



## CESA State Board Policy

<b>Title</b>	<b>Expectations and Duties of the Association Board Members</b>	<b>Original Approval Date</b> March 1, 2013
		<b>Revision &amp; Re-adoption Date(s)</b> June 2024 Sept 2023 Feb 2020 July 2019 Aug 2017 Aug 2018
<b>Purpose</b>	The purpose of this policy is to define the positions, roles and responsibilities for the Officers and Directors of the Association Board.	
<b>Section</b>	<b>The Association Board adopted the following policy:</b>	
<b>1.0</b>	The California Emergency Services Association Board (Association Board) will consist of at least nine members, with three representatives from each Chapter, and some years may include an additional member, the Immediate Past-President.	
<b>2.0</b>	The three representatives from each Chapter shall consist of either: (1) President, Vice-President, and Member-at-Large; or (2) President and two Members-at-Large. The specific combination of representation is at the discretion of each Chapter and shall be identified in writing to the CESA State Board President for the incoming year by November 1 <sup>st</sup> .	
<b>2.1</b>	A line of succession for each chapter's representation on the Association Board shall be created by each chapter by way of a Chapter Policy and Procedure. This policy for the Chapter Board will identify the line of succession of the Officers following the written guidance of the CESA Constitution. Those policies will become an appendix to this policy.	
<b>3.0</b>	The Officers of the Association Board shall consist of the President, Vice President/Secretary, Treasurer/Chief Financial Officer, and Immediate Past President as described in the Association Constitution.	
<b>4.0</b>	All other Board Members of CESA shall be referred to as Directors of the Association	
<b>5.0</b>	<b>Election of Officers.</b> Elections will occur annually at the December State Board Meeting. Officers for the next year will be determined by the current board in session.	
<b>5.1</b>	<b>Chosen by the Board.</b> Unless the bylaws provide otherwise, officers are chosen by the board, not the membership. ( <a href="#">Corp. Code §7213(b)</a> .) No one	

	person on the board, such as the president, has the right to select the remaining officers. Officers are determined by a majority vote of the board.
<b>6.0</b>	<b>Nominations.</b> Nominations for each office (president, vice president/secretary, and treasurer) are made by board members, not the membership. No second is needed for nominations. ( <a href="#">Robert's Rules</a> , 11th ed., p. 432.) Nominations will begin with the office of President, then to the VP/secretary, and then the Treasurer. Directors may nominate themselves if they wish. Since the Davis-Stirling Act allows members to nominate themselves to run for the chapter boards or member at large positions, it would be reasonable to allow self-nomination as officers. ( <a href="#">Civ. Code §5105(a)(3)</a> .) Each nomination is then voted on by the board not the membership.
	<b>Conducting the Vote.</b> The ED will conduct the Starting with the office of President, then VP/secretary, and Treasurer. The vote is frequently done by voice vote but may be done by secret ballot if one or more Directors request it. If done by secret ballot, each Director simply writes the name of the person they are voting for on a slip of paper. Inspectors of Elections are not required for counting these ballots. Each director can hand his/her ballot to the CESA Executive Director to open and read aloud. The person with the most votes wins the office. The process is repeated for each officer until all positions are filled.  The rule on abstaining from voting on a question of direct personal interest does not mean that a member should not vote for himself for an office . . . ( <a href="#">Robert's Rules</a> , 11th ed., pp. 407-408.)
<b>6.1</b>	New Executive Officers of the Association Board shall take office on January 1 <sup>st</sup> of the following calendar year.
<b>7.0</b>	No State Board Member can occupy the same officer role for more than two terms. A term consists of the calendar year from January 1- December 31 <sup>st</sup> .
<b>8.0</b>	<b>The President Shall:</b> <ul style="list-style-type: none"> <li>• Be the Executive Officer of the Association and shall represent, and act for and on behalf of the Association in all matters except as otherwise provided for in the CESA Constitution.</li> <li>• Preside at all duly constituted meetings for the Association membership and the Association Board and shall be an ex-officio member of all Standing Committees.</li> <li>• Prepare the agenda for and preside over Association Board meetings, when present, including implementation of Roberts Rules of Order and enlisting the assistance of Officers and Directors in the orderly conduct of said meetings including appointing a parliamentarian if so desired by the Association President.</li> <li>• Primary signatory of all contracts executed on behalf of the Association once the Association Board has approved the contract.</li> <li>• Represent CESA to the public, other organizations, and agencies.</li> <li>• Exercise the general duties of management of the business of the Association, including carrying out or causing to carry out Association Board approved disbursements, signing Association Board approved contracts.</li> <li>• Provide guidance by participating as ex-officio member of State</li> </ul>

