

FACT Board of Directors and Corporate Officers

FACT Board of Directors

Chair presides at all meetings.

Optionally, a Board member may hold the position of Vice-Chair.

President (CEO)

May hold no other Board office.

DUTIES: General powers and duties of supervision and management.

Preside at all business meetings, if present.

In the absence of the Chair of the Board, presides at meetings of the Board.

May call Special Meeting. May accept resignations.

CHAIR Executive Committee & CHAIR Nominations Committee

Vice President(s)

(if any)

DUTIES: As assigned.

Board eligibility list, if President unavailable.

MEMBER Executive Committee

Secretary

May hold no other Board office.

DUTIES: Give, or cause to be given, notice of all meetings.

Record all the proceedings of the meetings.

Maintain an official text of the Bylaws.

May call Special Meeting.

May accept resignations.

MEMBER Executive Committee

Treasurer

DUTIES: Has custody of corporate funds.

Keep full and accurate account of receipts and disbursements.

Deposit all monies in corporate accounts.

Disburse funds as ordered by Board or President, with proper vouchers.

Submit account of all transactions and financial condition at regular Board meetings.

CHAIR Finance & Administration Committee,
which is responsible for the Annual Budget.

MEMBER Executive Committee

Asst Secretaries

(if any)

May include:

Registrar DUTY Maintain list of members and, if President and Vice President unavailable, prepare Board Eligibility List.

Historian DUTY Maintain archives, develop displays, provide historical information.

MIS DUTY Maintain IT accounts and services.

Asst Treasurers

(if any)

May include:

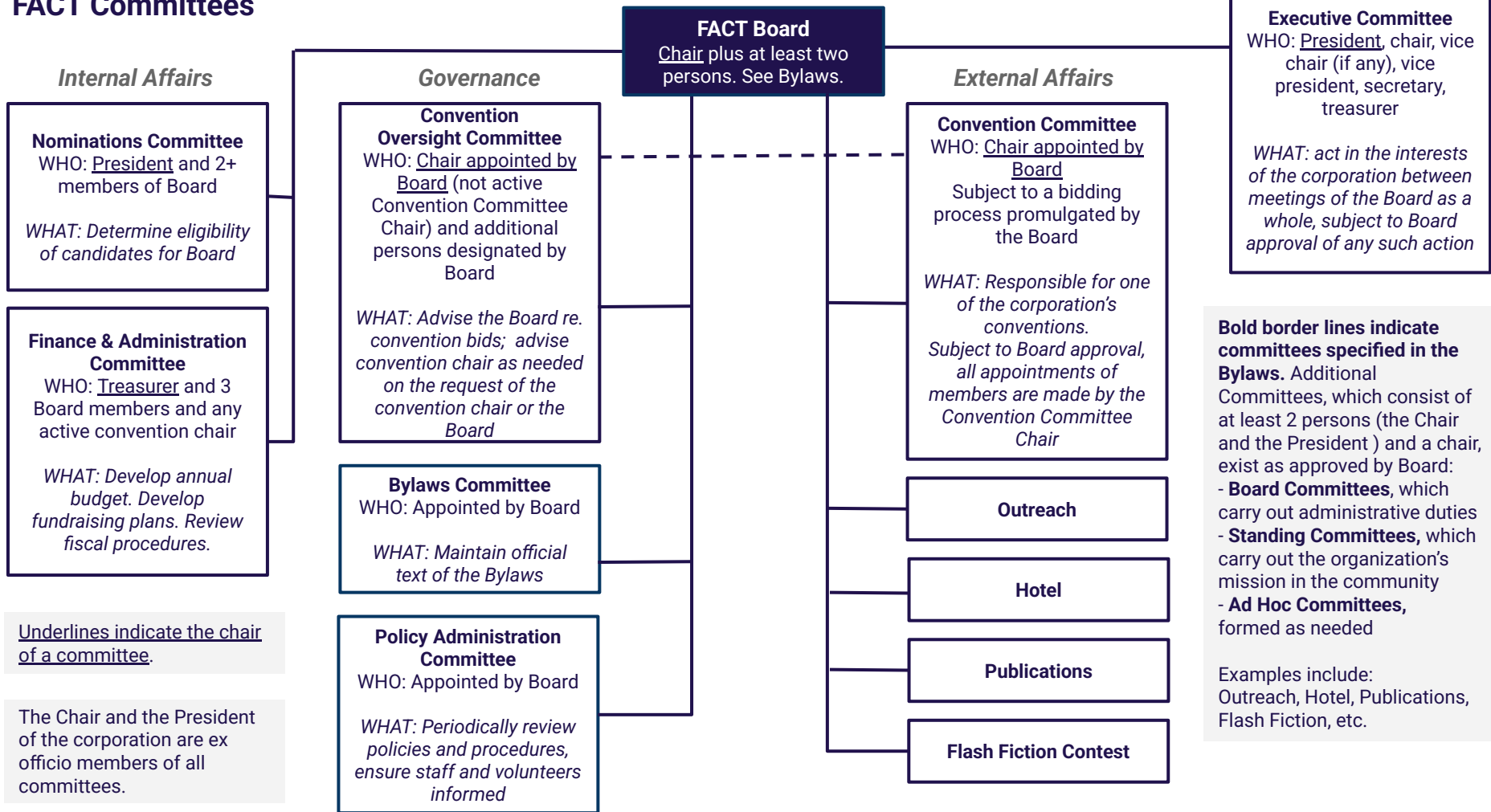
Quartermaster DUTY Maintain corporation's physical property.

