

Board of Directors Procedural Manual

(Updated as of 10/28/23)

The Terlingua Ranch Board of Directors is elected by the members in good standing of Terlingua Ranch for a term of three years. This document is meant to define the basic duties and responsibilities of a Director as well as those of officers of the Board and committees.

Duties of a Director of Terlingua Ranch

A Director shall:

1. Be a strong advocate for the Property Owners Association of Terlingua Ranch, Inc. (POATRI); enhance the public image.
2. Regularly attend board meetings and important related meetings, including the Board Orientation that occurs shortly after election and at intervals thereafter. It is required that all candidates for Director attend the January members' meeting and be available for the orientation meeting that will follow on the same weekend.
3. Make a serious commitment to participate actively in committee work.
4. Volunteer for and willingly accept assignments and complete them thoroughly and on time.
5. Stay informed about committee matters, prepare well for meetings, and review and comment on minutes and reports.
6. Get to know other committee members and build a collegial working relationship that contributes to consensus.
7. Be an active participant in all annual evaluations and planning efforts.
8. Speak for the organization only when authorized and refrain from engaging in restricted acts as defined in the bylaws.
9. Keep disagreement impersonal, practicing discretion and accepting decisions made on a majority basis so that board unity and confidence are promoted.
10. Optimize relationship between Directors and Management, always striving to ameliorate tensions in a way that supports management.
11. Govern by broad policies and objectives.
12. Respect the division of policy making and operations by referring property owner questions and comments regarding management to the Manager.

Duties of Officers

President

1. Provides leadership to the Board of Directors. The president is elected for a one-year term and may serve no more than three one-year terms.
2. Chairs meetings of the Board. Also chairs workshops or delegates that responsibility to another board member.
3. Is responsible for developing the agenda with the Manager, including discussions of any current issues.
4. Appoints the chairs of all committees and task forces. Also serves as non-voting, ex officio, member of all committees and attends their meetings when invited.
5. Discusses issues confronting Terlingua Ranch with the Manager and encourages the Board's role in strategic planning.
6. Signatory on bank account/s and any other legal documents as required.
7. Responsible for agendas being compiled and posted on the website and at the Ranch office.
8. Votes on all motions.
9. Is responsible for an annual Performance Review of the Manager on the basis of a job description, including relations with the board, leadership in the organization, program planning and implementation and management of the organization and its personnel.
10. Performs other tasks as assigned by the Board and as required by State Law, the Bylaws and the Policies & Procedures of the POATRI Board.
11. Chair Director Application Committee.
12. Appoints Hunt Task Force Chair at the July quarterly meeting each year.

Vice President

1. Performs President's responsibilities in the absence of the President
2. Maintains the official documents in the Director's notebook, in co-operation with management. This includes, but is not limited to: minutes, resolutions, financial reports, assorted policies, and committee reports.
3. Creates Director's notebooks for new Directors consisting of organizational documents, Maintenance Agreement, bylaws, minutes, resolutions, financial reports, assorted POATRI policies, and committee reports.
4. Maintains the Index of Resolutions.
5. Is a signatory on bank account/s.
6. Works closely with the President to develop and implement officer transition plans.
7. Performs other tasks as assigned by the Board of Directors and as required by State Law, the Bylaws and the Policies & Procedures of the POATRI Board.

Secretary

1. Writes the minutes of the official quarterly board meetings. The minutes are a legal recording of the corporation's actions and as such, may be subpoenaed in court.
2. Writes the reports from workshops and other board activities
3. Creates the Secretary's report of the Board of Directors meeting for the website and newsletter within one week of the meeting.
4. Disseminates minutes to the Directors within two weeks, preferably by email, for corrections. The corrections must be returned to the Secretary within one week, at which time Directors shall approve them by consent agenda. A consent agenda may be used for non-controversial and routine business and does not require a formal motion and vote.
5. Within four weeks of the Board of Directors meetings, files official minutes, including Original Resolutions, with the Manager for filing at Ranch office.
6. Responsible for posting Interim Resolutions to the website immediately and includes in the posting the time, place and Directors involved.
7. Is a signatory on bank account/s.
8. Keeps a register, or roll, of the members, and calls the roll when required.

