

I. BOARD OF DIRECTORS OPERATING POLICIES AND PROCEDURES

A. Board Purpose and Decorum

1. Purpose of the Board

- a. The Board of Directors is elected by the membership and is therefore responsible to and subject to the will of the membership. The board establishes policies and procedures for its own operation and recommends policies for the Society as a whole, which are subject to approval by the membership. The board has the authority to interpret the Articles of Incorporation, bylaws and special rules.
- b. The purpose of the board is to approve, revise and implement policies and to conduct the business of the Society. Creation of policies should be done by committees or members prior to board meetings. General information on activities or issues should be provided to the board via the written report. Extensive solicitation of input on ideas should not be done during the board meeting.

2. Decorum of the Board

- a. All board members are expected to attend all meetings of the board. The membership cannot be properly represented without full attendance. If a member cannot attend, notification of the anticipated absence should be sent to the chairman prior to the meeting.
- b. All board members are expected to prepare for board meetings by reading and being prepared to discuss all documents that are provided prior to the meeting.
- c. It is important that each member not allow any personalities to affect his judgment on board decisions. It should be the duty of each board member to act on the board in the way he feels will serve the membership best. Members should respect the right of other board members to vote according to their individual ideas and beliefs and should respect their right to differing opinions. If a board member allows individual personalities to affect his judgment, he will do an injustice to the membership who elected him to his respective office.
- d. All board members, when on official business for the Board or the Society, are official spokesmen. The board members' words, whether in conversations, speeches, or written reports, are interpreted to reflect the board and the Society policies. For this reason, each board member must be conscious at all times of what he is saying or writing, how it might be interpreted by others and whether he is truly reflecting established policies. In the event that a board member is approached verbally or in writing regarding a concern/issue, the Chairman of the Board shall be notified immediately and then the Chairman of the Board will consult with all board members prior to giving a response. (Refer to Board Policy and Procedure Section II. C. Communications Policy.)

BOARD PURPOSE AND DECORUM

ADOPTED: 1981

AMENDED: 9/86, 9/87, 9/99, 7/00, 1/01

B. Composition of the Board

1. The Board of Directors is composed of the President, President-Elect, Vice President, Secretary, Treasurer and the two immediate past Presidents.
2. Replacement of Board Members
 - a. A vacancy of any elected officer shall be filled according to Article IV, Officers, Section 5 of the bylaws.
 - b. If the President resigns, the Vice President will fill the position for that year. The Vice President will be offered the option of filling the next two years on the board. If the Vice President declines to serve the additional two years, the board shall appoint an individual to fill the vacancy. This individual must have previously served as a board officer.

COMPOSITION OF THE BOARD

ADOPTED: 1981
AMENDED: 9/91, 9/92, 9/99, 3/01, 9/04, 9/07

C. Officers of the Board

1. Chairman of the Board
 - a. The Chairman of the Board may be any elected officer or immediate past president serving on the board and shall be elected by the board for a term of one year.
2. Vice Chairman of the Board
 - a. The Vice Chairman of the board shall be the President.
 - b. If the President declines the position or is serving as chairman, the board will nominate and elect a Vice Chairman from the other members serving on the board.

OFFICERS OF THE BOARD

ADOPTED: 1981
AMENDED: 12/86, 9/87, 9/98, 9/99, 7/00, 1/08

D. Spokesman for the Board

1. The Chairman of the Board is the primary spokesman for the board.

SPOKESMAN FOR THE BOARD

ADOPTED: 1981
AMENDED: 9/86

E. Spokesman for the Society

1. The ISRT President will serve as official spokesman for the Society unless otherwise directed by the board.

SPOKESMAN FOR THE SOCIETY

ADOPTED: 1986

F. Board Meetings

1. Scheduling of Meetings

- a. The date, time, and place for the board meetings will be established by the chairman. The chairman will select several possible dates and request input from the board, executive staff and committee/taskforce chairmen as to which date is best. The chairman will then select the date for each meeting based on the responses.
- b. The board meets routinely five times each year: on the day immediately following the Annual Conference, in the winter, in mid-spring, the summer and the night preceding the Annual Conference.
 - 1) The pre-annual board meeting adjourns concurrently with the adjournment of the Annual Conference. Therefore, the board members are "on call" at all times during the Annual Conference for possible continuation of the board meeting.

