

589th Board Responsibility

One of the questions visited by every organization is “who gets to make the decisions?” Our interest in the answer typically varies directly with the impact those decisions have on our day-to-day lives. Thus, most decisions made on our behalf don’t even gain our attention. We don’t want to know. We don’t want to have to decide. We have enough of our own decisions to make. Well, that is unless we have strong feelings about a decision we disagree with. Designating Branson as the site of the 589th Association’s 2017 Reunion is one of those decisions that have gained attention. Some members are for it, some are against it, while others feel the significance of the reunion is more important than its location.

While the nature of the organization necessitates the Board making many decisions on behalf of the membership, the board is also obligated to help the membership understand the rationale supporting those decisions. The following text was written to help board members understand the Board’s obligations to its members; the document speaks not only to the selection of the site for a reunion, but also to the many other decisions a Board is obligated to make.

The 589th Engineer Association’s Bylaws are in place to help define the rules and regulations that govern the affairs of the Association and the rights and responsibility of its members. As with bylaws in general, the Association’s bylaws cover topics such as the purpose of the organization, qualification of membership, the number, qualification and election of directors, a description of their duties, and how meetings are to be conducted.

Board governance standards recognize that the membership collectively retain all the power and authority within the organization, except the power and authority delegated to its board of directors. Due to the difficulty of governance within large groups of members, organizations typically establish a board of directors, made up of its members, to represent them while conducting regular business activities. When delegating authority to a board of directors, organizations use their bylaws to reflect the duties and responsibilities of the overall board and the responsibility of each board officer. Article VIII of the Bylaws describes the purpose of the Association’s Board of Directors. The Bylaws state, “The purpose of the Board of Directors is to maintain oversight over the organization and its activities, maintain an active role in long-range planning, generate and oversee general policy discussions, build a positive public perception and image of the Association, and serve in a fiduciary capacity on behalf of the members of the 589th Association”.

A thorough review of the Association’s Bylaws reflects that the only responsibility the membership reserved for itself is to approve dates for its reunion if the proposed date falls outside of the period April 15 through October 15. The Bylaws are quiet as to the authority for setting reunion locations.

A broad description of the legal responsibilities of a board of directors may be summarized as follows, which is often referred to as the three Ds.

Duty of Care: Board members are expected to actively participate in organizational planning and decision-making and to make sound and informed judgments.

Duty of Loyalty: Board members (and therefore the board) must put the interests of the organization before any personal interests and avoid conflicts of interest (real or perceived).

Duty of Obedience: Board members must ensure the organization complies with all applicable federal, state, and local laws and regulations, and that it remains committed to its established mission.

As the board performs its functions, it is fulfilling its fiduciary responsibilities to the organization and its individual members. Fiduciary means the members have placed the responsibility on the Board to act in good faith, care, candor and loyalty on behalf of all the Association's members. There is an important distinction to be made here. Having a fiduciary responsibility means the Board must act on behalf of all the members when it deliberates, not subsets of the membership. In this example, a subset of the membership (those present at a reunion held in Branson), voted to make Branson the home of the 589th Engineer Association. That subset of members may feel their position should rule until overturned by another vote of those attending the business meeting held during a subsequent reunion, but it is not the role of that subset to act as fiduciaries for the overall membership; that is the responsibility granted only to the Board. The Board may acquiesce to that subset's vote and hold reunions in Branson, but that doesn't mean the Board has not exercised its authority and/or responsibility.

So, my position is that the Board has the responsibility to act on behalf of all the members. Some group of members may think they have the authority to represent each of the members during a business meeting, but they do not. Those present at a business meeting may take a vote, but that vote represents an expression of the interests of those particular members; individual members present at a business meeting have no fiduciary responsibility to those members not present, but the board does. So, unless the vote is relative to a question not deemed the Board's responsibility, the membership vote becomes advisory in nature.

The best way to get our members' feelings on any given matter is, of course, to ask them; otherwise the board is only using its best judgement. We have never asked the membership in total to vote on the issue of Reunion location, but we did recently conduct a survey every member was asked to participate in. The survey had some of the same characteristics of a vote. Every member had an opportunity to participate, even without having to be at a polling location at a certain time. Every member had an opportunity to express his feelings. Each member only received one vote. No member could express his opinion more than one time. The survey was confidential. However, when the results of the survey are reviewed, it is obvious the general membership holds an opinion that contrasts with those members voting at Branson.

When the 589th Association bylaws are reviewed, the history of our organization studied, and general board of director responsibilities are considered, the Board must set the location of the Annual Reunion. However, when doing so, it must represent the desires of the membership, while keeping the purpose of the organization and its goals and objectives in mind.

The Board concluded Branson should be selected for the 2017 reunion, but the Branson option be removed from consideration and plans be made to hold the reunion in other locations in subsequent years. One primary consideration is the complexity of finding appropriate facilities and organizing a reunion. With all the factors involved, there was concern that not only would the alternate location be unsatisfactory for some, but that time constraints could make putting arrangements in place difficult. Branson has the advantage of having hosted the 589th Engineers in the past, it has the necessary facilities, and based on our preliminary work is more reasonably priced than other destination locations.

Thank you.

Bob Spencer
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