



BOARD OPERATING PRINCIPLES AND ROLES & RESPONSIBILITIES

Mission

Professional Women in Construction (PWC) Boston Chapter's mission is to support, advance, and connect women and promote diversity within the architecture, engineering, construction (AEC) and related industries.

Vision

People at all career levels and diverse backgrounds are achieving visibility and influence in the AEC and related industries.

Values

- ❖ **Belonging** - Operate as a partner in the industry and within our organization that provides attention and support to all people with diverse industry skillsets and experiences through inclusive engagement.
- ❖ **Impact** – Provide a platform for all people to access resources and education that is timely and relevant within the industry in order to advance personal career opportunity and development.
- ❖ **Collaboration** – Collaborate and partner with like-minded organizations to strengthen our impact and connect industry thought leadership, strengthening our ability to move our impact forward together.
- ❖ **Community** – Promote relationships internally with our Board, Committees, and Membership, and externally with all people and organizations in our industry, connecting diverse experiences and perspectives, and fostering a common purpose.
- ❖ **Empowerment** – Engage in mentorship, celebrate accomplishments, and provide access to resources and relationships that lead to individual confidence to take charge of professional and personal growth and lead the growth of the industry pipeline for future generations.

Operating Principles

The Officers (Executive Committee), Board of Directors and Committees will continually demonstrate good stewardship of the Mission and Vision for the Boston Chapter of PWC void of conflicts of interests. The key to the success of this Chapter relies on a foundation of **Trust**, achieved through continuous follow-through and reliability of one another. The Board of Directors will emulate the Chapter's Values and will operate with **Excellence, Professionalism, Mutual Respect and Tact** conducting all Chapter business.

Board Member Qualities and Expectations:

- Highly regarded and respected by industry peers with ability to be an influential member of the Chapter for industry partnerships, sponsorships, and connections.
- Experience communicating, managing, and collaborating with large teams.
- Ability to encourage participation in productive dialogue, navigate conflict, and garner consensus.

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- Ability to think strategically about the bigger picture for the Chapter and contribute to the facilitation of productive Board meetings.
- Ability to act tactfully in challenging opinions and ideas, while engaging in respectful dialogue, and having the willingness to support final decisions of the Board.
- Ability to strengthen the Chapter through specialized expertise or knowledge brought from individual business or professional background.
- Understand the fiduciary duty to act in the best interests of the Chapter, objectively, unselfishly, responsibly, ethically and with integrity.
- Review the PWC Boston bylaws and strategic plan.
- Arrive at Board meetings on time and come prepared to engage in thoughtful discussion on all agenda items.
- Maintain the confidential nature of Board meetings when necessary.

Roles and Responsibilities

A. Officers (Executive Committee)

- **Purpose:** Responsible for the day-to-day operation of the Chapter; function as agents of the Board of Directors, facilitate decision making between Board meetings; driving key decisions of the Board; uphold the By-Laws; set Strategy to achieve Mission and Vision.
- **Authority:**
 - The **President** shall:
 - Be the authorized leader of the Chapter.
 - Represent the Chapter before the public.
 - Preside over all meetings of the Chapter and its Board of Directors.
 - Appoint the chairs of all committees, committee members and duties, except the Chair of the Nominating Committee, which position shall be filled by the Vice President/President-Elect.
 - Authorize the signing of checks by the Treasurer.
 - Assume all other executive duties not otherwise delegated.
 - Coordinate all activities and execute the business and policies of the Chapter between meetings.
 - Be responsible for reporting to PWC.
 - Be the liaison with the Advisory Board.
 - The **Vice President/President-Elect** shall:
 - Perform all duties of the President in her/his absence or at her/his request.
 - Serve as Chair of the Nominating Committee.
 - Perform any other duties, as determined by the Board of Directors.
 - The **Moderator** shall:
 - Record, prepare, maintain and distribute as directed the minutes of each meeting of the Chapter and of the Board of Directors.
 - Assist in recording, preparing, maintaining and distributing the agenda for each meeting of the Chapter and the Board of Directors.
 - Carry on the Chapter correspondence as requested by the President or the Board of Directors.

