

CLEVELAND ASSOCIATION OF PARALEGALS, INC.

DUTIES OF THE BOARD OF DIRECTORS

Draft Date: August 4, 1997

General Information Regarding the Role of Supervising Coordinators

Structure: Each standing committee of CAP is created with the intent that the Coordinator will perform all committee-level work in accordance with the charges given the Committee by either the Board or the general membership. You are the "big picture" person. It is the responsibility of the supervising Board member to maintain communication with all Coordinators under your direction, to ensure that work progresses toward completion, and to handle all questions or problems identified by the Coordinator.

Reporting: It is the responsibility of the supervising Board member to maintain communication with all Coordinators under their direction to ensure that work is progressing and/or completed. All questions or problems identified by the Coordinator should be handled by the supervising Board member, if possible. As a member of the Board, you have the duty to ensure that reports are provided to the Board and membership in a timely manner and that the lines of communication between you and your committees flow continuously to ensure the smooth operation and functioning of committees under your supervision. It is recommended that you advise and assure the Coordinators that:

- their input is needed before each Board meeting (either formal written report or informal verbal report, depending on the preferences of you and your Coordinators);
- any written reports should be forwarded to the Newsletter Editor for inclusion in the newsletter, if appropriate;
- you will provide any guidance and assistance necessary to ensure the timely completion of a budget report;
- you are there to offer encouragement, motivation and guidance to the Coordinator so they may fulfill the requirements asked of them in their committee charges;
- you are available and accessible to offer support and advice whenever needed; and
- they are encouraged to communicate with other Coordinators who may be working on similar or related projects.

Communications: All Board correspondence should be on CAP letterhead. Copies should be sent to the appropriate Board member(s) and the President. The President will be notified of contemplated contact with other organizations or with state legislatures and bar associations to assist in determining the most appropriate method of contact. Board members are encouraged to communicate with each other, especially if there is potential for overlapping activities. Contact with Advisory Council members is facilitated by the Board Advisor.

Budget: As a member of the Board, you have the overall responsibility to ensure that the work of you and all Coordinators you supervise stays within defined budget parameters. You are responsible for budget line items that affect the committees you are charged with supervising. Maintain communications with your Coordinators to ensure they are within their budget. However, there will be times when budgets are surpassed. Make sure you stay current in your information so that you may intercede and explain the situation to the Board. You should also work with the appropriate Coordinators to ascertain the type of expenses they envision for the new fiscal year and work together to develop budget requests. Budget proposals are due to the Treasurer no later than April 1. It is your responsibility to work with the Coordinator and the Treasurer on any projected special projects, travel and/or expenses.

Reimbursement: Requests for reimbursement must be submitted to the President within 30 days after the actual expense was incurred using the forms developed by the Treasurer. The President will review and, if appropriate, approve all requests for reimbursement and forward to the Treasurer for issuance of a check. The Treasurer will notify a Board member if it appears expenses are exceeding the approved budget. Requests for additional funding should be made to the Board. Expenses in excess of the approved budget will not be reimbursed without prior Board approval.

Publications: From time to time, Board members may prepare pamphlets, brochures or other publications as part of their assignments. Such matters must be standard in appearance according to the parameters adopted by the Board. Any publication prepared in conjunction with a Board member's assignment becomes the property of CAP. CAP will retain all rights to publish, distribute, market and sell any publication. CAP will be responsible for the payment of all expenses and well as the collection of profits associated therewith.

Files: Each Board member maintains a file or files of their activities as well as the activities of the committee(s) they supervise. These files will be transferred to the individuals assuming Board positions within two weeks after the Annual Meeting. If the transfer is not completed within this two week time period, reimbursement for final expenses will not be made until such transfer is complete.

Strategic Planning: At a special session of the Board, it will develop either a short-range or a long-range plan for the Association. Strategic planning will encompass all areas of the Association's activities. You should be familiar with the contents of any plan adopted by the Board as well as your specific responsibilities to ensure that all tasks are appropriately completed or delegated for completion.

