

**Director's Handbook**

**DIRECTOR'S HANDBOOK**

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## Director's Handbook

### CALAVERAS TIMBER TRAILS

#### General Board Duties

**What is a Board of Directors?** From Collier's Encyclopedia:

**"DIRECTORS"**, individuals selected to control the affairs of a corporation. In private corporations the directors are selected by vote of the stockholders... The directors are given the duty and responsibility of managing the affairs of the corporation. They determine the policies to be followed and supervise the work of the officers who are hired to do the detailed administrative work."

**"BOARD, ADMINISTRATIVE"**, a body consisting of a number of persons appointed or elected to act as a council in managing or directing any public or private business...."

**Summary:** A Board of Directors is a group of individuals selected to act as council in managing or directing a private business. They determine policies to be followed and supervise the work of the officers (Management Personnel) who are hired to do the detailed administrative work, which includes the supervision of all employees. Note what is **NOT** said. It does **not** say that Directors are to take on the actual duties of management or act as "individual" supervisors of hired management and/or personnel performing laborious tasks – i.e. administrative, clerical and /or maintenance. Directors – **Note Directors as a group** or **The Board** are to act as council to hired management and determine the policies for hired management to follow and then supervise (through the President or designated Administrative Board member. See "Duties of President") the hired manager(s).

So...what is the Board's official duty?

1. Primary Duty of the Board of Directors is to provide Management, Maintenance and Preservation of the Property – (Articles II & III of our Articles of Incorporation).
2. Requirement for Directors is established in the Articles of Incorporation - (Article VI).
3. Bylaws – Powers of Directors: Bylaw 4.1  
Officers of the Corporation: Bylaw 5.1 – Officers can hold more than one position except for the President, Secretary and Treasurer per Davis Stirling Act.
4. Officers of the Corporation: The officers of the Board are the President, Vice-President, Secretary and Treasurer. The Primary Responsibilities of the officers are found in Bylaws 5.6, 5.7, 5.8 & 5.9. They are called Executive Directors.
5. " Directors (who are not Officers) are simply "Directors"  
Primary Responsibilities:

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Work with the 4 officers of the Corporation in conducting the "business and affairs of the Corporation." They, along with the four officers are to effectively accomplish the requirements of Articles II & III of the Articles of Incorporation and the Bylaws. They vote on all issues and provide guidance and supervision for the individual officers of the Corporation (i.e. President, Vice-President, Treasurer and Secretary).

6. Secondary Responsibility – They can (although not required) work in specific areas on a committee such as Rules & Design, Fire & Safety, Recreation, etc. if so approved by the Board of Directors. Authority for this is found in Bylaw 6.3 – Committees. However there are limitations to their service on a committee:

### Limitations to Serving on any Committee:

1. If a majority of Directors are part of a committee meeting of any kind, it is considered a Board meeting and all the requirements before and during a Board Meeting must be adhered to including an agenda posted 4 days prior to the meeting. (Davis Stirling Act)
2. Director Liason may not serve on any committee per Liason Director duties in POM.
3. Directors may not be “in charge of” Recreation. (See “Recreation” section of Committees)
4. A Director may not be “in charge of” Boat Yard. (See “Boat Yard” section of Committees). Directors as a body are responsible for all committees in the park; to govern them and provide insurance for them, etc. (Bylaw 6.3 and Director's Handbook pg 5). The Boat Yard was developed by fellow-boaters in the park for boaters. They manager their own space through a Committee.

### Basic Guidelines for Directors

This booklet contains some of the basic information that all Directors need to be familiar with. It outlines, in a very broad sense, the overall responsibilities of the Board of Directors, and what individual Directors need to do to fulfill their fiduciary duty to Calaveras Timber Trails. In addition to this booklet, all Directors need to have a good knowledge of the Bylaws, Rules & Regulations, Standard Operating Procedures, Policies and Procedures. All the information can be found in the Park's Operations Manual. If quoted rules are not in the Operations manual (which contains Bylaws, SOP's, etc), then the rule does not exist. There are no verbal rules. Rules, SOP's, etc. must be written down, passed by a Board of Directors, approved and ratified by the Membership at an Annual Meeting. If not, then they are not valid rules. Notwithstanding the above, the Board of Directors can pass written rules, SOP's, (Policies) etc. during the course of the year and they will be valid until the next Annual Meeting. Bylaws may not be changed, even temporarily, by the Board. (Bylaw 9.1). Bylaws must be voted on by the members at the Annual Meeting and can not be changed until the Annual Meeting. Prior notice to the members is required before changing Bylaws. If any SOPs (Standard Operating Procedures) are approved and ratified at the Annual Meeting, then they become "approved" written Rules, etc. A Director or Board simply can't make verbal rules to fit the circumstances or occasion. When this happens, the Park is exposed to legal consequences.

