The Geological Society of America
Leadership Workshop
2020
This presentation is designed to give the basics of GSA’s structure, organization, and leadership expectations for a non-profit, membership organization like GSA. The idea is to provide you with information that will help you to be a first rate voluntary leader.

Workshop Objectives

- Provide basic information about non-profit organizations
- Set the stage for GSA’s leaders to be even more effective in leading the organization
- Share desired leadership processes
  - Address policies such as Conflict of Interest, etc.
Non-Profit Basics
The purposes of membership organizations is to rally around a common interest that the members believe has a purpose and benefit to society. Their intent is also to build relationships to further their cause. It is not the intent to monetarily profit from the activities of the group.

- Purpose: influence members and society--promulgate ideas, create standards, mobilize public opinion, affect public policy
- Empower members to achieve a common good
- Foster interconnections
- Membership
Non-profits are mission based as opposed to a business whose first priority is profit or government that serves all the people under its jurisdiction. As such non-profits are granted exemption from federal and most state taxes. It is vitally important to conduct a non-profit as is intended or loss of the privilege can be suspended.
GSA is identified under the 501(c)(3) exemption referring to our mission as a scientific organization with a mission to further the geosciences.
This designation exempts GSA from paying income tax, allows a donor to claim a deduction for contributions, defines a public charity exemptions, and allows us to use bulk, non-profit postage rates. Note the last benefit has nearly seen its day with most materials from GSA being distributed via email or internet.
Limitations also occur including the necessity to report any unrelated business income. Presently GSA collects some modest rent for office space to SEPM. As importantly we are not allowed to campaign for candidates and any lobbying activity has to be monitored that we do not go over allowed limited that are set by the by annual expenditure limits.

* * *
* Potentially higher thresholds before incurring federal and/or state unemployment tax liabilities
* The public legitimacy of IRS recognition
* Discounts on US Postal bulk-mail rates and other services
Lobbying activities are clearly defined and we are careful to stay within boundaries and limits.

Lobbying by 501(c)(3) Organizations

* Frequently possible to conduct government affairs programs, IRC 4911(c)(2) contains expenditures test
* PACS, supporting candidates are not permitted
* Sliding scale up to $1 million based on exempt-purpose expenditures
* Up to 25% on grass-roots lobbying
* Detailed disclosure on 990 and membership dues statements required
GSA is a successful non-profit with a long history of serving its members and enjoying an excellent reputation. We are all striving to continue that as well.
The Geological Society of America as a Non-Profit organization
The mission determines GSA’s path and helps the leadership determine priorities and programs. Both the mission and vision have been vetted by membership after being developed by leaders and staff.
The vision sets the stage for what and how everyone at GSA conducts their jobs and activities.
GSA Society Values
Further these are the goals leadership has set to advance the mission. You must have goals and objectives to assist with furthering the mission.

* Advance Scientific Discovery, Rigor, and Integrity
* Support Professional Development of Students and Early Career
* Provide the Best Venues and Events to Share Your Science
* Further geosciences in policy and society
* Maintain the sense of GSA Community
These components have been identified as key to accomplishing GSA’s mission.
GSA strengths come from its clarity of direction, strong leadership and staff, and dedicated members.

- Clear and compelling Vision and Mission
- Highly respected society with a global reputation
- Committed, engaged Council & leaders who are comfortable dealing with complexity
  - Willingness, capability to shape GSA’s future
- Competent and dedicated staff
- Effective and improving technology systems
GSA Structure
It is important you understand the basic structure of GSA operations and leadership. This organization chart shows the chain of command for GSA. Each directorate is lead by a Director that answers to the Executive Director. The Controller oversees the Finance Office and the investment and budgetary activities of GSA. The GSA Foundation has its own operational staff and is overseen by a Board of Trustees that work in concert with GSA Council.
The activities in the Executive Office.
GSA Components

GSA Members
(22,000)

