

# Board of Directors Duties and Responsibilities

November 2020

## General

As an elected board member of The South Area Business Association (SABA), you have accepted a position of legal trust, duty and responsibility. The members placed trust in you when they chose you to direct the South Area Business Association's philosophy and directions. Duty was placed upon you to lead SABA, but not manage its daily operations. Responsibility requires you to make decisions that are educated, logical and carefully deliberated upon.

## Statement of Service

You have signed a Statement of Service. That agreement is made part of this document. If at any time, you fail to comply with its content, the Board of Directors may declare your position vacant.

## Officers

After every annual meeting, the board members convene to self-elect board officers. The four positions and a brief description of their duties are as follows:

**President** – runs the monthly meetings, calls special meetings, does not vote except in the case of a tie, is an ex-officio member of all committees.

**Vice President** – fulfills the Chairperson's role in their absence, either short-term or longer-term.

**Secretary** - records all meeting minutes.

**Treasurer** - reviews the financial statements for accuracy.

## Committees

Committees are an integral part of effective Board operations. If you are appointed to a committee, you are expected to:

1. Attend all meetings,
2. Be prepared by reviewing materials,
3. Participate in sound business decisions,
4. Make recommendations to the full Board.

Each board member is encouraged to chair a committee and volunteer for at least 2 additional committees. Participation on committees and at events is essential to the success of our organization and our events.

## Meetings

The Board will conduct an in-person board meeting at least once every month. It will usually meet the 1<sup>st</sup> Wednesday of every month. There may be times when this date will

conflict with Holidays or weather cancellations. Such conflicts will require a rescheduling by the President. Notification of such changes will be provided to each Board member as far in advance as possible.

There are other times when meetings may be requested also. The President may call special meetings. Such meetings will have a specific agenda and will be called for that purpose only.

### **Planning Sessions**

Usually the Board of Directors will hold an annual planning session, and a mid-year follow up session. Attendance and participation are expected. This is a significant time for reviewing past successes and coordinating expectations for the future. It is when direction and guidance is presented to the management team as far as what areas the Board expect the most attention to in the future. The Board's responsibility is to set policy and direction, then allow the staff the freedom and the tools to accomplish it.

### **Events**

SABA has several events throughout the year, these events could include, but not limited to:

- Education Luncheons
- SABA Bowling fundraiser
- Government Luncheon
- SABA Golf Event
- SABA Mini Golf Event
- Career Day
- Holiday Luncheon

### **Attendance Requirements**

In order to fulfill your responsibilities as a Board Member, you must be present at all monthly board meetings and scheduled planning sessions. If you miss four or more scheduled meetings of the Board in a twelve-month period, unless in each case, excused for an emergency by the remaining Board Members attending such meeting, the Board Member shall be considered to have resigned from Board membership and the Board shall by resolution declare the office vacated as of the date of adoption of such resolution.

An effort should be made by board members to attend at least 50% of Networking and Member Events. To put this in perspective, there typically is not more than one SABA scheduled per month. Special events occur based on member or board request, and the timing can vary. Each board member should volunteer or provide volunteer(s) at our Community Events of at least 10 hours per year.

### **Terms and Limits**

Each Board member is elected for a term of three years. If you are appointed by the Board to fulfill the unexpired term of a vacated position, you are only serving until the

original board members term would have expired. At that time, you may run for a new term if desired.

### **Preparedness**

Each Board member will annually receive a copy of all pertinent policies and procedures. A full review of all polices will occur annually, with any changes/additions/deletions being incorporated at that time. It is expected that all Board members read and more importantly, understand these policies.

Each Board member will receive an agenda and a packet of information to review at least two days prior to the monthly meeting date. It is your responsibility to review all information prior to the actual meeting and come prepared to make decisions or recommendations about the business at hand.

### **Confidentiality/Privacy**

Board members are placed in a position of unique access to confidential information. It is expected that all discussions, documents or other media that could, in any way, be considered confidential, be securely stored. If and when any such document is to be disposed of, it MUST be destroyed.

Privacy is critical in ensuring member confidence. All Board members are expected to refrain from discussing any specific Chamber details outside of appropriate venues.

### **Conflict of Interest**

Each Board member certifies that they do not have a conflict of interest in serving on the South Area Business Association. If a conflict arises in the future, The Board member will alert the Board and either refrain from participating in a specific action or, if necessary, resign from the Board of Directors.

### **Requirements**

Failure to meet requirements set in these Duties and Responsibilities could result in removal of office by a majority vote of the Board of Directors.

## **Board of Directors Statement of Service**

As a current board member, or in consideration for running as a candidate for a Board of Directors position, I agree and promise to the following:

1. I am willing and able to attend all monthly meetings as scheduled.
2. I am willing and able to attend special meetings of committees on which I serve.
3. I am willing and able to attend any Planning Sessions as scheduled.

### **If you cannot attend a board or special meeting:**

- Notify the President and explain the reason you will be absent.
- Contact the President or Secretary at your earliest convenience for a review of the meeting you missed.

### **You may be removed from the board if:**

- You miss four meetings in a one-year period without contacting the President with a valid reason prior to the absences. Once this occurs, you will be notified by the President that you will be removed from the Board.
  - You are unable to attend board meetings or participate in committees.
4. I am willing to participate constructively in all discussions pertaining to Board matters.
  5. I will review all materials prior to the actual meetings and come prepared to take action on issues.
  6. I will at all times, speak, act, represent the Association in the highest regard with the appropriate level of professionalism.
  7. I appreciate and accept the level of confidentiality, privacy and trust the members place in me and expect from me.
  8. I will adhere to the “Duties and Responsibilities” of a Board member of The South Area Business Association.
  9. I agree that all my deliberations will be free from any personal motivations.
  10. I attest that I do not have a conflict of interest in serving on the South Area Business Association. If a conflict arises in the future, I will alert the Board and either refrain from participating in a specific action or, if necessary, resign from the Board of Directors.
  11. I agree to comply with any and all Federal, State or Local laws, rules and/or regulations.
  12. I understand and agree this is a purely volunteer position and I am not entitled to any payment for services offered.
  13. I will tender my resignation from the Board of Directors if I am, or become, unable to serve in accordance with the provisions of the Board of Directors Duties & Responsibilities and this Statement of Service.

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Signed Dated