



# CHAPTER LEADERSHIP HANDBOOK

LEADERSHIP • COMMUNICATION • EDUCATION



Foundation for Successful Chapter Leadership

“If our hopes of building a better and safer world are to become more than wishful thinking, we will need the engagement of volunteers more than ever.”

— Kofi Annan

# INTRODUCTION

So, you find yourself in a leadership position within a DHI Chapter.....

- What does my chapter look like?
- Do I have a healthy active chapter or do we struggle to garner interest and participation?
- Does my chapter provide both educational and social events or is it a challenge to hold a meeting?

No matter how you answered these questions, you are not alone. Each DHI chapter has its own unique culture with a personalized mission focused on the local community's needs.

As a reminder, you don't have to go it alone. Engage individuals who will support the chapter's development. Leadership roles can run the gamut from a full traditional Board to a small group of volunteers who want to run programming for the local membership on an ad hoc basis. Whatever your team looks like, there are administrative and programming needs that must be met.

This handbook will provide a solid foundation for your time as a local community leader. It is meant to be a resource to assist with your chapter's activities. The worksheets and descriptions provided are a framework to build a successful chapter and should be customized to reflect the culture of your local membership.

In addition to the guidance provided here, you and your fellow leaders are encouraged to reference and review DHI and chapter information on the [DHI website](#) to become familiar with all the tools and resources that DHI national has built to support local activities.

Below are just some of the resources and tools available to our chapters through DHI headquarters:

- Chapter prospect lists
- Dues Collection
- Education/Programming

For answers to specific questions on topics ranging from education to insurance, membership to events and more, please call DHI Membership Services at 202-367-2134 (Option 2).

Enjoy your time at the helm and contact DHI and your membership any time for support along the way!

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# Easy Steps to a Successful Chapter

1. Form your leadership team.
2. Complete the chapter success checklist.
3. Survey your membership.
4. Determine the goals and objectives of your chapter with your leadership team.
  - Goals worksheet
5. Set your chapter meeting schedule. Determine a timeline and assignments.
6. Follow up periodically with volunteers.

# Leadership Development Workshop

## CURRENT SLATE OF OFFICERS

President \_\_\_\_\_

Vice President \_\_\_\_\_

Secretary \_\_\_\_\_

Treasurer \_\_\_\_\_

## List volunteers to consider for potential chapter board positions.

NAME	ACTIVITY
------	----------

## List current volunteers to invite into lead roles.

NAME	ACTIVITY
------	----------

## List potential members to consider for committees.

NAME	ACTIVITY
------	----------

Pass a copy of this form to your future board and to your nominating committee.

# Forming a Team

The following positions can be episodic and created on an as needed basis and don't always require a year-long commitment. Chapter leaders should reach out for volunteers when needed and not assume people will come to them to offer assistance.



Name	Phone	E-mail	Need Mentor?	Mentor	Backup Name
<b>OFFICERS</b>					
President					
Vice President					
Secretary					
Treasurer					
Other:					

## ACTIVITY LEADERS

Select which activities and activity leaders are most appropriate for your chapter. Some of these functions may be combined for your chapter.

Awards					
Codes					
Education					
Finance					
Golf					
Investment					
Liaison to other groups (CSI, AIA, etc.)					
Meeting Arrangements					
Membership					
Newsletter					
Nominating					
Program					
Public Relations					
Scholarship					
Other:					

# Activity Leadership Teams

Determine which activities necessitate structure and list activity volunteer names here.

Phone	E-mail
<b>Activity Name</b> _____	
Lead Name _____	
Member Name _____	
Member Name _____	
Member Name _____	
<b>Activity Name</b> _____	
Lead Name _____	
Member Name _____	
Member Name _____	
Member Name _____	
<b>Activity Name</b> _____	
Lead Name _____	
Member Name _____	
Member Name _____	
Member Name _____	
<b>Activity Name</b> _____	
Lead Name _____	
Member Name _____	
Member Name _____	
Member Name _____	



# Chapter Success Checklist

## Leadership

- ☐ Has a leadership development plan
- ☐ Holds a minimum of two chapter leadership meetings per year, including an annual planning meeting
- ☐ Has long range plan/goals and objectives
- ☐ Holds elections
- ☐ Plans and sends survey
- ☐ Other \_\_\_\_\_
- ☐ Other \_\_\_\_\_

## Meetings/Education

- ☐ Holds a minimum of two chapter education meetings per year
- ☐ Plans inclusive events for all members
- ☐ Obtain CEP (Continuing Education Points) for education developed or conducted by the chapter
- ☐ Provides opportunities for social networking
- ☐ Consider using online volunteer apps to ask for help on a per meeting basis
- ☐ Other \_\_\_\_\_
- ☐ Other \_\_\_\_\_

- ☒ Check off those items that have applied to your chapter over the last year.
- ☐ Circle those items that you want to focus on over the next year

## Chapter Structure

- ☐ Chapter bylaws
- ☐ Chapter incorporation
- ☐ Liability insurance
- ☐ Budget and financial policies

## Communication

- ☐ Chapter newsletter containing chapter and DHI information for timely communication to members
- ☐ Submit chapter news and events for DHI website

## Nice, but not necessary

- ☐ Investment policy
- ☐ Scholarship program. DHI Staff has samples to share and is available to assist with scholarship programs.
- ☐ External advocacy
- ☐ Membership recruitment
- ☐ Mentoring program for leadership
- ☐ Mentoring program for new members
- ☐ Corporate sponsorships

ACCOMPLISHMENT

# Chapter Surveys

Periodic surveys of your membership and the local region are helpful in understanding current needs and providing programming and support to best assist them.

There are many free and minimal-cost survey solutions in today's climate. Please contact DHI staff for assistance with surveying.

# Annual Meeting Schedule

**Submit for DHI's Website ([www.dhi.org](http://www.dhi.org)).**

Date: \_\_\_\_\_ Location: \_\_\_\_\_

Topic: \_\_\_\_\_

Contact name: \_\_\_\_\_ Email: \_\_\_\_\_

Date: \_\_\_\_\_ Location: \_\_\_\_\_

Topic: \_\_\_\_\_

Contact name: \_\_\_\_\_ Email: \_\_\_\_\_

Date: \_\_\_\_\_ Location: \_\_\_\_\_

Topic: \_\_\_\_\_

Contact name: \_\_\_\_\_ Email: \_\_\_\_\_

Date: \_\_\_\_\_ Location: \_\_\_\_\_

Topic: \_\_\_\_\_

Contact name: \_\_\_\_\_ Email: \_\_\_\_\_

Date: \_\_\_\_\_ Location: \_\_\_\_\_

Topic: \_\_\_\_\_

Contact name: \_\_\_\_\_ Email: \_\_\_\_\_

## Annual Planning Session

Date: \_\_\_\_\_ Location: \_\_\_\_\_

Topic: \_\_\_\_\_

Contact name: \_\_\_\_\_ Email: \_\_\_\_\_

# Goals

**Goal:**

Steps	Date	Budget	Responsible Individual/Team
<p><b>Sample Goal:</b></p> <p>Develop corporate sponsorships</p> <ul style="list-style-type: none"><li>• create list of potential sponsorship opportunities</li><li>• research potential expenses and develop pricing for sponsorship opportunities</li><li>• develop list of potential sponsors</li></ul>	Jan 2019	TBD	Jane Doe

