

1300P. Board of Directors

1.0 Background

As required by the North Mason School District (NMSD) Letter Agreement dated February 9, 2004, reflected in Theler Center Bylaws § IV.3 and Policy 1300 **“Board of Directors,”** new or reappointed Theler Board members must be approved by the NMSD Board of Directors (“School Board”) prior to voting.

2.0 Procedure

2.1. Vacancies

Vacancies on the Theler Board may be created by 1) the resignation, incapacitation or death of a current Board director; 2) expiration of the term of office for a current Board director; 3) removal of a current Board director by the Theler Board or School Board; or 4) a vote by the Theler Board to increase the number of directors^[1].

Directors are appointed annually for alternating two-year terms, except that directors appointed to fill vacancies for incomplete terms of current Board directors shall serve for the remainder of the current Board director’s term of office.

The Theler Board may delay filling vacant Board offices or director positions for any reason.

2.2. Applicants

2.2.1. Letter of interest

Community members are invited to submit a letter indicating their interest in serving on the Theler Board (“Letter of Interest”). The letter should include the applicant’s interests, qualifications, history of volunteerism and indication of how the applicant’s experience will benefit Theler Center.

Upon receipt, the Board Secretary will acknowledge the applicant’s Letter of Interest by responding with a letter similar to Appendix 1300P-A suggesting the applicant familiarize himself/herself with meeting minutes and current policies posted on Theler Center’s web site^[2].

2.2.2. Vetting candidates

The Board secretary shall loan to each applicant a Board Director manual containing pertinent legal documents; job description for the Board and Manager; mission and vision; and the Governance and Accountability policies. A current Board director will meet with the applicant to review the documents and answer any questions.

Applicants who have previously volunteered to be on committees, participated in Theler-sponsored events or donated time as volunteers at the exhibit center, gardening or office work will be given precedence when choosing a Board director.

¹ Bylaws § IV.1

² <http://www.thelercenter.org/people/meeting%20minutes.php?p=6> and <http://www.thelercenter.org/people/policies.php?p=6>

2.3. Nominations

The School Board may nominate candidates for the Theler Board by written notification from either the School Board president or secretary (i.e., NMSD Superintendent). The Theler Board secretary will compile a list of all candidates, including those nominated by the School Board, Letters of Interest received and current Board members who have indicated an interest in being reappointed.

The Theler Board president shall schedule an executive session to consider nominations in a timely manner. Community members who have submitted a letter of interest, nominations by the School Board and nominations by current Theler Board directors may all be considered for appointment to the Theler Board.

2.4. Appointments

The Theler Bylaws and the Letter agreement between Theler Center^[3] and the North Mason School District of February 9, 2004, provide that “[t]he Theler Board or the ... school board will nominate individuals to serve on the Theler Board provided that no individual shall be appointed and elected to the Theler Board without appointment by the Theler Board and approval of the School Board.”^[4]

Appointments of new or reappointed directors shall be made by a majority vote of the Theler Board at a regular Board meeting or special meeting in December of each year unless otherwise determined by the Theler Board.

2.5. Seating new directors

A successor or reappointed Board director will be seated during the regular or special meeting at which he/she is appointed as a **provisional** Board director, with all rights and privileges of a Board director except the right to vote.

To maintain business continuity, an outgoing Theler Board director will remain on the Theler Board as a voting director until his/her successor is approved by the School Board.

The Theler Board will seat a successor or reappointed provisional director(s) as the first order of business at the first Theler Board meeting following his/her approval by the School Board.

2.6. School Board approval

2.6.1. Approval

The Theler Board secretary shall notify the School Board promptly in writing of newly appointed or reappointed Theler Board directors and provide a copy of the appointee's letter of intent.

Upon approval of the appointment by the School Board, the new or reappointed Theler Board director will be seated and assume the right to vote in all deliberations by the Theler Board at the next Theler Board meeting after School Board approval.

