

## **Matlacha Hookers, Inc Policies and Procedures (Updated 11/3/25)**

### **I. BOARD POLICIES:**

1. Requests from members for more than \$200, non-budgeted, must first be evaluated by the board and reconciled with the budget before being presented to the general membership. (adopted 2010, amended Aug 2024)
2. When considering replacement of any board member, the board may, but is not required to, choose the runner up for that position from the previous election. (traditional)
3. Merchandise Committee: pay tax on all items we purchase to sell; use tax-exempt designation for operation purchase items we donate. (July 2009, amended Aug 2024)
4. 50/50 amounts shall not be increased by additions from the general fund.(2010)
5. 50/50 amounts at general meeting: 50% to the member in attendance, 50% to the volunteer of the month, 100% of the amount raised to approved charity at the meeting.(Aug 2024)
6. Outreach requests greater than \$250 must be approved by Board; maximum amount \$500. (adopted Jan 2011)
7. No announcements, promotions or advertisements of businesses shall occur during any General Meeting. (May 2011)
8. Agendas for Board and General meetings shall include unfinished items documented in previous Board General minutes. (Sept 2011)
9. After calling a meeting to order but before transaction of any business the Madam can insert or delete items into the agenda. (Sept 2011)
10. Agendas shall be formatted as follows: Board reports including fundraisers reports (dedicated and general), Officer Reports, and Events and Activities including Community Support (financial and volunteering). (Mar 2012, amended Aug 2024)
11. Regarding votes via email: The Madam shall request a motion with justification. A request to the Board for a motion via the Secretary is made. A motion must be made by a board member to approve the motion in order to proceed with approval from other members. Other members may request a change, and or discussion can ensue. Once resolved and a majority of the board has voted, the Secretary then announces the approval. In cases where members need to abstain due to absence or conflict of interest, the Madam may vote to reach the majority needed. (Mar. 2012, amended Aug 2024)
12. The annual general liability insurance cost shall be paid from the General Fund (Sept 2012, amended Aug 2024).
13. See (website) Meeting Check-In Procedures found under Vice-Madam procedures 4. Serve as Chair of the Membership Committee. (Dec. 2011, amended Aug 2024)
14. See (website) Election Night Procedures, under Membership Procedures (Sept 2014), amended Aug 2024).
15. Merchandise income is used to fund the operating expenses.(Aug 2024)
16. Matlacha Hookers fund \$2200 for 20 children a year for the F.I.S.H. school clothing drive to be paid from general funds.(Aug 2024)

17. Designated fundraiser event proceeds will be determined as follows: Gross income, minus expenses, minus 15% for operations fund, minus projected event budget for following year, equals proceeds payable to designee. A designated fundraiser is defined as a yearly, one-time event, raising over \$3,000, plus review by the board. (11/24)

18. Guests at Board meetings: Only Board members may participate in discussions and voting. Non-Board members may attend and listen only. The Herald Webmistress attends as an ex-officio member and President acknowledges the webmistress to speak with respect to clarifications for Herald content. In the event that a Board liaison/co-chair committee member is not able to report at a Board meeting, the Madam may request a non-Board co-chair to present the report and then discussion will begin at the beginning of the meeting. (11/24)

19. Matlacha Hookers shall not participate in conducting 50/50 raffles that benefit individuals or businesses. However, individual members may conduct 50/50 raffles to help, as long as Hooker apparel and name badges are not worn. (12/24)

20. If the Matlacha Hookers have a merchandise booth, a member mixer, or recognized as a donation recipient, then the event can be posted.(08/25)

1. II. MEMBERSHIP

Members are the voting body for Matlacha Hooker policies, bylaws and financials. The Matlacha Hooker Board of Directors vote on behalf of the members when determining how to interpret and carry out the needs of the organization based on the policy manual and bylaw manual.

2. III. BOARD OF DIRECTORS

The eleven (11) member Board shall consist of six (6) Directors serving two-year terms, with three (3) positions ending each year, and five (5) Officers which shall consist of the President (Madam), Vice President (Vice Madam), Secretary, Treasurer, and Chaplain, each serving one year terms. Committee co-chairs for various events and fundraisers are approved by the Board, or by the Madam with approval from the Board.

