

Chapter Three: Understanding the Role of the Board Officers

Your first official act is probably to show up at an “organizational meeting” of the Board, at which time you will be expected to participate in electing the Board officers. Many Bylaws provide that this organizational meeting is to take place within ten (10) days of the annual meeting of the members where new Directors are elected. Thus, one of your first decisions will be to decide which of the Directors should hold the various positions that are enumerated in the Bylaws.

Typically, there are four (4) positions: President, Vice President, Secretary and Treasurer. Each office is defined in the Bylaws, and follow the common understanding of those roles. For example, the President presides at all Board and Membership meetings, and signs legal documents on behalf of the Cooperative. The Vice President fills in when the President is absent. The Secretary keeps minutes of all Board and Membership meetings, and is the custodian of the Cooperative records (although as a practical matter, these records are usually kept in a safe place such as the Cooperative office or a storage facility). Treasurers are charged with the fiscal affairs of the Cooperative and typically are signatories on the bank accounts. They also work closely with the Auditor and the Management Agent to maintain the financial statements and audits of the Cooperative.

It should be noted that as a general rule, the Board is free to reorganize itself at any time. This means that the officers can be changed if the majority of the Board so desires. Just because someone is elected President at an organizational meeting does not mean that he or she will stay in that position until the next organizational meeting the next year. Sometimes, an officer does not work out in that position, and the majority may make changes as it deems appropriate.