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It is suggested that you read through ~~this Booklet~~ and the Park Operations Manual as soon as possible. The guidelines contained in them form a general plan for managing the Park from years of experience and with legal advice. While Directors do not manage, they are responsible for providing direction, guidelines, and supervision to the Park's management and employees. This is outlined in the duties of the President. The Board supervises through the President.

Some of the main issues the Board of Directors must continually address are as follows:

1. Develop and maintain long-term plans and establish directives that will assure their fulfillment. For example:
  - A. Long-term management plans for managing the Park.
  - B. Long term plans for maintenance and improvements of roads, buildings, pool complex, etc. (this is called the Reserve study or Reserve Plan).
2. Continually audit the Park's financial posture. This is accomplished by routine ~~audit~~ checks of accounting records to assure the proper management of all monies and Park expenses and by going over the Treasurer's Report in detail at each Board Meeting. As required by law, (Davis Stirling Act) a financial Review by an outside CPA is required each year. It is the Board's responsibility to make sure that takes place.
3. Do all possible to maintain the Park's reserve fund. This fund is to be maintained at \$100,000.00, per vote of the general membership of July 7, 2001 at the Annual Meeting. There is a program in place to grow the Reserve through the Capital Improvement plan as outlined in the Policy section of your Park Operations Manual under "Accounting" (see also excerpt from 2001 Financial Report and how the Reserve Plan is to grow the Reserve and Capital Improvement account).
4. Directors are responsible to review all common interest facilities, roads, buildings, infrastructure, etc. annually and report condition to members every three years in a formal written Reserve Review Report. Members will vote on Capital Improvement spending at each annual meeting.
5. Direct and control the business of the Park in a professional manner and yet keep membership dues as low as possible.
6. Provide factual information outlining the cost for providing special services to the membership at each annual meeting. Note: The members voted at the annual meeting on 7/5/03 to have the Board of Directors present them with a Cost Analysis of each service at all future annual meetings. They (the members) will then decide, by vote, as to how much the Park is to charge the members for each service it provides. Therefore, the Board of Directors does not set the price the Park charges for any special services.

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7. Assure the Park management properly performs their functions. This is accomplished by directing and controlling (supervising) the performance of the Park's manager(s) through the President. (See Duties of Board President). Management responsibilities are all inclusive as outlined in the job description(s). Manager(s) are responsible for the daily supervision of the Park, its facilities and all employees. A crucial part of management's task is to interface with the members. Additionally, management is expected to make suggestions on all aspects of the Park's operations (accounting, maintenance, facilities, roads, contracts, labor laws, etc.) at the monthly Board Meeting.
8. Provide adequate insurance coverage for the park assets, its common areas and building contents as well as protection for the Board, persons handling money, committees and volunteers. A copy of the insurance policy declaration page is to be given to all members at least once per year (*Bylaw 6.1.2*) in the Annual Meeting packet.

There are many other concerns and issues that the Board must address from time to time. However, Directors must remember that their function is to guide and supervise the management of the Park through directing the President– not to take active part in the management process. Directors are to direct. CTTA managers are to do the actual day-to-day management of the Park.

### **Directors Code of Conduct/Ethics**

This Code of Conduct was adopted to provide guidance for Directors to follow during their terms of office. Directors are required to follow the Code of Conduct at all times.

1. Timber Trails is a Recreational Camping Park. It is for single people, couples, and families regardless of race, creed, or national origin. Directors will do all possible to prevent, and/or eliminate prejudice of any nature or form. Expressing favoritism towards individuals, families, groups of members, etc. is strictly prohibited.
2. All Directors must be members of the association in good standing (Bylaw 4.3). There is only one membership per campsite. Therefore, only a "designated" member can serve on the Board of Directors (Bylaw 2.1).
3. A Director's performance will be judged on performance. Popularity, family status, nationality, race, color, or creed are of no consequence and shall never be considered.
4. Timber Trails Park is a Corporation and shall be operated as a business entity. It shall be managed and operated in a professional and business-like manner including Executive and Open Director's meetings.

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5. Directors (corporately and individually) shall make every effort to keep commitments made to the Membership at Annual Meetings. This includes, but is not limited to, documented commitments made prior to their being elected to the Board.
6. Each Director must have a good understanding of the Corporation's Bylaws, Rules, Regulations and ~~Guidelines~~ and Policies as written in the Park Operations Manual. They are to make decisions accordingly.
7. Directors shall not be self-serving or ignore the needs and known desires of the entire membership. They must be unbiased and make good sound decisions based upon what's good for the Park and its Membership.
8. The Membership shall be provided with truthful, meaningful and easy to understand information so that they can make sound educated decisions on issues.
9. Directors must do their utmost to diffuse conflict situations created by individuals, special interest groups, committees, etc. Issues (peace, quiet, financial, etc.) that may affect all members are to be presented at the Annual Meeting for final resolve.
10. Directors shall work together for the common good of the Corporation and the Membership. All effort shall be made to avoid disrespect and disregard among directors. Once final decisions are made, Directors are expected to work together. Teamwork is the key to success.