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3. IV. BOARD MEMBER RESPONSIBILITIES

Fiduciary Responsibility

“Fiduciary” is a legal term that refers to a relationship where an individual, or board, is holding something in trust for another. A nonprofit's Board of Directors has ultimate responsibility and accountability to the public for the organization's actions. Fiduciary duties ensure a board acts in the nonprofit's best interests and works to fulfill the nonprofit's tax-exempt mission and maintain its tax-exempt status.

The Board of Directors has THREE fiduciary duties; Duty of Care, Duty of Loyalty, and Duty of Obedience.

#### *Duty of Care*

Requires competence in performing directional functions. Must use care “a reasonably prudent person would exercise in a like position and under similar circumstances” Requires that board members:

- Act in good faith.
- Participate in meetings.
- Be prepared (e.g., read reports).
- Ask questions when necessary.
- Exercise independent judgment.
- Delegate to committees.
- Rely on the advice of third parties when necessary (e.g., attorneys, accountants).

#### *Duty of Loyalty*

Requires faithful pursuit of the interests of the organization (rather than the financial or other interests of the board member, or another person or organization).

- May not use position, or information gained from participating on the board, to secure a personal benefit.
- Must disclose actual, potential, or perceived conflicts of interest.
- Must abstain from participating on such matters.
- Must maintain confidentiality of board discussions.
- Duty of Obedience
- Requires faithful pursuit of organization’s mission and decisions (within the bounds of law).
- Must abide by the organization’s rules and policies.
- Must support, help implement, and avoid undermining the board’s decision.

#### *Board Members Duties*

- Adopt and adhere to a conflict-of-interest policy.
- Establish effective internal financial and accounting controls.
- Ensure that the board understands and can fulfill its financial responsibilities.
- Conduct financial reviews, including audits.
- Ensure the accuracy of Form 990 disclosures.
- Adopt a policy on reporting/responding to suspected misconduct or malfeasance.
- Promote a culture of accountability and transparency.
- Determine and follow the organization’s mission and purposes.
- Establish policies and delegate implementation.
- Develop leadership through consistent mentorship.
- Ensure effective organizational planning.
- Enhance the organization’s public image.
- Resolve issues that cannot be handled elsewhere.
- Understand statutory requirements for board meetings and voting procedures.
- Follow requirements for taking board action without a meeting.
- Understand the use of executive sessions.
- Review annually officer and board responsibilities and procedures and approve updates.

## *Collaborative Leadership*

Collaborative leaders engage people and groups to work toward common goals that rise above their traditional roles, disciplines and past experience and beliefs. They focus on competencies not work scope, position or experience. Leaders must take a team-based approach to complexity, coordination & innovation. Qualities of a collaborative leader:

Willingness to take risks

Eager listener

Optimistic about the future

Able to share knowledge, power and credit

Find ways of simplifying complex situations

Prepare to handle conflict well in advance

Recognize there are some people or organizations difficult to partner with

Have the courage to act for the long term

Invest in strong personal relationships at all levels

Inject energy, passion and drive into your leadership style

Continually develop interpersonal skills

Draft meeting minutes that include only action items, not extraneous discussions.

Understand the association's legal status: Understand the hierarchy of governance documents (Corporate statute, Articles of incorporation, Bylaws, Policies).

Recognize that changes in governance documents can have upward and downward impacts.

Assure periodic review of governance documents (e.g., bylaws, articles, policies) to make sure the association is acting in compliance and is up to date with current practice.

Understand the role and responsibilities of the board and officers.

## *Effective Meetings*

Written agenda - The agenda lists the topics to be discussed during the meeting.

Agendas should be prioritized in order of importance. This will ensure that, given potential time constraints, the most important items will be addressed. Board meetings are the first Monday of the month, except for January and September. Board meetings help set the agenda for the general meetings held on the second Monday of the month.

