

LAKE CHAPALA SOCIETY

GOVERNANCE STRUCTURE

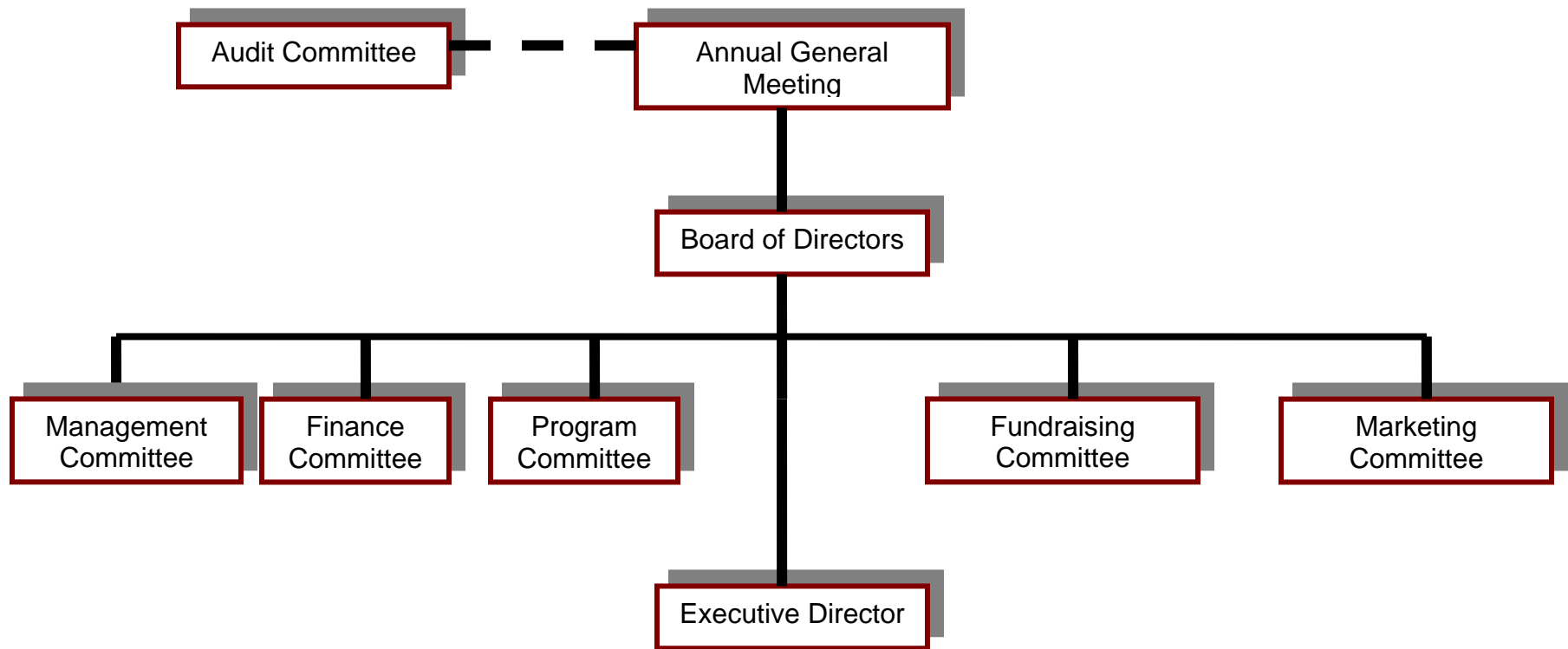
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1. ORGANIZATIONAL CHART



2. ANNUAL GENERAL MEETING

The Annual General Meeting is convened to assume the following functions:

1. To establish LCS general orientations by adopting:
 - 1.1 The LCS philosophy (vision, mission, mandate and values);
 - 1.2 LCS strategic goals.
2. To receive the President's Report containing LCS major accomplishments during the past year relative to the adopted strategic goals.
3. To ratify the financial statements of the previous year.
4. To appoint the auditors.
5. To amend the Constitution and Bylaws.
6. To determine annual dues.
7. To elect LCS Board members and officers.

3. BOARD OF DIRECTORS

Accountable to the Annual General Meeting, the Board of Directors assumes the following decision-making powers:

a) Governance Policies

1. To govern LCS in accordance with the decisions of the Annual General Meeting.
2. To ensure that decisions are respectful LCS philosophy (vision, mission, mandate, values) and strategic goals.
3. To approve the annual action plan (objectives) in accordance with LCS strategic goals.
4. To submit recommendations to the Annual General Meeting.
5. To adopt policies governing LCS and assist in evaluating results.
6. To adopt the policies governing the management of operations, resources (human, material, technological, financial) and services to the clientele.
7. To adopt the annual budget and its revisions.
8. To monitor LCS financial situation.
9. To establish Board committees by adopting their mandate and by appointing its members and chairperson.
10. To adopt the LCS operational structure.
11. To hire and dismiss the Executive Director.
12. To evaluate the performance of the Executive Director in accordance with established objectives and approve remuneration.
13. To approve the long-term legal agreements binding the Board.
14. To approve work descriptions, salary scale, benefits and the organizational chart.
15. To fill vacancies on the Board between Annual General Meetings.
16. To dismiss with cause any Board member.

