



CLAYTON COMMUNITY
FOUNDATION

Ours to build. Ours to share.

MANUAL OF PROCEDURES
2020

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INTRODUCTION

This manual has been developed for the Clayton Community Foundation (CCF) as a guide for those who serve in elected and appointed leadership capacities. The manual details the responsibilities of elected and appointed Board members and defines the inter-relationships of various Board positions. These guidelines primarily reflect Bylaw charges and directives, combined with operational procedures, developed over the past year and in response to Strategic Planning in January 2014, and deemed appropriate to this Foundation.

If and when portions of this manual become outmoded or impractical, the document may be changed. Recommendations for revision to the manual should be made in writing to the Executive Committee and will be presented to the Board. The Manual of Procedures may be amended or changed by a simple majority vote at a duly constituted Board meeting.

This Manual of Procedures is designed to lay the ground rules for an important job to be done. Your imagination, creativity and sincere feeling of dedication to serve will determine the effectiveness and value of this document. It is up to you as participants in the CCF to implement and incorporate these guidelines with your personal inventiveness and commitment to furthering the successful operation of the organization.

HISTORY

The Clayton Community Foundation (CCF) was officially established in August 2008 as a first-time, nonprofit 501(c)3 partner to the City of Clayton, Missouri. Its goal was to serve as an umbrella organization, with the corporation formerly known as the Clayton Parks Foundation, to create significant opportunities in previously identified core areas of Parks, Art, History and Sustainability. It was also tasked with organizing and celebrating the City’s Centennial in 2013.

MISSION

OURS TO BUILD, OURS TO SHARE. The Clayton Community Foundation serves as a nonprofit partner to the City of Clayton to catalyze the community’s passion for excellence through private investment in Art, History, Parks and Sustainability.

GUIDING PRINCIPLES OF CCF



Provide a philanthropic mechanism to enhance cultural assets and community amenities – arts, parks, history and sustainability - to represent a “margin of excellence” and distinguish the City of Clayton.



Help to present and prioritize projects in alignment with the City’s mission and master plans.



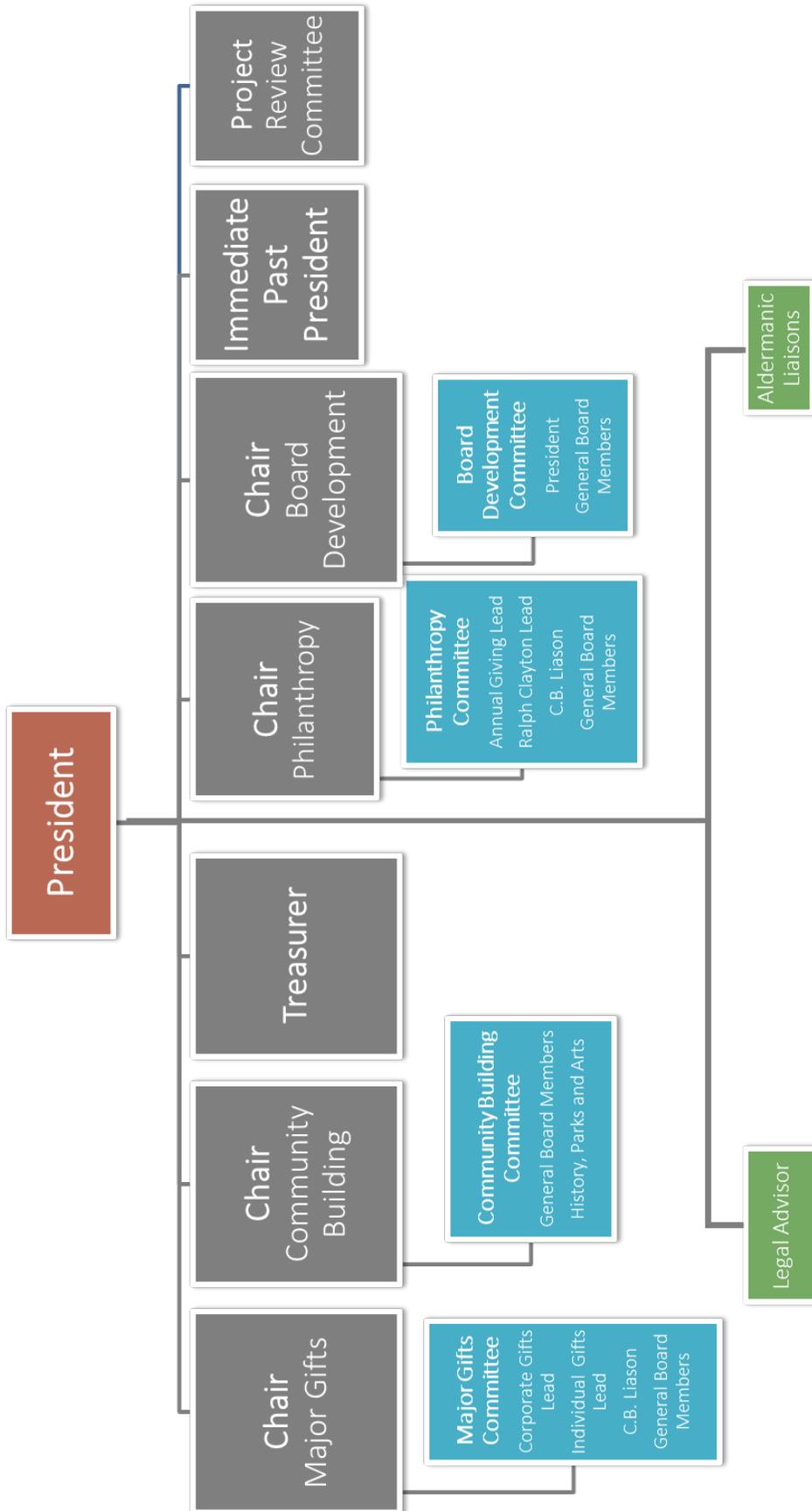
Establish a high standard for civic involvement, develop pathways for volunteer experiences and nurture leadership for the next generation.