SCHEDULING OF MEETINGS

ADOPTED: 1981

AMENDED: 9/91, 9/98, 6/99, 7/00, 9/07

2. Conduction of Meetings

- a. Meeting Rules

- 1) Board meetings will be conducted under Roberts Rules of Order, Newly Revised.

- b. Spectators and Participants

- 1) Board meetings are open to all members of the ISRT. Any person other than an ISRT member can attend only by invitation from the President, Chairman or consent of the board.

- c. Recommendations, Resolutions, Motions, Action Forms

- 1) Recommendations are suggestions of possible course of actions, ideas, or charges. Recommendations by an individual must be presented in the form of a motion, with a second, to be considered for action. Recommendations presented by a committee/taskforce are automatically treated as a motion, with an implied second, and are considered for action.
- 2) Resolutions are formal statements expressing a general will, intent or opinion of the board. A resolution is usually made to honor or recognize a person or event. Any formal resolution made and seconded must be considered for action by the board.

- 3) Motions are proposals for action that are fully developed and ready for implementation. Any motions made and seconded must be considered for action by the board.
- 4) For any decision needing action, the Secretary shall present or send a completed action form to the person responsible for the action.

CONDUCTION OF MEETINGS

ADOPTED: 1981
AMENDED: 9/86, 9/87, 7/00, 1/08

3. Agenda for Board Meetings

- a. ISRT members wishing to submit an agenda item must submit the item to the Chairman of the Board three weeks prior to the Board of Directors meeting and may address that issue only when recognized by the Chairman of the Board.
- b. Non ISRT members may submit agenda items to the Chairman of the Board, three weeks prior to the Board of Directors meeting. The chairman will decide whether to place this item on the agenda and issue an invitation to attend.
- c. An agenda will be sent to all board members, student page(s), executive staff and committee/taskforce chairmen at least one week prior to the board meeting.

AGENDA FOR BOARD MEETINGS

ADOPTED: 1981
AMENDED: 4/88, 07/02

4. Quorum

- a. A quorum of the board must exist before a board meeting may begin and before any action may be taken. A quorum consists of not less than four of the elected officers or immediate past presidents serving on the board.

QUORUM

ADOPTED: 1981
AMENDED: 9/87

5. Executive Session

- a. A motion must be made by a voting board member to go into executive session or at the discretion of the Chairman of the Board. The motion is a question of privilege and therefore is adopted by a majority vote.
- b. Only voting board members, special invitees and such employees or staff members as the board may determine to be necessary are allowed to remain in the room during executive session.
- c. No issue considered in executive session of the board shall be discussed after recess of said session. The board may direct the chairman or another board member to disclose specific issues.

- d. The Secretary shall record and transcribe the minutes of the executive session according to established procedure. The minutes shall be distributed only to voting board members. At the discretion of the board, a motion or other information may be reported in the main minutes.

EXECUTIVE SESSION

ADOPTED: 1981

AMENDED: 9/86, 9/87, 9/89, 12/89

6. Verbal Reports and Discussion at Board Meetings

- a. The purpose of the board is to approve, revise and implement policies. Creation of such policies should be done by committees or members prior to the board meeting. General information on activities or issues should be provided to the board via the written report. Extensive solicitation of input on ideas should not be done during the board meeting.
- b. Verbal reports at board meetings should be given for the following reasons:
 - 1) Present supporting material necessary to clarify the written report.
 - 2) Present a motion, recommendation or resolution along with rationale.
 - 3) Propose and/or discuss any item or issue which needs action from the board.

VERBAL REPORTS

ADOPTED: 1981

AMENDED: 11/83, 9/85, 9/86, 9/87, 9/99

7. Written Reports

a. Board Reports

- 1) All committee/taskforce chairmen, board members, student page(s) and executive staff will be requested to submit a written report prior to each board meeting. A final year end report summarizing all activities for the year should be submitted prior to the fifth Board meeting. The report should be sent (e-mail if possible) to the Executive Secretary no later than three (3) week prior to the board meeting. The Executive Secretary will distribute the reports to all voting board members. The Secretary will mail all reports to individuals who do not have access to e-mail.
 - 2) All paid Executive Staff must submit a written board report when required in order to be paid according to their paid employee agreement.
- b. The content of written reports shall include the following:
- 1) Specific officer/committee/taskforce/district activities
 - a) List dates, places, topics and attendance of all past and future meetings.
 - b) Discuss all professional activities of membership.