9. Performs other tasks as assigned by the Board and as required by State Law, the Bylaws and the Policies & Procedures of the POATRI Board.
10. Is responsible for the safe keeping of the taped transcript of quarterly board meetings

Treasurer

1. Chairs the Budget and Finance Committee
2. Receives and reviews financial reports from Manager quarterly
3. Writes and presents financial reports at Board of Directors meetings
4. Responsible for any financial reports issued to the public whether on the website, newsletter or other media
5. Serves as liaison between the audit committee and the board
6. Is a signatory on bank account/s.
7. Performs other tasks as assigned by the Board and as required by State Law, the Bylaws and the Policies & Procedures of the POATRI Board.

STANDING COMMITTEES

Director Application Committee

1. Consists of the chairs of all existing committees, the President and the Manager
2. Beginning no later than April of any given year, is responsible for developing a pool of candidates for the annual Director elections
3. Makes contacts to develop interest in being a Director.
4. Posts a notice in the Ranch newsletter and web site in July that the search for candidates is open.
5. Develops questions for nominees to answer on the application.
6. Develops and sends out a candidate packet, processes applications that are returned directly to the committee, and finalizes the prospective list of candidates.
7. Serves as the committee for Board Orientation by working with the Manager to develop the Board packet, touring the facility with the Manager and assigning whatever other training is deemed necessary for new board members, including possibly a mentor.

Audit Committee

Procedures listed in the Policies and Procedures manual of POATRI as approved by Board Resolution.

Budget & Finance Committee

(Handbook – Accepted by the Board of Directors October 25, 2014)

Section I – The Committee

The Budget and Finance Committee (BFC), identified in Article 5.03 a.5., of POATRI's By-Laws, is a Standing Committee with members appointed by the President of the Board of Directors (BOD). The President is a non-voting ex officio member. The Treasurer serves as the Chair of the BFC and the Manager is a member. The Treasurer may suggest other members to be approved by the President. Committee Members must be Members in Good Standing (MIGS) and should have a business or financial background and an understanding of finances and budget preparation.

Section II – The BFC Mission Statement

The Budget and Finance Committee (BFC) is a standing committee appointed by the Board of Director's President and reporting directly to the Treasurer who is the Chair of the committee. The BFC committee members serve at the pleasure of the POATRI Board of Directors (BOD). The committee is a resource to the BOD, the Manager, and other committees for researching and analyzing any approved topic or project that might have a financial impact on POATRI. These may include assisting with budget preparation, budget monitoring and tracking, financial reporting, financial risk analysis, cost analysis, and providing recommendations regarding financial choices. The BFC provides the BOD, Management, and other committees with a Financial Analysis staff function and is an integral part of the overall management team. BFC members shall conduct themselves in a professional manner, commit to teamwork and cooperation, and demonstrate behaviors that uphold the values of honesty, integrity, trust and respect for all policies and persons involved with POATRI. (Approved by Resolution of BOD – April 26, 2014)

Section III – Duties of the Budget and Finance Committee

1. Provide financial analysis assistance as requested by the BOD, Manager, and other committees or task forces.
 - a) Define and analyze the financial risk involved with business or legal decisions to be made by the BOD and quantify the financial impact that these decisions may have on POATRI.
 - b) Assist by evaluating the financial impact of proposed action plans and provide a cost and risk analysis relating to the plan.
 - c) Assist the Treasurer in preparing and reviewing quarterly and annual financial reports for accuracy and consistency.
 - d) Assist the Treasurer with calculating the annual cost of living allowance (COLA) to be used for determining the following year's annual assessment.

- e) Assist the Treasurer in the preparation of a report projecting the availability of cash during the year and suggest alternatives to prevent negative cash balances.
2. Provide budgeting and financial assistance to the Board and Manager:
 - a) The Budget & Finance Committee is responsible for quarterly reports to the Board and membership.
 - b) During the fiscal year, review income, expenses and capital expenditures resulting from current year operations and in particular any items that were not consistent with the budget. Provide an analysis of the impact on the Net Cash Position of all changes due to actual transactions.
 - c) Assist the Manager with preparing a detailed Operations Budget for the upcoming year which identifies all income, expense and capital expenditure items that are expected to occur and shows the estimated Net Cash Balance at the end of the period. Identify major repair and maintenance items for inclusion in the Operations Budget.
 3. Assist the BOD and Manager
 - a) Provide assistance with developing and keeping current a long term plan for capital expenditures required for maintaining the value and functionality of POATRI's road maintenance equipment and infrastructure.

