

**FRIENDS OF BALCONES CANYONLANDS**  
**BOARD OF DIRECTORS ORIENTATION**  
**HANDBOOK**

**Note: This Handbook is intended to give directors a brief overview of the board's role and activities and individual directors' responsibilities regarding Friends of Balcones Canyonlands ("FOB")**

## **SECTION 1 THE BOARD OF DIRECTORS**

**1.1 Composition and Structure.** The board of directors consists of at least seven (7) members. Each term is for three years following the annual meeting at which the director is elected by the FOB members and until a successor is elected. Should a director die or resign during his/her term, the board will elect a replacement to fill the unexpired term. Per the Amended and Restated Bylaws, a director's service is limited to no more than six years consecutively (after a break in service, such director may be reelected).

**1.2 Qualifications.** To be eligible for board service, an individual must be an FOB member in good standing and have:

- a commitment to FOB and its Texas Hill Country conservation values;
- a knowledge of FOB's fundamental objectives, policies, procedures, and services;
- an understanding that the primary objective of FOB is to raise funds to help Balcones Canyonlands National Wildlife Refuge (the "Refuge") and a commitment to assist advancing that goal;
- a desire to advocate for joining FOB
- a desire to recruit volunteers for the Refuge;
- a specific talent or aptitude that assists the board in accomplishing one or more of its objectives;
- a willingness and ability to dedicate the time and effort needed to meet the responsibilities of a director; and
- a willingness to serve (as a Chair, member or volunteer) on one more board Committees.

**1.3 Role of board.** The board:

- leads, makes general policies for, and oversees FOB;
- develops and oversees the implementation of strategic plans with measurable goals for each calendar year and for longer terms to (a) raise funds to help the Refuge and (b) organize volunteers and volunteer activities to help the Refuge;
- oversees recruitment of and communications with the members of FOB;
- liaises with the Refuge's management to conserve and improve the Refuge;
- oversees the finances of FOB and all required state and federal financial reporting requirements; and
- oversees general legal compliance and compliance with the Partnership Agreement with the Refuge.

The day to day administration of FOB business and projects is done by individual directors, FOB Committees and volunteers.

**1.4 Training.** Each director should become familiar with the FOB's Articles of Incorporation and Amended and Restated Bylaws and the Partnership Agreement with the Ref-

uge. Directors are encouraged to seek training on nonprofit 501(c)(3) board service through webinars and seminars that are authorized by the President.

**1.5 Board Meeting Attendance.** Every director is expected to attend all 6 regular board meetings during the year and any specially called meetings. Failure to attend more than 2 meetings in any calendar year is grounds for removal from the board at the discretion of the board.

**1.6 Director/Board Legal Duties.** Directors and the Board should conduct themselves in compliance with the following legal duties:

- A director shall discharge his/her duties in good faith, with ordinary care, in a manner the director reasonably believes to be in the best interests of FOB. When conducting board business, the board should make reasoned business decisions after considering relevant information.
- Each director has a duty of loyalty. When making business decisions and acting as a board member on FOB business matters, individual directors should avoid conflicts of interests.
- Because substantial lobbying activities (supporting specific legislation or campaigning for specific political candidates) could jeopardize FOB's tax-exempt status, the policy of FOB board is generally to refrain from lobbying (with the understanding that individual directors may always lobby in their individual, personal, non-FOB capacities to the extent they wish). In addition, the board may, from time to time, to the extent it wishes, conduct educational meetings on public policy issues or prepare and distribute educational or public policy issue advocacy materials.

## **SECTION 2 OFFICERS**

**2.1 Qualifications.** All officers must be board members. All officers must be willing to commit substantial amounts of time in addition to that required by board service.

**2.2 President and board Chair.** The key responsibilities of the President and board Chair are:

- Works with board officers and committee chairs/champions to develop the agendas for regular and special board meetings, ensures that material related to all expected board action is provided to board members, and presides as Chair at board meetings;
- Appoints chairs of board committees;
- Manages the business and affairs of FOB between board meetings;
- May, consistent with Amended and Restated Bylaws and board resolutions, legally sign legal documents, contracts, correspondence, and grant applications;
- Oversees the FOB website and communications outreach such as online newsletters or emails/snail mail to the membership;

- Presides at the annual members meeting; and
- Represents FOB and the board at business and social functions, and, speaks on behalf of FOB.