21 Divisions

6 Sections

74 Associated Societies
Resources on hand for assisting Council with society governance include Council Committees (committees with only Officers or Councilors as voting members such as the Executive Committee or the Audit Committee), Society Committees (committees with a defined charge and voting members that have been vetted through the Nominations Committee), ad hoc committees (committees with a narrow charge or timeline organized by the President or Council), and GSA staff. There is a tutorial on how committees serve Council on the committees page on the website.
GENERAL DUTIES AND POWERS (from GSA Bylaws, Article V)

- **Duties.** The management of the affairs and the property of the Society shall be the responsibility of the Board, which shall also be known as the Council. The Council shall have the authority, power and responsibility for the general management, control and general supervision of the affairs, business, activities, property and assets of the Society so that the corporate activities are consistent with the stated purposes of the Society and that no act is committed by the Society in contravention of its Articles of Incorporation or Bylaws.
GSA Council

* 17 voting members
  * 9 At-large Councilors + Student Advisory Council Chair
  * 1 Councilor represents GSA Sections
  * 1 Councilor represents GSA Divisions
  * 1 Councilor represents Non-North American Members
  * 4 Officers – President-elect, President, Immediate Past President, and Treasurer
* Executive Director serves as Council Executive Secretary and is ex-officio, non-voting
* **Powers.** In pursuance of such supervision, the Council, through its Councilors, shall have and exercise all such powers as are granted it by law and by the Articles of Incorporation and Bylaws.
GSA Councilors Duties

* Attend and participate in all Council Meetings
  * Two face to face meetings/year +/- teleconferences
  * Electronic discussions and votes
* Serve on a average of two GSA Society and/or Ad Hoc committees
* Serve as liaison to one or two GSA Divisions (Attend their management Board Meetings)
* Encouraged to attend Section Meetings
GSA Councilors Duties

* Maybe called upon by the GSA Executive Director or President for ad hoc advise or service
* Financially support the GSA Foundation
* Support other GSA activities and programs as appropriate
GSA Cycle of Activity (FY)

* **Summer:**
  * Some Committee meetings (Nomination Committee)
  * ExCom/Directors Retreat (August)

* **Fall:**
  * Annual Meeting
    * Council Meetings
    * Division Management Board Meetings
    * Committee Meetings
    * Other Annual Meeting Activities
GSA Cycle of Activity (FY)

• Winter:
  • Strategic Plan Review Committee meeting
  • Some Committee meetings
• Spring:
  • Most Committee meetings
  • Council Meeting in Boulder
    • Section Secretaries, Division Chairs and Associated Societies meet
    • Annual Corporate meeting
  • Section Meetings
Executive Committee

* Members
  * 4 Officers
  * Council Member-at-large
  * Executive Director – ex officio, non-voting
  * GSJF President - ex officio, non-voting

* Duties
  * Empowered to act for the Council between its regular meetings. All actions shall be subject to ratification by the Council at its first meeting following such action.
GSA Foundation

* Created December 1980 as a 501(c)3
* GSA Council approves a list of potential GSAF Trustees
* Transfers restricted and unrestricted funds to GSA
* Develops corporate partners and sponsorship
* Conducts funding campaigns for GSA
The mission of the Geological Society of America Foundation is to develop and provide funds to support the goals and programs of the Geological Society of America. These funds are distributed according to the needs of the Society and in a manner consistent with the desire of the donors.
GSA Foundation

* President
  * Director of Development
    * Assistant Director of Development
* Office Manager
* Board of Trustees (16)
  * Chair
  * Vice Chair
  * Treasurer
Legal Responsibilities of GSA’s Council & Leadership
Council Roles & Responsibilities

- Council is governing body accountable for direction of the society’s affairs.
- Ultimate legal responsibility for society’s actions and inactions lies with Council.
- Usually can legally act only by consensus at a meeting.
- May delegate authority to others.
- Individual Council members have no management authority unless delegated by Council.

As determined by the laws of incorporation and defined in the societies’ bylaws.
Committees serve as a function of the Council and society. Committee members are generally members of the society. The Council and Society committees are given a charge and operate under set Rules and Guidelines. All committees have GSA staff assigned to them to assist with their work, advise on GSA activities, and staff their meetings.