Ethics (See separate Davis-Stirling Sample Ethics Code for possible inclusions in CTTA Code of Conduct)

### **Directors and Management Options/Considerations**

Authority for Board to hire a manager(s) and Park employees is found in Bylaw 6.3 and 6.4.

CTTA has ~~several~~ Management Options:

- 1) Total Full Time Management by the Board of Directors in which they personally perform all Management functions. While this is an option it is improper in most all cases.
- 2) Hire and supervise a Manager(s) (through the office of President as outlined in "Duties of Board President") who will perform all management duties of the Corporation (Bylaw 6.3).
- 3) Hire a professional real property management Company to effectively manage the Corporation (provide employees, accounting functions, etc.) Bylaw 6.4.
- 4) Hire a part-time non-resident Administrative manager (approximately 40 hours a month) to over-see the full time resident Maintenance and Office Supervisors on a weekly basis and meet with the Board once a month. His/her task would be to ensure that all Board directives and Park Operations Manual Policies, Procedures and duties

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- are carried out in a professional and efficient manner. This part-time Manager would necessarily be an impartial, non-resident and not involved in Park politics. His/her only duty is to be the watchdog of all staff productivity, including Supervisors and would report only to the Board and the Board President.
- 5) Hire two couples for each residence – One Supervisory couple and one Maintenance/Office couple, however, it has been proven by experience that this does not work well especially when the couples work together 40 hours a week and are neighbors seven days a week. The Board President or designee is their only overseer. This has proven to be inefficient in that when the Board is not in the park, the employees are left to do as they please.

Regardless of which option is used, the position of President and/or Vice President (or a director appointed by the President) is the position which is to supervise and direct the management of the Park. This requirement is found in Bylaws 5.6, 5.7, 6.3 & 6.4.

When selecting the option that is best for the Park, Board members must consider what has not worked in the past. Repeating the same mistakes is a formula for failure and more employee turnovers which we cannot afford. Stability is critical for the Administration of the Park. Employees left to themselves with little or no regular accountability may not provide 8 hours of service for 8 hours of pay. Often the Supervisors come to believe they, not the Directors, run the park, which creates additional problems.

Whoever is selected as "Manager" must become familiar with and follow the Park Operations Manual as it is written and approved by the Board and the Members. They must be impartial to the political sways in a "small city" like ours. (See History of Employee Options Utilized attached)

Notwithstanding the above, the Board of Directors (as a Board) is to supervise the activities of the President and/or Vice-President. If necessary, the Board of Directors has the authority to remove the President (Bylaw 5.4) who is an "officer" of the Corporation (Bylaw 5.1).

The system of management outlined in the Bylaws was created to provide basic management principles for the Board of Directors to follow in dealing with Contracts and Committees (Bylaws 6.1, 6.2, 6.3, 6.4 & 6.5). Only one, or two at the most, Directors (President and/or Vice-President) are to be directing and supervising other directors and Park employees. Board members should not be involved in the daily directing and supervising of Park employees or a professional management company. Rather, their concerns should be brought to the President and/or Board (in executive session) and either the President and/or Board will decide the issue(s). If decided by the Board, the Board will direct the President accordingly. The President will then so direct the Park Manager(s) who in turn will implement the new requirement(s), etc.

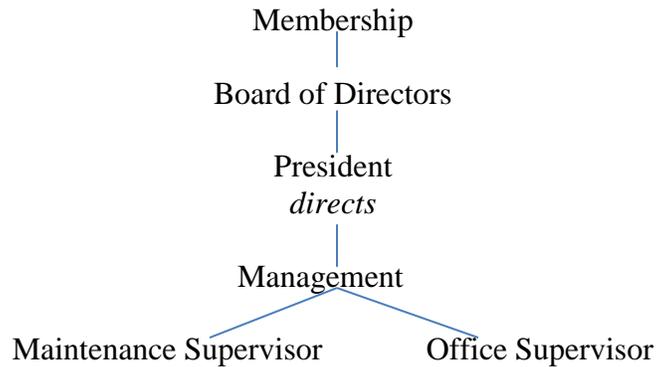
Simple Formula – The Board of Directors directs the President. The President or V/P(s) directs the Manager and then the Manager manages under their guidelines. Seven Directors telling employees what to do and how and when to do it is improper management and does not follow

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the intent of the Bylaws. There is no authority in the Bylaws granting individual directors (except the President and/or Vice-President) the right to supervise Park employees. Individual directors must act through the President and/or the Board of Directors.

Any questions regarding these basic guidelines should be directed to the President and/or the Board of Directors.

