

Silverton Area Seniors, Inc.

Board Member Job Description

Position:

The Board will support the work of the Silverton Area Seniors, Inc. (a 501 (c) (3) not-for-profit organization) (the Organization) and provide mission-related leadership and strategic governance. While day-to-day operations are led by the Organization's Executive Director, the Board/Executive Director relationship is a partnership, and the interaction between them is both critical and expected. Specific Board Member responsibilities include:

Leadership, governance and oversight

- Maintain membership in the Organization
- Ensure prudent use of all Organization assets, including facility, people and good will
- Attend meetings, be prepared for meetings by reading materials provided before meetings, participate in meeting discussions, and follow-up on commitments
- Serve on at least one committee
- Report volunteer hours monthly to the Board Chair
- Recognize any Conflicts of Interest you may have and tell the Board
- Review and approve the annual budget. Review the monthly and annual financial statements
- Be a trusted advisor to the Executive Director and the Organization
- Contribute to the annual evaluation of the Executive Director
- Ensure the Organization obeys all applicable laws, regulations and the Organization's Bylaws
- Contribute your time, talents and money to the Organization commensurate (relative) to your capacity.

Fundraising

The Organization Board Members will consider the Organization a philanthropic priority and make annual gifts that reflect that priority. So that the Organization can credibly solicit contributions from foundations, organizations and individuals, the Organization expects to have 100 percent of Board Members make an annual contribution that is commensurate with their capacity.

Board terms/participation

The Organization's Board Members will serve a three-year term for a maximum of two terms. Board meetings are held monthly. Service is without remuneration, except for administrative support, travel, and accommodation costs in relation to Board Member's duties and with prior approval of the Board.

As approved by the Board of Directors on December 11, 2018

Section 9.2 of the Silverton Area Seniors, Inc. Bylaws

- (a) A conflict of interest transaction is a transaction with the Corporation in which a director of the Corporation has a direct or indirect interest. A conflict of interest transaction is not voidable or the basis for imposing liability on the director if the transaction is fair to the Corporation at the time it was entered into or is approved as provided in Section 9.2(b).
- (b) A transaction in which a director has a conflict of interest may be approved: (1) by the vote of the board of directors or a committee of the board of directors if the material facts of the transaction and the director's interest are disclosed or known to the board of directors or committee of the board of directors; or (2) by obtaining the approval of the Attorney General of the State of Oregon, or the circuit court in an action in which the Attorney General of the State of Oregon is joined as a party.
- (c) For purposes of this Section 9.2, a director of the Corporation has an indirect interest in a transaction if another entity in which the director has a material interest or in which the director is a general partner is a party to the transaction; or another entity of which the director is a director, officer or trustee is a party to the transaction, and the transaction is or should be considered by the board of directors of the Corporation.
- (d) For purposes of Section 9.2(b), a conflict of interest transaction is authorized, approved or ratified if it receives the affirmative vote of a majority of the directors on the board of directors or on the committee who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved or ratified under this Section 9.2 by a single director. If a majority of the directors who have no direct or indirect interest in the transaction votes to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action under this Section 9.2. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under Section 9.2(b) if the transaction is otherwise approved as provided in Section 9.2(b).

Board Member General Obligations:

Duty of Care

Take care of the nonprofit by ensuring prudent use of all assets, including facility, people and good will.

This includes:

Show up to meetings

Be prepared for meetings (read all materials provided before meeting)

Participate in meeting discussions

Follow-up on agreements made at meeting

Duty of Loyalty

Ensure that the nonprofit's activities and transactions are, first and foremost advancing its mission.

Recognize and disclose conflicts of interest.

Make decisions that are in the best interest of the organization (not the best interest of the individual board member).

Duty of Obedience

Ensure that the nonprofit obeys applicable laws and regulations

Follows its own Bylaws

Adheres to its state purpose/mission

general information for any board members

Ten Basic Responsibilities of NonProfit Boards

1. Determine Mission and Purposes and Advocate for them.
2. Select the Chief Executive.
3. Support and Evaluate the Chief Executive.
4. Ensure Effective Planning.
5. Monitor and Strengthen Programs and Services.
6. Ensure Adequate Financial Resources.
7. Protect Assets and Provide Financial Oversight.
8. Build a Competent Board.
9. Ensure Legal and Ethical Integrity.
10. Enhance the Organization's Public Standing.