 years
Accounts payable ledger/schedules	8 years
Accounts receivable invoices and records	8 years
Annual audit reports	Permanent
Chart of accounts	Permanent
Expense, Inventory and Asset records	8 years
Loan documents	7 years after final payment
Purchase orders	8 years
Invoice records	8 years
Stop payment orders	3 years
Bank statements and reconciliations	8 years
Tax Records	
Federal tax returns (not payroll)	Permanent
State & local tax returns	Permanent
Form 990 & 990-T & supporting Documentation	Permanent

Supporting documentation for taxes	8 years
City & State excise tax reports & supporting documentation	8 years
1099 forms	8 years
Payroll taxes (W2&W3)	8 years
Payroll taxes (Form 941- state withholding forms-state unemployment returns)	8 years
Payroll Records	
Wage rate tables	3 years
Wage/Salary records	8 years
Payroll deductions	8 years
Time cards or forms	8 years
W-2 forms	8 years
W-4 forms	8 years
Garnishments	7 years following Unemployment
Payroll register	Permanent
State employment forms	4 years
State unemployment tax records	Permanent
Cancelled payroll checks	8 years
Deductions registers	8 years
Earnings records	8 years
Changes or adjustments to salary	8 years
Insurance Records	
Policies (expired)	Permanent
Claims for loss/damages, accident reports, appraisals	5 years
Corporate Records	
Incorporation & reorganization records	Permanent
Articles of Incorporation & Bylaws etc.	Permanent
Board and Committee Meeting minutes	Permanent
Board Resolutions	Permanent
Policy Statements	Permanent
Employee directories	5 years
Annual Reports	Permanent
IRS Applications and determination letters	Permanent
Sales Tax Exemption letter	Permanent
Legal Records	

Correspondence- general legal matters	10 years -Permanent (consult with CFO/CEO)
General Contracts	7 years after expiration
Real estate contracts, records & appraisals	Permanent
Personal injury records	8 years
Trademark registration	Permanent
Copyright registration	Permanent
Patents Permanent	Permanent
Litigation claims	5 years following close of case
Court documents & records	5 years following close of case
Deposition transcripts	5 years following close of case
Discovery materials	3 years following close of case
Leases	7 years after termination
Memorandum of Understanding (MOU)	7 years after termination
Independent Contractor Agreements	7 years after termination
Scope of Work for Contractors	7 years after termination
Personnel Records	
Employment applications (persons not hired)	3 years
Employment applications (persons hired)	3 years following employment period
Employee resumes & employment history	3 years following employment period
Evaluations	3 years following employment period
Promotions-raises-reclassifications & job descriptions	3 years following employment period
Disciplinary warnings-demotion- lay-off & discharge	3 years following employment period
Employment & termination agreements	Permanent
Contract Employee Agreements and Terminations	Permanent
Beneficiary information	3 years following employment period
Medical and safety records	6 years
Accident reports	6 years
Education assistance	While employed
Sick leave benefits	While employed
Retirement plans (after expiration)	Permanent
Incentive plans (after expiration)	Permanent
Pension plans (after expiration)	Permanent
I- 9 Forms	3 years following employment period
OSHA documents	5 years
Program Records	

Partner files	Permanent
Shipping files	Permanent
Donor Records	
Grant applications & contracts	Permanent
Corporate in-kind donor records	Permanent
Individual donor records	Permanent
Event documents	3 years
Donor acknowledgements	8 years
Communications Records	
Publications and related materials	Permanent
Press Release/Public Filings	Permanent

Electronic Documents and Records

Electronic documents will be retained as if they were paper documents. Therefore, any electronic files, including records of donations made online, that fall into one of the document types on the above schedule must be maintained for the appropriate amount of time. If a user has sufficient reason to keep an email message, the message should be printed in hard copy and kept in the appropriate file or moved to an "archive" computer file folder. Backup and recovery methods will be tested on a regular basis.

Emergency Planning

GRA's records will be stored in a safe, secure, and accessible manner. Documents and financial files that are essential to keeping the organization operating in an emergency will be duplicated or backed up at least every week and maintained off site.