Communications Committee -- Communications committee consists of Newsletter and Website

Website

1. Poatri Website is managed by the President and his/her designee. The Terlingua Ranch Website is managed by the Manager.
2. Access is given to the chair of the Communications Committee or designee of President. Access to the TR website is given to the Manager, and appropriate staff as designated by the POATRI President or Manager.
3. Unless otherwise directed, content of POATRI website will contain POATRI governing documents, current financial information, current minutes and board reports, pertinent announcements and communications from the Board and Management, including an online copy of the current newsletter, at the discretion of the above access holders.
4. Primary mission of the website is to disseminate current information to property owners pertinent to activities of the Board of Directors and management issues of Terlingua Ranch.

Newsletter

1. To be published in February, May, August and November of each year. (as budget allows)
2. The primary mission is to disseminate information to property owners, including

articles regarding Board and management activities as well as those of general interest as space allows.

3. Each issue will give the manner in which complete reports may be obtained from the office, contact information, a Manager's Report, a President's Report, a Secretary's report (to be a synopsis of the quarterly meeting and workshops), and a Financial Officer's report.

Deadlines:

1. Manager's Report, President's Report, Secretary's report of meeting, other reports and announcements due one week after board meeting, in electronic format, emailed to General Manager. All reports should be no longer than 500 words (2 double-spaced pages) unless specially authorized by Committee Chair.
2. General interest articles due two weeks before board meeting.

Archiving

1. The General Manager and Newsletter chair will house the templates and a printed copy of each newsletter.
2. The chair will be responsible for forwarding all templates and the last newsletter to new committee members/chairs in an electronic form.

Water Committee

The purpose of the Water Committee is to provide both research and direction for a water management plan for Terlingua Ranch and to provide education to property owners with regards to water sources, usage, and conservation by establishing and maintaining an informational and educational web site for property owners on all topics related to the water and the environment of Terlingua Ranch.

The responsibilities include providing ongoing and continuous oversight of the water conditions on Terlingua Ranch, and provide research, analysis, and guidance with regard to water distribution and conservation to the Board of Directors and Management.

The Committee will be chaired by a Board Member, who with the Ranch Manager will select members as needed from the Board, employees, other committees, and property owners.

Road Maintenance Committee

POATRI is responsible for maintaining a vast network of roads of varying condition that

can be rendered impassible by inclement weather conditions. Over time conditions on some roads have deteriorated to the point that current POATRI maintenance assets and resources are insufficient to restore some roads to the point where they are safe for passage for residents, service and emergency vehicles. While the POATRI road maintenance crew do an excellent job with the resources they have, there are parts of some roads that need repair work that is beyond the capability of POATRI equipment. The committee would consult with road crew members as well as outside contractors and affected property owners and or those with knowledge of road building/maintenance.

The purpose of the Road Maintenance Committee is to determine:

- What is the general state of the roads, and to what extent can they be properly maintained and at what level with current POATRI equipment.
- How often do conditions arise that requires extra equipment as opposed to a quick repair with present POATRI equipment, which then quickly deteriorates to an unacceptable state with the next heavy rainfall.
- If POATRI hires an outside contractor who has the necessary equipment, can the road be repaired to a state where POATR can thereafter maintain the roads with its present equipment for several years hence, and
- To what extent can the cost of using outside contractors be averted at lower cost by purchasing some additional equipment and rely on contractors only for less common circumstances?

Additionally, the Committee should evaluate the maintenance level for roads needed for emergency vehicles:

- Can all Poatri roads be brought up to and maintained to this standard,
- Can POATRI just maintain main artery roads to this standard, and
- What would this cost be given the POATRI budget and in view of the fact that 45% of members do not pay POATRI dues.