	<p>committees or assigning this task to another member of the Association Board.</p> <ul style="list-style-type: none"> <li>• Provide general supervision of the work of the Association Executive Director including approval of payroll and contracted services.</li> <li>• Ex-Facio member of all committees and should participate as practical.</li> <li>• The President shall not be a conference chair, or committee chair during the tenure of office.</li> </ul>
<b>9.0</b>	<p><b>The Vice President/Secretary shall:</b></p> <ul style="list-style-type: none"> <li>• Act in the absence of the President and perform such duties assigned to the office by the President.</li> <li>• At all meetings of the Association, the Vice President/Secretary shall make, or cause to be made, ensure management company (Executive Director) records, the proceedings, which shall be kept as minutes of the meeting.</li> <li>• It is the expectation of the Association that the CESA Executive Director will record the minutes, as delegated by the Vice President/Secretary, and that the minutes will be distributed to the Association Board for review and shall be finalized within 14 days of the board meeting.</li> <li>• Responsible for the development of an annual strategic business plan.</li> <li>• In the absence of the Chair of the Legislative Committee, the Vice President will serve in that capacity until such time that the Board appoints a replacement for that position.</li> </ul>
<b>10.0</b>	<p><b>The Treasurer shall:</b></p> <ul style="list-style-type: none"> <li>• Perform such duties assigned to the office by the Association Board.</li> <li>• Be responsible for and have charge of all monies and securities belonging to the Association, and, according to policies and procedures established by the Association Board, shall account for all monies received and disbursed by the Association.</li> <li>• At the Annual Meeting (CESA Conference), make an interim report to the membership of all monies received and disbursed by the Association. This accounting shall be distributed within thirty (30) days after such account is rendered.</li> <li>• Provide a written draft budget at the December Association meeting for approval.</li> <li>• Provided written quarterly reports will be provided to the Association Board at all regularly scheduled meetings of the Board.</li> <li>• Ensure that all required annual documents are properly filed with the following agencies: Office of Attorney General, Secretary of State, California Franchise Tax Board, and Internal Revenue Service.</li> <li>• Refer to the financial policy</li> </ul>
<b>11.0</b>	<p><b>Member-at-Large:</b></p> <ul style="list-style-type: none"> <li>• Is elected by a vote of his/her respective Chapter and is expected to represent the Association at the state level. MAL are not voting members at the chapter level,</li> <li>• Member(s)-at-Large maintain all voting rights of any Director of the Association.</li> <li>• Due to this position being a seated voting member only at the state level,</li> </ul>

	MAL has a policy outlining roles and responsibilities.
<b>12.0</b>	<p><b>Immediate Past President:</b></p> <ul style="list-style-type: none"> <li>• Attending all board meetings.</li> <li>• Is a non-voting member, unless, in the event of a tie, the IPP will cast the deciding vote.</li> <li>• Primary duty to provide guidance and continuity</li> </ul>
<b>13.0</b>	<p><b>Expectations of all board members:</b></p> <ul style="list-style-type: none"> <li>• Participate in one state-level committee.</li> <li>• Attendance of at least 75% of Association Board Meetings.</li> <li>• Come prepared for the meeting by reviewing documents prior to the meeting.</li> <li>• Attendance of the Annual CESA Conference and Training. Any board member not able to attend must notify the president. If the State Board Member is unable to attend in person due to financial limitations from their home agency, the board's discretion if there is funding to assist with travel. If the Board member has to choose between other conferences to attend and the CESA conference and the board member chooses other conferences that occur 2 years concurrently, the board member may be asked to reconsider their participation on the CESA Board as they are not dedicated to the members.</li> <li>• Board members unable to attend in person will still be required to attend in a hybrid fashion using A/V as described and required in the Constitution via Video Conference Call working with the conference chair for opening ceremonies (to be introduced) and the state board meeting/fireside chat session. The Board member is required as per the constitution to have a working Mic so others can hear them, and they are required to be on camera.</li> </ul>
<b>14.0</b>	<p><b>Continuity of the Association Board:</b></p> <p>Vacancies on the Association Board shall be filled in the same manner as they were filled (see Section 1.0); each Chapter, in turn, shall fill vacancies that occur in the same manner they were originally filled (consistent with Chapter by-laws and policies).</p> <p>Chapters with Alternate Member-at-Large positions will not send these representatives to Association Board meetings unless the Alternate is attending in the absence of their Primary Member-at-Large position(s) for their respective Chapter. If an Alt. Member at Large is in attendance, they will not have a vote on action items.</p>