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<th>Committee Roles &amp; Responsibilities</th>
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<td>Have no management authority unless delegated by Council.</td>
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<td>Some states' laws prohibit delegation of certain functions to committees—elect officers, fill vacancies on board or committees, amend bylaws, approve merger or dissolutions.</td>
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Section & Division Roles & Responsibilities

- Geographic Sections and Scientific Divisions are formal entities of GSA defined in GSA Bylaws
- Sections and Divisions are required to have bylaws
- All activities of either must be pre-approved by Council
- Sections and Divisions may elect their own officers from their GSA membership
- Sections and Division may raise funds for activities with approval by Council
- Sections and Divisions submit annual reports and budgets to Council for approval
The executive director serves as the link between the GSA leadership and the operations and staff of the society. They also serve as the Secretary of the Council in an ex-officio, non-voting capacity. The executive director is also a member of the GSA Foundation trustees serving in an ex-officio, non-voting role.
Council-Executive Director Partnership

* Council focuses on broad issues facing the science and the society
* Executive Director provides leadership to Council on broad issues and brings continuity, a deep understanding of the society, its financial realities and possibilities, staff capabilities and limitations
* President and ED are collegial
* Overlap and shift in roles is common
Employees are engaged in the day-to-day operation of GSA’s governance, administration, and program management. They are subject to and protected by federal and state employment and labor laws.

- Have management authority as specifically designated in bylaws or by Council.
- Are accountable to Executive Director.
Members are the main reason that a professional organization such as GSA exists. While individual members do not have direct management authority there are avenues for members to organize and influence the societies’ governance and operations. These avenues are identified in the GSA bylaws.
What are Fiduciary* Responsibilities?

* The responsibility and authority of being in the governance structure requires:
  * Duty of care
  * Duty of loyalty
  * Duty of obedience

*1) n. from the Latin fiducia, meaning "trust," a person (or a business like a bank or stock brokerage) who has the power and obligation to act for another (often called the beneficiary) under circumstances which require total trust, good faith and honesty.
Duty of Care means that you undertake your responsibilities and charge with an attitude of care and best interest of the group you have volunteered to (in this case GSA). You are agreeing to put the interests of the society above your personal interests and you practice due diligence in your actions. If you conduct yourself as such you have liability protection through GSA’s insurances.

- Exercise ordinary and reasonable care in performance of duties
- Exhibit honesty and good faith
- Exhibit high ethical & professional standards
- Act in the best interests of the society
- Undertake reasonable inquiry
- Protected from personal liability with reasonable indication that actions are taken with due care and in good faith
It is important to understand the interests and charges of the organization and to indicate to leadership if there are conflicts of interest between your and your family’s personal activities and the organizations. We will discuss conflict of interest a little later.
Duty of Obedience means you understand and will partake of your volunteer activities in accordance with all the laws, rules, and guidelines of the organization and its committees. It is the duty of the organization to make sure you have access to all this information. Should you become aware of wrongdoing you have a duty to report such activity to proper authorities and you are protected by the GSA Whistleblower Policy. You have been given a copy of the policy.
As voluntary leaders you can’t and are not expected to “know it all” when it comes to the operation of the society, keeping fiscal accountability, or implementing policies. Thus you may rely on specific experts especially in these areas. Officers or employees will have detailed knowledge of programs and policy implementation. Legal counsel and accountants including auditor will have subject matter expertise about compliance, fiscal accountability and legal ramifications. And committees are populated by individuals that have knowledge or expertise in a subject matter relevant to operations and programs – such as geo-education or investment. Committee members are usually GSA members but not always.
Upon accepting a leadership position it is expected that you will “do your homework” and do no harm. In other words you will become knowledgeable about the issues you are responsible for and you will not have a agenda.