# Checklist for Leaders

✓ TASK	ASSIGNED TO	FOLLOW UP
<b>■ FIRST MONTH OF TERM</b> <input type="checkbox"/> Verify transfer of appropriate records to new officers and activity leaders		
<input type="checkbox"/> Set up planning meeting for Chapter Leaders		
<input type="checkbox"/> Review chapter administration <ul style="list-style-type: none"> <li>• Confirm IRS status</li> <li>• Review bank account, ensure signers are up to date</li> </ul>		
<input type="checkbox"/> Review chapter bylaws and plan your term within their structure		
<input type="checkbox"/> Appoint activity taskforces		
<input type="checkbox"/> Advise DHI International of the change of officers		
<input type="checkbox"/> Set agenda for planning meeting		
<b>■ SECOND MONTH OF TERM (PLANNING MEETING)</b> <input type="checkbox"/> Use the "Successful Chapter Checklist" as a starting place		
<input type="checkbox"/> Consider conducting a chapter survey		
<input type="checkbox"/> Review the responsibilities of each office/committee		
<input type="checkbox"/> Request budgeting needs from activity leaders		
<input type="checkbox"/> Develop goals		
<input type="checkbox"/> Schedule meetings dates and topics		
<input type="checkbox"/> Assign task list		
<input type="checkbox"/> Work with DHI Events Department to coordinate meeting locations		
<input type="checkbox"/> E-Mail meeting announcement to DHI to be e-mailed to your membership and local region		
<input type="checkbox"/> Obtain mailing labels from DHI. Acquire postage if needed		
<input type="checkbox"/> Contact members for newsletter articles		
<input type="checkbox"/> Contact nearby chapters to coordinate education and social activities and reduce date conflicts		

*Continued on page 12*

Checklist for Leaders, *Continued from page 11*

✓ TASK	ASSIGNED TO	FOLLOW UP
<b>■ THIRD MONTH OF TERM</b>		
<input type="checkbox"/> Prepare budget for approval		
<input type="checkbox"/> Send out newsletter including meeting schedule, list of new officers, goals, kudos to those recently earning credentials and certifications, etc.		
<b>■ FOURTH MONTH OF TERM</b>		
<b>General Meeting</b>		
<input type="checkbox"/> Broadcast meeting notice to general members three to four weeks prior		
<input type="checkbox"/> Set agenda for chapter meeting, contact members who will be giving reports, contact those receiving certificates/awards two weeks prior		
<input type="checkbox"/> Reconfirm meeting arrangements with speaker and facility (including A/V equipment requirements) one week prior		
<input type="checkbox"/> Advise meeting facility of numbers attending 24 - 48 hours prior		
<input type="checkbox"/> Present past president with gift of appreciation*		
<b>Board Meeting</b>		
<input type="checkbox"/> Set and distribute agenda two weeks prior		
<input type="checkbox"/> Conduct meeting in accordance with agenda		
<i>Continue meeting planning cycle as above.</i>		
<b>Elections</b>		
<input type="checkbox"/> Review chapter bylaws for election requirements two months prior		
<input type="checkbox"/> Request the slate from the Nominating Committee two months prior		
<input type="checkbox"/> Publish the list of candidates one month prior		
<input type="checkbox"/> Conduct elections and install officers		
<input type="checkbox"/> Turn over materials to new officers		
<input type="checkbox"/> Notify DHI of Leadership Updates		

# How to Create a Leader

Create leadership opportunities that not only generate a sense of community and working towards common goals, but consider the experience of creating a leader as a true service to the chapter and it's members by ensuring succession.

- Invite volunteers to be informal leaders by sharing the chapter's goals and asking for advice and support.
- Ask for help with small tasks as well as large.
- Ask for specific help from specific people - don't wait for volunteers.
- When you ask people to help, tell them why you have selected them.
- Accept "No" graciously and leave the door open.
- Make sure that people have enough information and tools to do their job.
- Watch for burn-out.
- When you spot a rising star, encourage their increased participation.
- Publicly thank your team.

*"Volunteers do not necessarily have the time; they just have the heart." Elizabeth Andrew*

# Nominations and Elections

Select a Nominating Committee with a chair appointed by the president. This committee should contain both board members and non-board members. No member from the Nominating Committee can be nominated for an open office. All discussions of this group are strictly confidential.

## Nominating Committee

This committee is responsible for selecting a slate of officers to be presented to the general membership for election.

1. Candidates for chapter officers should be members in good standing with DHI International and the chapter.
2. The committee chair approaches the nominated individuals to confirm their willingness to serve.
3. The slate is sent to the membership prior to the elections. List the qualification of each individual on the form. A process should be outlined for open nominations from the membership.
4. Conduct the elections at a membership meeting. Voting should be by secret ballot unless the slate is unopposed.
5. Announce the results to the chapter and plan a transition meeting.

# Selecting and Using Mentors

1. The purpose of a mentor is to help a new committee chair do the job successfully—  
not to do the work for that person.
2. Mentors should be used to assist a committee or committee chair when advice and guidance is helpful in maintaining continuity. Mentors' advice is to be used for consideration on decisions of the committee.
3. Mentors should be experienced members who have previously served the chapter in the task for which you are selecting them.
4. Advice and counsel from an experienced mentor is only a phone call away.

# ELECTIONS



# Duties of the President

1. Coordinate the officers elected by the chapter and work with your officers to appoint additional committee chairpersons.
2. Work with chapter officers to develop your goals based on chapter input (surveys, focus groups, assessments, etc.).
3. Provide assistance to officers and chairpersons in carrying out their duties. Follow up with officers and chairpersons to ensure that tasks are completed.
4. Set up dates for board and general meetings for your term.
5. Establish and transmit an agenda for meetings.
6. Preside at board and general meetings.
7. As the representative of the membership, be mindful of chapter finances and investments.
8. Work with appropriate chairs to ensure timely notification of meetings.
9. Attend chapter meetings.
10. Advise the Board of information received from DHI International. Reply to DHI International on all requests for information from the Chapters. Represent the interest of the chapter to International, operating through the staff and president.
11. Participate in DHI International conference calls, surveys, questionnaires, etc. while putting forth the needs of the chapter as perceived through meetings of the chapter Board of Directors.
12. Work to ensure that qualified members are called on for future leadership positions.
13. Be responsible for the timely election of the future board.

# OFFICERS

## Duties of the Vice President (Pres-Elect)

1. The vice-president should be able to run meetings in the absence of the president.
2. Work as a partner with the president to ensure that chapter goals are met.
3. Attend board meetings.
4. Participate in chapter conference calls.
5. May serve as program chair or other chairs as determined by the president or the chapter.

