



SUMMARY OF BOARD AND COMMITTEE RESPONSIBILITIES
Excerpted from the CSE Organizational Guide Approved:
February 2014

BOARD OF DIRECTORS

2.0 – BOARD OF DIRECTORS AND OFFICERS

The members elect the officers and members of the Board of Directors (the Board). The Board is responsible for CSE operations. The activities of all CSE officers, directors, committees, and CSE representatives are subject to the ultimate authority of the Board. All questions of policy and requests for expenditure of CSE funds require the Board's approval, either by specific action or by approval of the annual budget. Officers and Board members are expected to attend the new member reception and/or other such events as deemed appropriate by the Board.

Composition

The Board is composed of the president of CSE (who chairs the Board), president-elect, past president, vice president, secretary, treasurer, treasurer-elect, three at-large directors (one elected each year for a three-year term), and an appointed nonvoting executive director. Officers and directors are elected by the members and take office during the business meeting at the annual meeting that follows their election. (Procedures for the nomination and election of officers and directors are described under "Nominating Committee.")

Term

The official term for each Board is one year. The president, president-elect, past president and vice president have one-year terms. The treasurer, treasurer-elect, and secretary have two-year terms. And the at-large directors have three-year terms.

Meetings

The Board meets at least twice per year. The usual schedule is once following the annual meeting and once in the fall or winter. These Board meetings may be held in person or by other means as determined by the president. Other meetings of the Board, in person or by other means, may be called by the president or by a majority of the officers and at-large directors. Committee and task force chairs are invited to attend Board meetings at the discretion of the president.

NOTE: The travel costs for the officers, directors, or committee chairs for these meetings are not covered by CSE. Travel costs for the fall or winter Board meeting may be paid by CSE only for those committee chairs whose presence is required by the Board, provided that their travel will not be funded by their organization, employer, or other supporting entity.

Between meetings of the Board, action can be taken on recommendations and motions by whatever means available to facilitate the business of CSE (e.g., email, online, etc.). In such cases, a period for discussion, allowing each Board member the opportunity to communicate concerns to all other members, should precede the call for vote. The results of a vote taken by such means shall become official when the executive director informs the president of the majority decision of the Board.



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3.0 – EXECUTIVE COMMITTEE

Composition

The committee consists of the president, president-elect, vice president, past president, treasurer, secretary, and the executive director (*ex-officio, non-voting*).

Charge

The president, who chairs the Executive Committee, convenes meetings on a periodic basis between full Board meetings. The committee meets to maintain communication, facilitate ongoing planning for the organization, follow up on projects, and manage the affairs of CSE between meetings of the Board.

4.0 Summary of Board Descriptions and Responsibilities

Presidential Succession

1. The vice president is elected by the members to a one-year term (see “Vice President”) and automatically assumes the position of president-elect (see “President-elect”).
2. The president-elect serves a one-year term prior to assuming the position of president (see “President-elect”).
3. The president serves a one-year term (see “President”) and automatically assumes the position of past president (See “Past President”) and chair of the Nominating Committee.
4. After completing the one-year term as past president, the past president serves a one-year term as chair of the Awards and Honors Committee.

4.1 – President

The president is elected to a one-year term. The president chairs all meetings of the Board of Directors and its Executive Committee, and the president chairs the business meeting held at the annual meeting.

The president announces the Board-approved appointments of chairs and members of standing committees. The president appoints Board liaisons to each committee. The president also appoints special committees, task forces, and CSE representatives to other organizations as needed, with the approval of the Board.

The president works with the executive director to create agendas for all meetings of the Board and its Executive Committee.

The president answers correspondence or forwards it to the proper committee chair or the CSE executive director for action; sends pertinent information for publication to the editor of *Science*

Editor and the editor of the CSE website; and consults with committee chairs regarding ongoing CSE activities, requesting interim reports if needed for presentation at Board meetings.



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The president or designee keeps abreast of governmental and other issues affecting publishing and CSE members and ensures that action is taken on behalf of CSE as needed.