Document Destruction

GRA's Administrative Director or his/her designee is responsible for the ongoing process of identifying its records which have met the required retention period and overseeing their destruction. Destruction of financial and personnel-related documents will be accomplished by shredding.

Document destruction will be suspended immediately, upon any indication of an official investigation or when a lawsuit is filed or appears imminent. Destruction will be reinstated upon conclusion of the investigation.

Compliance

Failure on the part of a director, officer and/or employee to follow this policy can result in possible civil and criminal sanctions against GRA and that certain director, officer or employee and possible disciplinary action against responsible individuals. The Administrative Director will periodically review these procedures with legal counsel or the organization's certified public accountant to ensure that they are in compliance with new or revised regulations.

HydroVisions and Publications Disclaimer

The statements and opinions expressed in GRA's HydroVisions and other publications are those of the authors and/or contributors, and are not necessarily those of the GRA, its Board of Directors, or its members. Further, GRA makes no claims, promises, or guarantees about the absolute accuracy, completeness, or adequacy of the contents of this publication and expressly disclaims liability for errors and omissions in the contents. No warranty of any kind, implied or expressed, or statutory, is given with respect to the contents of this publication or its references to other resources. Reference in this publication to any specific commercial products, processes, or services, or the use of any trade, firm, or corporation name is for the information and convenience of the public, and does not constitute endorsement, recommendation, or favoring by the GRA, its Board of Directors, or its members.

Legislative Guidelines and Policy

GRA Legislative Guidelines (Guidelines) reflect policy positions adopted by GRA's Board of Directors and/or Legislative Committee. The Guidelines guide GRA's legislative advocates when they evaluate proposed legislation that may affect GRA and/or its members.

Legislation that meets or fails to meet the principles set forth in the Guidelines may be supported or opposed by the GRA Legislative Committee, accordingly. Legislation that does not appear to meet the principles set forth in the Guidelines or that has complex or

varied implications will continue to be presented to GRA's Board of Directors and Legislative Committee in advance of any position being taken. See Addendum III.

Media and Public Relations

To ensure the quality, accuracy and consistency of information disseminated about or on behalf of GRA to media and public sources, the following applies:

- All media, and public inquiries (other than general organizational, event and membership) shall be directed to the administrative director. The administrative director shall confer with the president on how to handle the inquiries. The president and administrative director may designate a Board member or Committee Chair to make a statement or provide information, and they shall collaborate on message development.
- Board members or Committee Chairs given authorization must avoid conflicts-of-interest and ensure that their actions and statements are in the best interest of GRA. Unless authorized to do so by the Board of Directors, designates must make clear that they are not representing the official position of GRA.

All news releases are to be reviewed and approved by the president and administrative director.

Officer Election and Succession

To facilitate continuity of organizational knowledge and leadership with the officer positions of president, vice president and secretary, it is generally accepted, although not required, that the vice president will become the president and the secretary will become the vice president. Timing is generally dependent upon term limits.

It is customary that the outgoing and proposed incoming president, and president preparing for his/her second year develop a proposed slate of officers. The proposed slate is presented to the Board for review and vote at the fourth quarter Board meeting.

Privacy

To facilitate the free exchange of information between and among its membership and the education of the public at large, GRA may make a member's name, place of business and address ("Member Contact Information") available to GRA members and non-members alike. GRA discourages the use of Member Contact Information for solicitation purposes and reserves the sole discretion to deny any request for information about one or more of its members not reasonably related to the interests of GRA and its members.

Signature Authority for Agreements and Expenditures

1. The administrative director is authorized to sign agreements on behalf of GRA once the matter has been discussed with the director closest to the matter (i.e., the responsible director).
2. The administrative director and treasurer are authorized to sign checks and other indebtedness of the corporation: (a) all checks and other indebtedness of the corporation shall require the prior written authorization of the director requesting the indebtedness, (b) all checks and other indebtedness of the corporation exceeding \$3,000 shall require the prior written authorization of the director requesting the indebtedness and the president, and (c) all checks and other indebtedness of the corporation exceeding \$15,000 shall require the prior written authorization of the director requesting the indebtedness and a majority of the members of the executive committee. The administrative director may engage GRA in all event-related agreements.