**2.3 Vice President.** The key responsibilities of the Vice President are:

- Works with the President to ensure performance of the President's responsibilities, providing assistance as needed;
- Assumes the President's responsibilities in the absence, incapacity, or resignation of the President; and
- At the Vice President's option, works with the President and other officers and key FOB members to learn the role of President so as to be able to step in as a future President.

**2.4 Secretary.** The key responsibilities of the Secretary are:

- Takes notes at all board meetings and compiles the minutes for timely review and approval by the board;
- Ensures that all material corporate documents and records are maintained in electronic format on the FOB website;
- Helps coordinate communication between board members by providing meeting notices and other notices as required by the Amended and Restated Bylaws, board policies, or to ensure effective information flow to all board members; and
- Conducts correspondence on behalf of the board as authorized by the Amended and Restated Bylaws or board resolution.

**2.5 Treasurer.** The key responsibilities of the Treasurer are:

- Maintains accurate and complete ledger accounting records for FOB, including all revenues and expenditures;
- Makes bimonthly reports to the board regarding FOB's finances;
- Maintains accurate and complete records for all FOB bank accounts;
- Ensures the timely payment of all board-authorized obligations including taxes, purchases, expense reimbursements, etc.;
- With the President and committee chairs, develops annual budget recommendations and presents them to the board;
- Coordinates with the President, committee chairs and the board regarding the implementation of, and any necessary amendments to, any budget adopted by the board;
- Ensures timely completion and filing of IRS Form 990 and required Texas Comptroller of Account filings; and
- With the President, assesses the need for an audit of FOB's financial statements by a certified public accountant, and when audits are authorized by the board, with the President, oversees such audits of FOB's financial statements.

## **SECTION 3 BOARD COMMITTEES**

**3.1 Standing and Ad Hoc Committees.** The Committees identified in Sections 3.3 through 3.12 are standing committees. The President can also establish ad hoc committees to address special issues on an as needed basis.

**3.2 Committee Composition.** Each year the President will appoint the Chair of each Committee (both of all standing and any ad hoc Committees), which may be the director serving as Chair for the previous year. Each Committee Chair is responsible for recruiting Committee members, which must be members of FOB in good standing (but not necessarily board members).

**3.3 Nominating Committee.** The Nominating Committee will:

- As needed, identify individuals to replace retiring, resigning or removed directors, and recommend identified director candidates to the board for election.

**3.4 Membership Committee.** The Membership Committee will:

- Maintain and update a database of members;
- Ensure renewal appeals are provided to members in a timely manner;
- Develop plans to recruit new FOB members;
- Ensure members are thanked for joining FOB;
- Maintain a database of potential members/email addresses and other contact information collected from the Refuge, other directors, and other members;
- Coordinate the Annual Members meeting and other members-only events and activities with FOB officers and Refuge staff; and
- Recruit new volunteers from the FOB membership and forward their names to the Refuge's Visitor Services Manager.

**3.5 Fundraising Committee.** The Fundraising Committee will:

- Develop and implement an annual plan to obtain donations for general purposes from individuals and businesses for the board's review and approval;
- Plan and organize fundraising events contemplated by the annual plan;
- Properly thank and acknowledge all gifts/donations;
- Research available grant opportunities and prepare proposals in accordance with the established mission, vision and priorities of FOB and its board;
- When a grant is received, complete all required grant reports; and
- Properly thank and acknowledge grant providers and, when appropriate, order and install a plaque to recognize the contribution of a major grant.

**3.6 Land Acquisition and Land Conservation Committee.** The Land Acquisition and Land Conservation Committee will:

- Identify parcels of land for sale that would be attractive acquisition candidates for the Refuge;
- Research available funding options for land purchases; and
- Promote the creation of conservation easements for land near to the Refuge

**3.7 Activities Committee.** The Activities Committee will:

- Consist of three (3) or four (4) directors; and
- Each director shall be responsible for organizing an FOB members activity for each of three months (e.g., a Refuge plant or birding hike, educational presentation, or local field trip) for all months of the year except July and August.

**3.8 SparrowFest Committee.** The SparrowFest Committee will:

- Organize the SparrowFest event held each February;
- Obtain birding guides for the festival;
- Advertise the event;
- Obtain vans for the event field trips;
- Prepare the Flying X as headquarters for the festival;
- Purchase groceries and prepare the meals during the festival; and
- Clean up the Flying X after the festival ends.