Guidelines for the Removal of a Board Member: Open communication is key between all members of the Board. This communication should take place on a regular basis either formally (via written report) or informally (via verbal report). In the event there is a determination that there is sufficient cause for the removal of a member of the Board, Section 6.7 of the bylaws provides the process and procedures necessary to effectuate the removal.

Duties of the President

Summary: The President will be the leader of CAP and a mentor for the local paralegal profession. This individual will be responsible to make daily, on-going and long-term decisions regarding CAP's overall effect on the profession and ensure these decisions are implemented and monitored.

Specific Responsibilities:

1. The Chief Executive Officer. Supervise the day-to-day operations of CAP and oversee the activities of Board members.
1. Spokesperson for CAP.
1. Advocate for CAP and the paralegal profession.
1. Leader and mentor for the membership as well as the Board of Directors.
1. Visionary. Responsible for the development and implementation of a strategic long range plan for CAP.
1. Liaison with other professional legal organizations, including, but not limited to, bar associations, paralegal educators, and paralegal managers.
1. Problem solver - regardless of the situation, find a solution for all parties.
1. Prepare the agenda and act as the Chair of the general membership meeting(s).
1. Prepare the agenda and act as the Chair of the Board of Director meetings.
1. Write, or delegate the writing of, a regular column on behalf of the Board of Directors for inclusion in CAP's newsletter.
1. Review and approve all written materials, including, but not limited to, newsletters, notices, publications and brochures, to ensure the content is consistent with the positions and procedures adopted by CAP.
1. Work with the Board of Directors to review and approve all contracts on behalf of CAP.
1. Execute the contracts on behalf of the Association.
1. Other duties as necessary to lead CAP.

Duties of the Vice President and Director of Policy

Summary: The Vice President and Director of Policy will assist the President in leading CAP and the paralegal profession by addressing positions and issues that will directly affect the profession and the association. If the President is incapable of functioning, the Vice President and Director of Policy will assume the duties of President.

Specific Responsibilities:

1. Support and advance the paralegal profession and be a resource for other Board members and the general membership on positions that will affect CAP and the profession.
1. Monitor and report on current issues, activities and legislation occurring at the local, state and national levels.
1. Report recommendations and positions as supported by the research completed by Coordinators on current issues; work with Coordinators to ensure that information is disseminated to the members of the Board and to the general membership.
1. Develop articles on positions and issues affecting the profession for CAP publications.
1. Develop and implement a response system for events affecting the profession. The response method should include determining the level of involvement, identification of a response team, procedures for responses within the confines of the Ohio Alliance, etc.
1. Create, monitor, maintain and, if necessary, revise all manuals relating to positions adopted by the Association.
1. Coordinate activities and facilitate communication among CAP's national and state representatives.
1. Supervise, provide assistance to and act as liaison between the following Coordinators and the Board: Ethics Coordinator; Education Coordinator; National Affairs Coordinator; Statewide Coordinator; and Roles & Responsibilities Coordinator.
1. Other projects and responsibilities as assigned by the President.

Duties of the Director of Operations/Communications

Summary: The Director of Operations/Communications will be responsible for overseeing the daily operations of the association as well as all communications within and outside the Association. If the President or Vice President are incapable of functioning, the Director of Operations/Communications will assume the duties of the President.

Specific Responsibilities:

1. Supervise the daily administrative operations of CAP.
1. Work with the President to schedule special training sessions and retreats for members of the Board.
1. Supervise and direct the appropriate Coordinators and/or other personnel to handle the marketing and public relations efforts of NFPA.
1. Supervise and direct the development and distribution of Request for Proposals (RFP's) to service providers when necessary and appropriate.
1. Negotiate or monitor negotiations of contracts with service providers.
1. Develop relationships with and solicit involvement with outside vendors.
1. Supervise contract negotiations with outside vendors for advertisement at CAP membership meetings, advertising in the newsletter and sponsorship of committee luncheons or other special functions.
1. Work with the Treasurer to ensure that all appropriate funds are collected from non-dues revenue sources such as outside vendors, etc.
1. Disseminate mail and phone mail messages to the appropriate Board members or Coordinators and follow-up to ensure that responses have been completed.
1. Create, monitor, maintain and, if necessary, revise all manuals relating to internal Association matters such as training, procedures, task descriptions and administrative forms/functions.
1. Supervise, provide assistance to and act as liaison between the following Coordinators and the Board: Contracts Coordinator, Marketing Coordinator, Newsletter Coordinator, and Internet/Technology Coordinator.
1. Other projects and responsibilities as assigned by the President.