Student Scholarship Funding

GRA has developed protocols for distributions from the GRA-WEF Scholastic Fund Program (Program). Program funds raised at the State level are distributed as a match to annual Branch fundraising efforts. See Addendum IV.

Travel Expense Reimbursement for Attending Board Meetings

It is requested that board members pay for their travel expenses to attend board meetings. If it isn't possible for a board member to fund his/her travel expenses (partially or fully), travel expense reimbursement is available. The maximum reimbursement is \$200 per Director per meeting, not to exceed \$400 per Director in a calendar year.

Formal requests for reimbursement (including receipts) must be submitted within 30 days of the meeting and will be considered on a first come, first served basis. Any requests in excess of the amounts above will need approval by the Executive Committee.

Whistleblower

GRA requires officers, directors and employees of any kind ("GRA Personnel") to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. All GRA Personnel are to practice honesty and integrity in fulfilling their responsibilities and to comply with all applicable laws and regulations.

Purpose: The purpose of this policy is to ensure that a clear process exists through which concerns, complaints, or allegations of wrongdoing may be raised, reviewed, and if necessary investigated by an independent source to resolve the matter.

Reporting Responsibility

It is the responsibility of all GRA Personnel to comply with GRA's policies and procedures and such persons are encouraged to report violations or suspected violations or suspected fraudulent or dishonest conduct (i.e., to act as a "whistleblower") in accordance with this Whistleblower Policy. In keeping with the policy of maintaining the highest standards of conduct and ethics, GRA will investigate any suspected fraudulent or dishonest use or misuse of GRA's resources or property by GRA Personnel.

Illustrative Types of Concerns

The following is a non-exhaustive list of the kinds of improprieties that should be reported:

1. Supplying false or misleading information on GRA's financial or other public documents, including its Form 990;
2. Providing false information to or withholding material information from GRA's Board of Directors or auditors;
3. Destroying, altering, mutilating, concealing, covering up, falsifying, or making a false entry in any records or computer files;
4. Altering, destroying, or concealing a document, or attempting to do so, with the intent to impair the document's availability for use in an official proceeding or otherwise obstructing, influencing, or impeding any official proceeding, in violation of federal or state law or regulations;
5. Embezzling, self-dealing, private inurement (i.e., GRA earnings inuring to the benefit of a director, officer, or Executive Director) and private benefit (i.e., GRA assets being used for personal gain or benefit);
6. Pursuing a benefit or advantage in violation of GRA's Conflict-of-Interest Policy;
7. Authorizing, paying or receiving compensation for services or goods that are not rendered or delivered;

Policy Against Discrimination and Harassment

The Association is committed to providing an environment free of discrimination, sexual harassment (including harassment based on gender, pregnancy, childbirth, related medical conditions and breastfeeding), and harassment based on such factors as race, color, religion, national origin, ancestry, age, physical or mental disability, medical condition, genetic information, marital status, sexual orientation, gender, gender identity or expression, transsexual or transgender status, family care leave status, military or veteran status, or any other legally protected characteristic. The Association will not tolerate discrimination against, or harassment of, members, Directors, and contractors by members, Directors, and contractors. Similarly, the Association will not tolerate harassment by its members, Directors, and contractors of others with whom Association representatives have a business, service, or professional relationship, including clients, vendors, and visitors. The Association also will attempt to protect members, Directors, and contractors from harassment by members, Directors, and contractors when working on Association business.

Harassment includes verbal, physical, and visual conduct that creates an intimidating, offensive, or hostile working environment or that interferes with work performance. Such conduct constitutes harassment when (1) submission to the conduct is made either an explicit or implicit condition of contracting; (2) submission to or rejection of the conduct is used as the basis for an contracting decision; or (3) the harassment interferes with a contractor's performance or creates an intimidating, hostile, or offensive environment.