4. STANDING COMMITTEES

The Board of Directors establishes the following standing committees to ensure the governance of LCS. There are four (4) standing committees:

- Management Committee
- Program Committee
- Finance Committee
- Fundraising Committee
- Marketing Committee.

The Management, Program and Finance Committees make recommendations dealing with LCS internal environment. The Fundraising and Marketing Committees make recommendations dealing with LCS external environment.

4.1 Management Committee

The Management Committee assumes the following functions:

1. To ensure that decisions are respectful of LCS vision, mission, mandate and values.
2. To recommend to the Board of Directors:
 - 2.1 Policies ensuring the efficient management of LCS human, material (building, land, equipment, furniture, supplies) and technological resources (systems, hardware, software).
 - 2.2 Prioritized strategic goals and annual objectives with respect to the operations and resources.
3. To evaluate results in comparison to established policies and objectives in the area of human, material and technological resources.

4.2 Program Committee

The Program Committee assumes the following functions:

1. To ensure that decisions are respectful of LCS vision, mission, mandate and values.
2. To ensure that programs, products and services respond to the needs of the clientele.
3. To recommend to the Board:
 - 3.1 Policies governing the management of programs, products and services.
 - 3.2 Prioritized strategic goals and annual objectives with respect to programs, products and services to the clientele.
4. To evaluate results in comparison to established policies and objectives with respect to programs, products and services.

4.3 Finance Committee

The Finance Committee assumes the following functions:

1. To ensure that decisions are respectful of LCS vision, mission, mandate and values.
2. To recommend to the Board of Directors:
 - 2.1 Policies ensuring the efficient management of LCS financial resources.
 - 2.2 The annual budget and its revisions.
 - 2.3 Annual financial statements.
 - 2.4 External auditors.
 - 2.5 Long-term legal agreements.
3. To submit monthly financial reports to the Board.

4.4 Fundraising Committee

The Fundraising Committee assumes the following functions:

1. Ensure that decisions are respectful of LCS vision, mission, mandate and values.
2. Recommend to the Board of Directors:
 - 3.1 Fundraising projects.
 - 3.2 Policies governing management of fundraising activities.
 - 3.2 Priority strategic goals and annual objectives in the Fundraising Action Plan.
4. Evaluate results obtained in comparison with established fundraising objectives and policies.

4.5 Marketing Committee

The Marketing Committee assumes the following functions:

1. To ensure that decisions are respectful of LCS vision, mission, mandate and values.
2. To analyze:
 - 2.1 The needs of the potential clientele.
 - 2.2 The current situation by identifying the threats and the opportunities
 - 2.3 Political, economical, social, technological and environmental trends.
3. To recommend to the Board of Directors the marketing, promotion and communication plans.
4. To evaluate results in comparison to objectives established in the marketing plan.

5. EXECUTIVE COMMITTEE

The Executive Committee acts as an ad hoc committee with a mandate:

- 5.1 To act as a Selection Committee for the position of Executive Director for purpose of making recommendations to the Board of Directors.
- 5.2 To evaluate annually the performance of the Executive Director.
- 5.3 In urgent situations, to make decisions beyond the mandate of other Board committees subject to the approval of the Board of Directors.

6. AUDIT COMMITTEE

The Audit Committee assumes the following functions:

1. To monitor the integrity of financial statements, the compliance with governing documents, and the performance of general operations.
2. To improve the organization and its operations.
3. To review financial reports with the LCS Treasurer and Director of Finances prior to each LCS Board meeting.
4. To make recommendations to the LCS Board regarding:
 - Finances
 - Financial controls and operations
 - Compliance with governing documents
 - General internal controls, policies and procedures.
5. To advise the LCS Board on issues requiring immediate clarification, resolution or consideration by the LCS Board.

7. THE RESPONSIBILITIES OF THE EXECUTIVE DIRECTOR

Summary

Accountable to the Board of Directors, the Executive Director recommends to the Board and ensures the implementation of LCS general orientations, strategies, plans and policies. The Executive Director ensures the efficient management of LCS resources, programs, services and operations.

Responsibilities

In accordance with policies established by the Board of Directors, the Executive Director assumes the following responsibilities:

1. To recommend to the Board of Directors strategies, plans and policies such as:
 - 1.1 Strategic, marketing and annual action plans.
 - 1.2 Annual budget and its revisions.
 - 1.3 Policies governing resources (human, material, technological, financial), operations, programs, services, marketing, promotion, communications.
2. To implement the decisions of the Board of Directors.
3. To manage LCS operations, resources and services.
4. To approve the hiring, training and evaluation, and if required, dismissal of LCS personnel and service volunteers.
5. To ensure effective liaison with the media, governments, public and private sector organizations.
6. To promote LCS programs and services.
7. To ensure good communication and professional relationships within LCS.
8. To ensure that the following Executive-Secretary functions are available to the Board and its committees including:
 - 8.1 Preparation of a draft agenda for the approval of the Board or Committee Chairperson.
 - 8.2 Preparation and distribution of documentation.
 - 8.3 Organization of meetings logistics.
9. To assume any other relevant responsibilities assigned by the Board of Directors.