## Duties of the Secretary

1. Record the minutes of all board and general meetings.
2. Send minutes to president and board members for review within 14 days of any board or general meeting.
3. Review, amend and approve minutes to be sent to DHI offices (Canadian chapters also send copies to DHI Canada).
4. Publish and send out notices of chapter, board of director and committee meetings.
5. Maintain the chapter bylaws, articles of incorporation, standing rules and other official documents.
6. Record meeting attendance and information on chapter activities.
7. Maintain a roster of names, addresses, telephone numbers, fax numbers and e-mail addresses of all members. Review DHI International rosters and advise of any changes.
8. Keep the historical records of the chapter and pass them on in a timely and efficient manner.
9. Notify DHI of deaths of members.

## Duties of the Treasurer

1. The chapter treasurer's main responsibility is the collection of chapter funds and chapter dues.

Some chapters administratively collect their individual members' dues directly, while other chapters have DHI collect them. DHI then pays the chapter after collection; contact DHI membership department for details.

2. It is important for the treasurer to keep the chapter president informed on any delinquent payments or hardship cases.
3. Disbursement of funds should not be made without approval of the chapter president or board.
4. It is recommended that all bank accounts require dual signatures for all transactions.
5. The treasurer is responsible for furnishing a financial report to the chapter at each meeting.
6. It is recommended that the chapter operate from a budget which the treasurer appropriately would be responsible for preparing and which needs be approved by an incoming finance committee (typically made up of officers on the Executive Committee) at the beginning of each chapter's fiscal year.

## Duties of the Chairman

1. Select your committee members.
2. Fill out Full Committee sheet (page 4).
3. Advise President of committee members.
4. Outline responsibilities and tasks.
5. Develop agenda and call meeting of committee and review responsibilities and tasks with committee.
6. Assign tasks to committee members.
7. Follow up with committee members.
8. Give a report of the meeting to the President and/or at general Board meeting.

# Membership Committee

The chapter Membership Committee consists of three to five chapter members.

The Membership Committee studies and suggests to the officers and the chapter ways of increasing, strengthening and improving the membership. It performs such other duties as may be assigned by the chapter president.

This group should seek out new members for DHI. It is impossible in large areas for any one individual to know all potential candidates for membership. However, an active membership committee can find ways of locating such potentials. Your chapter president or DHI board members can help.

The Membership Committee might consider "teaming up" with the chapter Education Committee and secretary in preparing a pamphlet giving a history of the chapter and its activities. This information will give potential members all of the background information needed to arouse interest.

The Membership Committee chairperson and members should be selected for their overall interest in the chapter and willingness to work toward increasing the chapter's membership base.

# Education Committee

The Education Committee, often the most active and important committee of the local chapter, has the responsibility of developing educational programs and promoting national education to all its members and other persons in the industry on the local level.

The committee should promote all national, technical and management education to its chapter and local industry. Most chapters have established a scholarship program for DHI technical schools.

On the local level, the chapter needs to look toward its membership to develop an educational program consistent with the needs of the chapter members, available locally. This can be a program offered prior to the chapter meetings, or quite often, chapters will develop courses which take place over a several week period on weekends. It is important that the Education Committee function actively in every chapter to satisfy chapter needs.

# Codes Liaison Committee

This committee, normally composed of one chapter representative, keeps DHI and the membership advised of significant code changes in the chapter area.

# Finance Committee

The Finance Committee has the responsibility of the general supervision of the income and expenditures of the chapter. This committee works with the treasurer in preparing the yearly budget for the coming fiscal year, to be submitted to the chapter Board of Directors for approval at a meeting to be held prior to the commencement of the chapter fiscal year.

No expenditures should be made of the chapter funds except in accordance with the budget unless approved by the majority of chapter members present at a regular or special meeting.

Even in small chapters with limited funds, money matters should be handled in a systematic and business-like manner.

Chapter dues should be based upon the number of members at such a level to allow the chapter to accomplish its annual financial goals, some of which may include all or part of the following:

- Meal guarantee indemnity/shortages
- Underwriting social events/outings
- Paid speakers
- Educational materials
- Scholarships
- Administration
- Meeting notices/promotional mailings
- Chapter banner
- Training courses
- Regional conference "floating" fund
- Chapter president's travel to national convention
- Chapter president's travel to regional chapter president's meetings

## Awards Committee

Each chapter may have an Awards Committee comprised of a chairperson and one member each (any of which may be chairperson) from the consultant, and DHI individual membership categories. The committee, with appropriate timing and direction from the national awards committee, shall review chapter members annually for eligibility for any of the various Institute national awards.

A complete listing of the awards that are presented each year can be found on our website at [www.dhi.org](http://www.dhi.org) and in the back of this handbook. If you need additional information on a particular award, please contact Institute staff.

## Public Relations Committee

The Public Relations Committee is established to stimulate interest and cooperation between the chapter and other local chapter organizations, such as the ALOA, AIA, AGC, CSI, CSC and any other representative groups in the fields of architecture and building construction. The committee is also concerned with publicizing the activities of the chapter in general on a local level through news media, radio, television, and like agencies, as well as the submission of all matters of general interest through the chapter secretary to the Institute. In essence, the committee's primary responsibility is to sell DHI in general and to the members of the chapter in particular to the architectural profession and members of the building industry within the market area.

# Time for Success

### Start Your Planning Process

Meet with your leadership team to set up the meeting schedule for the year. Set dates, location, and program topics and speakers. Work with DHI staff on meeting logistics and speakers as necessary. Make reservations for meeting rooms and confirm speakers. Publish this schedule as soon as it is confirmed and then DO NOT CHANGE IT.

### Two months before the meeting

Gather the information you will need for your newsletter or meeting announcement and begin to promote the meeting/event to your targeted audience. Keep in mind that DHI can provide a list of all individuals in your chapter area, including members and non-members.

### One month before the meeting

Send out a meeting announcement or newsletter. Make sure it includes the date, time, location, program information, price and RSVP information (if necessary).

### One week before the meeting

Set your agenda. Call anyone needing to make a report at the meeting, remind them to prepare and verify their attendance at the meeting. Reconfirm all meeting arrangements with your speaker and facility.

### One to two hours before the meeting

Check room set-up and A/V equipment. Meet with the your team for a "touch-base" prior to the event.

**At the onset of your leadership term, take time to evaluate and outline your chapter vision.**

Each DHI chapter fits within one of the following levels, and you and your team can evaluate which is the best fit for your community.

- Foundation Level
  - Social event- 2 leaders
- Growth Level
  - 2 Education events, Social, 4 leaders
- Pinnacle Level
  - 2 Education events, Social, 10 leaders

# Countdown

The following are Robert's Rules and the most formal style of conducting a meeting. While many are comfortable employing them, not all favor this style. You are welcome to follow this structure or simply use as a foundation if your culture dictates a more casual style.

Whichever your preference, agendas are an effective way to run a meeting as they set purpose and goals. You are encouraged to always conduct business in a professional manner to effectively move your chapter forward.

As a reminder, no matter your culture, it is important that you work within your bylaws.

Contact DHI any time for assistance and suggestions.