The president is the Board liaison to the Program Committee, participates in developing the theme, assists in developing program content, and serves as a consultant to the Program Committee chair. The president coordinates with the Program Committee to acquire the keynote and plenary speakers for the annual meeting.

The president also serves as Board liaison to the African Journals Partnership Project (AJPP) and attends in-person meetings held in conjunction with the CSE annual conference and other meetings as appropriate. The president provides CSE activity and service updates and reports back to the CSE Board on AJPP activities. AJPP is funded by a grant from the National Institutes of Health (NIH). CSE's primary administrative functions include coordination of NIH funding, dissemination of funds to African partners and others as approved, and providing accounting services specific to the grant.

The president, president-elect, and treasurer shall meet annually or as needed at headquarters for orientation to better understanding of the operational aspects of the organization.

In the case of *Science Editor*, the CSE's official quarterly publication, an ad hoc committee selected by the president and approved by the Board identifies and evaluates candidates for editor when needed and recommends candidates to the CSE Board as needed.

The president shall, in coordination with the headquarters staff, members of the Board, and committee chairs, oversee production of an electronic newsletter to be produced at intervals to be determined as appropriate.

4.2 – President-elect

The president-elect serves a one-year term and automatically assumes this office after serving one year as vice president. The president-elect automatically assumes the presidency after serving one year as president-elect and automatically succeeds the president should that office become vacant (see "Presidential Succession").

The president-elect presides at meetings of the Board of Directors, its Executive Committee and the membership should the president be absent or disabled.

The president-elect shall have such powers and perform such duties as the Board of Directors

may prescribe.

The president-elect is a voting member of the Executive Committee and the Finance Committee.



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The primary responsibilities of the president-elect are to (1) prepare for their term as president, (2) maintain ongoing communications with the president in preparation for the presidency, (3) make committee chair and vice chair appointments for their year as president, and (4) document liaison responsibilities for all special task forces to ensure that new and critical projects are given the necessary direction and guidance to fulfill their goals and objectives.

Prior to assuming the presidency, the president-elect prepares recommendations for the appointments or reappointments of chairs and vice chairs to all CSE committees for the upcoming year. (In general, chairs hold their positions for two to three years and vice chairs become chairs.) In all cases in which a committee chair is appointed for his or her final term, a vice chair shall be appointed to serve concurrently with the chair, with the expectation that the vice chair will assume the position of chair the following year. A list of prospective committee chairs and vice chairs is submitted to the Board of Directors at least one month prior to the spring meeting. The Board finalizes the appointments either prior to or at its spring meeting. Traditionally, the Board defers to the preferences of the president-elect, but it may exercise its authority to reject any proposed appointment.

With the president and treasurer, the president-elect shall meet annually or as needed at headquarters for orientation to better understanding of the operational aspects of the organization.

4.3 – Vice President

The vice president is elected to a one-year term. The vice president automatically succeeds to the office of president-elect after serving as vice president for one year. The chief functions of this officer are to become familiar with all CSE activities to prepare for the offices of president-elect and president and, if necessary, to act in place of the president-elect in the event or in those instances where the president-elect is unable to fulfill their responsibilities.

The vice president is a voting member of the Board, its Executive Committee, and the Finance Committee.

Just before becoming president-elect, the vice president appoints the vice chair of the Program Committee in consultation with the president and current Program Committee chair, with the understanding that barring unforeseen circumstances, the vice chair will become chair of the Program Committee concurrent to the vice president's term as president.

The vice president, in coordination with the secretary will perform an annual review of the CSE bylaws and organizational guide, engaging others as appropriate. The vice president makes recommendations to the president and the Board for any necessary changes to the bylaws and organizational guide no later than the spring Board meeting.

The vice president will work with the executive director to organize an orientation session for new Board members and other new position holders to be held early in the schedule of the



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annual meeting. If an in-person orientation is not practical for all new committee chairs, vice chairs, and members because of travel arrangements for the annual meeting, an orientation webinar should be arranged for these position holders.