Members of the FACT Board of Directors are selected by the FACT membership at the Annual Meeting of the Membership.

The number of directors is determined by the size of FACT's membership as recorded at the start of the Annual Meeting.

Based on current numbers, FACT expects to elect 5 directors at the next annual meeting.

FACT Committees



Convention Committee (Detail)

Overview: It Starts with An Approved Bid.

FACT appoints a Chair of a Convention Committee based on approval of a convention bid. A successful bid includes:

- Proposed guests, which will be evaluated on factors such as marketability, location (which affects travel expenses), and issues such as speaking fees (FACT does not pay speaking fees, but a Chair might find a sponsor for such) and other information.
- Finances: membership rates (expected revenue) and expenses (based on travel for proposed guests and hotel contract)
- Proposed committee members
 - Note the size of the committee. A solid bid includes names for key/lead positions (Art Show, etc.)
 - Note that committee members are subject to approval by the Board

Convention Committee

Chair (as approved by Board) (optional Co-Chair)

Committee members are selected by the Chair, subject to approval by the Board.

- Advertising Sales (for book & website)
- Art Show & Auction Lead
 - Art Show Assistants
 - Auction Assistant(s)
- Art Projects
- ConOps Lead
 - ConOps Assistants
- Dealers Room Lead
- Dining Guide (part of Program Book and Online Schedule)
- Finance
- Gaming Programming (team)
- Graphic Design (Badge Layout, Poster & Stickers)
- Guest Liaison
 - Guest Liaison Assistants
- Hospitality Suite:
 - Hospitality Suite Assistants
- Loading Crews
 - 2 people to pick up UHaul on Wednesday
 - 6-8 able-bodied people for load-out of Storage Locker on Thursday
 - 6-8 able-bodied people for load-in at hotel, incl. setup of Art Show
 - 6-8 able-bodied people for loading of truck on Sunday
 - 6-8 able-bodied people for load-out of truck at Storage Locker
 - 2 people to clean and turn in UHaul
- Merch (T-Shirts, etc.)
- MIS - Programming Online System (Zambia)
- Online Schedule (part of Zambia)
- Program Book
- Programming Leads
 - Programming Assistants
- Publicity - Posters
- Publicity - Social Media (recommend team)
- Registration
 - Registration Assistants
- Website
- Writers' Workshop Director
 - Writers' Workshop Assistants

Duties of Board of Directors, Officers, and Committee Members

WHAT

“The primary goal of a board is to ensure that the organization is being run in a way that serves the best interests of those it represents, whether that be shareholders, donors or the broader community.