Harassing conduct can take many forms and includes, but is not limited to, slurs, jokes, statements, gestures, pictures, or cartoons regarding a member, Director or contractor's legally protected characteristic. Sexually harassing conduct in particular includes all of these prohibited actions, as well as other unwelcome conduct such as requests for sexual favors, conversation containing sexual comments, and unwelcome sexual advances. Same-sex sexual harassment also is prohibited by this policy.

All such harassment, regardless of form, is a violation of the Association's policies and may subject the harasser to disciplinary action up to and including removal from the Association or its Board of Directors. Such conduct also may be a violation of federal, state and local laws, which may subject the harasser to personal liability for any such unlawful conduct.

Harassing behavior is unacceptable in any Association-related setting, such as Association meetings, Association-related social events, and other Association-related circumstances.

Any incident of suspected discrimination or harassment, including harassment by Association Directors or any other person, should be reported promptly to any Association Officer or the Association's Administrative Director, who are then responsible for investigating the matter. Contractors, Members, or Directors who receive complaints or who observe potentially discriminatory, harassing or retaliatory conduct should inform any Association Officer or the Association's Administrative Director immediately. The Association emphasizes that a complainant is not required to complain first to his or her Association contact if that Association contact is the individual engaging in the conduct perceived to be inappropriate. Prompt reporting of any such conduct enables the Association to respond rapidly and take appropriate action, and helps the Association maintain an environment free of discrimination and harassment for all members, Directors, and contractors.

Every reported complaint of suspected discrimination or harassment will be investigated fairly, thoroughly, promptly, and in a confidential manner to the extent possible. Upon completion of the investigation, the Association will communicate its findings and intended actions to the complainant and alleged offender as expeditiously as possible. If

the investigator finds that conduct in violation of this policy occurred, the offender will be subject to appropriate instructive or disciplinary procedures. In the case of Association Directors, if such inappropriate conduct is established, disciplinary action for a violation of this policy may range from verbal or written warnings up to and including immediate removal from the Association or its Board of Directors, depending upon the circumstances. With regard to inappropriate conduct by vendors or members, corrective action will be taken after consultation with the appropriate persons.

The Association will not tolerate retaliation against any Director, member, or contractor for cooperating in an investigation or for making a good faith complaint to any Association Officer or the Association's Administrative Director or any other Director. Retaliation itself is a serious violation of this policy and should be reported immediately. Any person who engages in retaliatory conducts toward any Director, member, or contractor who cooperated in an investigation or made a good faith complaint regarding harassment will be subject to discipline, up to and including removal from the Association or its Board of Directors.

Expectations of Directors

- The Director role is a privilege and requires regular attendance at four Board meetings and the Strategic Planning meeting per year; occasional exceptions are permitted.
- Directors should attend the Annual meeting each year and at least one Legislative Day (preferably in their first year).
- Directors are expected to participate in committees during their term and are encouraged to Chair or Co-Chair one or more committees or make a similar significant contribution during their term.
- Directors are encouraged to participate on multiple committees, contribute to the GRA quarterly newsletter and prepare technical/white papers.
- Participate in fundraising activities and events sponsored by GRA.
- Contribute financially according to ability.
- Devote time to learn how the association functions--its uniqueness, strengths, needs, and its place in the industry--and act as an informed advocate of GRA.
- Accept and abide by the legal and fiscal responsibilities of the board as specified by organizational charter, bylaws, and state statutes and regulations.

- Maintain the confidential nature of board deliberations and avoid acting as spokesperson for the entire board unless specifically authorized to do so.
- Understand the role of the board as a policy-making body and avoid participation in administration policy.
- Comply with the conflict-of-interest policy developed by the board.
- Make judgments on the basis of what is best for the organization as a whole.