4.4 – Past President

The president assumes the office of past president after completing his or her one-year term as president.

The past president serves as a voting member of the Board and its Executive Committee.

The primary responsibility of the past president is to chair of the Nominating Committee and to serve as an adviser to the president.

4.5 – Secretary

The secretary is elected to a two-year term and may serve one additional two-year term if nominated and re-elected to the office.

The secretary is as a voting member of the Executive Committee.

The secretary is responsible for the keeping of Council records and is required to:

1. Works with the executive director to ensure the accuracy and completeness of the minutes and action items at Board meetings, Executive Committee meetings, and the annual business meeting for subsequent distribution to members of the Board and its Executive Committee.
2. Assures that Board minutes are posted in the members-only section of the CSE website following final approval of the Board.
3. Prepare highlights of Board meetings for publication and on the CSE website. 4. Coordinate with the vice president to perform an annual review of the CSE bylaws and organizational guide, engaging others as appropriate. In the absence of the vice president, makes recommendations to the president and the Board for any necessary changes to the bylaws and organizational guide no later than the spring Board meeting. Reviews are to

- include the organization's record retention policy to ensure compliance where appropriate.
- 5.
 6. Monitor action items from the meeting minutes of the Board and Executive Committee and report on open and incomplete items at each meeting of the Board and Executive Committee as appropriate.
 7. With the executive director, identify key documents that should be archived, and communicate this information to the archivist.
 8. Perform other duties as necessary and appropriate to the office of secretary or as directed by the Board.



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4.6 – Treasurer

The treasurer succeeds to a two-year term following a two-year term as treasurer-elect. The treasurer cannot serve an additional term.

The treasurer is the chief financial officer of CSE, and the treasurer serves as the chair of the Finance Committee, which recommends financial policy to the Board.

The treasurer serves as a voting member of the Board and its Executive Committee and as chair of the Finance Committee. The treasurer recommends a member at-large to serve on the Finance Committee for Board approval.

The treasurer serves as a mentor to the treasurer-elect.

The treasurer is responsible, with the assistance of the executive director and the treasurer-elect for the following:

1. The delegation to the executive director and oversight of the functions of accounts payable, accounts receivable, deposits, accounting, coordination of audits and other financial reviews, and filing of all taxes on behalf of CSE.
2. Oversees the deposit of all money and investments to the credit of the Council in depositories designated by the Finance Committee and the Board. The treasurer, without specific authorization, may commit funds not needed for current operating expenses to the purchase of certificates of deposit and/or short-term US Treasury notes or bills. The approval of the Finance Committee and/or the Board is required for allocating funds for the purchase of stocks, bonds, or other long-term investments. Such purchases will be handled by the treasurer or executive director through a broker or adviser chosen by the Finance Committee and approved by the Board.
3. With the committee chairs' input, develop and propose an annual budget for consideration by the Finance Committee and for revision or acceptance by the Board.
4. Prepare financial statements to present at each Board meeting and to be summarized by the president at the annual business meeting.
5. Ensure that a year-end financial audit or independent review is posted on the members

only section of the CSE website.

6. Prepare a year-end financial summary to be included annually in the *CSE Member Update* at the end of each president's term.
7. Review and approve, or submit to the Board for approval, all financial activities not approved within the approved budget.
8. Ensure that, beginning with fiscal year 2014, the CSE's financial records undergo a full audit every three years and are reviewed in the intervening years, assure the preparation of a report of the Council's books at the conclusion of each fiscal year, and transmit the accounting firm's report to the Board.
9. Participate in and oversee an annual review of the CSE investment policy statement. Make recommendations to the Board for revisions or modifications to the investment policy.



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10. Participate in discussions about and oversee the implementation of the CSE investment policy.
11. Perform such other duties as necessary and appropriate to the office of treasurer.