Set the meeting agenda

Distribute materials in advance

Read materials in advance

Established rules - Rules will affect how much gets accomplished during the meeting. Many groups choose to make decisions by consensus, reaching a unanimous decision through discussion and compromise. When trying to achieve consensus, the chair is responsible for ensuring that there is no disagreement. If there is a large group of meeting participants, you will probably get more accomplished by using parliamentary procedure, which is outlined in Robert's Rules of Order. 3

A fair chairperson - The chair guides the discussion; pays attention to the flow of the meeting; ensures that majority opinions are adopted and minority opinions are protected; that business is accomplished; and that goals are achieved

Meeting documentation - A secretary should be appointed to document the important aspects of the meeting. Documentation should be in the form of minutes that follow the agenda.

Procedures for Board Meetings - Mandatory attendance: If a member is absent for more than 3 meetings, that is cause for termination of board position.

Reports - Officers and directors are required to report at each of the board meetings if appropriate.

### *Parliamentary Procedure*

Parliamentary procedure is the method the Matlacha Hookers, Inc. uses for decision making. However, parliamentary procedure is used as a guideline to facilitate business when current methods need more specific rules. The Matlacha Hooker board can set agreed upon rules at the beginning of a meeting to establish order and productivity.

### *Financial Responsibility*

A professional association exists to promote the welfare of its members and the welfare of the public that it serves. To fulfill the duties of Matlacha Hookers, Inc, you will need to attend to financial and finance-related issues that uniquely impact the organization, as well as issues which are generally common to business.

Following are some financial and finance-related issues that you are likely to encounter. Keep in mind that it is impossible to identify all of the issues that the organization may face, and because circumstances invariably differ, it is also impossible to provide all of the answers. There is no substitute for obtaining professional advice!

Financial Policies - Financial policies are set by the Board of Directors. The Board will determine the dues that each member pays, investments, level of reserves to be maintained, special funds for specific use, reimbursement guidelines for members and guidelines for who signs checks. The Madam and Treasurer are responsible for making day-to-day operational decisions such as where to maintain bank accounts, paying out expense requests, etc... To ensure the effectiveness of financial policies, it is crucial that the authority and responsibility for the implementation and maintenance of the financial operation and record keeping is clearly defined as to who is responsible for carrying out these functions; i.e., what are the roles of the president, president-elect, treasurer, and staff if applicable.

The Treasurer will compile financial statements on a monthly basis, report to the Board monthly. There are two basic financial statements that should be prepared on a monthly basis if possible:

Statement of Financial Position (balance sheet)

Statement of Activities (income statement)

### *Budgets*

A budget can be described as a summary of intended expenditures along with a projection of revenues to meet them. A budget is used as the basis for planning and controlling cost in accordance with the guidelines set by the governing body. The budget is approved by the board of directors, then the general membership.

Effective budgeting starts with the financial planning for the upcoming year(s).

Although past performance will be useful in planning some aspects of your budget, relying solely on historical data can lead to incorrect projections. Relying totally on historical data can also lead to incorrect assumptions about the future. Therefore, when preparing your budgets, zero-based budgeting should be applied. Zero-based Budgeting is a process by which each expense and revenue for each activity or function is justified every time a new budget is prepared.

Once the budget has been approved or adopted, it should be monitored preferably on a monthly basis, and not less than quarterly. Budget variance should be analyzed and appropriate action should be taken if necessary.

**Hands on Budgeting-**

Begin by identifying every program or activity for the coming year-strategic plan

Once each program has been identified, itemize the expenses anticipated to conduct the program. In addition, if the program generates revenue, include the projected revenue separately from the expenses.

By preparing this type of budget for each program, the members can easily see which programs produce revenue, which programs break even, and which ones do not produce sufficient income to cover expenses. It will also more clearly identify programs that have financial impact on the association.

Once the budget for each individual program is prepared, combine all of the programs along with the overhead into one complete budget. When the budget has been prepared, it should be shared with the Board. Individual program budget details should be given to the individual or group responsible for implementing the program. Members should be provided with access to the budget. Access can be provided during the association's annual meeting or by request through a board member.

*Federal Tax Identification Number-*

A federal tax identification number (otherwise known as employer identification number

is used on all federal and some state filings and is required to conduct business such as the opening of bank accounts.