- Must not remain willfully ignorant of the society’s affairs
- Must not intentionally cause injury or damage to persons or property
- Personal liability can result from such actions
7 Legal Issue Areas for Associations

- Employment issues
- Contract issues
- Professional Codes of Ethics
- Publishing liability
- Conflict of Interest
- Apparent Authority
- Antitrust issues
A conflict of interest can occur under these conditions:
Personal interests are in direct conflict with the interests of the society such as your investments or business could benefit from knowledge obtained with serving the society.

Another situation would be if you are also volunteering or working for a competing organization and again information you learned while at GSA would benefit the other society.

You are required to disclose any such issues to GSA leadership. If you are not sure if the situation or action would be a conflict of interest it is best to disclose to leadership and they will decide.

In the case of an actual conflict of interest, the chair of the committee or GSA Council may ask you to leave that committee or they may ask you to not be directly involved in certain charges or actions of the committee.

You have all been given a conflict of interest policy and form to sign and return to GSA. Since situations can change you will be asked to renew the conflict of interest form annually.
We ask that you do not breach the trust GSA has in you by acting outside of your apparent authority. You should be aware that even by introducing yourself as a leader of GSA (Hi Mr. Hotel person, I am the president of GSA…) you may be giving someone the impression you are speaking for the society in any number of situations. Or if you include GSA in your email signature.

* The association can be held liable for the unauthorized actions of officers, directors and other volunteers even if the association does not know about, approve of or benefit from those actions as long as the volunteer reasonably appears to outsiders to be acting with the association’s approval (its apparent authority).
One of the primary reasons for sharing this presentation and training is to help GSA volunteers and leaders understand their duties, responsibilities, and their limitations.

- Ensure scope of agent’s (officers, councilors, committee members) authority is clear to third parties.
- Ensure that scope of authority vested is clear to agents.
- Manage and control appearance of authority.
Ethical Responsibilities

* Disclosure at time of assuming leadership role
* Be knowledgeable of GSA Code of Ethics and Professional Conduct
* Take relevant training
* Be a positive example for others
We are aware of the pitfalls of anti-trust issues particularly where publication of our journals and partnerships with organizations like Geoscience World may appear as in direct competition with the for profit publishers. We do not hesitate to obtain legal advice when needed.
There are legal and administrative tools that are available for a NFP organization like GSA to use to protect the organization and its volunteers. First is to incorporate under some state's NFP laws. GSA incorporated under the NY NFP laws in 1929 not long after it received the Penrose endowment. In doing so the organization is granted certain limited liabilities. Additionally the Volunteer Protection Act of 1997 grants immunity to volunteers actions in most cases if they are acting as a delegated agent of the organization. This does not grant immunity from illegal actions, of course. Further GSA invests in various liability insurances to cover unintentional breaches by volunteers and to reduce risk to the society and to the individual. Finally we always weigh the risk on any major decision affecting the organization and its voluntary leadership. This may include getting outside legal or other counsel.
The expectation of the society that GSA leaders are up to the task of leading. That requires a recognition of one’s own responsibilities when agreeing to serve and taking ownership of one’s own expectations. It is the responsibility of the Executive Director and staff to ensure you are properly briefed in a timely manner. We do that by providing full agendas and materials for all meeting whether virtual or in person and by maintaining the Connected Community sites for Council and Committees. GSA has on retainer both corporate and liability attorneys. GSA headquarters also maintains historical archives of past Council decisions and discussions.

Reducing Personal Liability

- Be completely prepared before making decisions.
- Become actively involved in deliberations.
- Make decisions deliberately, without undue haste or pressure.
- Insist that meeting minutes accurately reflect vote counts by reading them before approving.
- Request legal consultation on matters that have unclear legal ramifications.
GSA has a full time Controller and outside accountants can be accessed if necessary. GSA has a full outside audit conducted annually and those reports are submitted to the Audit Committee, a Council committee of the society. The committee gives a full report to Council in the fall and the full audit reports are available for review by any GSA member. You are expected to attend all meetings and fully participate. The governing documents are available to all members and you are expected to familiarize yourself with them. Finally and very importantly you are expected to declare any conflicts of interest and respond to any direction given to you by the President or by GSA counsel regarding potential conflict of interest. Full disclosure is the best way to determine any conflict of interest.
GSA’s Insurance Coverage