Responsibilities of Directors

- Define, approve and pursue the organization's vision, mission and objectives.
- Annually assess the ever-changing environment, and develop and approve the organization's strategy to be responsive.
- Annually review and approve the organization's programmatic and funding plans.
- Review and approve the annual financial goals.
- Annually review and approve the organization's budget.
- Set policies for the overall management and operation of the association.
- Select, monitor, appraise, advise, stimulate, support and reward staff and contractors. Regularly discuss with the administrative director matters that are of concern to that person or to the board.
- Approve appropriate general compensation policies and practices.
- Approve a slate of prospective directors to members and fill vacancies as needed.
- Annually review the performance of the board (including its composition, organization, and responsibilities) and take steps to improve its performance.
- Review results achieved by staff and contractors as compared with the organization's mission, and annual and long-range goals.
- Ensure that the financial structure of the organization will adequately support its current needs and long-range strategy.
- Approve major actions of the organization such as capital expenditures on all projects over authorized limits and major changes in programs and services.
- Ensure that published reports properly reflect the operating results and financial condition of the organization.
- Review compliance with relevant material laws affecting the organization and its programs and operations.

Officer Responsibilities

President

- Ensures the effective action of the board in governing and supporting the organization, and oversees board affairs.
- Works with the board and administrative director to establish the mission, guiding principles, policies, and objectives for the organization, for example, by initiating a regular review of the organization's strategic plan and mission to keep them relevant, and by establishing metrics to measure success.
- Works with the appropriate board members and administrative director to oversee the budget of the organization and assumes ultimate responsibility for the integrity of its finances.
- Speaks to the media and the community on behalf of the organization; represents the organization in the community.
- Presides at all meetings of the board, the executive committee, annual meeting and other meetings as required; and develops agendas for meetings in concert with the administrative director.
- Facilitates board meetings by making sure that the agenda is closely followed, every board member has the opportunity to participate in discussions, and the board uses proper decision-making procedures.
- Ensures that board matters are handled properly, including preparation of pre-meeting materials, committee functioning, and recruitment and orientation of new board members.
- Oversees efforts to build and maintain a strong board by setting goals and expectations for the board, cultivating leadership among individual board members, and working with the nominating committee to make board development a priority.
- Is an ex officio member of all committees and works to structure a committee system that contributes to the board and association's overall effectiveness.
- Appoints committee chairs as necessary and delegates committee activities.
- Appoints members to fill other positions, such as liaisons and editorial positions, as appropriate.
- Oversees the hiring, evaluation, and compensation of the administrative director.
- Approves contractor agreements into which GRA enters.
- Works to make sure the board has opportunities to reflect regularly on how well it is meeting its responsibilities to the organization.

Vice President

- Attends all board meetings.
- Serves on the executive committee.
- Carries out special assignments as requested by the president.
- Understands the responsibilities of the president and be able to perform these duties in the president's absence.
- Participates as a vital part of the board leadership.

Treasurer

- Subject to the direction and control of the board, have general charge of the financial affairs of the organization.
- Oversees the collection, receipt and deposit of all funds due or belonging to the organization and giving receipts.
- Disburses or causes to be disbursed the funds of the organization as may be directed by the board, taking proper vouchers for such disbursements.
- Keeps and maintains adequate and correct accounts of the organization's properties and business transactions, including accounts of its assets, liabilities, receipts, and disbursements.
- Exhibits at all reasonable times the books of account and financial records to any director or officer of the organization or to his or her agent or attorney, upon request of the same.
- Obtains services of a competent professional (if needed) to perform filing of both state(s) and federal annual tax returns.
- Renders to the president and directors, at each board meeting or whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the organization.
- Provide legislative service and direct expenditure information for quarterly FPPC reporting.

Secretary

- Certifies and keeps at the principal office of the organization the original or a copy of the bylaws as amended or otherwise altered to date.
- Keeps at the principal office of the organization, or at such a place as the board may determine, minutes of all meetings of the board. Minutes shall record time and

place of meeting, the names of those present or represented at the meeting, and the proceedings thereof.

- Ensures that all notices are duly given in accordance with the provisions of the bylaws or as required by law.
- Review, certifies and keeps at the principal office of the organization original ballots, returns and results.
- Is custodian of the records and the seal of the organization.
- In general, performs all duties incident to the office of the secretary and such other duties as may be required by law, by the articles of incorporation, or by the bylaws, or which may be assigned to him or her from time to time by the board.

