



PACIFIC NORTHWEST

*Empowering and inspiring women in Surety*

## Governance

### Board Composition and Membership

1. The Board is composed of Officers and Directors
2. The Board intends to be reflective of the membership, including individuals from various disciplines within the surety industry
3. There shall be no fewer than five (5) board members

### Roles & Responsibilities

#### BOARD OF DIRECTORS

1. Manages the organization
2. Sets Bylaws
3. Identifies Roles and Responsibilities for the organization
4. Sets policies
5. Participates in and/or contributes to all board meetings
6. Maintains full voting rights and privileges

#### PRESIDENT – general manager of the association – Officer

1. Presides at all meetings
2. Represents the Association
3. Oversees that Mission and Vision are followed
4. Oversees compliance with legal and regulatory requirements
5. Oversees governance and Bylaws
6. Provides strategic direction
7. Coordinates and solicits annual call for nominations

#### VICE PRESIDENT – second to the President – Officer

1. Stands in for the President when they are unavailable
2. Supports the President in all matters and prepares to succeed them
3. Takes on special projects, as needed
4. Supports strategic initiatives

#### IMMEDIATE PAST-PRESIDENT – third to the President – Officer

1. Stands in for the President when both they and the Vice President are unavailable
2. Supports the President in all matters
3. Takes on special projects, as needed
4. Supports strategic initiatives

#### TREASURER – responsible for finances – Officer

1. Maintains finances, accurate records, reconciles and provides annual accounting to the Board
2. Establishes and manages electronic payment system to receive or remit payments
3. Works with the board to establish an operating budget, as well as budgets for expenditures on activities such as events and marketing materials
4. Ensures financials are reviewed and taxes filed through coordination with an independent CPA designated by the Board

#### SECRETARY – custodian of the association records – Officer

1. Prepares board meeting agenda together with the Officers, and records, publishes, circulates and maintains meeting minutes
2. Maintains a calendar of board meetings
3. Coordinates with Committee Chairs to bring relevant discussions to the Board
4. Records and maintains records of events and event attendance
5. Maintains and archives corporate records
6. Oversees archival of corporate correspondence

#### FINANCIAL PLANNING COMMITTEE

1. Led by Committee Chair
2. Collaborates with all Committees to establish annual budgets
3. Regularly reviews and maintains Committee budgets in relation to targets
4. Manages sponsor relationships, to include communication and deliverables
5. Liaises with Board Treasurer to align financial planning to actual results

#### COMMUNICATIONS COMMITTEE

1. Led by Committee Chair
2. Contacts members and creates awareness of upcoming events and resources
3. Maintains association calendar for the committee
4. Prepares external communications for distribution such as articles, website content, press releases, newsletters, event invitations and thank you notes
5. Maintains website and updates regularly with current information
6. Prepares internal communications such follow-up reminders, surveys, etc.

#### EVENTS AND PLANNING COMMITTEE

1. Led by Committee Chair
2. Suggests events and sets direction
3. Coordinates all aspects of events – planning, venue identification and negotiation, costs, finances, speakers/presenters, venue layout, giveaways, event cue sheets, sponsors, etc.
4. Provides content to Membership and Communications Committee for event invitations and thank you notes
5. Manages registration at the event
6. Maintains association calendar for the committee

#### EDUCATION COMMITTEE

1. Led by Committee Chair
2. Seeks out and develops educational content meeting association vision
3. Plans and suggests educational activities focusing on where gaps are found in what is already publicly available
4. Coordinates with the Communications Chair to inform association members

5. Works with the Events Chair to ensure all aspects of an education event are properly organized to maximize membership value and opportunity
6. Works together with Events and Planning Committee
7. Provides content to Membership and Communications Committee for event invitations and thank you notes
8. Maintains association calendar for the committee

#### MEMBERSHIP

1. Led by Committee Chair
2. Maintains records of all members, including contact information
3. Coordinates, leads and communicates annual membership drive according to the nomination process
4. Reconciles paid membership
5. Recruits and ensures appropriate acceptance of members
6. Creates retention strategy and implements processes
7. Plans annual membership event with Events committee
8. Maintains association calendar for the committee

#### MENTORSHIP COMMITTEE

1. Led by Committee Chair
2. Identifies purpose and qualifications for mentor and mentee relationships
3. Develops formal mentorship program and is responsible for implementation
4. Coordinates mentor kick-off and closing events with Events Chair
5. Obtains program feedback via surveys at inception and conclusion of the program
6. Develops and maintains a Mentee Action Plan template as well as discussion topics to facilitate conversations between mentor and mentee
7. Provides content to Membership and Communications Committee for event invitations and thank you notes
8. Maintains association calendar for the committee