### Chain of Command Chart



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### **Board Changing Standard Operating Procedures (Policies) & Rules**

**Basic Policy:** (See also Policy section of the Park Operations Manual regarding changing Policies and Rules) The Board of Directors has the responsibility and authority to create new, or amend existing rules when needed. However, when Rules or SOP's (Policies) are amended or new Rules and/or SOP's are created, it must be a Board action. It can not be done by one or two Directors. Once action has been taken it must be reported to the membership within 15 days and can not become effective until 30 days after Board action. (Davis-Stirling Act). It may be enforced only temporarily until the next Annual Meeting wherein it must be approved by the membership. The membership approved this procedure on July 7, 2001 at their Annual Meeting.

The Board may not change a Bylaw; not even temporarily. Bylaws may only be changed by Membership vote at an Annual Meeting.

### **Board Handling Problems and Concerns from Members (See Also Policy)**

Directors should advise members who come to them with problems and/or major non-compliances to write the Tribunal Committee via the Park address. If the Tribunal Committee can't resolve the matter, it will be taken to the Board for final resolution (Bylaw 10).

Directors should not answer or advise a member on an issue(s) unless the issue(s) in question is either answered in the Bylaws, Rules & Regulations or the Park Operations Manual. On questions that are not covered by these three sources the Director is to advise the member to contact the Board of Directors or Tribunal Committee in writing. Directors are to explain to members that the Board only addresses issues that are presented to it in writing. Members may bring forth any questions during an open Board Meeting.

If a Director feels he/she must personally bring the issue to the attention of the Board, then the Director must submit the issue(s) to the Board in writing. The matter is to be address in detail and the NAMES shown of all members who have approached the Director on the issue. The Director must advise the member(s) that his/her name will be shown in his written letter to the Board. The submitting Director must provide each Director with a copy of the memorandum prior to the Board Meeting. All names of members are to be held in confidence by the Board of Directors. Members who do not want their names used should be told that the issue will not be considered. Therefore, if they want to pursue the issue they will have to bring it up at the General Board Meeting.

This will give Directors three ways of dealing with Members concerns and problems. Also, it will help prevent Directors from using undue influence at Board Meetings. Additionally, this will help prevent Directors from bring issues and problems to the Board and making it sound as though many members are complaining, etc. when there may only be one or two members involved (perhaps the Director's peer group). By following this procedure the Directors (as a

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Board) will be provided with the actual number of members concerned with an issue and who those members are. Finally, it should aid Directors in keeping their fiduciary duty to the Park and its membership.

### **Duties of the Board President**

The following was developed by various CTTA Park Members and Committees. It was approved by the Board of Directors on the date indicated below. Any subsequent changes have been dated below.

#### **Bylaw Description of President**

"5.6. President: The President shall be the chief executive officer of the corporation and shall be subject to control of the Board of Directors, have general supervision, direction, and control of the affairs and other officers of the corporation. He shall preside at all meetings of the members and at all meetings of the Board of Directors and shall have general powers and duties of management usually vested in the office of President of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors and the Bylaws, subject, however, to any limitation contained in the Declaration."

In actuality, the President's roll is one of officiating at meetings, providing information to the Membership and coordinating information between Board Members. The position carries little weight in regards to overall policymaking as the President can only recommend and has no vote. On the other hand, the position is one with authority and responsibility when it comes to dealing with everyday management and business issues.

In regards to the above quoted Bylaw (5.6) the President should be aware that his/her actions are "subject to control of the Board of Directors." Said another way, the President should be aware that his/her authority could be increased or limited by his/her fellow Board Members (Directors). While the President has a wide range of authority, it's "general" in nature. For example, the President should take action to enforce all policies and procedures established by CTTA in the past and by the existing Board of Directors. While the President has the "general powers and duties of management", this does not include the power to establish policy, make unauthorized expenditures, to take actions that are clearly the function of the Board of Directors. Said another way the President can enforce policy but not make them. Policymaking is a function of the Board of Directors- not the position of the President.

It should be clearly understood that the "President" is "President" by vote of the Board of Directors, not by popular vote of the Membership. This fact alone makes the "President" subject to control by the Board of Directors. The President does not vote on issues except to decide a tie vote or not to vote at all (to abstain from voting if wiser)- Robert's Rules. He can not make a motion to bring an issue to vote and has a limited say in establishing policy. The President should realize the position is for basically two purposes. They are: 1) To serve the Membership in a management capacity. 2) Serve the Board of Directors by officiating at meetings.

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The President is the only person allowed to speak to the outside world regarding corporate business. This authority is under California Corporate Law, under which Calaveras Timber Trails is organized.

