

# CIVIC SAN DIEGO BOARD POLICY

Section: 1.0 – Governance  
Sub-section: 1.06 – Governance  
Effective Date: May 23, 2018

## 1. PURPOSE

1.1 To establish policies for the CORPORATION in order to clarify the governance of the CORPORATION.

## 2. EFFECTIVE DATE AND AMENDMENTS

2.1 This Policy shall be effective upon the approval of the BOARD of the CORPORATION. This Policy may only be amended by approval of the BOARD, except as provided in Policy 1.01, Section 5.8.

## 3. DEFINITIONS

3.1 BOARD – The Board of Directors of the CORPORATION

3.2 BY-LAWS – The Amended and Restated By-Laws of the CORPORATION, adopted July 31, 2012 (Document No. R-307539)

3.3 CORPORATION – Civic San Diego

## 4. PROCEDURES

4.1 The President is authorized to establish and disseminate administrative procedures to implement this Policy, as applicable.

## 5. POLICY

5.1 The activities and affairs of the CORPORATION shall be managed and all corporate powers shall be exercised under the ultimate direction of the BOARD. The BOARD may delegate the management of the day-to-day operations of the business of the CORPORATION to a committee composed of Directors, or other person, provided that the business and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the BOARD, pursuant to Article 3, Section 3.1 of the BY-LAWS.

5.2 The officers of the BOARD shall consist of the Chair of the BOARD, Vice Chair of the BOARD, Secretary, and Treasurer. The officers of the CORPORATION shall consist of the President and Chief Financial Officer. The, Vice Chair of the

BOARD, Secretary and Treasurer shall be elected by the BOARD from its members. The Chair of the BOARD shall rotate from the Vice Chair of the BOARD annually. The outgoing Chair of the BOARD shall serve as the Director At-Large of the Executive Committee. The officers of the CORPORATION shall serve on the Executive Committee. The President and the Chief Financial Officer shall be employees of the CORPORATION.

- 5.3 The Chair of the BOARD shall preside over all meetings of the BOARD and shall be the chief spokesperson for the BOARD. The Chair of the BOARD shall have all the powers set forth in Article 8, Section 8.2.1 of the BY-LAWS, any additional powers provided in the Nonprofit Corporation Law and as delegated to the Chair by the BOARD.
- 5.4 The Vice Chair of the BOARD shall, in the absence of the Chair of the BOARD, or in the event the Chair of the BOARD is unable or refuses to act, perform the duties of the Chair of the BOARD, and when so acting, shall have all the powers of, and be subject to all the restrictions on, the Chair of the BOARD.
- 5.5 The Secretary of the BOARD shall have the powers and duties set forth in Article 8, Section 8.2.4 of the BY-LAWS.
- 5.6 The Treasurer of the BOARD shall be responsible for the oversight of the financial affairs of the CORPORATION, serve as Chair of the Budget/Finance Committee, and shall have the powers and duties set forth in Article 8, Section 8.2.3 of the BY-LAWS.
- 5.7 In accordance with Article 4, Section 4.2 of the BY-LAWS, and Section 5.2 of this Policy, the BOARD shall meet annually to elect the officers of the CORPORATION.
- 5.8 Subject to the control, advice and consent of the BOARD, the President shall, in general, supervise and conduct the activities and operations of the CORPORATION, and shall keep the BOARD fully informed and shall freely consult with them concerning the activities of the CORPORATION, and shall see that all orders and resolutions of the BOARD are carried into effect. In performing these duties, the President shall have the powers provided for in Article 8, Section 8.3.1 of the BY-LAWS and such additional powers as may be provided for in the Nonprofit Corporation Law.
- 5.9 The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the CORPORATION, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The Chief Financial Officer shall also have the other powers and duties set forth in Article 8, Section 8.3.2 of the BY-LAWS and as may otherwise be provided in the Nonprofit Corporation Law.