Association Management: Administrative Director Role and Responsibilities

The administrative director of GRA is responsible for providing support to the board, managing the programs and operations of the association, managing fiscal resources, and coordinating professional relations. The administrative director reports directly to the president and is accountable to the board through the president. The administrative director works in partnership with the board president, officers, directors and committee chairs to execute the services and projects of GRA. All aspects of this position description are carried out in alignment with association policies and procedures.

Responsibilities

- Support the president to:
 - Develop and facilitate an active planning process.
 - Develop organizational goals and objectives consistent with the mission and vision of GRA.
 - Identify key issues for board deliberations.
 - Develop agendas for board meetings.
 - Oversee administration of board meetings and actions.
 - Ensure materials that facilitate board analysis of issues and decision making are provided for board meetings.
 - Interact and collaborate with affiliate and like-minded organizations.
- Demonstrate substantive knowledge of GRA's programs and services.

- Ensure that the actions of the board are implemented and the results of the actions are reported to the board.
- Evaluate and engage service providers as needed to appropriately execute programs and initiatives.
- Support the Membership Committee Chair with membership recruiting and retention processes and activities, and ensuring that appropriate services and support are developed and provided to members.
- Support the Treasurer to ensure that the financial affairs of GRA are conducted in accordance with policies and guidelines established by the board; Monitor annual budget; Review and approve expenditures.
- Support the Communications Chair to create, update and maintain all forms of communication (electronic or otherwise) to promote the successful development and implementation of GRA's programs, services and events.
- Support the Event Committee Chair to create, manage and execute all aspects of GRA events; develop, recommend and monitor event budgets.
- Execute membership dues and revenue-generating activities in order to provide adequate income to the organization.
- Know and administer operational policies, including engaging appropriate board members, officers and committee chairs as warranted.
- Evaluate programs, services and activities to ensure that program objectives are met.
- Ensure compliance with funding sources and regulatory requirements.
- Ensure effective audit trails.

Committee Guidelines and Committee Chair Responsibilities

Committee Guidelines

- The board will decide what committees will be formed and the president shall appoint a board member to chair each committee.
- Non-board members can be invited to be part of the committee, and as deemed appropriate, chair a committee as long as at least one board member is also a member of the committee.
- The committee chair is authorized to approach prospective committee members.

- A committee meeting can be called by the chair of the committee or by the president.
- A majority of the committee members shall constitute a quorum for any decision of the committee.
- The board will guide committees in setting the purpose of each committee, while the committees will set strategies for achieving the purpose.
- Committees will meet at least every other month. The chair of the committee will report in writing at board meetings the progress and activities of the committee.
- The president and the administrative director can sit on any committee ex officio.
- The administrative director is responsible for communicating to staff and contractors their role in committee deliberations.
- A committee will not enter into any contractual obligations on behalf of the board.

Committee Chair Responsibilities

- Ensures that the committee fulfills the charge of the president and program objectives as approved by the board.
- Determines the size of the committee and recruits committee members.
- Determines annual goals and objectives for the committee within the expectations set by the board.
- Sets the agenda for committee meetings.
- Determines which agenda items can be decided upon within the committee and which agenda items require the input of the board.
- Delegates responsibilities to other committee members and encourages their full participation.
- Presents pertinent information about committee regarding activities, work-in-progress and accomplishments to the board in quarterly written reports for inclusion in board meeting packets.
- Makes recommendations to the board.
- Works with administrative director to monitor activities within budget limits.
- Works in collaboration with other appointed committee chairs and committees.
- Calls and presides over meetings of the committee.
- Reminds committee members about meeting times and location.
- Records decisions and recommendations made by the committee.

Addendums

- I. Articles of Incorporation

- II. Bylaws
- III. Legislative Guidelines
- IV. Copyright Policy/Agreement
- V. Scholarship Process
- VI. AI Policy – PLACEHOLDER