



DIRECTORS OF THE BOARD OF DIRECTORS JOB DESCRIPTION

Bylaws excerpt:

ARTICLE V: BOARD OF DIRECTORS

Section 1. Name

The name of the governing body of the Alliance shall be the Board of Directors.

Section 2. Powers and Duties

- a) The Board of Directors shall have supervision, control and direction of the affairs of the Alliance; shall determine and, when deemed advisable, revise Alliance policies; and be accountable for Alliance assets.
- b) The Board may adopt rules and regulations for the conduct of its business, and may delegate certain of its authority to the Executive Committee (see Article VI, Section 1.a.), and for specific purposes, to other committees or task groups. Board members must follow Alliance policies with regard to ethical behavior and conflicts of interest.
- c) The Board shall be made up of elected and appointed individuals. Appointed members will be selected by the Board based upon skills and/or expertise needed to augment attributes of the existing Board. Board members must be members of the Alliance. Appointed board members will not exceed 1/3 of the total number of Board members.

Section 3. Makeup

The Board shall be made up of elected and appointed, as determined by the Board, members responsible for representing the membership at large. Board members must be members of the Alliance. Appointed board members will not exceed 1/3 of the total number of Board members.

Section 4. Number and Terms of Office

The number of Board members shall not exceed seventeen.

Board members shall be elected for three-year terms and serve no more than two terms. The length of the second term may exceed three years if a Board member is elected to an Officer position.

A Board member who serves one three-year term and leaves the Board in good standing may be eligible to be elected or appointed for a second term after being off the Board for at least two years.

A Board member who serves more than three years on the Board and leaves the Board will not be eligible to be elected or appointed for a second term.

A Board member who serves in an Officer position and leaves the Board will not be eligible to be elected or appointed for a second term.

No person may serve more than 9 years as a Board member.

Section 5. Nomination and Election

- a) **Nominations** of elected members shall be solicited from the entire membership by the Nominating Committee. This Committee will screen all nominees according to criteria approved by the Board and develop a list of qualified candidates. Information on these individuals will be sent to the entire membership.
- b) **Election** will be by procedures adopted by the Board. These procedures will be communicated to the members prior to the election. Results of the election will be announced at the annual business meeting.
- c) **Taking office:** Board members shall take office at the conclusion of the annual business meeting of Alliance members and shall continue in office until their terms are complete.

Section 6. Removal

The Board of Directors may remove with or without cause appointed Board members. The membership may remove with or without cause elected Board members. A Director may resign at any time by giving notice to the Board or to the President. Such resignation will take effect immediately upon notice.

Section 7. Vacancies

Vacancies on the Board for elected members may be filled at the next regular Alliance election. Vacancies for appointed members may be filled immediately.

Section 8. Meetings

- a. The Board shall meet no less than twice a year.

- b. Special meetings of the Board may be held at any time and place upon the call of the President or any six Board members.
- c. Notice of all meetings shall be distributed to Board members no later than five days before the date of the meeting.

Section 9. Quorum

At each meeting of the Board, a majority of Board members in office shall constitute a quorum for the transaction of business.

Section 10. Action and Rules of Order

Except as otherwise stated in the bylaws, the Board shall take action by a simple majority vote.

Section 11. Actions and Votes Without a Meeting

The Board may take action without a meeting if the action is taken by all members of the Board. The action must be evidenced by one or more written consents describing the action taken, signed by each Director, and filed with the corporate records reflecting the action taken. A consent signed under this Section has the effect of a meeting vote and may be described as such in any document.

Section 12. Compensation

The Board of Directors shall not receive, directly or indirectly, any salary or other form of compensation from the Alliance. Board members may be reimbursed for the out-of-pocket expenses incurred in providing services for the Alliance in accordance with policies established by the Board.

DIRECTORS JOB DESCRIPTION

Roles & Duties in Addition to Bylaws:

- Acts as a collective body to support and provide mission & vision-based leadership and strategic governance
- Is prepared to participate in Board meetings and conference calls
- Makes clear, thoughtful and committed strategic decisions
- Attends either in person or via phone at least three-fourths (3/4) of Board conference calls and meetings
- Participates and fulfills responsibilities
- Exercises the power and duties as assigned to him/her by the Board of Directors or President
- Stays current and understands the strategic plan, operational budget, activities and issues

- Carries out mandates and policies of the association as determined by the strategic plan and funded in the operational budget
- Collaborates in the development of the strategic plan in partnership with the Vice President, President, Board of Directors, Committee chairs and the Executive Director
- Reviews and approves the annual operational budget as presented by the Treasurer
- Reviews and approves the investment/reserves recommendations as presented by the Treasurer
- Reviews and approves governance policies and procedures as presented by the Secretary
- Reviews and approves the annual 990 IRS form and other legal and fiduciary documents as requested
- Reviews and signs annual Conflict of Interest document
- Upholds the duty of care, duty of obedience and duty of loyalty
- Identifies volunteer leaders and makes recommendations for volunteer service in the association
- Serves as Board liaison as assigned by the President and adheres to the Board liaison job description
- Supports the President as the associations spokesperson and enhances the associations public standing
- Fosters positive and productive relationships with the Executive Director
- Supports strategic alliances and partnerships as identified
- Supports and assists with identification and cultivation of fundraising sources
- Encourages open, frequent and transparent communications
- Collaborates to annually identify recipients of the Miller-Wentz Lifetime award and Distinguished Leadership and Service award
- Participates on the Governance Committee during the first year of the elected three year Director term
- **Time commitment: approximately 75 hours per year**