* Property
* Business Income
* Data Processing
* General Liability
* Business Automobile
* Umbrella Liability
* Foreign Package
* Worker’ Compensation
* Executive Liability Program (D&O)
* Crime Coverage
* Business Travel Accident
* Cybersecurity
A primary example of an insurance that is important to your service is this one. We, of course, prefer to never have to use the insurance. We do everything we can to keep our volunteer leaders informed and not engaged in risky activities that might put them in a undesirable position.
GSA Council Leadership Processes
3 Philosophical Approaches for Governing Bodies

* Strategic—strong core values, clear mission. Discusses what matters to the profession or cause.
* Policy-making—defines limitations for staff, addresses short- and long-term financial needs. Reviews reports and ratifies recommendations.
* Operational—hands-on management of activities and programs. Directors are committee chairs and make implementation decisions.
3 Functional Roles of the Council

* **Corporate role** — employ ED, oversee implementation of strategic plan, oversee program portfolio and resources of organization

* **Legislative role** — establish internal operational policy, approve positions on external issues of interest to membership

* **Adjudicatory role** — choose between positions presented, compromise/create alternatives, decide not to decide
Council/Leadership Operating Principles

* We will ensure that our energies focus on the mission statement, goals and objectives.
* We will achieve our goals through knowledge-based decision-making.
* We understand that the board is responsible to the membership for all decisions, actions, outcomes, acting for all members and component groups for the common good.
...Operating Principles Continued

* We will work toward consensus. While valuing diverse, constructive opinions, we will respect and support the decisions of the group.

* We will function as a team with a commitment to excellence. We will treat each other with trust, respect, and dignity, working together with openness, honesty and integrity while fostering camaraderie and mutual support.
* We will create an environment that will encourage personal growth and the development of leadership and individual skills and talents of both staff and members.

* We will delegate to committees and staff and not micromanage their decisions.

* We recognize the necessity for the confidentiality of certain information.
... Two Last Principles

* We will be innovative and progressive in a responsible manner.
* We will be the cheerleaders of the society.
Getting the Most Out of Meetings

- Every meeting must have a written agenda.
- Stick to the agenda, take items out of sequence only when necessary.
- Must have a quorum present.
  - GSA majority = 50% +1 of voting members
  - Council = 9 Councilors
- Formal board action requires a motion.
- Permit everyone who wishes to speak to do so.
- Speak only when recognized by the chair.

All formal GSA meeting regardless of whether you are a Section, Division, Committee, or Council should operate under parliamentary procedures and we use Robert’s Rules. Now we are not completely stuck on every single detail but here are the most important.
... Meetings Continued

* The chair should remain impartial, vote only to break a tie or if there is a secret ballot.
* Maintain decorum always.
* Always keep written minutes. (Recorded) (names are not recorded for motions and votes)
1. Sensitivity to members’ views
2. Foresight about the industry, profession or issue area
3. Insight into capacity and strategic position
4. Awareness of ethical implications

1. What do we know about the forces, trends, challenges, opportunities, threats in the external marketplace of our members concerning this issue?
2. What do we know about the strategic position and capabilities of the association concerning this issue?
3. What do we know about the preference and wants of our membership concerning this issue?
4. What are the ethical implications of our choices?
7 Levels of Consensus

1. Unqualified “yes”
2. Perfectly acceptable
3. I can live with it
4. Don’t fully agree
5. Willing to support
6. No sense of unity
7. Do not agree
Leaders of the Future

Successful association leaders must:

* Utilize skills as organizational architects or designers who know how to put the parts together
* Facilitate to make sure that the parts work with excellence together—Council, ED, staff, systems, infrastructure
This presentation and a wealth of leadership and GSA materials are available to you all on the GSA website.