## Working Through an Agenda

Below are suggested steps in managing an agenda item (in order):

1. Announce the item.
2. Ask for or give any report on the item.
3. Allow discussion.
4. Ask for motion.
5. Ask for second to motion.
6. "Any further discussion?"
7. Repeat the motion.
8. Call for a voice vote.
9. Announce motion adoption or failure.
10. If motion fails, call for a new motion and second. (There should be no discussion until a new motion is made under this circumstance.)
11. Repeat steps 4-10 until the item is dealt with.
12. Move to the next item.

## Sample Meeting Agenda Sections

- Call to Order/Meeting Overview
- Acknowledge Guests and VIP's in attendance
- Roll call and self introductions
- Announce recent accomplishments of members such as new credentials and certifications
- Establish a quorum is present
- Approval of previous meeting's minutes
- Office reports as necessary
- Announcements
- Unfinished/Old Business
- New Business
- Elections (if any)
- Program
- Announcement of next meeting
- Adjournment

## The Administration of a DHI Chapter

The administration of a chapter does not have to be a laborious experience. As a leader, keep it simple. Know how to protect yourself and your chapter with regards to insurance coverage, contracts, and liability.

## The Chapter's Obligation to the State and Internal Revenue Service

Chapter incorporation requirements will be dictated by each chapter's state. Contact your State corporate commission to be sure that your chapter is in compliance.

Chapters are encouraged to file a 990N Postcard return with the IRS. Any chapter that receives more than \$5000 in gross receipts over a three year period is required to file or they will lose their tax-exemption status.



# Bylaws

[Insert Name of Chapter]

## BYLAWS

### ARTICLE I

#### NAME

The name of this corporation shall be "[Insert name of chapter], Inc." (the "Chapter"). Example: "DHI/Empire State, Inc."

### ARTICLE II

#### PURPOSE AND MISSION

The purpose of the Chapter is to serve as an informational, educational and professional development resource for the architectural openings industry, thereby providing Chapter members with the skills necessary to compete successfully in the advancement of the safety and security of the built environment .

### ARTICLE III

#### ORGANIZATION

The Chapter shall be a corporation, not for profit, organized under the laws of [Insert name of state] (the "State") for the purposes set forth under the Articles of Incorporation of the Chapter, having members involved in the architectural openings industry who have met the membership qualifications and requirements as set forth herein.

### ARTICLE IV

#### MEMBERSHIP

1. **Qualifications for Membership.** Applicants shall be individuals engaged in the manufacture or furnishing of products or services to the architectural openings industry, or individual employees or principals of a firm or agency engaged in the manufacture or furnishing of products or services to the architectural openings industry. No entity other than individuals may become members of the Chapter. All applications for membership shall be submitted with the appropriate fee and documentation to the Secretary of the chapter and shall be processed in accordance with procedures established by chapter. Dues for Chapter members shall be established by the Board of Directors of the Chapter (the "Board").

2. **Rights and Privileges of Members.** All members shall have such rights and privileges of membership in the Chapter as may be granted by the Board. Such rights shall be set by the Board from time to time.

3. **Voting.** All business of the Chapter requiring approval of the members shall be voted upon in person or by proxy by the members entitled to vote, and a majority vote of the members at a meeting where a quorum is present shall be necessary for approval of such business. The voting procedure established herein for members shall be applicable at the annual meeting, regular meetings and special meetings and at any other meetings or referenda at which formal action affecting the Chapter shall be taken.

4. **Annual Meeting.** An annual meeting of the membership may be held at such time and place as the Board may prescribe. Notice of any annual meeting shall be given by mail (electronic acceptable) to all members in good standing prior to the meeting in accordance with the laws of the State. Each eligible voting member of the Chapter, not in default on payment of dues, shall be entitled to attend any annual meeting of the Chapter and to cast one vote, in person or by proxy, on any issue presented at such meeting.

5. **Regular Meetings.** Regular meetings of the membership may be held periodically at such time and place as the Board may prescribe. Notice of the regular meetings shall be given by mail (electronic acceptable) to all members in good standing prior to the meeting. The notice requirements of this paragraph may be satisfied by providing each member with a schedule of such regular meetings by mail (electronic acceptable) on a periodic basis determined by the Board. Each eligible voting member of the Chapter, not in default on payment of dues, shall be entitled to attend any regular meeting of the Chapter and to cast one vote, in person or by proxy, on any issue presented at such meeting.

6. **Special Meetings.** Special meetings of the membership shall be called by the President of the Chapter at the written request of at least \_\_\_\_\_ percent (\_\_\_\_%) [5% is minimum required] of the members who are in good standing, or when

the President is so directed by the Board. Notice of such special meeting, stating the purpose or purposes thereof, shall be delivered by mail (electronic acceptable) to all members in good standing prior to the meeting in accordance with the laws of the State. Each eligible voting member of the Chapter, not in default on payment of dues, shall be entitled to attend any special meeting of the Chapter and to cast one vote, in person or by proxy, on any issue presented at such meeting.

7. **Quorum.** \_\_\_\_\_ percent (\_\_\_\_%) [10% is minimum required] of the voting membership in good standing present, in person or by proxy, shall constitute a quorum at any annual, regular or special meeting of the membership of the Chapter. Any issue presented at such meeting shall be decided by a majority vote.
8. **Withdrawal from Membership.** Any member ceasing to manufacture or to furnish products or services to the architectural opening industry shall cease to be eligible for membership in the Chapter and shall be required to withdraw from the Chapter. Any member may withdraw from the Chapter by giving notice in writing to the Secretary of the Chapter. Such withdrawal shall not relieve the member of liability for any dues or other obligations to the Chapter that are then in arrears. All rights, privileges and interests of a member in or to the Chapter shall cease upon withdrawal from membership. Dues shall not be refunded to members in the event of withdrawal.
9. **Termination or Suspension of Member.** Any member may be terminated or suspended for cause by the Chapter. Such cause shall include, but not be limited to, repeated or willful violations of the Bylaws of the Chapter, including failure to pay dues. Upon termination or suspension of any member from the Chapter, the Chapter shall promptly give written notice to the member setting forth the date on which his or her membership shall terminate or be suspended and the reasons therefore, and such member shall be given a reasonable opportunity to request reinstatement and be heard by the Board. In the event of any termination or suspension of membership, the Chapter shall promptly notify each member of the Chapter as to the action taken.