**3.9 Song Bird Festival Committee.** The Song Bird Festival Committee will:

- Organize the Song Bird festival held each April;
- Obtain birding guides for the festival;
- Advertise the festival;
- Obtain donations/purchase merchandise to sell during the festival;
- Obtain vans for the festival field trips;
- Arrange for speakers for the festival;
- Prepare the Refuge headquarters as the headquarters of the festival;
- Prepare/cater the meals during the festival; and
- Clean up the Refuge headquarters after the festival ends.

**3.10 Trails Committee.** The Trails Committee will:

- Propose new trail paths in the Refuge for Refuge management's consideration;
- Establish the new trail paths approved by, or requested by, the Refuge management; and
- Maintain existing trail paths.

**3.11 Communications Committee.** The Communications Committee will:

- Be responsible for maintaining and updating the FOB website, including notifying members and the public of FOB activities and reporting on such activities on the website;

- Advertise FOB scheduled activities through social media and broadcast media; and
- Prepare and distribute periodically via email an FOB newsletter.

**3.12 Speakers Bureau Committee.** The Speakers Bureau Committee will:

- Upon request by the board, an officer or committee member, identify speakers for FOB events or outside events; and
- Visit various organizations (e.g., schools, nature/conservation organizations, clubs, etc.) to speak about and promote the Refuge and FOB.

**SECTION 4  
ADVISORY DIRECTORS**

**4.1 Consulting Role of Advisory Directors.** The board shall have the power to appoint advisory directors who shall constitute the Advisory board. Neither the Advisory board nor any individual advisory director shall have any voting power or legal authority to bind or make decisions on behalf of FOB, but shall instead contribute their expertise, advice, and recommendations to the board on the work of FOB. Individual directors are encouraged to suggest to the full Board candidates for advisory directors that they believe would make positive contributions to FOB. The board or individual directors may contact advisory directors from time to time on specific issues as they arise. board Committee Chairs may from time to time invite advisory directors to board Committee meetings as guests when appropriate. The President may from time to time, invite the Advisory board to attend board meetings as guests when appropriate. Advisory directors shall be encouraged to offer their input on issues pertaining to FOB at any time they feel their input would be beneficial to FOB or the Refuge.

**SECTION 5  
ETHICAL CODE OF CONDUCT AND CONFLICTS OF INTEREST POLICY**

**5.1 Ethical Conduct and No Conflicts.** When acting on behalf of, or representing, FOB, directors should strive to act with high ethical principles and consistent with the policies and values of the board. It is the board's intent to prevent both actual conflicts of interest and situations which reasonably could lead to a perception that a conflict of interests may exist. No director or FOB member should derive personal profit or gain for themselves, their relatives, friends or business associations by reason of a FOB transaction or activity unless expressly authorized by the board. Each director should disclose any financial or other interest in a FOB matter pending before the board and should refrain from any discussion or voting on such matter.

**SECTION 6  
MEETINGS**

**6.1 Frequency and Length of Board Meetings.** Regular board meetings occur on the third Wednesday of each January, March, May, July, September and November.

Each regular meeting starts at 5:30 p.m. and typically ends by 7:30. Special meetings occur on an ad hoc basis as needed.

**6.2 Agendas, Minutes and Voting at Board Meetings.** Board members will receive in advance of every board meeting an agenda and the minutes for the preceding board meeting. Every director is expected to come to each board meeting prepared to discuss each agenda item on an informed basis. All official board actions should be accomplished by a motion from the floor, a second from the floor and an affirmative vote by the majority of a quorum of the board. Aye and Nay votes should be recorded in the minutes. In advance of each board meeting, Committee Chairs will provide the board brief written reports regarding any active projects of their Committees. Committee reports will be discussed at the board meeting only to the extent that individual directors have questions, or additional board action is needed.

**6.3 Unanimous Written Consents and Telephonic Meetings of the Board.** A unanimous consent to actions signed by all directors may be used in lieu of an in-person meeting to take action. Telephonic meetings in lieu of in-person meetings are also permitted.

**6.4 General Meetings.** There is an annual members meeting each fall, usually in October. Board members are expected to attend.

**6.5 December Holiday Party of the Board.** There is usually a holiday party each December for Board members.

## **SECTION 7 INDEMNIFICATION AND INSURANCE**

**7.1 Maximum Indemnification.** The Amended and Restated Bylaws provide for the maximum indemnification provided for by applicable law for any act or omission of a director or officer taken in good faith and with due care which the director or officer reasonably believes to be in the best interest of FOB.

**7.2 Directors and Officer Liability Insurance.** FOB maintains a directors and officers (“D&O”) insurance policy to reimburse FOB for indemnification payments.