

# **North Star Community Foundation Board of Directors Duties**

(Review periodically)

## **Duties of the President**

The President shall be chairperson of the Board of Directors. Regular meetings of the board of directors shall be held at least annually, at a time and place designated by the president of the board. Unless otherwise provided in the bylaws, meetings and decisions shall be ruled by consensus. If a consensus, defined as general or widespread agreement among all the members of a group, cannot be reached, members shall employ the concept of "*loyal minority*," defined as discussion of objections and movement forward by majority with countenance, mindful of the objection and respectful of the differing opinion. Objections shall be heard and considered, and duly noted and reported in the minutes of the meeting. In this "*communitarian approach*," all voices shall be heard and documented, thereby ensuring equal voice for all and honoring of all viewpoints. If all else fails in order to move decisions and voting forward, Robert's Rules of Order (Newly Revised) shall govern questions of parliamentary procedure. In the event of a tie, a board member with a strong objection to a motion is required to present an acceptable alternative.

Board will have a minimum of 4 meetings per year, avoiding the summer months. The following schedule of meetings identifies the major emphasis of each meeting. There will be one (1) Annual meeting; one (1) Members' meeting; two (2) regular meetings in between:

An annual meeting of the board of directors shall take place in the month of February, the specified date, time and location of which will be designated by the president. At the annual meeting of the foundation, the board of directors shall select incoming board directors and confirm officers, receive reports on activities of the Foundation, and determine the direction for the coming year. The president shall announce the date, time and place at the annual meeting and then call a board meeting within two weeks past the annual meeting.

Prior to each annual meeting, the president shall appoint a nominating committee for officers, which can consist of the board as a whole but at least the officers as members. The committee shall consider all who are eligible and submit a slate of candidates at the meeting. The committee shall nominate at least one candidate for each vacancy on the board, and may nominate more than one candidate for each vacancy. At the annual meeting, additional nominations may be made from the floor by voting members.

The president shall arrange for other members of the executive committee to preside at each meeting in the following order: vice-president, secretary, treasurer. Meetings may be called by the president, the executive committee, or a simple majority of the board of directors. A petition signed by twenty-five [25] percent of the board of directors may also call a special meeting.

Any vacancy occurring on the board of directors shall be approved by consensus and filled by appointment of the president of the board at any regular or special meeting provided a quorum is present. Likewise, any directorship to be filled by reason of an increase in the number of board seats shall be determined by consensus and filled by appointment of the president of the board at any regular or special meeting provided a quorum is present.

The president shall appoint all committees, sign or countersign all contracts or other instruments of the Foundation as required by the board, make regular reports to the board and the membership; shall perform other duties incidental to the office as are required from time to time by the board. The President shall perform those other duties that may be assigned by the Board of Directors. (per Bylaws).

### **Duties of the Vice President**

The vice-president shall chair committees on special subjects as directed by the president or the board. In the event of the absence, resignation, or inability of the president to perform the functions of that office, the vice-president shall assume and carryout said duties until the president is able to resume the functions or a successor is named by the board.

### **Duties of the Secretary**

The secretary shall issue notices of all meetings. This position is responsible for keeping records of board actions, taking or oversee the taking of minutes at all board and membership meetings, and distributing copies of minutes and agendas to each board member. The secretary shall assure maintenance of corporate records, sign, with the president, such instruments as required by the board, and make reports and perform other duties incidental to the office or as required by the board or the president.

The secretary shall be the chair of the organizational committee. The president and treasurer shall be ex-officio members of the committee and the president shall appoint four additional members from the general membership to serve on the committee. The committee shall meet on an ad-hoc basis and report to the board quarterly. The organizational committee shall deal with issues involving the organizational structure of the foundation through its articles of incorporation, bylaws, and development of rules and regulations.

### **Duties of the Treasurer**

The treasurer shall have custody of all monies and securities of the foundation; shall keep or cause to be kept regular book of accounts and balance each month; shall sign or countersign checks and such instruments as require the treasurer's signature; shall chair the finance committee; shall assist in the preparation of the budget; shall help develop fundraising plans; shall make financial information available to board members and the public; shall make regular reports to the board.