## ARTICLE V

### BOARD OF DIRECTORS

1. **General Powers.** The affairs of the Chapter are to be governed by its Board of Directors (individually, the "Directors"). The Board shall generally control and manage the affairs of the Chapter with all necessary authority to conduct the business thereof.
2. **Election of Directors.** The Board shall be comprised of [Insert number] Directors. Directors shall be elected by a majority vote of those members present, in person or by proxy, at the annual meeting of the Board.
3. **Term.** Each Director shall serve for a term of \_\_\_\_\_ [Insert "one (1) year" or "two (2) years"] until his or her successor is elected or appointed.
4. **Meetings.** Meetings of the Board may be held at any time upon the call of the President or upon written request to the President by at least two members of the Board, provided, however, that advance written notice of such meeting shall be given to each Board member, as required by the laws of the State. Notices of meetings may be waived by Board members. The President shall preside at all meetings of the Board, or in the President's absence, the Vice President shall preside. There shall be at least one meeting of the Board each year.
5. **Quorum; Voting.** A majority of the number of Directors elected or appointed and serving at the time of any meeting shall constitute a quorum for the transaction of business. The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board. Less than a quorum may adjourn any meeting.
6. **Expiration of Term; Resignation; Removal.** Each Director shall hold office until his or her death, resignation, disqualification or removal, or until his or her successor is elected and qualified at the expiration of his or her Term. Any Director may be removed, with or without cause, by 2/3 vote of the Board.

7. **Vacancies.** Vacancies that may occur on the Board by reason of death, resignation, or otherwise may be filled by the Board, for the duration of the unexpired term.
8. **Actions in Lieu of Meetings.** Any action which may be taken at a meeting of the Directors may be taken without such meeting by consent in writing signed by all of the Directors of the Chapter to the extent permitted by the laws of the State.
5. **Secretary.** The Secretary shall be responsible for maintaining the official books and records of the Chapter.
6. **Treasurer.** The Treasurer shall have general supervision of the financial affairs of the Chapter, including keeping necessary books of account and records for all transactions for the Chapter. The Treasurer shall furnish summarized financial reports to the Board and the members, as directed by the Board, and shall be responsible for the collection of Chapter dues.

## ARTICLE VI OFFICERS

1. **Elections.** At its annual meeting, the Board shall elect the President, the Vice President, the Treasurer and the Secretary by a majority vote of those Directors present in person or by proxy. The qualifications to hold offices in the Chapter shall be established from time to time by the Board.
2. **Term.** An officer's term shall be for one year or until his or her successor has been duly qualified and elected at the annual meeting of the Board. The term of a newly elected officer shall commence at the conclusion of the annual meeting of the Board.
3. **President.** The President shall preside at all meetings of the Chapter and the Board. The President shall perform all duties incident to the office and recommend such action to the Board as may be appropriate to improve the Chapter and benefit its members. The President shall report to the Board and the membership as appropriate.
4. **Vice President.** The Vice President shall act as President in the event of the absence or disability of the President or vacancy in the office of President. The Vice President shall perform such other duties as are necessarily incident to his offices or as may be prescribed by the Board.
7. **Other Officers.** The President shall have the power to appoint such other subordinate officers as he or she deems necessary and appropriate, such as an Assistant Vice President, Assistant Treasurer, Assistant Secretary and the like.
8. **Compensation.** Officers of the Chapter shall serve without salary, but shall be reimbursed for necessary expenses incurred in the furtherance of the affairs of the Chapter, in amounts within the budget approved by the Board and in accordance with procedures adopted by the Board.

## ARTICLE VII COMMITTEES

There shall be such standing and special committees of the Board and the Chapter as the Board or the President may authorize and the President may appoint. The President shall determine the composition, responsibilities and authority of each such committee.

## ARTICLE VIII FISCAL YEAR

The fiscal year shall begin on January 1 and end on December 31 each year.

**ARTICLE IX  
AMENDMENTS**

These Bylaws may be amended by a vote of two thirds (2/3) of the members in attendance at a meeting of the Board where a quorum is present. Whenever an amendment to these Bylaws is proposed, a statement of the purpose of such amendment shall be included in the notice of meeting or in the waiver of notice of meeting sent to each member of the Board.

Secretary: \_\_\_\_\_

Adopted: \_\_\_\_\_

[ Date ]

# Articles of Incorporation

## ARTICLES OF INCORPORATION OF [Insert Name Of Chapter], INC.

The undersigned, desiring to form a nonstock corporation under the applicable provisions of the laws of [Insert state] (the "State"), sets forth the following:

### ARTICLE I NAME

The name of the corporation is "[Insert name], Inc." (hereinafter referred to as the "Corporation"). [Example: "DHI/Empire State, Inc."]

### ARTICLE II MEMBERS

The Corporation shall have one class of members, the qualifications of which shall be set forth in the Bylaws of the Corporation.

### ARTICLE III BOARD OF DIRECTORS

The Board of Directors of the Corporation shall be elected in accordance with procedures set forth in the Bylaws of the Corporation. Each director shall hold office for the term of [Insert "one (1) year" or "two (2) years"] and until his or her successor is elected or appointed.

### ARTICLE IV REGISTERED OFFICE

The Corporation's initial registered office address, which is also the business address of the initial registered agent, is [Insert address of registered agent].

### ARTICLE V REGISTERED AGENT

The name of the Corporation's initial registered agent is [Insert name of registered agent], an individual who is a resident of the State [add "and a member of the State Bar" if the registered agent is an attorney], and whose business address is the same as the address of the initial registered office of the Corporation. [It is not recommended that an officer of the Corporation serve as registered agent because persons holding various offices change from year to year.]

## ARTICLE VI INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation shall be [Insert number of directors] and the names and addresses of the individuals who are to serve as the initial directors are as follows:

1. \_\_\_\_\_
2. \_\_\_\_\_
3. \_\_\_\_\_

## ARTICLE VII PURPOSES OF CORPORATION

The Corporation shall have the powers conferred upon corporations by the laws of the State and shall have the power to transact any business not prohibited by such laws.

## ARTICLE VIII INDEMNIFICATION

The liability of the directors and officers of the Corporation shall be limited, and the Corporation shall indemnify its directors and officers, as follows:

- A. In any proceeding brought by or in the right of the Corporation or brought by or on behalf of directors of the Corporation, a director or an officer of the Corporation shall not be liable to the Corporation for any monetary damages arising out of any transaction, occurrence or course of conduct, unless in such proceeding the director or officer was adjudged to have engaged in willful misconduct or a knowing violation of the criminal law or any federal or state securities law.
- B. To the full extent required or permitted by the laws of the State, and in the manner thereby prescribed, the Corporation shall indemnify a director or officer of the Corporation who is or was a party to any proceeding by reason of the fact that he or she is or was such a director or officer or is or was serving at the request of the Corporation as a director, officer or agent

of another corporation, partnership, joint venture, trust, employee benefit plan or other profit or nonprofit enterprise. The Corporation shall promptly pay for or reimburse the reasonable expense, including attorneys' fees, incurred by any such director or officer of the Corporation in connection with any such proceeding (whether or not made a party). Any payment or reimbursement of expense under this Article shall be made in advance of final disposition of any such proceeding if a written request is made by such officer or director and delivered to the Corporation accompanied by (i) a written statement of good faith belief that such officer or director is entitled to indemnity by the Corporation, and (ii) a written undertaking, executed personally or on his or her behalf, to repay the amount so paid or reimbursed if after final disposition of such proceeding it is determined that he or she did not meet the applicable standard of conduct. The Board of Directors is hereby empowered, by majority vote of a quorum of disinterested directors, to contract in advance to indemnify any director or officer.

