

Process of Amending TMF By-Laws

Purpose

Consider the role and function of TMF Board of Directors (BOD) meaning: officers and at large members functions, board member term and rotation, updating TMF By-Laws (**Robin Park, Kevin Little and JoAnn Siegienski**).

Process

1. Begin with reading background documents:
 - Articles of Incorporation
 - Current TMF By-Laws
 - Paper on Considerations for TMF's Ethical Statements
 - TMF Code of Ethics
 - Additionally please consider the following points from our TMF Board meeting on 12 April 2014:
 - a. TMF is comprised of a dedicated group of people who volunteer, support and participate in the mission of TMF. We have a BOD and an advisory board (ADB).
 - b. The Board of TMF has oversight of operations, while the Advisory Board contributes to the work as participants in projects, assistance, ideas and at times takes on specific needs assisting us with their expertise. I am thankful for each one who contributes to our work.
 - c. I realize that boards of non-profits are to oversee, direct and manage a staff, who executes the mission of the organization. To this point we have been operating as player-coaches meaning that those of us who are board members, do not only have governance responsibility (we direct and are responsible for how TMF operates financially, ethically, etc.) but we also do the work.
 - d. Over the past three years many of you have worked in Poland at least once on a TMF project. I appreciate each one of you and your contributions and support of TMF; nevertheless, I realize, it is a great deal to ask.
 - e. I would like for us, as a BOD, to all consider our roles, define needs and present duties of the board.
2. Amend TMF By-Laws addressing the BOD by defining their selection, duties and responsibilities.
 - How are Board Members selected?
 - What are term lengths of Board Members?
 - Should Board Member terms be staggered?
 - What are their qualifications?
 - What are their duties/responsibilities beyond the By-Laws?
 - How frequently and how much should they contribute to TMF financially?
 - TMF Code of Ethics states that Board Members must participate in a Jewish cemetery restoration project at least once every three years. If a term for a Board Member is three years that would mean that the Board Member would go to Poland at least once during their term. Should this practice be amended?
 - Add Vice-President of Operations (administrative function) and outline their duties and responsibilities; amend the By-Laws accordingly.
3. Amend the TMF By-Laws for the addition of a Vice-President of Operations/Administration.

Process of Amending TMF By-Laws

- Please keep in mind that by Georgia law we have three officers: chief executive officer (CEO)/president, treasurer and secretary.
 - At some point, I would also like for us to consider adding a Media/Communications officer.
4. Discuss and define function of the Advisory Board (ADB).
 - The ADB of TMF is comprised of people who support the vision and mission of TMF by participating directly in the work of TMF.
 - The intent of the TMF ADB is to provide an opportunity for those who feel called to the work of TMF but desire to have a limited role.
 - Ultimately, the TMF ADB is a training ground for future leaders and board members of TMF.
 - Discuss:
 - a. What do you see as the purpose of the TMF ADB?
 - b. What is the primary role of a member of TMF's ADB?
 - c. What would be necessary to be a member of the TMF ADB?
 - d. What should the TMF ADB do?
 5. Amend TMF By-Laws by adding definition, function and selection process of ADB Members.
 6. The time-line for this process will be to complete it by 31 December 2014.
 7. After which we will review and your group will make a recommendation to the BOD for action.

Future Considerations

8. Here is an overview of what we considered for board roles and functions in November 2010; these functions relate to major board needs for TMF and its operations:
 - a. **Financial and Tax Administration:**
 - Personnel (HR Matters)
 - Financial operation and business planning
 - Preparing financial reports and overseeing financial reporting internally and externally
 - IRS, Social Security and State Tax Matters
 - b. **Project Administration:**
 - Long-term project planning and development (present and future renovation projects in Poland)
 - Logistical support: travel arrangements, hotel or housing and meals for teams in Poland
 - c. **Institutional Development**
 - Fundraising
 - Researching grant possibilities
 - Writing grant proposals
 - d. **Mobilization of Resources**
 - Volunteer recruitment
 - Public speaking

Process of Amending TMF By-Laws

- Developing partners within the Christian and Jewish Community at the local, national and international level
 - e. **Project Implementation**
 - Leading and coordinating actual projects in Poland
 - f. **Shoah Education**
 - Interact with local Jewish and Christian communities by being an educational resource concerning the Shoah and the work of TMF
 - Develop teaching and/or presentation materials related to Shoah and the work of TMF
 - g. **Leadership Development**
 - Identifying potential advisory board members
 - Mentoring emerging board members
 - Investing in people relationally
9. In light of the above considerations please also consider future staffing needs. The BOD does not need to act with regards to staffing at this present time; nevertheless it is a consideration for the future.
- 10.

Administration and Financial Transition

Below are two topics that we considered at our last TMF Board Meeting on 12 April in Chattanooga. I have added one additional consideration. I need the three of you to act on these items as well by the end of the year (31 December 2014):

1. Volunteers: Screening and Orientation – Where do we stand?
 - We have a working document that we can use for screening volunteers that I borrowed and modified slightly from the AJC. The main thing at this point in the development of a screening process is to have volunteers write a brief essay as to why they wish to participate.
 - I have produced a working version of volunteer orientation manual.
 - I have sent both of these documents to the board.
2. Year-end financials; transition and configuration of financial management (**Kevin Little and JoAnn Siegienski**). Where do we stand?
3. We need to add a quarterly financial report to the mix as well.