- c) Comments on any concerns of the membership.
- d) Discuss progress of proposed or ongoing projects.
- 2) Personal Activities
 - a) Describe your activities as a board member since the previous board report.
- 3) Miscellaneous
 - a) Provide any information that might be of interest to the board and/or the Society.
 - b) The content of written reports shall include the following: (continued)
- 4) Recommendations/Resolutions/Motions
 - a) Provide any recommendations of the membership and discuss rationale and suggested actions that should be considered by the board. The recommendation form should be used for all recommendations.
 - b) Using the resolution/motion form, make any resolution or motion and provide rationale for such action.

WRITTEN REPORTS

ADOPTED: 1981

AMENDED: 11/83, 9/85, 9/86, 12/86, 9/87, 12/87,
9/88, 9/96, 9/98, 6/99, 7/00, 07/02, 03/03

8. Minutes

- a. Minutes shall be distributed only to voting members of the board.
- b. A synopsis of the minutes shall be provided for publication.

MINUTES

ADOPTED: 1981

AMENDED: 9/86, 9/87, 4/88, 9/90, 9/95, 9/96,
9/98, 7/00, 7/01, 01/03, 03/03

G. Duties of the Board

1. ISRT bylaws, Article VII, Board of Directors, Section 3. Duties states:

- "A. Be vested with the responsibility of the management of the business of the corporation in concert with its strategic plan.
- B. Appoint committees, external organization representatives, task forces and work groups as deemed necessary.
- C. Between meetings of the Board of Directors, an Executive Committee shall be vested with the responsibility of the management of the business of the corporation.
- D. The Executive Committee shall be composed of the elected officers of the ISRT and the

two immediate past presidents.

- E. The Chairman of the Board shall serve as Chairman of the Executive Committee.
- F. Decisions of the Executive Committee shall be determined by a 2/3 vote of the entire Executive Committee.”

BOARD DUTIES

ADOPTED: 1981

AMENDED: 12/86, 9/87, 9/88, 9/95, 9/98, 9/99, 9/07

H. Committees/Taskforces and Executive Staff

1. The bylaws provide for five standing committees:
 - a. Bylaws
 - b. Executive
 - c. Finance
 - d. Nominating
 - e. Tellers
2. Additional committees, taskforces and liaisons may be established and appointed as needed.
3. The following executive staff positions have been established:
 - a. Communications Manager
 - b. Director of Competitions
 - c. Executive Secretary
 - d. Historian
 - e. Parliamentarian
 - f. Webmaster
4. The number of members on any committee/taskforce, unless stated in the bylaws, is the responsibility of the President.
5. Specific charges to committees/taskforces are the responsibility of the President.
6. Committee/taskforce members serve without pay but may be reimbursed for postage and other items necessary to accomplish the committee/taskforce goals according to budgeted monies and approval by the board.
7. The chairmen of all committees/taskforces are expected to forward all files to the Executive Secretary upon completion of charges. Postage is to be charged to the appropriate committee/taskforce, if necessary.

COMMITTEES/TASKFORCES AND EXECUTIVE STAFF

ADOPTED: 1981

AMENDED: 9/86, 12/86, 9/87, 9/91, 9/93, 9/94, 9/96,
9/97, 9/98, 9/99, 7/00, 7/01, 07/02

I. Board Appointments

1. All board members should be alert for possible committee/taskforce members and Executive Staff and should submit their recommendations to the President-Elect. At the spring Board meeting, the President-Elect shall present names for consideration of Executive Staff to be appointed by the board. Board members may also submit names for consideration.
2. At the first board meeting, the new President shall submit final recommendations for executive staff positions and shall submit the names of appointed committee/taskforce chairmen and committee/taskforce members.
3. The board shall appoint persons to executive staff positions.

BOARD APPOINTMENTS

ADOPTED: 1981
AMENDED: 9/86, 9/87, 9/88, 9/96, 6/99

J. Annual Report

1. The board is responsible for preparing an annual report to the membership to be delivered at the Annual Conference. This report is compiled by the Chairman of the Board and President from material in committee/taskforce reports, board meeting minutes and action taken by the Executive Committee. The President typically presents the report at an Annual Conference Business Session, however, the manner of the final presentation is up to the board.

ANNUAL REPORT
ADOPTED: 1981
AMENDED: 9/99, 8/03