- C. The Board of Directors is hereby empowered, by majority vote of a quorum of disinterested directors, to cause the Corporation to indemnify or contract in advance to indemnify any person not specified in paragraph B of this Article who was or is a party to any proceeding, by reason of the fact that he or she is or was an agent of the Corporation as director, officer, or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other profit or nonprofit enterprise, to the same extent as if such person were specified as one to whom indemnification is granted in paragraph B of this Article.
- D. The Corporation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article and may also procure insurance, in such amount as the Board of Directors may determine, on behalf of any person who is or was a director, officer or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other profit or nonprofit enterprise, against any liability asserted against or incurred by any such person in any such capacity or arising from his

or her status as such, whether or not the Corporation would have power to indemnify him or her against such liability under the provisions of this Article.

- E. If there has been a change in the composition of a majority of the Board of Directors after the date of the alleged act or omission with respect to which indemnification is claimed, any determination as to the indemnification and advancement of expenses with respect to any claim for indemnification made pursuant to paragraph B of this Article shall be made by special legal counsel agreed upon the Board of Directors and the proposed indemnitee. If the Board of Directors and the proposed indemnitee are unable to agree upon such special legal counsel, the Board of Directors and the proposed indemnitee each shall select a nominee, and the nominees shall select such special legal counsel.
- F. The provisions of paragraph A of this Article shall be applicable only with respect to acts or omissions of officers and directors occurring after the effective date of these Articles of Incorporation. All other provisions of this Article shall be applicable to all actions, claims, suits or proceedings commenced after the effective date hereof, whether arising from any action taken or failure to act before or after such adoption. No amendment, modification or repeal of this Article shall diminish any of the limitations or rights provided pursuant to this Article with respect to any claim, issue or matter in any then pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification or repeal.
- G. Reference herein to directors, officers or agents shall include former directors, officers and agents and their respective heirs, executors and administrators.

GIVEN under my hand this [Day] day of [Month], [Year]

INCORPORATOR:

# Insurance for DHI Chapters

Protecting the Chapter and its leaders is an important aspect of managing a chapter. DHI strongly encourages all chapters, active or inactive, to consider both available insurance options: General Liability as well as Directors and Officers very carefully.

The reason for insurance is protection against the unexpected event. As DHI chapter leaders you manage chapter funds, conduct social events, and offer educational meetings, where any number of challenges could arise, thus needing the protection these policies provide.

**General Liability:** Provides protection in the event of bodily injury or property damage to a third party due to alleged negligence. For example, if a member falls over an exposed extension cord because it was not properly secured or there is property damage to a third party's vehicle due to the wind blowing over a sign outside.

**Directors and Officers:** D&O insurance provides coverage for a variety of claims that allege a wrongful act attributable to the management or governance of an organization. Some of these wrongful acts could include: act, error, omission, misstatement or misleading statement, neglect or breach of duty.

Your liability policy should include coverage for:

- **Premises/operations** which provides coverage for you against claims for bodily injury or damage to tangible property resulting from an accidental event while at your premises or in the course of your business operation.
- **Completed operations/products liability** which protects you from injury or damage caused by an alleged defect in your work or product manufactured, handled or distributed.
- **Contractual liability**, which protects you for liability assumed under certain oral or written contracts or agreements relating to the conduct of your business.
- **Personal injury/advertising injury**, which protects against injury arising out of certain specified offenses such as libel, slander, false arrest, malicious prosecution, invasion of privacy and defamation.
- **Fire damage liability** provides legal liability protection for fire damage to others' real property which is rented or occupied by you.
- **Host liquor liability** protects you when bodily injury or property damage results from the dispensing or supply of liquor to others at functions incidental to your business.
- **Premises medical payments** provide payment of reasonable medical expenses incurred by non-employees as a result of accidents arising out of your premises or operation.

# Liability



# Avoiding Liability of Officers and Directors: Seven Basic Rules

## Introduction

The potential liability of officers and directors is a topic to which numerous books, articles, and speeches have been dedicated. All of the myriad legal rules, exceptions to those rules, and seemingly infinite applications of those rules cannot be covered in a single presentation. Indeed, even if there were sufficient time, it is not clear that a law school course would be of much value. The approach of this presentation is to set forth some basic rules for officers and directors that are not amorphous legal principles but, rather, are practical guidelines for conduct.

## The Business Judgment Rule

The starting point for any discussion of the potential liability of officers and directors is the so-called “business judgment rule.” Pursuant to this rule, courts will not second-guess legitimate business judgments of officers and directors, even if those judgments turn out to be wrong or costly to the organization, as long as they were made in good faith, with the intent of benefiting the organization, and after due consideration.

The business judgment rule is an important protection for officers and directors and allows them to, in essence, make mistakes.

## Seven Rules

1. **Attendance.** Directors who do not attend meetings are nevertheless bound by actions taken at those meetings and will be held responsible if any such actions are deemed negligent. In addition, the act of failing to attend meetings may itself be deemed to be negligent behavior. That is, a court may find that had a director attended meetings on a regular basis, he or she might have discovered or prevented wrongful conduct. Ignorance will not be acceptable as an excuse.
2. **Delegation-Abdication.** Certainly, boards of directors have to delegate their authority to others; this is commonplace. Delegation is typically to committees (e.g., Finance Committee) and of course to the staff of the organization. But while such delegation is a legitimate business practice, abdication of the board’s responsibilities is not. Boards must monitor the activities of their committees and of association employees. Typically, this is done by regular reporting at board meetings.
3. **Participation.** The minimum level of participation required of directors is that they read all relevant materials (e.g., committee reports) and ask questions about any matter they do not understand or that troubles them.
4. **Finances.** Mismanagement of finances is the most common source of lawsuits. As a corollary to number 3, therefore, it is vitally important that directors review all financial statements and ask questions with respect thereto. If financial information is presented in a manner that cannot be understood, the directors should educate themselves on how to read financial statements or require a different format. Presently, one of the most important questions is how finances are being invested and how diverse and safe are those investments. Periodic consultations with a professional investment advisor may be prudent. Independent auditors are a necessity.
5. **Conflict of Interest.** Conflicts of interest should be easy to avoid, but for some reason they continue to arise. While each state law is different, the general rule is that any director with a potential conflict of interest should disclose that interest to the board and recuse himself or herself from consideration of, and voting on, the conflict-affected matter. In the non-profit area, this arises most often when directors or officers also serve as consultants to the organization. This is not wrongful necessarily, but there should be a written conflict of interest policy regarding such arrangements.
6. **Legal Review.** Protecting the association by ensuring proper investments has already been discussed. Another area in which directors must be diligent is possible exposure to lawsuits. Adequate insurance is a must, of course, but the board should also have an attorney review the association activities to ensure that the association is not exposed to undue risks of liability. This will assist in protecting the directors by help-



ing to prevent them from being named in lawsuits and also will help avoid allegations of negligence or mismanagement in protecting the assets of the organization.