### **Basic Responsibilities of the President**

1. Establishes the agendas for both the Executive and Membership meetings. Directors have input into subject material, as they so desire.
2. Officiates at all Board meetings. Maintains order, establishes time limitations on issues, and guides the Directors and/or members through the meeting. Assures established guidelines are followed at the annual meeting.
3. Is the primary management link between the Board of Directors and CTTA employees.
4. Works with CTTA Directors and CTTA Supervisors to accomplish satisfactory results through the work force.
5. Attempts to find satisfactory solutions to sensitive issues between Directors.
6. Is easily available for CTTA personnel and Directors to contact regarding Park business.
7. Assures all voting is conducted properly. This includes proxy voting.
8. Oversees the routine business operations of the Park.
9. Supervises the Administrative Staff and Park Maintenance Supervisor. Obtains input from all Directors. Note: the Director in Charge of maintenance has heavy input on maintenance supervision and evaluation.
10. Completes the employee performance evaluations on park supervisors. All Directors have input.
11. Assure all SOP's, rules and maintenance procedures are kept up-to-date and enforced by CTTA supervisors.
12. Works with the Treasurer to assure expenditures are in line with the budget.
13. Evaluates Park facilities twice a year and establishes project work lists and completion schedules for Administrative Staff and PMS. This is done with Director in charge of Maintenance.
14. Guides the Administrative Staff in developing the Annual Meeting Booklet. Has (along with the Treasurer and Secretary) overall responsibility for the accuracy of its content.

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15. Evaluates, with the assistance of the Treasurer, accounting policies, cash flow controls and financial reporting.
16. Spot checks membership records and dues payments twice annually with the assistance of the Treasurer.
17. Reviews (along side of the Secretary) all Membership/Site transfers in depth for accuracy prior to final approval.
18. Makes emergency decisions.
19. Works on emergency situations as they occur and when needed.
20. Helps resolve member complaints about employee and Park facilities.
21. Provides information to various committees upon request.
22. Guides Administrative Staff and PMS in performing personnel work relating to OWCP, EEO, Sexual Harassment, and other employment issues.
23. Works with Directors in their assigned duties (Rules & Design, Fire & Safety, Recreation, etc.) to resolve problems and issues that may arise.
24. Assures employees are doing their jobs and completing all tasks in proper time frames.
25. Reviews and presents employee matters, insurance policies, repair contracts, etc. to the Board of Directors.
26. Writes timely and informational articles (designed to keep the membership up-to-date on issues) for the Timber Trail Times.
27. Coordinates projects between Directors.
28. Must be open to new ideas and suggestions on how to manage the Park.

The President must be extremely careful of using so called Presidential Powers. The President of CTTA is primarily a spokesman for the Board of Directors. As mentioned earlier, the President is not voted into the position by the membership, but by the Board of Directors. Therefore, while the objective is to serve the membership, it is also to serve the Board of Directors.

Major financial and employee decisions should not be made only by the President except in emergency situations. Rather, they should be discussed with the Board of Directors. If a major decision must be made prior to a board meeting, as many as possible should be contacted and their input obtained. The President should not approve special expenditures for

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equipment based on his/her own authority. The President does not have this authority unless it has been granted by the Board of Directors.

Finally, one of the most important duties of the President is to communicate openly and honestly with the Membership. Present facts that are not twisted or tainted to sway opinions. Stick to the facts, present the facts and let the Members decide the issue(s). Always remember that your position is to serve the Park and its Members. The position should never be used as self-serving. Be open, up front, truthful and provide the best factual information you can obtain to both the Directors and the Membership.

### **Duties of Board Secretary**

1) Keep a record of all proceedings.

- The kind of meeting
- Name of the assembly
- Date and place of the meeting
- The fact of the presence of the regular chairman and clerk, or in their absence, the names of substitutes.
- Whether the minutes of the previous meeting were approved.
- Enter every motion that is before the assembly, whether it is adopted or rejected, enter the number of votes on each side.
- Enter a list of the names of those voting on each side
- Give the chairman a copy of the proceedings

2) The secretary is to assure that all motions passed in the open meeting session are recorded in the Park SOP manuals. Members must vote at the annual meeting to ratify all Board Actions throughout the year pertaining to changes in Policy or Rules at the annual meeting therefore it is the duty of the Secretary to maintain a list of those actions throughout the year and post an updated list in the office for member review at all times. Board Actions not ratified at the Annual Meeting do not become effective and do not change the Park Operations Manual.

3) The secretary is to maintain a manual of all motions passed or rejected during the executive session.

4) The secretary is to review all membership transfers including site worksheets prior to approval and, with the President, sign all new member certificates and place the Corporate Seal on the certificate. Assure new members have attended the required Orientation. Membership transfers are to be presented at the monthly Board of Directors meeting for approval.

5) Record all proceedings of the assembly meeting on a tape recorder. Be sure there is an adequate number of tapes and the recorder is functioning properly. Once minutes are

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approved, the tape may be erased per Davis Stirling Act. Members are not allowed to tape any Board Meeting.

6) Present correspondence at the monthly Board of Directors meeting. Include copies of all correspondence in the Minutes.

