

OAA BOARD MEMBER HANDBOOK SUMMARY

Board Responsibilities

- Serve a 2-year term (1-year for Officers)
- Represent OAACBD constituents
- Attend meetings and participate in events
- Provide governance and financial oversight
- Collaborate with the Executive Director and staff

Board Member Duties

- Duty of care, loyalty, and obedience.

Board Composition

- 6-13 members, at least 50% property owners
- 20% non-property-owning business reps
- No more than 49% "interested persons" (e.g., paid contractors, relatives)

OAA WHISTLEBLOWER POLICY SUMMARY

Reporting

- Concerns about fraudulent or dishonest conduct should be reported to a supervisor, staff member, Board President, or Board member.
- Anonymous reports can be submitted in writing.

Investigation Process

- All reports will be reviewed, documented, and addressed.
- Independent auditors or legal professionals may be involved if necessary.

Whistleblower Protection

- OAA ensures confidentiality and protection against retaliation.

OAA CONFLICT OF INTEREST SUMMARY

Key Points

- Members must act in OAA's best interests and disclose conflicts.
- **Direct Conflict:** Personal financial benefit from an OAA transaction.
- **Indirect Conflict:** Ties to a business or organization in an OAA transaction.
- **Financial Interest:** Ownership, investments, compensation, or gifts.
- The Board determines if a financial interest is a conflict.

Disclosure & Compliance

- All potential conflicts must be disclosed to the Board for resolution.
- Annual conflict of interest forms are required.
- Members must follow Board decisions regarding conflicts.

OAA BOARD OF DIRECTORS CODE OF ETHICS SUMMARY

Board members act as trustees, ensuring OAA's success and serving its best interests.

Responsibilities

- Guide policy, strategy, and finances.
- Stay informed and participate in meetings.
- Communicate OAA needs and promote its mission.
- Provide leadership and oversight.

Conduct

- Respect differing opinions and support majority decisions.
- Disclose conflicts of interest and maintain confidentiality.
- Consider all relevant facts in decision-making.
- Foster positive relationships and communicate concerns promptly.

OAA BYLAWS SUMMARY

Key Provisions

- **Membership:** Board members in good standing who pay dues can vote in director elections and must follow policies.
- **Meetings:** Annual and special meetings require notice. A quorum (50% +1) is needed; no proxy voting.
- **Board of Directors:** 6-13 directors manage affairs. Terms are three years, with one re-election before a one-year gap. The board can remove members, fill vacancies, and meet electronically.
- **Committees:** The Executive Committee and other board committees oversee functions but cannot make major structural decisions.
- **Officers:** The President, VP, Secretary, and Treasurer serve one-year terms with no limits.
- **Indemnity & Insurance:** Directors and officers are protected from liabilities; self-dealing is prohibited.
- **Dissolution:** Assets go to similar nonprofits upon dissolution.
- **Amendments:** The board can amend bylaws by majority vote with prior notice.