Promote communal pride as a premier destination for residents, businesses, organizations and visitors and be a leader in the St. Louis region.



Organizational Structure



DUTIES OF FOUNDATION'S OFFICERS

CCF PRESIDENT

- A. Clearly communicate to incoming Board members any special assignments or tasks to be accomplished during their term on the Board. Communication should be conveyed to Board members in alignment with established goals, as well as timed with the annual calendar for budgeting purposes.
- B. Call and preside over a minimum of four (as outlined in the Bylaws) Board meetings each year.
- C. Represent the Foundation as needed at various community functions, with potential donors and in contact with other organizations.
- D. Serve on all standing committees.
- E. Serve as Chair of the Executive Committee.
- F. Serve as Chair of Project Review Committee.
- G. Appoint qualified individual(s) to serve as Chair of all standing committees.
- H. Supervise and manage the affairs of the Foundation, subject to the authority of the Board.
- I. Work closely with City liaisons and staff to ensure the Foundation is operating efficiently and effectively.

CCF TREASURER

- A. Be responsible for oversight of all funds and securities of the Foundation.
- B. Serve as a member of the Executive Committee and be responsible for reporting all financial activities and concerns during the fiscal year.
- C. Oversee the preparation of an annual budget and recommend approval of same to the Board of Directors at the October meeting.
- D. Quarterly, review the financial report with the Board of Directors.
- E. Serve as a member of the Project Review Committee.

CHAIR, MAJOR GIFTS

- A. Serve as Chair of Major Gifts Committee.
- B. Be responsible for cultivating Major Donors to include attending solicitation meetings when appropriate.
- C. Serve as a member of the Executive Committee and be responsible for reporting all activities of the Major Gifts Committee.
- D. Serve as a member of the Project Review Committee.

CHAIR, COMMUNITY BUILDING (new)

- A. Serve as Chair of Community Building Committee.
- B. Be responsible for coordinating appropriate Foundation leadership representation at events and functions.
- C. Maintain and coordinate focus on active core initiatives related to art, parks, history and sustainability.
- D. Serve as a member of the Executive Committee and be responsible for reporting all activities of the Community Building Committee.

CHAIR, PHILANTHROPY

- A. Serve as Chair of Philanthropy Committee.
- B. Serve as a member of the Executive Committee and be responsible for reporting all activities of the Philanthropy Committee.
- C. Serve as a member of the Project Review Committee.

CHAIR, BOARD DEVELOPMENT (new)

- A. Serve as Chair of Nominating Committee.
- B. Oversee Board governance to ensure that roles and responsibilities are in alignment with the manual.
- C. Serve as a member of the Executive Committee and be responsible for reporting all activities of the Nominating Committee.

LEGAL ADVISOR

- A. Ensure that minutes are taken at all Board of Director and Executive Committee meetings of the Foundation.
- B. Serve as a non-voting member of the Executive Committee.
- C. In general, perform all duties of the office of Secretary and such other duties as from time to time may be assigned to him or her by the President of the Board.
- D. Review all Foundation contracts and legal documents.

