CDA Officer Transition Guide

Chair, Vice Chair, Treasurer & Secretary Role Expectations

Purpose

CDA depends on its officers — Chair, Vice Chair, Treasurer, and Secretary — to keep governance functioning between board meetings and across leadership changes. This guide does two things: it sets clear expectations for each officer role and gives outgoing and incoming officers a concrete process for handing off the role cleanly. It complements the board's Decision-Making Protocol and Constituency Representative Expectations and is one of the nine Phase 2 governance workstreams.

This guide applies at every officer transition — whether at a scheduled term end, a resignation, or an unplanned vacancy — and should be reviewed by the Governance Committee annually.

Role descriptions follow Article IV of the bylaws. Unless the board designates otherwise, the Chair also serves as Secretary and the Vice Chair as Treasurer; where one member holds two offices, the expectations for both apply. Officers are elected each year by a majority of the directors present at the annual meeting, serve one-year terms, and may be elected for multiple terms. A committee, including the Governance Committee, can recommend a slate and prepare successors, but only the full board elects officers.

Secretary

Core responsibilities

- Reviews and approves the minutes the CAE keeps of board meetings, and approves drafts within [X] business days
- Oversees the official record of board actions, motions, and votes
- Oversees CDA's records and governing documents (bylaws, policies, resolutions) and ensures the current version is accessible to all board members
- Sees that all notices are duly given as the bylaws require, and confirms quorum at each meeting
- Manages official correspondence that requires a board record (resolutions, formal notices)
- Keeps the register of directors' names and contact information
- Coordinates with staff to ensure minutes and records are archived appropriately

Time commitment: [X] hours/month, plus attendance at all board and committee meetings

Who this role suits: Detail-oriented, comfortable with documentation, consistently present at meetings

Treasurer

Core responsibilities

- Serves as the principal financial officer and oversees all financial transactions
- Sees that adequate financial books and records are kept

- Is responsible for custody of CDA's funds and securities, and ensures payments due are paid and money due is received and deposited
- Gives the board an annual financial statement and accounts for financial matters at regular meetings
- Consults with the CAE on required financial and legal filings

Time commitment: [X] hours/month, plus attendance at all board meetings

Who this role suits: Comfortable with financial statements and oversight, detail-oriented, available for periodic review with the CAE

Vice Chair

Core responsibilities

- Has all the powers of the Chair in the Chair's absence or inability to act, and the same restrictions
- Partners with the CAE and Chair on meeting agendas and board priorities, serving as a thought partner on governance and strategic matters
- Leads or co-leads board-assigned workstreams as needed (e.g., committee chairs, special initiatives)
- Is Chair-Elect: in training during the term, and automatically becomes Chair the following year unless the board, by majority vote at the annual meeting, decides otherwise (Article IV.B.2)
- Serves as Treasurer unless the board designates otherwise
- Steps in on CAE relationship matters if the Chair has a conflict of interest or is unavailable

Time commitment: [X] hours/month, plus attendance at all board and committee meetings

Who this role suits: Ready to become Chair the following year, trusted by the full board, available for ad hoc board business between meetings