*Tax-Exempt Status- There are many different types of tax-exempt organizations. Although the Internal Revenue Code recognizes numerous types of tax-exempt organizations, the Matlacha Hookers, Inc are considered a charitable organization, a 501c3, and incorporated.*

A primary benefit of incorporation is that it protects individual officers and members from personal liability when conducting activities on behalf of the state or local. Also, state law typically offers protection from personal liability for officers of incorporated associations.

Liability insurance can be purchased whether incorporated or not – but it is more difficult to purchase if unincorporated.

An incorporated state/local can sue and be sued in its corporate name, while an unincorporated state/local must appear in court in the name of participants (officers and members).

Vendors are more willing to enter into contracts with incorporated associations.

State corporation laws provide clear guidance to incorporated associations regarding organizational structure, voting and other matters.

An incorporated association's liability for federal and state income tax is usually limited to corporate assets, while members of an unincorporated association could be personally responsible for income taxes. Note: a tax-exempt organization is exempt from federal and state taxes on income derived from activities substantially related to the organization's tax-exempt purposes, but is still subject to sales and

use taxes, real estate taxes, personal property taxes, payroll taxes, unrelated business income taxes, lobbying taxes and other state and local taxes.

#### *Income*

Member dues are collected by Matlacha Hookers, Inc. January through December. The organization is authorized to establish dues rates and raise funds by methods other than dues, provided such activities are consistent with bylaws, policies, and rules and comply with all federal, state, and local laws.

#### *Internal Controls*

Internal controls can briefly be summarized as a plan to protect the association's assets, verify the accuracy and reliability of its financial data, and promote operational efficiency under a set of guidelines adopted by the association. It must be understood that the effectiveness of internal controls can sometimes be limited by the resources available to implement them. The following is a list of some internal control procedures that could help strengthen your association financially.

#### Segregation of Duties

- No one person should control all aspects of a transaction.
- All checks should require two signatures.
- A non-check signer should reconcile the bank statement.
- The person making bank deposits should not write checks.
- The person making the expenditure should NOT approve it or sign the check. A second person should approve and sign the applicable payment. A separate bank account should be opened in the name of the organization.
- Payments should be made based only upon original receipts as backup. Copies of receipts or copies of credit card statements should not be used. Credit card charge tickets must be provided as support. All supporting documents should be marked in ink that they have been paid to avoid duplicate payment of the same original invoice.
- Checks received should be immediately endorsed with the bank deposit stamp and bank deposits should be made as soon as possible. Physical cash should be deposited the same day it is received.
- Bank reconciliations should be done monthly, preferably by a person who is not involved in the bank deposit or cash disbursement functions. If this is not possible, a second person should review and initial the bank reconciliation.
- Financial statements with a comparison to budget should be sent to the board of directors on a quarterly basis.
- Record retention schedules should be approved and followed.

#### *Debts and Liabilities*

Matlacha Hookers, Inc is solely responsible for its own debts and liabilities, and for fulfilling all requirements imposed by government authorities, including reporting and tax requirements.

#### V. MATLACHA HOOKERS DIRECTORS SPECIFIC PROCEDURES (3/4/2024)

Six directors are elected to serve two-year terms with three new directors being elected each year. If a director resigns or is unable to complete her term, the Board of Directors will select a replacement from the membership to complete that term.

Responsibilities:

1. Attend each monthly Board of Directors meeting. If you know you will be absent, notify the Madam before the meeting.
2. Attend each monthly General Meeting. Be available where assigned to:
  - a. Assist in setting up the meeting site.
  - b. Transport items to and from cars and the meeting site.
  - c. Help at the entrance area with:
    - Check-in, pantry items and pantry cash jar -assist who was assigned
    - Making readable first-name tags (assist with membership committee or VP)
  - d. Assist new members to:
    1. Sign in
    2. Complete Membership Application Forms
    3. Collect dues payments
    4. Find a seat among current members
    5. Hand out name badges
3. Serve as co-chair of one of the committees at a board determined large fundraiser event.
4. Check for Hooker emails and or text messages on a daily basis.
5. Reply to email votes within 2 days.
6. Reply to requests to check minutes or other documents within two days.