

TOSA Board of Directors Meeting
Monday, August 30th
7:30 pm

AGENDA

1) Correspondence/News

- A. Recognition from IRS as 501c(3)
 - a) Received from IRS Aug 3 2010
- B. Needed to add line that reads “is organized exclusively for... “
- C. Positive responses from FB page

TOSA is officially recognized by Troop 1 Stow as sponsoring organization.

2) Review of Board’s Expectation of Duties: REVIEWED

A. DUTY OF CARE:

The duty of care describes the level of competence that is expected of a board member, and is commonly expressed as the duty of “care that an ordinarily prudent person would exercise in a like position and under similar circumstances.” This means that a board member owes the duty to exercise reasonable care when he or she makes a decision as a steward of the organization.

B. DUTY OF LOYALTY:

The duty of loyalty is a standard of faithfulness; a board member must give undivided allegiance when making decisions affecting the organization. This means that a board member can never use information obtained as a member for personal gain, but must act in the best interests of the organization.

C. DUTY OF OBEDIENCE:

The duty of obedience requires board members to be faithful to the organization’s mission. They are not permitted to act in a way that is inconsistent with the central goals of the organization. A basis for this rule lies in the public’s trust that the organization will manage donated funds to fulfill the organization’s mission.

D. RESPONSIBILITIES OF AN INDIVIDUAL BOARD MEMBER:

Attend board and committee meetings and functions, such as special events. Be informed about the organization’s mission, services, policies, and programs. Review agenda and supporting materials prior to board and committee meetings. Serve on committees or task forces and offer to take on special assignments. Assist the board in carrying out its fiduciary responsibilities, such as reviewing the organization’s annual financial statements.

E. ENSURE ADEQUATE RESOURCES:

One of the board’s foremost responsibilities is to provide adequate resources for the organization to fulfill its mission. This includes discretion in spending and assistance in raising funds.

F. MANAGE RESOURCES EFFECTIVELY:

The board, in order to remain accountable to its donors, the public, and to safeguard its tax-exempt status, must assist in developing the annual budget and ensuring that proper financial controls are in place.

G. DIRECTOR LIABILITY:

If a Director satisfies his or her obligations and responsibilities, then the law provides that such Directors shall not be liable for the performance of his/her duties as a Director. Thus, even where a Director makes errors of judgment, so long as the Director acted in compliance with his/her duties, the Director should not be liable for any losses associated with such errors.

- H. Ask if anybody has a problem with these guidelines. Any more we should affirm?
- a) Questions regarding insurance. Is there any personal liability.
Can we personally be held responsible for any actions in the past.
ACTION ITEM: John Wood will look into rates and possibilities of personal liability

3) TOSA Articles of Organization Review

- A. Highlight purpose (and differences between TOSA and FoTIS)
- B. Review amendment to article II (req'd by the IRS)

4) Differences between Friends of Troop 1 Stow & TOSA

- a) Friends is created strictly for fundraising purposes.
 1. Anyone can join, it is really just
- b) TOSA is to support Troop 1 Stow

5) TOSA Bylaws Review

- A. Review BoD selection method
- B. Review membership qualification requirements
- C. Affirm 2 annual membership meetings (this meeting counts as one)
- D. By-law changes process

6) Board of Directors: Individual Duties by Position

- A. President
- B. CEO
- C. Vice President
- D. CFO
- E. Treasurer
- F. Clerk
- G. Director
- H. Director, Membership
- I. Director, Events
- J. Ex-Officio, Scoutmaster
- K. Ex-Officio, Troop Committee Chairman
- L. Other(s)

7) Treasurer's Report

- A. Process for monitoring deposits, expenditures, account balances, statements
- B. Prepare and approve written documentation for TOSA finances

VOTE: Gary will be added as a signature to the TOSA Bank account.

- a) **PASSED:** Unanimous vote by BoD.

- C. TOSA owns a tax exempt #, this can be used for any and all transactions.

VOTE: To reimburse the funds/cost required in the incorporating process.

- a) **PASSED:** Unanimous vote by BoD.

8) Conflict of Interest Policy

- A. Explanation (for IRS purposes; aimed at for-profit corporations normally)
- B. BoD individual sign off

MUST ATTAIN SIGNATURE FROM EVERY BOARD MEMBER

9) Dues, Membership

- A. Fix annual dues amount

VOTE: Fix annual dues to: \$5 to be recognized as a member. \$35 to be recognized and receive a sticker (Allocation: \$5 to Welcome Costs, TOSA operations, \$15 to TOSA scholarship fund)

PASSED: Unanimous vote by BoD.

NOTE: Add TOSA mailings to Troop 1 Stow P.O. Box # 75.

- B. Determine membership eligibility options regarding payment of dues, attendance at meetings

- a) If no dues payment, eligible to attend membership meetings? To vote?

VOTE: You will not be considered as a full member unless paying Dues

10) Annual Membership Meeting – Date, Time, Location

- A. This meeting counts as membership meeting

- B. Determine 2nd meeting or consider previous meeting as membership meeting since they were posted (decathlon, decathlon planning session).

VOTE: To hold 2nd membership meeting on December 6th, Time: TBD, Location: TBD

PASSED: Unanimous vote by BoD.

11) 501(c)(3) Restrictions

- A. Fundraising limitations/capital restrictions
- B. Annual IRS/Commonwealth of Massachusetts filing requirements
- C. Annual budget
- D. Owning property

12) TOSA Intellectual property (logo, merchandizing)

- A. TOSA web page – volunteers, ideas, etc
- B. Feedback on logo (full logo and flame logo); new ideas
- C. Branding TOSA (cards, mugs, medallions, coins, water bottles, etc)

13) Establish TOSA Committees

- A. Scoutmaster Selection
- B. Long term planning and goals
 - a) Troop Meeting Hall
- C. Fundraising – ON HOLD
- D. Scholarship – **Mitchell Samson**
- E. Decathlon – **Mike Wood & Casey Ruggiero**
- F. Merchandise - **Geoff Tyler, Ben Tamker & Mike Wood**
- G. 2012 Hundredth Anniversary – **Gary Bernklow & Mitchell Samson**
 - a) Membership Drive - Outreach
 - b) Location of 2012 party/celebration/event

14) Appoint representative for district and council

- A. If necessary/valuable

15) Eagle knife presentations discussion

- A. TOSA to takeover Scoutmaster presentation?
 - This will remain as Scoutmaster presentation
- B. Budget

16) Other Business

A. Event ideas – New

B. Confirmed events

a) Decathlon – feedback/improvements/changes