7. **Tax-Exempt Status.** An organization's tax-exempt status is one of its most important assets. If that status is revoked, charges of negligence or mismanagement may very well be made against the officers and directors. One question that should be asked with respect to every activity is, will this affect our tax-exempt status? Legal assurances are prudent here as well.

NOTE: Insurance. General commercial liability insurance policies typically do not cover individuals, and therefore directors and officers liability insurance is essential to protecting volunteer leaders. Even meritless claims can result in substantial legal expenses. Further, any obligation of the organization to indemnify corporate officials can be funded with liability insurance.

## Antitrust Guidelines

The purpose of these guidelines is to briefly review the federal antitrust laws applicable to trade association activities and to set forth some general guidelines for compliance with those laws.

There are two antitrust statutes which are of principal concern to individuals and firms who take part in association activities: the Sherman Act and the Federal Trade Commission Act. These laws prohibit contracts, combinations and conspiracies in restraint of trade. The Supreme Court has said that not every contract or combination in restraint of trade constitutes a violation; only those which unreasonably restrain trade are unlawful. Thus, the courts will look at all of the facts and circumstances surrounding the conduct in question in order to determine whether it unreasonably restrains trade and therefore violates the laws.

Certain kinds of conduct are exclusively presumed to be unreasonable and per se unlawful. Such conduct consists of certain practices which clearly curtail competition and have no other redeeming benefits. Examples of such practices include:

- agreements to establish price (price fixing).
- agreements to refuse to deal with third parties (boycotts).
- agreements to allocate markets or limit production.

- tie-in sales which require the customer to buy an unwanted item in order to buy the product desired.

Trade associations by their very nature present potential antitrust problems. One reason is that in bringing competitors together into an association, there exists the means by which collusive action can be taken in violation of the antitrust laws. Since both the Sherman and Federal Trade Commission Acts prohibit combination in restraint of trade, and since a trade association by its very nature is a combination of competitors, one element of a possible violation is already present. Only the action to restrain trade must occur for there to be a violation.

Another special antitrust problem of a trade association is that many of its valuable programs deal with subjects sensitive from an antitrust viewpoint: price reporting, product standards, certification, statistics, and customer relations.

Trade association members should refrain from any discussion which could provide the basis for an inference that the members agreed to take any action that might restrain trade. An "agreement" among trade association members in antitrust terms is a very broad concept—it may be oral or written, formal or informal, expressed or implied. A "gentleman's agreement" to "hold the line" on prices is more than sufficient to evidence an unlawful conspiracy to fix prices.

The basic principle to be followed in avoiding antitrust violations in connection with association activity is to see that no illegal agreements, expressed or implied, are reached or carried out through the association. Members should also avoid engaging in conduct which may give the appearance of an unlawful agreement.

Following are some general guidelines which can minimize the possibility that inferences of antitrust guilt can be drawn from association activities:

1. Meetings should be held only when there are proper items of substance to be discussed which justify a meeting.
2. In advance of every meeting, a notice of the meeting, along with an agenda, should be sent to each member of the group. The agenda should be specific, and broad topics such as "marketing practices," which might look suspicious from an antitrust standpoint, should be avoided.
3. Participants at the meeting should adhere strictly to the agenda. In general, subjects not included on the agenda should not be considered at the meeting.

4. If a member brings up for discussion at a meeting a subject of doubtful legality, he should be told immediately the subject is not a proper one for discussion. This, of course, is the counsel's responsibility, but in his absence, the association staff representative or any member present who is aware of the legal implications of a discussion of the subject should attempt to halt the discussion. Should the discussion continue despite protest, it is advisable that members leave the meeting.
5. Minutes of all meetings should be kept by the association, and they must accurately report what actions, if any, were taken.
6. Secret or "rump" meetings held at a time of the regular meeting should be strictly avoided. Such meetings seldom have any purpose except to discuss illegal activities, and accordingly, they seriously jeopardize legitimate association activities and create a very substantial risk that those activities will be investigated. An association staff member should usually attend all meetings.
7. During meetings, there should be no recommendations with respect to "sensitive" antitrust subjects—those that relate to price, production markets, and the selection of customers or suppliers. Prices should not be discussed at all.
8. Members should not be in any way coerced into taking part in association activities. There should be no policing of the industry to see how individual members are conducting their business.
9. If there is any doubt about an association program or subject of discussion, members should check with association staff and counsel. Members may also wish to consult with their company's counsel, and this is encouraged.
10. Members should cooperate with association counsel in all matters, particularly when counsel has ruled adversely about a particular activity.

The following topics are some of the main ones which should not be discussed at meetings of trade association members:

- current or future prices
- what is a fair profit level
- price adjustments

- cash discounts
- credit terms
- allocating markets
- wage rates
- refusing to deal with a particular corporation.

Some of the basic areas of association activity which should be carefully scrutinized from an antitrust standpoint are the following:

1. Denial of association membership to an applicant.
2. Expulsion of an association member.
3. Conduct of a statistical reporting program.
4. Conduct of a standardization and certification program.
5. Conduct a joint research program.
6. Establishment and enforcement of codes of ethics.
7. Denial of association service to non-members.

There are both civil and criminal penalties for violating the antitrust laws, and they can be severe. An individual or a corporation found to have violated the antitrust laws may be fined up to \$350,000 or \$10 million, respectively. Individuals and corporate officers may be imprisoned for up to three years. Additionally, there are civil penalties available to government antitrust enforcement agencies such as a cease and desist order and dissolution of the association. In addition to government enforcement of the antitrust laws, an individual or company that suffers injury as a result of an antitrust violation may file a private suit against the violator and recover treble damages. Therefore, the association's antitrust liability does not lie solely at the hands of government agencies.

## Liquor Liability Policy

The key issue in litigation of liquor liability cases is who has control of the function, who is the server and who is supervising. Accordingly, it is recommended that the chapter not be involved in the disbursement of alcohol in any manner. The chapter should not host a bar nor provide for alcohol whether purchased or not.

# Sample Chapter Meeting Agenda

The following is a formal and very detailed sample agenda to illustrate the many agenda items that a chapter meeting could entail. Most meetings will not include all of the following nor should you feel compelled to follow such a formal structure.

**DATE:** Saturday, November 2, 2024

**TIME:** 9:00 am to Noon

**PLACE:** Facility name  
City, State

**Meeting called by:** DHI Chapter

**Facilitator:** President/ Chairperson

**Type of meeting:** Business Meeting

**Minutes by:** Secretary

**Attendees:** DHI Members and Guests

## Agenda Items

1. Call to Order/Meeting overview	President	9:00 – 9:05 am
2. Acknowledge guests and VIP's in attendance	President	9:05 – 9:10 am
3. Appointment of meeting chairperson (optional)	President	9:10 – 9:15 am
4. Roll call or self introductions (30 second business card)	Secretary	9:15 – 9:20 am
5. Establishment of quorum present	Secretary	9:20 – 9:25 am
6. Reading and approval of Minutes	Secretary	9:25 – 9:35 am
7. Reports - Officers and committee chairs	Committee Chairs	9:35 – 10:00 am
8. Announcements	Chairperson	10:00 – 10:15 am
9. Unfinished/Old business	Chairperson	10:15 – 10:30 am
10. New business	Chairperson	10:30 – 10:45 am
11. Elections (if applicable)	Nominating Committee	10:45 – 11:00 am
12. Program	Guest Speaker	11:00 – 11:45 am
13. Announcement of next meeting	Chairperson	11:45 – 11:55 am
14. Adjournment	Chairperson	11:55 – Noon

## Agenda Item Battleplan

Use this format as a guide for meeting schedules. Adapt to specific chapter needs as appropriate.