IMMEDIATE PAST CCF BOARD PRESIDENT

- A. Serve as a voting member of the Executive Committee.
- B. Serve as a member of the Major Gifts Committee.
- C. Serve as a member of the Project Review Committee.
- D. Work with Nominating Committee to oversee the submission of a slate of officers to the Board of Directors prior to the October Board Meeting.

ALDERMANIC LIAISONS (2)

- A. Appointed by the Mayor of Clayton to serve as non-voting members of the Board of Directors with the purpose of coordination and collaboration with the City of Clayton.
- B. Serve as non-voting members of the Executive Committee.
- C. Welcomed to attend and/or join Major Gift Committee, Community Building Committee, Philanthropy Committee and Project Committee.

PROFESSIONAL STAFF

- A. City of Clayton Director of Parks & Recreation; Community Resource Coordinator; and a part-time Development Coordinator currently provide staff support to the Foundation.
- B. Staff serves as official liaisons between the Foundation leadership, Board of Aldermen, City Manager and additional City staff.
- C. Staff shall assist with and support Foundation activities as defined by their City job descriptions (see Appendix A).

DUTIES OF THE BOARD OF DIRECTORS

- A. Manage the affairs of the Foundation.
- B. Attend quarterly Board meetings.
- C. Notify the Community Resource Coordinator in advance of any Board meetings you are unable to attend.
- D. The Board of Directors shall approve:
 - a. Recommendations of the Board Development Committee to fill any vacancy on the Board of Directors;
 - b. All unbudgeted expenditures over \$5,000;
 - c. All Committee Chairs upon recommendation of the President;
 - d. The slate of officers upon the recommendation of the Board Development Committee.
 - e. Petitions for the establishment, continuation or dissolution of Committees of this Foundation as needed;
 - f. The annual Foundation budget.
 - g. Any additions, deletions, or re-classifications of part-time Foundation employees upon the recommendation of the Executive Committee.
 - h. All proposed changes in Foundation Bylaws.
 - i. All resolutions of the Foundation upon the recommendation of Executive Committee.
 - j. Any changes in the CCF Board of Directors Manual of Procedures.
- E. Make an annual contribution to the Foundation. There shall be no minimum financial commitment to the Foundation, but 100% participation of the Board is expected.
- F. Support Foundation events through attendance whenever possible.
- G. Help to identify and nominate prospective Directors to the Board Development Committee for consideration.
- H. Identify opportunities for potential donation opportunities.
- I. Sign the Board Member Contract (Appendix B).

RESPONSIBILITY OF COMMITTEE CHAIRS

- A. Become familiar with the purposes, functions and previous activities of the Committee.
- B. Select Committee members after appointment as Chair.
- C. Submit an annual budget request for Committee's activities to the Foundation Treasurer in preparation of each year's budget.
- D. Submit written reports or summaries at each Executive Committee and Board meeting.
- E. Submit recommendations to the Board for any proposed changes in the Manual of Procedures.
- F. Keep accurate and complete records of Committee activity and pass these records on to leadership successor.
- G. Establish meeting schedule and set agendas.

STANDING COMMITTEES

EXECUTIVE COMMITTEE

- A. VOTING MEMBERS – Seven (7)
 - a. President
 - b. Treasurer
 - c. Chair Major Gifts
 - d. Chair Community Building
 - e. Chair Philanthropy
 - f. Chair Board Development
 - g. Immediate Past President

- B. NON-VOTING MEMBERS
 - a. Aldermanic Liaisons (2)
 - b. Legal Advisor

- C. PURPOSE - The Executive Committee shall tend to all matters that arise concerning Foundation operations between quarterly Board meetings, including oversight and management of the Foundation finances. The Executive Committee shall have the authority to make decisions related to Foundation operations as long as those decisions are not in conflict with the Bylaws of the organization and approve unbudgeted expenditures up to \$5,000.

- D. FUNCTIONS
 - a. Make commitment to help raise funds for identified priority projects.
 - b. Make compensation recommendations for Foundation employees to Treasurer based upon Committee's performance appraisal of the employee.
 - c. Make recommendations to the Foundation regarding any additions, deletions, or re-classifications of Foundation employees.
 - d. Approve non-budgeted expenditures for items less than \$5,000.
 - e. Set agenda for Board meetings.
 - f. Conduct ongoing business and decision making for the Foundation throughout the year.
 - g. Review annual budget as presented by the Treasurer.

