

# Standing Rules and Operating Procedures

## General Policies

### 1. Board Meetings and General Meetings

- The business of Town and Gown of USC is conducted by the duly elected and appointed members of the Board of Directors.
- Nine Board Meetings are held from September through June. There is no Board Meeting in December.
- Seven General Luncheon Meetings are held on the first Tuesday of the month, from October through May in addition to the Annual Benefit event.
- The Directors and the members of the Presidents' Circle, along with the CEO/President's guest(s), attend the meetings.
- The Board Meetings use the Consent Agenda to conduct business.
- Formal meeting minutes are maintained in permanent records.

### 2. Composition of the Board of Directors

- Elected Board Directors include:
  - CEO/President
  - President Elect
  - Immediate Past President
  - CFO/Treasurer
  - Secretary
  - First Vice President, Investments
  - Second Vice Presidents, Scholarship
  - Scholarship Advisor (the immediate past Vice President of Scholarship serves as the advisor to the current Vice Presidents)
  - Third Vice President, Fund Development
  - Fourth Vice Presidents, Membership
  - Fifth Vice Presidents, Programs
  - Governance Chair
  - Nominating Committee, Two Members
- Appointed Board Directors include:
  - Nominating Committee, Three Members (the Nominating Chair may be chosen from elected or appointed Committee Members)
  - Parliamentarian
  - Audit Committee
  - Hospitality Chairs,

- Physical Facilities Chairs
- Communications Chair
- Benefit Chairs
- Members-at-Large

### 3. Installation of Officers

- Elected and appointed Directors are installed each year at the May General Meeting. Their terms begin on July 1.

### 4. Standing Board Committees

- **Audit Committee** – Consists of at least three Directors and is responsible for conducting an annual review of the prior fiscal year, ensuring the integrity of the financial statements and overseeing Town and Gown of USC’s compliance with legal and regulatory requirements. Members of the Audit Committee may not concurrently serve on the Finance Committee.
- **Executive Committee**—Consists of the CEO/President, the Secretary, the CFO/Treasurer, and the First Vice President. The Executive Committee has the power to take all actions and transact all business of the Board during the period between meetings of the Board when immediate action is required that cannot be deferred until the next Board Meeting. The Executive Committee reports any actions taken to the entire Board of Directors at the next Board Meeting.
- **Finance Committee**—Consists of the CFO/Treasurer, CEO/President, First Vice President, Second Vice President, Third Vice President, the Immediate Past CEO/President and no more than three (3) other Directors. The Finance Committee is responsible for recommending general financial and budgetary policies to the Board, developing the annual budget for presentation to and approval by the Board, and providing oversight of the status of annual operating revenues and expenditures in relation to the approved budget. The Finance Committee must meet at least semi-annually with official representatives of the university’s Endowment Funds to hear reports on the amount of Town and Gown’s funds that will be available for scholarships for the coming year and with university legal representatives to review the financial agreement of October 23, 2007, between the university and Town and Gown of USC.
- **Governance Committee**—Consists of Governance Chair; CEO/President; Immediate Past CEO/President; First Vice President, Investments; Parliamentarian; Nominating Chair; and up to three (3) Members-at-Large. The Governance Committee reviews the practices of the Board and makes recommendations to enhance the Board’s practices. Examples of policies and documents the Governance Committee may review include, but are not limited to, Town and Gown of USC By-laws, Standing Rules and Operating Procedures, issues related to membership participation, succession planning, scholarship programs, and fundraising.

- **Nominating Committee**—The Nominating Committee consists of two (2) Elected Directors and three (3) Appointed Directors. The Nominating Committee nominates candidates for election to the Board.

## 5. Organizational Committees

- **Benefit Committee**—Assists the Benefit Chairs in planning Town and Gown of USC's major fundraising event, the Annual Spring Benefit, which supports the Scholarship Program and the Campus Beautification Program. The Benefit Committee meets over several months to plan and execute the many facets of the primary fundraising event of Town and Gown of USC. The Chairmen appoint other leadership roles in specific areas such as patron donations, event program book, silent auction, sponsorships, etc. These subcommittees meet to conduct their work separately from the larger committee.
- **Decorations Committee**—Assists in selecting themes and decorating luncheon tables at the monthly general meetings.
- **Fund Development Committee**—Assists the Chairman with developing campaigns and events to raise monies for both scholarships and facilities maintenance (including the Legacy Campaign). Develops recommendations for policies and procedures that will aid in the long-term, financial support of our mission. The Fund Development Committee will meet several times per year, or more often when involved in a specific fundraising campaign. The campaigns and suggestions developed by this committee are in addition to the Annual Spring Benefit.
- **Hospitality Committee**—Welcomes members and assists with check-in at the monthly general meetings. Provides friendly information to newcomers and encourages introductions among members. Provides and organizes volunteers for other Committee Chairs upon request.
- **Membership Committee**—Participates in recruiting new members and welcoming all members at general meetings and events. Promotes friendship and offers support in the assimilation process of new members into the organization. Committee members are available at general meetings to help at the Membership Information Table on the patio. They provide feedback to the Chairmen regarding member satisfaction with luncheons, programs, or other opportunities to enhance the general meetings.
- **Programs Committee**—Meets in the spring to plan the next year's programs and contact speakers as needed. Assists the Program Chairmen by greeting speakers and guests. Provides needed services related to parking, communication, book sales or other requests from speakers and guests.
- **Scholarship Committee**—Members receive student scholarship applications electronically and read, evaluate, and score them on line. Committee members conduct face-to-face interviews with selected candidates and then record their interview scores on line. Committee members are occasionally called upon to use a

computer to interview scholars who are out of the country using a video/voice transmission such as Skype. All members of this committee are facile with computers.