7) Assure that the minutes of each assembly meeting are accurately transcribed from both the official notes taken at the meeting and tape recordings. Do not rely solely on the tape recording. Hand written notes serve as a back up to a failed recording.

**Note to Board: According to Davis Stirling Act, recordings should not be maintained at all because they are a liability and only serve as an aide to the Secretary and, once approved, may be destroyed.**

8) The Secretary must submit the minutes of the meeting to the members within 15 days from the meeting date and assure they are posted both on the Bulletin Board outside the Teen Center and on the web site within 15 days. Annual meeting notes must be submitted within 30 days by law. Note to Board: Davis-Stirling requires 30 days on all minutes, however our rules for completion can be more strict. Because we meet every month, the Bylaw Committee believes we should receive the minutes long before the Board meeting in order to correct any errors or omissions at the next Board meeting. If they are received in 30 days, there is no time to review them prior to the Board Meeting. In the Case of the Annual Meeting minutes, we have traditionally received them in the Annual meeting packet the following year, however that is totally against the law. Members are to receive even the Annual meeting minutes no more than 30 days after a meeting. We are already past due for this year. They may be typed by the office staff already, we don't know, but they haven't been published to members yet. The annual meeting minutes can be extensive but with the Dictaphone, a transcriptionist would have no problem getting them ready within 30 days. Perhaps the Board should consider hiring the AM minutes typed each year. Of course, the original tape would be held by the Secretary, but a copy could be given to a professional to get it done quickly and the Secretary could use her notes to edit the transcription, Just something to think about and decide what's the Board's pleasure.

9) A binder of the up-to-date minutes and inclusions of a meeting are to be stored in the Park Office for review by members at any time upon request. **Note to the Board: Davis Stirling Act.** The Secretary may maintain a copy for her private use as reference, but at the end of his/her term must shred her personal copy of the minutes when she has confirmed the Office copies are complete. In addition to the minutes kept in a minute book (binder), the Secretary shall include copies of the Financial Reports, bids or contracts and the Member sign-in sheet presented at any Board meeting. The idea is to have a complete picture of what business was conducted and who was in attendance at the Board meeting.

11) The secretary is to monitor the contents of the "Suggestion" box (if it is being used) routinely and present all suggestions/comments to the Board of Directors monthly. (Members approved 7/05/14)

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### **Duties of Board Treasurer**

The Treasurer of the Board does not do the actual day to day bookkeeping in the Quick Books program, but receives a copy of the end of the month Profit and Loss statement, check register, deposit register and a list of all Past Dues and Special Services from the office staff. She also receives a copy of the Budget compared to actual and from that, compiles a Budget report to be presented to the Board at the monthly Board meeting. The Accountant does the bank reconciliation itself, but the Treasurer receives a copy of all Bank Statements for CTTA funds monthly. The office staff compiles a binder of all reports given to the Treasurer each month and stores it on the office bookkeeping shelf. For information on the financial procedures performed by the office staff, see Office Procedures section of the Park Operations Manual – “Accounting”.

The regular duties of the Treasurer are as follows:

1. Supervise the issuance (signing, etc.) of checks by CTTA personnel to assure proper cash flow and accounting. Schedule this process to occur on a monthly or bimonthly basis. In the event the Treasurer can not perform this duty he/she should pass this responsibility to another Board Member. 2-8-2003
2. Audits the checks on a monthly basis. 2-8-2003 insuring chronology and maintenance of all checks including voided checks.
3. Review bills and pricing. Ask questions of office staff if not aware of why a check was drawn. All expenditures must have prior approval.
4. Check prices for outside products, office supplies, ice, propane, comfort station supplies, etc. to insure we are getting the best possible prices.
5. Determine the best deposit placement for CTTA funds based on financial institutions credibility, interest rates, and flexibility to draw on those deposits when needed. Report all deposit placements at monthly Board meetings. The Treasurer and Board of Directors shall be responsible for the transferring (investing) of any excess money in the general fund to interest bearing accounts such as CD's and Treasury Bills or even Money Market. The maximum amount of money to be kept in the general fund (El Dorado Bank checking account) should not exceed \$50,000 at any time.
6. Make projections for the year. (Budget). Present a Budget Report monthly to the Board and Members so they can see if they are over or under budget each month. The Board also must know what funds are available in each account before decisions to spend are approved.
7. Check monthly with office staff to see that all records are up to date for the Park's operation, both receipts and expenses.
8. Keep a list monthly of dues, past dues, fines and special services. Report to the Board on any past due members, and what action needs to be taken. The Treasurer is responsible to follow