MAJOR GIFTS

- A. MEMBERS – Not less than five (5) nor more than ten (10)
 - a. Chair of Major Gifts
 - b. President
 - c. Immediate Past President
 - d. Corporate Gifts Lead
 - e. Individual Gifts Lead
 - f. Community Building Liaison
 - g. Additional Committee members from the Foundation or the community at large may

be appointed by the Chair.

- B. PURPOSE - The Major Gifts Committee shall target significant corporate and individual donations greater than \$10,000. Members of the Committee will meet privately with potential donors and solicit gifts for projects on the approved project list.

- C. FUNCTIONS
 - a. Identify potential major donors.
 - b. Cultivate relationships with potential major donors and actively engage past major donors.
 - c. When appropriate, attend solicitation meetings with potential major donors.
 - d. Assist in the creation and review of Development Agreements for Foundation projects.
 - e. Make recommendations to the Project Review Committee and the Board of Directors regarding new projects.
 - f. Establish fundraising plan for approved projects.

COMMUNITY BUILDING

- A. MEMBERS - Not less than five (5) nor more than ten (10)
 - a. Chair of Community Building
 - b. President
 - c. Additional Committee members from the Foundation or the community at large may be appointed by the Chair
 - d. Mayor's Youth Advisory Council Liaison
 - e. Representatives of Arts, Parks, History & Sustainability

- B. PURPOSE – The purpose of the Community Building committee is to increase awareness of the Foundation, identify strategies for broadening the base of support and planning events, programs and special activities that stimulate interest and participation in the Foundation. This Committee will be engaged to lend support to all Foundation Committees when appropriate.

- C. FUNCTIONS
 - a. Recruit and manage an active volunteer base.
 - b. Coordinate CCF events and programs working with City staff.
 - c. Actively promote the Foundation and assist with brand recognition
 - d. Engage the Community with the goal of CCF friend-making.
 - e. Maintain and coordinate focus on active core initiatives related to art, parks, history and sustainability.

PHILANTHROPY

- A. MEMBERS - Not less than five (5) nor more than ten (10)
 - a. Chair of Philanthropy
 - b. President
 - c. Annual Giving Lead
 - d. Ralph Clayton Lead
 - e. Community Building Liaison
 - f. Additional committee members may be appointed by the Chair

- B. PURPOSE - The Philanthropy Committee shall have oversight of the Annual Fund and solicitation efforts of the Foundation. The Committee will coordinate all communication with the public regarding solicitation and donor recognition, in concert with Community Building. Additionally, the Committee shall plan and organize events related to solicitation, donor recognition and maintenance of current donor base, in concert with Community Building. The Committee will assist staff in the preparation of monthly e-communications and the Annual Report.

- C. FUNCTIONS
 - a. Establish an annual solicitation calendar, in conjunction with City staff, prior to the January Board meeting.
 - b. Prepare solicitations to benefit the Foundation's Annual Fund.
 - c. Recognize and show appreciation for donors.

BOARD DEVELOPMENT

- A. MEMBERS - Not less than five (5) nor more than ten (10)
 - a. Chair of Board Development
 - b. CCF Board of Directors President
 - c. Additional Committee members may be appointed by the Chair.

- B. PURPOSE – The Board Development Committee is responsible for nominating, selecting and engaging new and current Foundation board members. Members will also undertake review of Foundation operations as needed.

- C. FUNCTIONS
 - a. Identify and cultivate board nominations from the Board of Directors at large.
 - b. Meet to review and select potential members to ensure capacity building for the Board.
 - c. Engage existing Board members to ensure an active Foundation board.
 - d. Ensure all Board members make an annual gift to the Foundation.
 - e. Ensure compliance with Bylaws and policies of the Foundation.

PROJECT REVIEW

- A. MEMBERS - Not less than five (5) nor more than ten (10)
 - a. CCF Board President serves as Chair of Projects Review Committee
 - b. Treasurer
 - c. Chair Major Gifts
 - d. Chair Philanthropy
 - e. Two “At Large” Board Members

- B. PURPOSE – Review, approve and prioritize potential Foundation projects to determine whether they impact the community through one or more of the core initiatives (Arts, History, Parks, and Sustainability).

- C. FUNCTIONS
 - a. Work with city staff to ensure projects are included on the City’s approved project list prior to pursuing funding.
 - b. Assist with identifying potential donors.
 - c. Follow through with City staff and Foundation legal advisor to execute agreements between donor, CCF and other partners.
 - d. Work with City staff to execute project agreements between the City and Foundation.