**Call to Order/Meeting Overview** ..... **President** ..... **9:00 to 9:05 am**

Items to mention:

**Acknowledge Guests and VIP's in Attendance** ..... **President** ..... **9:05 to 9:10 am**

Introductions:

**Appointment of Meeting Chairperson (optional)** ..... **President** ..... **9:10 to 9:15 am**

Appoint Chairperson:

**Roll Call or Self Introductions (30-second business card)** ..... **Secretary** ..... **9:15 to 9:20 am**

Record of all attending the meeting

**Establishment of Quorum Present .....Secretary ..... 9:20 to 9:25 am**

Minimum number of members required to conduct business is \_\_\_\_\_:

Quorum established with \_\_\_\_\_ members.

**Reading and Approval of Minutes ..... Secretary..... 9:25 to 9:35 am**

Motion to accept minutes \_\_\_\_\_ Second \_\_\_\_\_

**Discussions:**

**Reports - Officers and Committee Chairs .....Committee Chairs ..... 9:35 to 10:00 am**

- ☐ President's Report
- ☐ Treasurer's Report
- ☐ Program Committee
- ☐ Education Committee
- ☐ Social Committee
- ☐ Other:

**Announcements.....Chairperson ..... 10:00 to 10:15 am**

- 
- 

**Unfinished/Old Business .....Chairperson ..... 10:15 to 10:30 am**

Discussion:

- 
- 

**New Business .....Chairperson ..... 10:30 to 10:45 am**

Discussion:

- 
- 
- 

Elections (if any) ..... Nominating Committee ..... 10:45 to 11:00 am

Nomination and voting process:

Program ..... Guest Speaker ..... 11:00 to 11:45 am

Introduce speaker and topic:

Announcement of Next Meeting ..... Chairperson ..... 11:45 to 11:55 am

Meeting time, location and feature program/speaker:

Adjournment ..... Chairperson ..... 11:55 to Noon

Motion to adjourn \_\_\_\_\_ Second \_\_\_\_\_ Adjourned \_\_\_\_\_

# Sample General Meeting Business Minutes

(Minutes should follow the order of the agenda.)

- Call to order.
- Read and adopt minutes of the previous meeting.
- Present and adopt treasurer's report if necessary, such as after an event or fundamental change, etc.
- President's Report: A summary of communication of events since the last meeting, including conference calls and information received from DHI headquarters.
- Old Business: Matters unresolved from previous meetings.
- Committee Reports: Committee chairs should give relevant reports.
- New Business: Matters of new business to be reported and discussed with the general membership.
- Adjourn

## Notes:

Some matters of business can be conducted through consensus as opposed to motions. Motions should only be used for matters of procedure that directly affect the business of the chapter.

Minutes briefly outline the business presented and the result and do not reflect discussion unless it is directly pertinent to the result.

Keep it simple, short and to the point.

# Dos and Don'ts for Recording Minutes

## Do...

- ✓ Record motions.
- ✓ Record original mover.
- ✓ Record action taken on the vote "passed" or tabled, but record the count of the vote only if required by a member.
- ✓ Summarize the discussion. The wording "brief discussion" indicates it was handled easily and there was consensus in the group. The wording "lengthy discussion" indicates just the opposite.
- ✓ Respect member confidentiality.
- ✓ Keep the attendance count at general meetings, and show that the attendance figure does or does not present a quorum.
- ✓ Attach attendance records, financial records, and committee reports to minutes of either general or board meetings.

## Don't...

- ✗ Record seconds.
- ✗ Record failed motions.
- ✗ Record specific discussion points or who made them.
- ✗ Record personal facts about the members.

## Suggested Financial Policies

1. A budget must be submitted and approved annually by the Executive Committee. The treasurer and Finance Team prepare the budget with input from incoming committee chairs as to their anticipated budget requirements.
2. Unbudgeted expenses will not be reimbursed.
3. The Leadership Team must approve expenses that are over budget by more than \$25.
4. Special events not included in the annual budget must be approved by the Leadership Team prior to announcement of the event.
5. The Finance Team will review the books annually, independent of the treasurer, and will report to the chapter membership its findings.
6. No member shall profit from dealings with the chapter.
7. All income must be deposited into the chapter account within 30 days of receipt. All expenses must be paid within 30 days of receipt of invoice.
8. No member may make use of chapter funds for personal use at any time.
9. No expenses are to be reimbursed without receipts. All travel expenses incurred while representing the chapter shall be reimbursed to the amount of economy airfare or automobile mileage at the federal government rate.
10. No member is allowed to sign any contract that has financial obligations without prior approval of the Board of Directors.

## Suggested Investment Policies

The following are recommended for DHI chapter investments; however, it is important that each chapter's leadership team develop and follow those systems that best suit their needs and align with individual chapter culture.

1. The cash reserves of the chapter should equal one year's operating expenses. If cash reserves are below this amount, then the annual budget shall include a line item for addition to reserves of not less than 10% of annual income.
2. The Finance/Investment Committee will recommend to the Board of Directors the investment options for the cash reserves. Investments shall be made to maximize return with risk to capital.
3. Once the annual reserve amount has been met, the excess amount should be earmarked for a specific purpose (i.e., advocacy, Education Foundation, scholarships, etc.).

# Sample Budget

	00 - 01 BUDGET	99 - 00 ACTUAL
<b>Income</b>		
Dues (100 members @ \$25)	\$ 2,500.00	\$ 2,400.00
Dinner (100 members @ \$20 x 4 meetings)	8,000.00	7,500.00
Newsletter advertising	1,000.00	950.00
Chapter hardware school (20 students @ \$400)	8,000.00	8,000.00
Golf outing (100 people @ \$50)	5,000.00	4,200.00
Interest	150.00	150.00
	<b>\$ 24,650.00</b>	<b>\$ 23,200.00</b>
<b>Expenses</b>		
Dinner	\$ 7,500.0	\$ 7,200.00
Newsletter production and mailing	700.00	500.00
Hardware school cost	7,000.00	7,000.00
Golf outing	4,500.00	4,000.00
Broadcast fax	100.00	100.00
Insurance	100.00	100.00
Chapter Leadership airfares	500.00	400.00
Executive Committee meetings	150.00	100.00
Printing and office supplies	100.00	100.00
Advocacy brochure	2,000.00	1,500.00
	<b>\$ 22,650.00</b>	<b>\$ 20,800.00</b>
<b>Reserves</b>	<b>\$ 2,000.00</b>	<b>\$ 2,400.00</b>

# Notes





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