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- through with any board decision for collection. ?? Note: so it doesn't get dropped in office lap and then office get blamed 6 months later when it wasn't done.
9. Form and be responsible for a Finance Committee which will assist Treasurer in preparing a Budget. The Proposed Budget must be approved no later than the April Board meeting in order to be given to the office to have it included in the Annual Meeting packet.
  10. Treasurer is to have a good understanding of the Open Accounts – Cash Pay-outs and Accounting Policies.
  11. Treasurer is to record mileage of all vehicles monthly and give report to Board of Directors quarterly.
  12. Treasurer is to record cost of propane monthly and give report to Board of Directors quarterly.
  13. Review utility costs with the Board's Maintenance Director at least quarterly in effort to curtail utility costs.
  14. Treasurer is to oversee the close of each fiscal year and make certain to post all paid bills and all receipts prior to the close of the fiscal year (September 30<sup>th</sup>). Treasurer will assure that the accountant receives all necessary information to complete the end of the year report in a timely manner.
  15. Treasurer assures that members receive a copy of the Accountant's End of Fiscal Year report no later than 120 days from the close of the fiscal year. (This may be done by a combination of web site posting and Newsletter posting). Copies need to be available in the office for members who request them.
  16. Oversees an annual inventory of all buildings including the garage and all shop buildings and sheds. Maintains a copy of the inventories, photos and insurance information in a safe deposit box for the purpose of insurance in case of fire or other loss.

### **Duties of Board Maintenance Director**

The following guidelines were developed by various CTTA Park Members and Committees. It was approved by the Board of Directors on the date listed below and has been approved by subsequent boards and ratified by members at the annual meeting.

The primary duty of all Board Members are stated in Article II as follows:

*“The specific and primary purposes for which this corporation is formed are to provide for the management, MAINTENANCE AND PRESERVATION of the property over which this corporation has jurisdiction, every part thereof, and the improvements thereon..... and in furtherance of the foregoing purposes to do any and all things which may be authorized, required or permitted to be done by this corporation under its bylaws, and to do and perform all acts which may be necessary or proper for or incidental to the exercise of any of the express powers of this corporation.....”*

The foregoing demonstrates the responsibility(s) a Director takes when accepting the position of “Maintenance Director.” While it is the responsibility of the entire Board of Directors to assure for the “Maintenance and Preservation” of the property (CTTA), the direct responsibility falls into the position of “Maintenance Director.” Due to the degree of responsibility placed upon the Maintenance Director a great degree of authority is also

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given to this position. Without the authority to “act” the Maintenance Director will not be able to accomplish the various tasks required of the position. Having said this, it must also be stated that all actions of the Maintenance Director fall under the guidance and supervision of the Board of Directors.

The “Maintenance Director” must exercise good judgment in the decision making process. Decisions on projects which require expenditure of Park funds must be presented to and approved by the Board of Directors. Decision on equipment repairs that must be made between monthly Board meetings must have approval of the President and at least two officers of the Corporation if they exceed \$500.00.

It should be clearly understood that the “Maintenance Director” is chosen by vote of the Board of Directors, not by popular vote of the Membership. This fact alone makes this position subject to control by the Board of Directors. The Maintenance Director must realize the position is for carrying out two main objectives – “the Maintenance and Preservation” of the property.

### Basic Qualifications of Maintenance Director

- A person desiring to be “Maintenance Director” should have a strong background in “Maintenance.” This is defined as: General Construction (any or all types), knowledge of mechanical equipment, knowledge of janitorial and sanitation procedures. Other types of experience may be considered for qualifying. ~~In addition to the above,~~
- The ~~individual~~ Maintenance Director must have a background in basic supervision as the position requires direct supervision of CTTA employees.
- The Maintenance Director must have the time to dedicate to the task and will be required to be on site as much as possible.
- This provision of qualifications cannot be waived due to the ramification of employer/employee relations and various State and Federal Labor Laws.

### Basic Responsibilities of Maintenance Director are as follows:

1. Supervise the overall Maintenance Program and/or Department of CTTA. This includes direct supervision of the Park Maintenance Supervisor and/or other employees directly involved in the “hands on” activities of Park Maintenance.
2. Assure that all Maintenance procedures as outlined in the “Maintenance” section of CTTA’s approved Park Operations Manual are being adhered to and completed by CTTA personnel. Although they are not all inclusive, there are over 30 pages of procedures that must be followed in the manual.
3. Make a minimum of at least two (2) inspections per year (one in Spring and one in Fall) of all roads, comfort stations, and Park buildings and provide a full written report of such inspections to the Board.
4. Develop a work plan for correcting any unsatisfactory conditions noted in #3 above. For example, painting projects, placement of bumper logs, c/s remodeling/major