#### BOARD DIRECTORS

1. Individuals selected to serve on the Board who are not Officers
2. Provides board diversity where gaps may exist, and specific skills required for changing circumstances
3. Members may serve as committee liaisons when a committee is not directly represented on the Board
4. Full-voting rights and privileges

#### ADVISORY BOARD MEMBERS

1. From time-to-time, members of the surety community will be invited to join the Board in an advisory capacity
2. Ability to participate in board meetings and receive board communications
3. Members are invited at the discretion of the current Board and for an unspecified duration.
4. No voting rights or privileges

#### EMERITUS BOARD MEMBERS

1. A unique status reserved for the Co-Founders of Women in Surety and the founding Board Members
2. Ability to participate in board meetings and receive board communications
3. Provides historical and industry context

4. Lifetime term
5. No voting rights or privileges

## Nominations Process

### GENERAL

1. The nominations process opens annually in April of each year.
2. New terms begin on July 1<sup>st</sup> of each year
3. All active members will receive notification via email when nominations open. This notification will include information on current Chairs and current members of the Committees
4. Active Members are defined as those current on their annual membership dues payments
5. Nominations remain open through the end of April, then close to allow time for appointments to be made. All nominees are notified of the results via email by the end of June

### COMMITTEES AND COMMITTEE CHAIRS

1. Committee Eligibility: Any active member of WOMEN IN SURETY is eligible to be a committee member
2. The committee nominations process opens annually in April of each year. Nominations must be submitted online by the end of April, and members may nominate themselves or any other active member
3. Current committees are as follows:
  1. Financial Planning Committee
  2. Communications Committee
  3. Education Committee
  4. Events and Planning Committee
  5. Membership Committee
  6. Mentorship Committee
2. Committee Chairs are usually selected from current members of the committee
3. Committee Chairs can be re-appointed to the position for an additional two-year term
4. The current Committee Chairs will provide the Board with a recommendation for their successor and their committee members
5. Committee appointments are made at the discretion of the current Board. The Board considers all nominations before making appointments
6. It is not necessary for multiple people to nominate the same person for a committee appointment; only one nomination is necessary for the Board to consider someone for a position. Typically, the qualifications of the nominee and the needs of the committee are key factors in determining who will become a committee member.
9. If a committee is understaffed, the Board may consider extending the terms of the current Committee Chair and/or members or appoint new members

### BOARD DIRECTORS AND OFFICERS

1. Officer Eligibility: Any active officer, board member, committee chair, or member is eligible to serve as an Officer
2. Director Eligibility: Any active member is eligible to serve on the Board.
3. The nominations process opens annually in April of each year
4. Board members should reflect the various disciplines and diversity of the membership. Some factors considered are commercial and contract surety; brokers, agents and surety companies; large and small firms, etc.

5. Officers are nominated from the Board and are elected by the outgoing board members

## Terms of Service

1. Officer Terms: All terms, with the exception of Treasurer, are for one (1) year, beginning on July 1 of each year. The Treasurer term is three (3) years.
2. Board Directors, Committee Members and Committee Chair Terms: All terms are for two (2) years, beginning on July 1<sup>st</sup> of each year
3. Limitation on Terms:
  - . Officers, with the exception of Treasurer, are eligible to serve in their capacities for no more than three (3) consecutive terms for each type of officer position. The Treasurer term may be renewed for one additional consecutive three (3) year term.
  - a. Members are eligible to serve on committees for no more than two consecutive terms. However, committee members are eligible to run for additional terms if they are to serve on different committees, as a Committee Chair, or as an Officer, and will then be eligible for a second term in that new position, or a third term as indicated for Officers. Position term renewal is not necessarily an expectation and participation by new members at all levels is encouraged
4. Removal: The Board is responsible for administering this process. Any member of the Board, Committee Chair or committee member who fails to perform their prescribed duties, may be removed by the affirmative vote of a majority of the members of the Board.
5. Replacement: If a Board seat, Committee Chair or committee member position becomes vacant mid-term, the Board may nominate a replacement for that position. The action of replacement shall be accomplished by the affirmative vote of a majority of the members of the Board

## Voting

1. The Board of Directors maintains voting privileges
2. A quorum consists of a simple majority of voting board members
3. A quorum is required for all votes, except for by-laws
4. Corporate Bylaws can only be changed with an affirmative vote of a two-thirds majority of all board members with voting privileges. The Board of Directors must be notified of any proposed Bylaw changes at least two weeks or fourteen (14) days in advance of a scheduled meeting for a vote to be valid

## Meetings

1. All meetings will take place in person or remotely via teleconference or web conference
2. The Board of Directors will meet monthly
3. All committees will meet at least bi-monthly
4. All Board Members, Committee Chairs and committee members are expected to attend all meetings; an absence of three or more consecutive meetings may result in removal from the position.

Updated as of 1/21/23