Duties of the Director of Professional Development

Summary: The Director of Professional Development will assist the President in addressing the future growth of the profession and the development of CAP to support any changes. If the President, Vice President and Director of Policy and Director of Operations/Communications are incapable of functioning, the Director of Professional Development will assume the duties of the President.

Specific Responsibilities:

1. Explore and identify opportunities to expand the role of paralegals; assist in the overall growth and development of the profession.
2. Continuously monitor the role and validity of CAP's specialty committees to ensure that they are timely and meeting the needs of the general membership. Of primary concern is the ability of individual members to develop a network and seek assistance of their area of specialty.
3. Assist the Vice President and Director of Policy in identifying and researching issues that will affect the profession and its expanding role. Assist the Vice President and Director of Policy in communicating current and new positions to the general membership.
4. Identify, inform, promote and educate outside organizations regarding the advantage of using paralegals in current and expanded roles.
5. Assist in identifying continuing legal education programs to support the current and expanded roles of paralegals in various specialty areas.
6. Supervise and provide assistance and training and act as liaison between the Board and the following Specialty Area Coordinators: Litigation, Technology, Business Law, Real Estate, Probate, Bankruptcy, Estate Planning, Family Law and Other Special Areas, and seek out qualified individuals to fill Specialty Area Coordinator vacancies as needed.
7. Other projects and responsibilities assigned by the President.

Duties of the Treasurer and Director of Finance

Summary: The Treasurer and Director of Finance will be responsible for ensuring that CAP is in a sound financial position by supervising the collection of dues and the generation of non-dues income, as well as evaluating financial management performances and opportunities.

Specific Responsibilities:

1. Monitor the amount of dues charged for all membership classifications and supervise the collection of dues from members.
1. Analyze the amount of dues charged to each membership category with respect to the member benefits offered, amount of operating costs and increases resulting from inflation. Anticipate and prepare for future changes.
1. Assess sources of non-dues income; assist in the development and implementation of non-dues income programs to benefit CAP.
1. Assist in the financial management, planning and investing of CAP's financial resources.
1. Supervise the maintenance of all financial records, filing of state and U.S. tax returns, annual budget, and development of all other reports.
1. Arrange for an independent and internal audits of the financial records as necessary and appropriate.
1. Supervise preparation of account reconciliation for all general membership meetings and seminars.
1. Work with the Director of Operations/Communications to ensure collection of all non-dues revenue from vendors and others.
1. Arrange for the reimbursement of expenses to Board members and Coordinators as well as the payment of all invoices by service providers.
1. Develop and implement a three-year budget and plan for maintaining of reserves in conjunction with the Association's strategic planning initiatives.
1. Develop and implement procedures to control costs, monitor taxes and retain outside financial experts, such as accountants or investment counselors.
1. Develop and establish amounts for discretionary expense authority for each Board position, if necessary and appropriate.
1. Monitor financial reports and be available to Board members and Coordinators to discuss results.
1. Develop and implement financial controls and forms necessary for monitoring financial controls.
1. Other projects and responsibilities as assigned by the President.

Duties of the Secretary/Parliamentarian

Summary: The Secretary/Parliamentarian will be responsible for taking minutes at official meetings of the Board of Directors and general membership, maintaining all corporate records, and overseeing and implementing the procedures necessary to prepare for and conduct the meetings.