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- repairs. This includes establishing “Target Dates” and/or “Completion Dates” for CTTA personnel to follow. A copy of that plan is to be presented to the Board with the inspection report. The plan will be presented to the Board of Directors approximately three months prior to the Annual Meeting. If necessary the Reserve Fund Budget and future requirements will be presented to the Membership at the Annual Meeting.
5. Develop, and present to the Board of Directors, an itemized list (in writing) of Capital Improvement projects that need to be addressed from 1 to 7 years. This list must be accompanied by cost estimates and bid proposals.
  6. Assure the resident mobile homes are inspected annually and maintained in proper condition (exterior paint, plumbing, carpet, grounds, etc).
  7. Review utility costs with the Board's Treasurer at least quarterly. Make every effort to curtail utility costs.
  8. Review and discuss maintenance costs and budgeted categories with the Maintenance Supervisor monthly. The Maintenance Supervisor must understand the budgeting process and be held accountable for maintaining costs within budget guidelines. This has become extremely important as the Park practices “line item budgeting.” Each budget category of expenses is extremely fine-tuned and based on previous year(s) expenditures. It will be difficult to obtain funds from one expense category to cover a different expense without a good understanding of the budgeting process and an up to date knowledge of year-to-date expenditures compared (line to line) to the current year's budget.
  9. Assure all inspections and required preventative maintenance procedures of the Swimming Pool and Sewer Plant are being completed at least bi-monthly and all vehicle inspections and preventative maintenance be done as scheduled.
  10. Perform yearly employee performance evaluations of the Park Maintenance Supervisor and submit to the President for final evaluation.
  11. Assure the Park Maintenance Supervisor completes all required Employee Performance Evaluations on all subordinate employees at the proper time(s).
  12. Directly supervise the removal of all pine needles, branches and debris from Timber Trails roads. Roads with low hanging branches are a hindrance to emergency vehicles in performing their duties in an efficient manner. Pine needles are a major problem and concern at Timber Trails. Private contractors, as well as employees, are used from time to time. It will be up to the Maintenance Director to establish supervising guidelines for Private Contractors and/or Park employees used for this maintenance project.

Timber Trails Park covers approximately 134 acres, has 6 miles of roadways, two swimming pools, and numerous comfort stations and buildings. Like a city, anything can happen at any time. The Maintenance Director has not only the responsibility of handling “emergency” situations but also the authority to do so.

While it is impossible to develop an all-encompassing list of duties the above are meant to cover the vast majority of problems and concerns regarding the Maintenance Program at Timber Trails.

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The position of "Maintenance Director" carries with it a great deal of responsibility and authority. The position is to "Serve the Park" and "The Membership." It should never be used as self-serving or to obtain "Special Interest" projects. It can be quite interesting, and even fun, once one gets his/her feet on the ground.

### **Duties of Board Operations/Management Director**

This position is for a Director who has a good management background. Not every Board has a qualified Director to handle this position. The President IS the Management Director per our Bylaws, however if the President chooses to delegate some of their management duties to a qualified director, the following is a list of what the position would entail:

1. Oversees major projects and problem situations that may occur during the year.
2. Works (when deemed necessary) directly with the Treasurer and Secretary to solve financial and management problems.
3. Provides assistance and guidance to the Park Maintenance Supervisor when dealing with major problems that require contract negotiations, etc.
4. Provides management assistance to any director when requested to do so.
5. Evaluates the Park's overall condition regarding all aspects of operation (i.e. from building and grounds to financial conditions).
6. Takes the lead in conjunction with the Maintenance Director in developing long-range plans for Capital Improvement. Provides estimated costs and time frame for completion.
7. Develops a master Budget and long range plan addressing the necessary Reserve Fund needed for future park maintenance and State/Federal imposed requirements. The plan will be presented to the Board of Directors approximately three months prior to the Annual Meeting. If necessary the Reserve Fund Budget and future requirements will be presented to the Membership at the Annual Meeting.
8. Reports on a monthly basis to the Board of Directors. All major decisions require final Board approval.

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### **Duties of Board Liaison Directors**

1. Handles all complaints and Membership non-compliance on a monthly basis. This is accomplished through the Tribunal Committee.
2. Is responsible for assuring the Tribunal Committee has 7 volunteer members at all times.
3. Acts as a Compliance Officer for the Board of Directors when requested to do so.
  4. Coordinates requests from various committees to the Board of Directors. But does not work on committees. (See Committees for further information)
  5. Follows up on all Committee projects which affect the park buildings and grounds. (i.e. Bocci Ball Courts, Construction of horseshoe pits, storage buildings, etc.) This is done to assure proper construction, etc. of projects by committees after they have received Board Approval.
  6. Provides project progress reports, in the absence of the various chairmen of committees and notes any non-compliances, etc. to the Board on a monthly basis.
  7. Provides assistance in various areas of Park Operations when requested to do so.
  8. Basic Membership Committees that may be overseen by the Liason Director are:
    - Finance
    - Bylaws
    - Nomination
    - Tribunal
    - Administrative
    - Various other Committees that may be formed from time to time to address various needs.
    -
  9. Has authority to approve up to \$500.00 spending by Recreation Committee without going to the Board as a whole. (*Approved by members 7/05/14*)

End of Director's Duties (page 20).



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