Timeline for Activities of the Treasurer

1. In early fall, the treasurer works with the executive director to project year-end finances based on income and expenses through September 30.
2. In early fall, the treasurer works with the executive director, the Finance Committee and appropriate committee chairs to build budgets, including registration fees for the annual meeting, retreats, short courses, and other educational programs.
3. In early fall, the treasurer requests budget considerations from the committee chairs.
4. For the fall Board meeting, the treasurer prepares a report from the Finance Committee to the Board on any action items completed or yet to be completed.
5. In October or November, the treasurer chairs a meeting of the Finance Committee.
Typical action items include the following:
 - a. Review of fiscal and investment policies.
 - b. Preparation of the budget.
 - c. Approval of the audit firm to be used after the December 31 books are closed to conduct an independent CPA review or, every third year, a full audit.
6. In conjunction with the fall Board meeting, the treasurer meets with the Executive Committee, to evaluate the performance of the management company.
7. Following the approval of the Finance Committee of the draft budget for the succeeding fiscal year, a meeting of the Board is arranged either in person, conference call, or virtually, and the treasurer presents the draft for the approval of the Board.
8. The treasurer prepares an overview report of financial progress compared to budgeted goals, investment updates, and other financial considerations for each regular meeting of the Board.

9. For the annual business meeting, the treasurer provides the president with an overview of the Council's financial position to share with the members.
10. After the annual meeting, the treasurer sends the CSE's financial reports to the editor of *Science Editor* and the editor of the CSE website for publication.
11. The treasurer works with the executive director and is available for consultation, to ensure the completion of an independent CPA financial review, and every third year, a full audit, and upon its completion, presents the review or audit to the Board for acceptance.
12. The treasurer works with the executive director to ensure the filing of all necessary tax reports including IRS form 990 and 990-T.

4.7 – Treasurer-elect

The treasurer-elect serves a two-year term, concurrent with the treasurer, and automatically assumes the office of treasurer. The treasurer-elect serves as the vice chair of the Finance



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Committee and as an *ex-officio* voting member of the Board. If the treasurer is unable to perform the duties of the office, the treasurer-elect will assume the duties of the treasurer.

The treasurer-elect may be assigned to serve as liaison to committee(s) or task groups as appointed by the president or incoming president. Board liaisons are responsible for reporting relevant Board actions to their liaison committee(s) and presenting action items, motions, and/or recommendations from their liaison committees to the Board for consideration.

4.8 – At-large Directors

Three at-large directors serve staggered three-year terms. To expedite the work of the Board, each director is expected to serve on committees and task forces as requested by the president.

In addition, directors serve as liaisons to committees as appointed by the incoming president. As committee liaisons, directors are responsible to participate as an *ex-officio* member of the committee(s) with which they liaise and to serve as a resource for information sharing between the committee(s) and the Board. A key responsibility is to present recommendations to the Board from the committee(s) they represent and to report any Board actions related to the recommendations presented back to the respective liaison committee.

4.9 – Executive Director

The executive director is appointed by the Board to assist in managing the affairs of the Council. The executive director may be a salaried employee or an employee of a management firm. The executive director is directly responsible to the president but is ultimately responsible to the Board. The executive director:

1. Coordinates all programs of the Council under the direction of the CSE president and the Board.
2. Arranges for Board meetings, Executive Committee meetings, and the annual business meeting; collates, prepares, and distributes meeting agendas; collects and distributes committee reports and other pertinent documents; notifies Board members of the time and place of Board meetings; records minutes in consultation with the secretary; and distributes minutes to all Board members.
3. Coordinates and ensures the implementation of arrangements for the annual meeting with the Program Committee and related subcommittees. Solicits and implements exhibits for the annual meeting.
4. Coordinates committee activities through the respective chairs, acquires and circulates documents useful to committees, notifies committee chairs of their budget allotments, and reminds committee chairs of deadlines for reports and proposed budgets and of the need to reserve space at meetings.
5. Provides appropriate administrative support to officers and committees, including correspondence, mailings, and follow-up on action items generated at Board, committee, and business meetings.