Chair

Core responsibilities

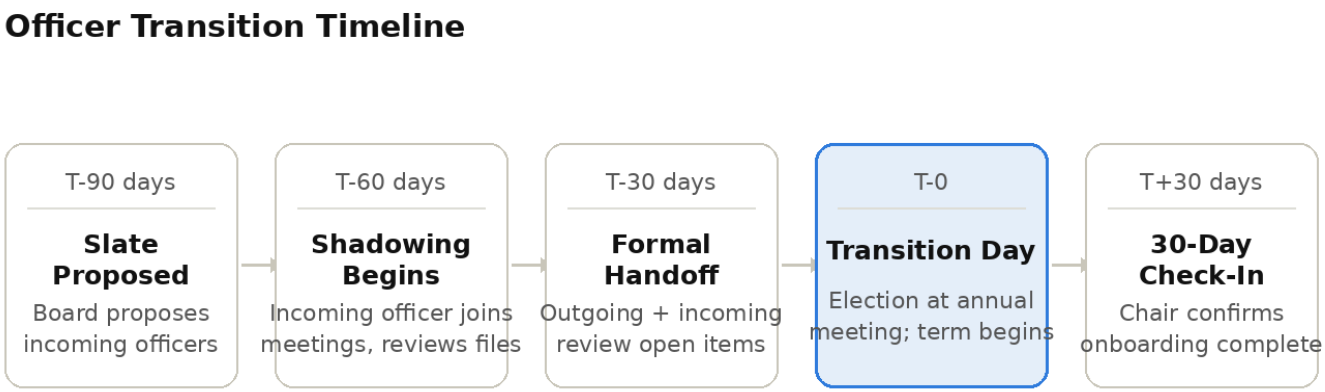
- Sets board meeting agendas in partnership with the CAE, and facilitates all board and committee meetings
- Serves as the board's primary partner to the CAE — the main point of contact for performance conversations, escalations, and sensitive matters between the CAE and the board
- Signs on behalf of the board where the bylaws require board authorization
- Appoints the chairs of all committees and supervises the CAE (Article IV.B.1), and serves as Secretary unless the board designates otherwise
- Represents CDA publicly alongside or in place of the CAE at the board's direction
- Leads the CAE Performance Assessment process and ensures the board's evaluation, decision-making, and governance commitments are actually carried out, not just discussed
- Models the board's decision-making protocol and constituency expectations, and holds other board members accountable to them

- Owns the officer transition process described in this guide, working with the Governance Committee to propose a slate and develop the next Vice Chair; the full board elects officers

Time commitment: [X] hours/month, plus attendance at all board and committee meetings and regular check-ins with the CAE

Who this role suits: Experienced with CDA's governance (typically having served as Vice Chair), comfortable holding the CAE accountable, available for more frequent engagement than other board roles require. Officer transition timeline · 5 phases, T-90 to T+30

Transition Process



The handoff runs over roughly 120 days, with the formal transfer of responsibility at Transition Day (T-0). Officers are elected at the annual meeting, so Transition Day is set to the start of the new term, and T-90 is when the board proposes a slate, not when it elects. The Governance Committee keeps a list of members interested in officer roles 6 to 12 months ahead, so the slate draws from a prepared pool. Each phase below has an owner and a concrete action — the process is designed so the incoming officer is never learning the role from scratch on day one.

Handoff Checklist

Complete at the Formal Handoff Meeting (T-30 days), before Transition Day.

Outgoing officer

- ☐ Walk through all open items, pending decisions, and anything time-sensitive
- ☐ Hand over access to shared drives, email distribution lists, and any role-specific accounts
- ☐ Introduce the incoming officer to key contacts (CAE, staff liaison, committee chairs, key partners as relevant to the role)
- ☐ Share institutional knowledge not captured in formal documents (recurring issues, relationship context, what's worked and what hasn't)
- ☐ For Chair specifically: brief the incoming officer on the current state of the CAE relationship and any sensitive or unresolved matters

Incoming officer

- ☐ Review this guide's role expectations in full
- ☐ Review the last [2] years of relevant records (minutes for Secretary; board priorities and CAE evaluation history for Chair/Vice Chair)
- ☐ Confirm access to all accounts, drives, and distribution lists
- ☐ Meet individually with the CAE and key staff liaison
- ☐ Identify any training or orientation needs and raise them with the Governance Committee

Board

- ☐ Elect the incoming officer at the annual meeting, or at another meeting called for that purpose
- ☐ Formally acknowledge the transition in meeting minutes
- ☐ Update all official records, bylaws signatories, and external-facing materials with the new officer's name
- ☐ Confirm the transition is complete at the 30-day check-in