Specific Responsibilities:

1. Take minutes at all official CAP meetings.
1. Oversee drafting of the Board and membership meeting minutes.
1. Assist the President in preparing the agenda for all meetings of the Board and general membership to ensure that all regular and unfinished agenda items are included as necessary and appropriate.
1. Develop, implement and periodically review the Standing Rules under which all meetings will be conducted.
1. Develop, implement and periodically review guidelines that identify the time within which minutes shall be submitted to the Board or membership for approval.
1. Collect and tabulate all written consents of the Board and announce results.
1. Collect and tabulate all ballots of the membership and announce results.
1. Create and distribute notices of regular and special Board meetings as well as regular and special meetings of the general membership. All notices for general membership meetings should include the agenda, Standing Rules of Order and any agenda topics or resolutions to be decided by the membership.
1. Maintain CAP's corporate records.
1. Recommend bylaw changes to support the policies and goals of the Association.
1. Review bylaw changes to ensure compliance with NFPA policy.
1. Supervise credentialing of members for all general membership meetings.
1. In fulfilling the parliamentary functions associated with this position, the Secretary/Parliamentarian should give assistance to the President in maintain control of the "general will" within the whole membership, ensuring the right of the deliberate majority to decide the issues involved. However, the Secretary/Parliamentarian should also be flexible as to the strictness of the application of Robert's Rules, dependent upon the situation and the "general will" of the membership.
1. Supervise, provide assistance to and act as liaison between the following Coordinators and the Board:
Records Coordinator.
1. Other projects and responsibilities as assigned by the President.

Duties of the Director of Membership

Summary: The Director of Membership will be responsible for guiding CAP in attracting and retaining members.

Specific Responsibilities:

1. Identify and implement programs to retain current members and attract new members.
1. Explore and identify opportunities to expand the number of paralegals who become members of CAP; assist in the overall growth of the Association.
1. Continuously monitor the validity of CAP's membership categories to ensure they meet the needs of the Association as well as the needs of the members. Make recommendations for changes as necessary and appropriate.
1. Ensure current member benefits are maintained by continuing to offer quality tangible services. Obtain and report on all member benefit information provided by NFPA.
1. Identify and implement programs and procedures that will enhance the services provided to members.
1. Assist in communicating member benefits and services through internal communication methods, such as the newsletter, brochures and special notices.
1. Assist in the development of internal publications and communications which relate to membership maintenance and growth.
1. Assist the Board in addressing membership management issues.
1. Work with the President to develop methods of leadership training and association management that will aid in the growth and development of the Association.
1. Determine the feasibility of developing award programs for members of CAP and make recommendations to the Board.
1. Supervise, provide assistance to and act as liaison between the following Coordinators and the Board: Job Bank Coordinator; Member Benefits Coordinator; Membership Administration Coordinator; and Membership Growth Coordinator.
1. Other projects and responsibilities as assigned by the President.

Duties of the Board Advisor

Summary: The Board Advisor will provide continuity, be an advisor to the current President and provide the President with background information and other assistance as needed and/or requested. The Board Advisor is an *ex-officio* member and does not have a vote on the Board of Directors. In the event the Board Advisor is unable to attend regular or special meetings of the Board, the President may call upon any Past President or Past Board member to attend or assist, as necessary and appropriate.

Specific Responsibilities:

1. Act as a resource for current Board members as they gather information and consider options to address current issues.
1. Upon request, assist at meetings.
1. Attend Board meetings and provide a historical perspective of past events to guide the Board in future decisions.
1. Prepare written reports and articles for CAP publications as necessary and appropriate.
1. Assist the President in liaison activities with allied legal associations.
1. Supervise, provide assistance to and act as liaison between the following Coordinators and the Board: Nominations Growth Coordinator.
1. Other projects and responsibilities as assigned by the President.

The Board Advisor will assume the following responsibilities with regard to the Advisory Council:

1. Act as a liaison and facilitate communication between the Advisory Council and the Board, including communication to newly-appointed or re-appointed Council members.
1. Solicit nominees from the Board and membership. Provide nominations to the Board, including background information about each nominee.
1. Advise newly appointed and re-appointed Advisory Council members of their appointments and responsibilities.
1. Prepare a welcome mailing with an introduction to CAP.
1. Maintain information concerning contacts between members of the Advisory Council and members of the Board and/or Coordinators.