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6. Reviews and distributes mail, refer phone calls, and respond promptly to requests or inquiries.
7. Arranges for printing and distribution of stationery and forms needed by officers or committees.
8. Prepares copy for ballots concerning bylaw changes or other matters to be voted on, including election of officers (for which copy is provided by the Nominating Committee).
9. Counts the election ballots and transmit the outcome to the president for announcement to members in accordance with the bylaws and organizational guide.
10. Supervises the annual billing and collection of dues.
11. In consultation with the treasurer, prepares financial statements with analysis of significant variances from budget, coordinates input to the budget by appropriate committee chairs, and drafts a budget with appropriate analysis for consideration by the Finance Committee.
 - a. In September, the executive director mails budget requests to all committee chairs.
 - b. In coordination with the treasurer and utilizing the budget recommendations received from committee chairs, the executive director prepares a draft budget for the annual meeting and all organizational operations.
12. Maintains the active records of the Council and, with the secretary, identifies documents to be archived..
13. With the cooperation of the Membership Committee chair, maintains the official CSE roster of members.
14. Administers the CSE member database; recommends the types of membership

information CSE should gather; recommends and develops vehicles for gathering data; and recommends and develops guidelines for creating, maintaining, modifying, and using databases.

15. Works with the Website Committee to maintain the accuracy and currency of Web content and to coordinate design needs. Maintains the online member directory. 16. With the Awards and Honors Committee chair, prepares the CSE Award for Meritorious Achievement, the CSE Distinguished Service Award certificates, and the CSE Certificates of Appreciation.

17. Serves as a nonvoting *ex-officio* member of the Board and of all committees; attends all Board meetings and any committee meetings designated by the Board. 18. Serves as the recording secretary for the Board in coordination with the secretary. 19. Serves as a nonvoting *ex-officio* liaison to *Science Editor* and the Web Committee, and provides news and information items to *Science Editor* and the website as appropriate. 20. Serves as a nonvoting *ex-officio* liaison to the Program Committee, and provides information and assistance to that committee.

21. With the treasurer and investment consultant, participates in periodic reviews of the CSE investment policies and statements as needed and implements investment policies as directed by the treasurer, the Finance Committee, and/or the Board.



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22. With the staff accountant, provides the information necessary to complete the annual independent CPA review and the every-third-year full audit of the CSE's financial records and practices.
23. The executive directors works with the treasurer and the CSE appointed CPA to ensure the filing of all necessary tax reports including IRS form 990 and 990-T.
24. The executive directors oversees and assures the delivery of all items included in the contracted Scope or Work and the management contract as appropriate and in accordance with the CSE bylaws and operating procedures.
25. From time to time, the executive director recommends changes to the Scope of Work to reflect current practice and/or proposed adjustments based on strategic needs and direction of CSE.
26. Under the direction of the vice president and secretary, reviews the organizational guide and suggest updates as needed. Maintains a current and properly formatted copy of the organizational guide.
27. Provides information to committee chairs about headquarters' responsibilities so that information can be included in each committee's operational procedures.
28. For orientation purposes, a virtual meeting will be arranged as soon after the annual meeting as possible, preferably within six weeks, to be coordinated by the executive director in consultation with the president and president-elect, to include all committee chairs and vice chairs. The meeting will encompass a review of committee, board liaison,

Board or Directors, and staff responsibilities.

29. Monitors all financial commitments and spending by CSE staff and volunteers to ensure compliance with CSE policies, budgets and generally accepted and prudent financial controls. Advises the treasurer of any deviations.
30. Performs such other duties as necessary and appropriate to the position of executive director.

The performance of the executive director is evaluated annually by the Executive Committee, usually in the fall. Interim evaluations may occur at the discretion of the Board or Executive Committee. The fall evaluation is reviewed in person with the chief executive officer and/or appropriate designee of the management company. The Board is responsible for recruiting management services as necessary.