CORE INITIATIVE COMMITTEES

- A. BACKGROUND - The Clayton Community Foundation core initiatives – Arts, Parks, History and Sustainability - were initially represented structurally as Sections. The passion for these four core initiatives clearly identifies how the foundation was formed and how the foundation will continue its focus to impact the Clayton community. At any point in time, the separate communal passion for these individualized initiatives may warrant the activation of a Core Initiative Committee in one of the four initiative areas.

- B. ACTIVATION – To gain eligibility for activation with the Foundation, each Core Initiative Committee shall annually request continuation through the submission of a request to the Foundation President at the latest one month prior to the end of the Foundation’s fiscal year. The request shall include the following: Name of Committee Chairperson, list of committee members, future meetings planned, and goals that have been identified. . The Foundation President will review the request and make a recommendation to the Board of Directors as to whether this Core Initiative Committee shall be activated and supported with resources of staff and funding. The Foundation President will review the report and make a recommendation to the Board of Directors as to whether this separate committee shall be continued during the next fiscal year. The Board of Directors shall then vote upon the President’s recommendation.

- C. INACTIVE CORE INITIATIVES – In the absence of core initiative leadership, volunteer support and clear goals, the responsibility to fulfill all four organizational initiatives will be absorbed by the Foundation as a whole.

APPENDIX A

City Staff Responsibilities

Director of Parks and Recreation

Act in advisory capacity to the CCF and in this role:

- Attend quarterly Board of Director Meetings and other committee meetings as needed;
- Oversee budget development with the President and Treasurer;
- Process bills as needed;
- Assist in identifying appropriate projects for CCF involvement;
- Meet with donors as requested; and
- Oversee the development of contracts, pledge agreements and project agreements.

Community Resource Coordinator

Perform administrative duties for CCF which shall include:

- Attending and taking minutes at the Board of Directors quarterly meetings and other committee meetings as needed;
- Tracking donations to CCF and processing donor recognition letters;
- Processing bills;
- Assistance with the planning and execution of special programs and events; and
- Supervision of the Development Coordinator.

Development Coordinator

Provide administrative support to the CCF which shall include:

- Web site management;
- Development of promotional materials; and
- Maintenance of the donor database.

APPENDIX B

Board Member Guidelines

I, _____ accept that as a member of the Board of Directors of the Clayton Community Foundation, I have a legal and ethical responsibility to ensure the Foundation follows its Mission and upholds its goals. I am committed to the work of the Foundation and will act responsibly as its steward.

As a Board Member, I will:

1. Promote the goals and activities of the Foundation to the community, represent the organization, and act as spokesperson and ambassador.
2. Attend board meetings, committee meetings, and special events to the best of my ability.
3. Serve for my term or until my successor has been identified and elected.
4. Make an annual financial contribution at a level that is meaningful to me.
5. Actively participate in one or more fundraising activities.
6. Actively participate in or assist with at least one committee.
7. Read and sign the Conflict of Interest Policy.
8. Inform myself about the current activities of the Foundation so I can share information with the community.
9. Take responsibility for making decisions about priorities, issues and policies to help the Foundation move forward.
10. Communicate with the President of the Foundation if I am unable to fulfill my responsibilities.

The Foundation commits to you as a Board Member to:

1. Provide information to ensure you are informed about the organizational structure and current activities of the Foundation.
2. Help you identify ways to be involved and work toward achieving the Foundation's goals.
3. Offer opportunities to meet with the President to discuss issues or concerns.

We are delighted to have you on board and welcome you to the Clayton Community Foundation!

Signed: _____ Date: _____

APPENDIX C

Purchasing Guidelines

In general, the Clayton Community Foundation (CCF) Board of Directors will follow the purchasing guidelines established by the City of Clayton. Exceptions to these policies may be made in those cases where consultants are being selected due to the unique mission of the organization. The following additional guidelines have been established for the CCF Board of Directors:

1. CCF Board members agree to adhere to the adopted budget and follow the purchasing guidelines established by the City of Clayton.
2. The Executive Committee has the authority to approve unbudgeted expenditures of up to \$5,000 as long as there are sufficient funds available for such use.
3. Unbudgeted purchases above \$5,000 will require the approval of the Board of Directors, as long as there are sufficient funds available for such use.
4. CCF will strive to retain a minimum of \$50,000 in unrestricted funds in the bank at all times to cover expenses related to operations.
5. The following has been established for all budgeted purchases made on behalf of the CCF:
 - a. The Director of Parks and Recreation and Community Resource Coordinator are the City's agents authorized to make purchases on behalf of the CCF. All budgeted purchases should be handled by them.
 - b. In those cases where Board members are authorized to pay for budgeted purchases with their own funds, they will be required to seek reimbursement via an expense report. Receipts must accompany the request for reimbursement.