This typically involves **strategic planning, financial oversight and ensuring legal compliance** among many other responsibilities.”

-- Puutio, Alexander, “[5 Core Responsibilities Of Any Great Board Of Directors](#),” Forbes, Sept 25, 2024

HOW

Directors and officers are required to perform their duties as a director or committee member:

- In good faith;
- With ordinary care; and
- In the best interest of the nonprofit.

A director acts in the best interest of the nonprofit if the director reasonably believes that the action will benefit the nonprofit. The director should have a proper motive based on sufficient information. Hindsight is not the test, even if the action turns out badly, as long as the action was taken with the best interest of the nonprofit in mind at the time the vote was made to approve the action. To meet this requirement, directors must follow certain legal responsibilities also known as **the Duty of Obedience, the Duty of Care, and the Duty of Loyalty**

Duties of Board of Directors, Officers, and Committee Members

Duty of Obedience

- Directors must act in a manner that is consistent with the provisions of the Certificate of Formation (Articles of Incorporation), bylaws, and tax-exempt status of the nonprofit.
- Directors should be familiar with the mission of the nonprofit and act in a manner consistent with such mission. The organization should carefully consider a decision to change its direction or expand the organization's mission.
- In addition, directors must comply with all federal, state, and local laws as they apply to the organization.

Duty of Care

- Directors must perform their responsibilities with "ordinary care," which is the use of good judgment and common sense.
- Directors should devote a reasonable amount of time and attention to their responsibilities, attend meetings, and review and understand material submitted to them.
- They should ask questions, if necessary, to obtain information sufficient to fulfill their responsibilities.
- Ordinary care may differ from director to director based on their background, experience, and the role they play in the organization.

Duty of Loyalty

- When a director assumes office, ***the law requires that the best interest of the nonprofit prevail over the director's personal or business interests***. A conflict of interest can arise in many situations including leasing property, buying goods and services, and borrowing or lending money. If a director has a business, financial or familiar relationship with a party to the transaction, other directors must consider such transactions cautiously and in accordance with the law. Conflicts of interest have legal consequences and can adversely affect public perception.
- Nonprofits should adopt policies and procedures to ensure that those with decision-making power in the organization do not act to benefit themselves, their families, or their business interests at the expense of the nonprofit.

What Does a FACT Director or Officer Need to Do?

- **Supply Address:** At the time of election, Directors (Board members) must supply their address, to be filed with the State of Texas in the corporation's annual Public/Ownership Information Report.
- **Share Contact Information:** At the time of election, Directors and Officers must supply an email address and phone number to be shared with fellow FACT Directors and Officers.
- **Conflict of Interest:** At the time of election, Directors and Officers must review, sign and thenceforth abide by FACT's Conflict of Interest Policy.
- **Meeting Attendance:** Each Director, upon election and commencing with the first meeting after the election, is required to attend no fewer than three-fourths (3/4) of the regularly scheduled (usually monthly) meetings and no fewer than one-half (1/2) of any special or called meetings (these are unusual). Dates cannot be scheduled very far out, as we use library meeting rooms, but the general pattern is second Saturday of the month, 2-4 PM.
- **Review Information About FACT and ArmadilloCon** Directors should review the Bylaws, organization chart, committee list, and other informational materials.
- **Actively Participate** Directors should actively participate on at least one committee and follow through on assignments they take on.
- **Communicate** Directors and officers are asked to send a written report if not able to attend a monthly Board meeting.
- **Get the Word Out!** Directors and Officers share about ArmadilloCon and other FACT projects, and help recruit new members.