2.6.2 Disapproval

Should the school board reject a Theler appointment, the Theler Board shall review any Board decisions that may have been affected by the individual and make corrective action if necessary.

³ Improperly referenced in the letter as "METO," the "Mary E. Theler Organization."

⁴ Bylaws § IV.3

The Theler Board will reevaluate the disapproved nomination and either 1) revoke the appointment; 2) resubmit the appointment with additional rationale; or 3) meet with School Board directors to discuss their reason for rejecting the nomination.

2.7. Election of officers

The Theler Board will elect officers at the first regular Board meeting each calendar year. Officers will serve approximately one year until the next election. Interim vacancies may occur through the resignation or removal, incapacitation or death of a current officer. Interim vacancies may be filled at the discretion of the Board. Interim elections are effective until the next regular election.

2.8. Removal of officers

The Theler Board may remove officers by a majority vote for any reason. Removal will be immediate upon a majority vote by the Theler Board.

2.9. Removal of directors

Any director of Theler Center may be removed, with or without cause, by a majority vote of the other directors of Theler Center and approved by NMSD Board of Directors or by a majority vote of the NMSD Board of Directors⁵. Removal will be immediate upon approval by the School Board.

3.0. Conduct of Directors

Directors must avoid words and actions that create a negative impression of an individual, the Board, employees and volunteers, or Theler Center. Debate on issues is encouraged, but it must be conducted with care and mutual respect for other directors, employees, volunteers and community.

Surprises to the Board or the Manager should be the exception. There should be no surprises at a Board meeting. Directors and Manager should request items be added to the agenda rather than bring up unanticipated issues.

Board meetings are where the Board does its official work. Although free discussion is encouraged, the business at the Board meeting should generally follow the agenda. The Board should request any facts and information required from the Manager. The Manager should provide facts and information requested by the Board as well as anticipate and provide facts and information the Board will need to make decisions.

The Board may schedule work-study meetings as required for more general and informal discussion and planning.

Executive sessions should be held only when a specific need arises. Although the Board is not generally legally bound by the Open Public Meetings Act, the nature of Theler Center as a community resource requires business be conducted as transparent to public scrutiny as possible.

⁵ NMSD Letter Agreement dated February 9, 2004 and Bylaws § IV.7.

Appendix 1080P-A. Letter to Applicants for the Board

Dear _____,

Thank you for your interest in serving on the Mary E. Theler Community Center & Wetland Trails Board of Directors.

The Theler Board is an active, working board that is developing and implementing policies of governance and accountability for Theler Center. Approved policies are required reading for potential Board Directors and can be found at <http://www.thelercenter.org/people/policies.php?p=6>

With the help of faithful professionals who volunteer their time and expertise, we continue moving forward to develop a lasting business structure and marketing and fundraising strategies for our local treasure, the Theler Community Center and Wetland Trails.

You will find the job requirements of Board Directors posted at [http://www.thelercenter.org/readtextfile.php?File=JOB DESCRIPTION-Board Directors-070508.txt](http://www.thelercenter.org/readtextfile.php?File=JOB_DESCRIPTION-Board_Directors-070508.txt)

The Manager's job description is posted at [http://www.thelercenter.org/readtextfile.php?File=JOB DESCRIPTION-Manager-070508.txt](http://www.thelercenter.org/readtextfile.php?File=JOB_DESCRIPTION-Manager-070508.txt)

Legal and historical documents, including Theler Bylaws, are posted at <http://www.thelercenter.org/people/legal%20documents.php?p=6>

Board meeting minutes are posted at <http://www.thelercenter.org/people/meeting%20minutes.php?p=6>

We look forward to your participation on Theler committees and at Theler-sponsored community events!

Business planning meetings are scheduled on Tuesdays at 1 pm at Theler Center. Our next regular Board meeting is _____. You are invited to attend.

Any of us on the Board would be happy to meet with you to answer any questions.

We look forward to working with you.

Sincerely,

// signed by all Board Directors //