

### **Are you considering to run for your Board of Directors?**

***Anyone looking to run for a position on their community's board of directors should keep in mind the job is often a thankless one and if elected they should make all decisions with the interest of the community at heart. Some of these decisions will be challenging and not always what will be personally satisfying, but most overall would be made within the enforcement of the Corporation Declarations.***

***The greatest reward will be the satisfaction of a job well done when the community prospers and the value of homes maintain!***

A board of directors is a requirement for a homeowner's association to function properly. These elected volunteer officials are responsible for all operations of the association and ensuring the community governing documents are followed and enforced. Without a capable board, a community's quality can quickly decline. The Declarations of an association give all the information regarding a board of directors. Election procedures, the number of members, officer positions, and terms will all vary from association to association. The board is elected from and by the homeowners of the community at the annual meeting. The Declarations will list how the election should be conducted: if it is held by ballot or proxy or both. Nominations can be presented at the annual meeting; management will determine how many homeowners must vote to reach quorum.

### **HOA BOARD OFFICERS DUTIES & RESPONSIBILITIES**

This document describes the duties and responsibilities of the Board officers in detail, and in alignment with, the officer descriptions.

**PRESIDENT** The president is vested with all the powers generally given to the chief executive officer of a corporation. While specific bylaw provisions may vary the president's duties, it is generally presumed that he or she will preside at all meetings of the board and the membership. The president may sign, with the Secretary or other proper officer of the corporation authorized by the Board, any deeds, contracts, orders, mortgages, bonds, and other documents that the Board has authorized to be executed. The president also assumes general charge of the day-to-day administration of the association and has the authority to authorize specific actions in furtherance of the board's policies. As chief executive officer, the president serves as spokesman for the board of directors in most matters relating to general association business. Like all officers of the association, the president has an affirmative duty to carry out the responsibilities of the office in the best interests of the association. The position of president requires outstanding leadership and management skills. This does not mean he or she should make all of the decisions, but rather preside over meetings and make sure all members of the board have the opportunity to give their opinions and the decision that is made is done so only after appropriate discussion and with the best interests of the community in mind. He or she is also responsible for preparing meeting agendas and ensuring all important business is taken care of. As many associations are incorporated as non-for-profit corporations, the president is essentially the CEO and will sign all contracts and other legal documents pertaining to the association, and cosign all checks, unless this duty is specifically given in most cases to a management company appointed and hired by the BOD.

**VICE PRESIDENT** The vice president of the association is vested with all of the powers which are required to perform the duties of the association president in the absence of the president. The vice president

does not automatically possess inherent powers to act in the capacity of chief executive and may act for the president only when the president is actually absent or otherwise unable to act. The vice president may assume such additional duties as are defined by the board of directors. In many communities, the vice president will be assigned specific areas of responsibility which may include the grounds and buildings, the recreational properties, or other association activities. The vice president may also be designated to serve as the executive director or the third-party company manager for the association. Each of these duties must be specifically conveyed by the board of directors upon the vice president, and the scope of this authority and responsibility should be defined in writing and placed in the minutes or in the bylaws of the association. If the association has one, the vice president will act as a substitute for the president is, he or she is unavailable as well as carry out any other duties that may be assigned to him or her. In many associations, the vice president is given the role of acting as a chairman or liaison of one or more committees.

**TREASURER** The treasurer is the custodian of the funds, securities and financial records of the association. If there is a third-party company, manager or other Association member that handles the Association's funds, then the treasurer's duties will include overseeing the appropriate company or member(s) to ensure that the financial records and reports are properly kept and maintained. Unless the bylaws otherwise specify, the treasurer is responsible for coordinating the development of the proposed annual budget and for preparing and giving the annual financial report on the financial status of the Association. The treasurer does not have the authority to bind the association or the board of directors in dealing with third parties unless the board has provided express authority for the treasurer to do so. As with the association's secretary, the treasurer does not have to actually perform the day to day record keeping functions of the association, but the treasurer will ultimately be responsible for ensuring that the financial records of the association have been maintained properly in accordance with good accounting practices.

**SECRETARY** The secretary of the association is responsible for keeping and maintaining a record of all meetings of the board and the membership and is the custodian for most of the official records of the association. As the custodian of the minutes and the other official records of the association, the secretary is responsible for ensuring access to those records by the members of the association and their authorized representatives. Similarly, it is appropriate for the secretary to oversee the content of any website that disseminates information for the community via the internet. Unless the community documents otherwise provide, the secretary will be in charge of giving all of the required notices to both the board and the members in accordance with the law and the documents of the community. As the custodian of the records, the secretary may also be responsible for filing the annual government reports to maintain the active status of the association. If there is a third-party company, manager or other Association member that handles the Association's records and notices, then the secretary's duties will include overseeing the appropriate company or member(s) to ensure that the records, notices and reports are properly kept and maintained.

**DIRECTOR** Although a Director is not an official officer of the board this role is very important, and are required to participate in the governance and oversight of the corporation's activities. New law passed in 2018 required 5 BOD positions including a Director should always be seated. The most critical function of the Director is to support the BOD. Clerical or assistant duties to the Officers can be appointed to the Director. Directors can volunteer for specific projects to help the board like overseeing committees, or organizing communication from those committees back to the officers.