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- Notify members of the Board of Directors of Board meetings, notify members of membership meetings, and send out ballots for elections and for amendments to these By-Laws.
 - Maintain a file with a copy of mail sent out in the name of the Chapter.
 - Oversee collection and tallying of votes as provided in Section VIII of these By-Laws.
- The **Treasurer** shall:
 - Be responsible for the collection, safekeeping and distribution of all Chapter funds.
 - Sign checks for the Chapter as authorized by the President.
 - Prepare, maintain and report as directed on the financial position of the Chapter in relation to the approved budget.
 - Keep an exact account of all receipts and expenditures for submission to PWC's Treasurer at the end of each fiscal year.
 - Be responsible for overseeing the timely annual filing of the Chapter's tax return.
 - At the final Board Meeting of the Fiscal Year, the Treasurer shall make a financial report to the Board covering the financial activities of the year to date. Financial reports shall also be provided to the Board on an ongoing basis, and when requested by the Chapter President.
- The **Immediate Past President**:
 - Serves as a member of the Executive Committee.
 - Provides guidance and support to the current President and other members of the Executive Committee.
 - May also be responsible for overseeing specific projects or committees within the organization as determined needed.
 - May serve as a mentor to new board members or to assist with fundraising efforts.
- **Additional Duties**:
 - The Officers make up the Executive Committee.
 - Attend monthly Executive Committee Meetings.
 - Attend monthly Board meetings.
 - Attending bi-weekly, or a frequency agreed upon, Executive Committee & Committee Chair Meetings.

B. Board of Directors

- **Purpose:** The Board of Directors ("the Board"), governs the operations of the Chapter and upholds the Mission and Vision of the Chapter prioritizing the interests above individual needs; and establishes/upholds the Core Values.
- **Authority:**
 - A Board member shall chair each Committee and each Committee shall have leadership positions as assigned by the President.
 - Chair membership shall be reviewed annually by the Board.
 - The Board approves the President's selection of Committees and members thereof and duties assigned by the President.
 - The Board will have voting members.
 - The Board votes on regular business of the Chapter, as presented by the President and/or Officers.
 - The Board votes on Amendments to the Chapter By-Laws.

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- A majority vote of the Board shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

- **Additional Duties:**

- Attend monthly Board Meetings.
- Attend the Board half-day summer strategic planning sessions (there is a minimum of one but could be up to two half-day sessions).
- Be reasonably available for phone and email communication as may be needed from time to time to assist PWC Boston Chapter colleagues.
- Assist with raising awareness of the PWC Boston Chapter and the mission.
- Assist in soliciting new members as needed to support the Membership Committee.
- Assist in soliciting new annual, and / or program and event sponsors as needed to support the Sponsorship Committee.
- Assist any committee of the Chapter in strategic direction and / or support to fulfill their committee responsibilities as the committees may request.
- Attend strategic planning meeting with Advisory Board.
- Be informed, available, and engaged with a willingness to attend as many Chapter meetings, programs, and events as possible.

C. Committees

- **Purpose:** Focused groups of people who advise the board on a specific area of operations; help divide the work of the Board into manageable sections and to tap the specific talents, skills and knowledge of individual members and others on the Board to execute their specific areas.

- **Authority:**

- The Committee members shall serve at the pleasure of the President.
- Committees shall have such duties as their titles may indicate or as the President may assign.
- The committee chair can seek assistance from non-board members in fulfilling her or his duties, including but not limited to appointing a non-board member as a co-chair of the committee.
- All actions of the Committees shall be subject to the approval of the Board.
- Specifically, the Chair will:
 - i. Plan and facilitate committee meetings.
 - ii. Schedule cross-committee meetings.
 - iii. Oversee committee and sub-committee activities.
 - iv. Communicate and collaborate effectively.
 - v. Keep committee members on track.
 - vi. Prepare Board reports.

- **Additional Duties:**

- Hold meetings regularly between Board meetings to execute their specific areas of Board operations and demonstrate progress at each Board meeting.
- Recommend improvement to committee policies and operating procedures as necessary to support the overall work of the Board.
- Be accountable and responsible for specific tasks and execution of deliverables in the specific area of operations of the committee.