- **Physical Facilities**—Members are appointed by the CEO/ President and Physical Facilities Chairmen. They review existing physical facilities and make recommendations for needed projects to the Board of Directors.

## **6. Record Retention and Annual Reports**

- Permanent Records including Articles of Incorporation, Bylaws, the Agreement between Town and Gown of USC and the University of Southern California and our Legacy agreement with the university, the membership, plus a disc of Board and General Meetings, and Annual Reports from each Director are kept by year in a fireproof safe at StorQuest on Hill Street. The President and her designee hold the keys.
- Directors are required to submit an Annual Report each year in June. The year-end financial report is submitted in September.
- At the end of the fiscal year, the Handbook, minutes of the General Meetings, the Benefit invitation and program, President's Newsletters and other select materials are donated to the USC Archives in Doheny Library.

## **7. Scholarship Program**

- Town and Gown of USC has conducted a formal Scholarship Program since 1958. Current criteria include: US citizenship, permanent residency in Southern California, and evidence of exceptional academic performance and community service.
- Application is on the website: [townandgownofusc.org](http://townandgownofusc.org)
- Members cannot apply and relatives of applicants cannot serve on the Scholarship Committee.

## **8. Signature Authority**

- The CEO/President, Secretary, and CFO/Treasurer have signature authority.

## **9. Supervision of Independent Contractors**

- The Board approves the hiring of Independent Contractors and their rate of pay.
- The CEO/President signs all contracts with the Independent Contractors and authorizes payment for services.
- The Executive Associate and Communications Associate are supervised by the CEO/President.
- The Accounting Associate is supervised by the Chief Financial Officer.
- The Scholarship Associate is supervised by the Second Vice Presidents, Scholarship.

Independent Contractors may not be members of Town and Gown of USC while they are employed by the organization.

## **10. Member Complaint or Report of Possible Misconduct**

- Any member concern regarding events or perceived misconduct should be directed to the CEO/President for review and resolution.
- If warranted, the President prepares the topic for presentation to the Executive Committee of the Board for appropriate action. Documentation is maintained for Board of Directors' oversight.
- Resolution is conveyed to the member bringing the complaint.

## **11. Physical Facilities Projects**

- Town and Gown Facilities and the Chapel are inspected annually.
- Project planning is conducted in collaboration with University Facilities and designated departments.
- Potential renovation or maintenance projects are presented to the Town and Gown of USC CEO/President by the Physical Facilities Chairs for consideration of funding.
- Projects must be budgeted and a detailed description of the work or item to be purchased requires Board approval.
- Gifts to underwrite all projects are donated through University Advancement to ensure credit to Town and Gown of USC.
- Physical Facilities Chairs maintain annual records and coordinate with University Archivist.

## **12. Allocation of Benefit Proceeds**

- Annual proceeds are apportioned between the Town and Gown of USC Scholarship Program and Town and Gown facilities and campus beautification.
- The Board approves the allocation of funds recommended by the Benefit Chairs and the President.
- Donations to the university are coordinated with Advancement to ensure credit to Town and Gown of USC.

## **13. Outside Solicitation of Members**

- Any solicitation of the membership requires prior authorization by the Board of Directors.

## **14. Presidents' Circle**

- All Past Presidents are members of this Circle that honors their service and ongoing participation in the organization.

- Past Presidents are an important part of our history and keep our traditions known to the general membership.
- Past Presidents are invited to attend all Board meetings as guests.

### **15. Women of Distinction**

- Designated Women of Distinction are chosen by the Board of Directors to honor their extraordinary fund development and service to Town and Gown of USC, and for their capital gifts to the university.
- The Women of Distinction are honored in the Town and Gown courtyard with their names listed on the wall adjacent to the fountain.

### **16. Honorary Advisory Council**

- The Honorary Advisory Council is appointed annually by the CEO/President and approved by the Board of Directors.
- The Council appointees are longstanding members of Town and Gown of USC who have contributed greatly to the organization. The CEO/President bestows greetings to the Council and invites their continued participation in Town and Gown of USC.

### **17. Day of SCSERVICE Commitment**

- The worldwide USC service day is held in the spring with volunteers engaged in projects around the world. Town and Gown of USC sponsors an annual event with an open invitation to members, guests, students, and the community.
- Town and Gown of USC underwrites the cost of the project and individuals are invited to purchase lunches.

### **18. Widney Society Membership**

- Town and Gown of USC is a member of the honorary Widney Society that recognizes donors to the university of one million dollars or more.
- The university honors members every other year at the Society dinner. The CEO/President and a Past President, chosen on a rotating basis, attend the celebratory dinner.