

GUIDELINES FOR BOARDS OF DIRECTORS

This section of the Toolbox is designed to help you plan, develop, and maintain an involved, dynamic board of directors. We have customized this information, relating it specifically to the tasks of an SPSF board. SPSF boards are most often working boards in the sense that, lacking paid staff, board members do the work within organization as volunteers. Therefore, as a board member, one fills the dual roles of policy maker and volunteer staff member.

The key to success in any group undertaking is **informed leadership**. With this in mind, the process of recruiting board members, defining responsibilities, reviewing and setting policy, and maintaining a relevant set of bylaws has been consciously simplified. With leaders who know their responsibilities and who perform them in a timely manner, the organization will prosper and grow.

TEN BASIC RESPONSIBILITIES OF A NONPROFIT BOARD OF DIRECTORS

1. Determining the organization's mission and purpose.
2. Selecting the Chief Executive Officer.
3. Supporting the Chief Executive Officer and assessing his/her performance.
4. Ensuring effective organizational planning.
5. Ensuring adequate resources.
6. Managing resources effectively.
7. Determining, monitoring, and strengthening the organization's programs and services.
8. Ensuring legal and ethical integrity and maintaining accountability.
9. Enhancing the organization's public standing.
10. Recruiting and orienting new board members and assessing board performance.

CONSTITUTION AND BYLAWS

The function and actions of every organization are determined by its constitution and bylaws. These documents should clearly define the organization's mission, board structure, and annual calendar. The bylaws should be updated annually by a committee that is appointed by the board President with the responsibility of recommending necessary changes.

Carefully developed bylaws are intended to ensure fairness of board decisions and provide pro-

tection against legal challenges. Specifically, they outline how the organization is structured, the rights of participants, and the procedures by which rights can be exercised.

The following topics are often addressed in bylaws:

General

- The official name of the organization,
- A statement of the organization’s purpose,
- The location of the principal office of the organization,
- A description about the limitations of tax exempt status,
- Procedures for amending the bylaws,
- Procedures for dissolving the organization

Scholarship recipients

- Qualifications of recipients,
- The rights and privileges of scholarship applicants and recipients

Board of directors

- The number of members,
- Qualifications of board membership,
- Procedures for board membership recruitment and election,
- Frequency of board/committee meetings,
- Requirements for quorum,
- Powers of the executive committee,
- Powers of other standing committees,
- Procedures for board meetings (i.e. actions that can be taken without a board meeting, voting procedures by telephone or email)
- Compensation of board members

Board officers

- Qualifications of holding office,
- Duties of officers,
- Process for selecting and appointing officers,
- The terms of office and term limits,
- Circumstances under which officers or directors may be removed

Fiscal matters

- Audit and audit committee,
- Indemnification,
- Fiscal sponsorship policies and procedures

Sample bylaws can be found on pages 4-10 through 4-16 of this section.

RECRUITMENT OF BOARD MEMBERS

There is an old saying that “nonprofit boards of directors should consist of one third wisdom, one third wealth, and one third work.” Yet if only one third of the board can be depended on to do the work of the whole, all the wisdom and wealth of the 66% nonworking section of the board will mean little. The work of the board should be shared: everyone has something to contribute to the work of the organization. Recruitment should occur after the current board thoroughly discusses what backgrounds, interests, skills, and resources are needed. These may include:

- experience helping single parents in a volunteer or professional capacity;
- experience as a single parent;
- service on other nonprofit boards;
- fundraising experience;
- public relations skills;
- representation of a specific sector of the local population that is traditionally under-represented;
- experience in positions of leadership and achievement;
- a strong expressed desire to serve on the board;
- skills that the board lacks, such as writing, computer skills, or artistic talent; and
- time to devote to board service.

All board members must be committed to the mission and philosophy of ASPSF. It is extremely important that each prospective board member be fully aware of the history and accomplishments of the SPSF, the necessary time commitment, the range of activities undertaken by the board, and ways in which board members can make use of their skills in service to the organization. Ideally, each board member will be willing to make a personal financial contribution to the SPSF as well, at whatever level he/she feels comfortable. Financial support from all board members is an achievable goal if all members are encouraged to give during the recruitment process.

THE BOARD MEMBER RESUME FORM

When considering prospective board members, it is very helpful to have a written description of them to share with those who will be considering their candidacy. Asking nominees to fill out a ***Board Member Resume*** form (page 4-9) is a good way to document relevant information. This form can be referred to by committee chairpersons or future nominating committees, as the need dictates. This form will also be useful for public relations purposes.

BOARD MEMBER JOB DESCRIPTIONS

Just as the current board should have complete information on prospective members, so should candidates for the board know what is expected of them. A clearly written board job description and a summary of the full board's responsibilities should be provided to each candidate.

OTHER JOB DESCRIPTIONS

Once a person has been duly elected to the board, s/he will be expected to serve on a board committee and to eventually serve as an officer of the board. Board committees are critically important since they carry out the daily activities of the affiliate SPSF. A written description of the duties of the board executive committee and standing committees should be provided for those who are asked to serve on them.

ORIENTATION AND TRAINING

Before new board members attend their first official meeting, it is important that they have an opportunity to learn the mission, history, and achievements of the organization and to understand their role in its governance and operation. A meeting should be scheduled where new members can meet, receive background information, and discuss their ideas and concerns. This is also a good time to provide new board members with a binder containing a board roster, constitution and bylaws, minutes from the last board meeting, and all other pertinent information. The presence of a former or current scholarship recipient is also recommended as a source of first-hand information on the experiences of single parent students. Finally, affiliate boards are encouraged to provide orientation concerning the affiliate's relationship with ASPSF, ASPSF's history, and the programs and services provided by ASPSF.

LENGTH OF BOARD SERVICE

It is a standard practice among nonprofit boards to elect members for a specific term of office, most often two or three years. Members are usually given the option to renew their term if they are in good standing. In order to prevent burnout, it is recommended that a member's service be limited to two terms. But there is a responsibility on the board's part to insure that good board members are recruited to replace those completing their terms. This requires proactive planning and an ongoing awareness that boards need new, energetic people waiting in the wings to serve. Recruitment of such persons is the responsibility of an active board development or nominating committee.

DELEGATION OF TASKS

The board president or chairperson is key to the functioning of the board and the organization. Every board president should serve in an "apprentice" capacity for a year before assuming his/her office. Often, organizations build into their bylaws the position of president-elect with the expectation that this position is one of observation, learning, and preparation for the presidency.

The most important lesson a board president or president-elect should learn is how to delegate authority. In the long run, this skill will create a democratic, well-functioning organization in which each member feels responsible for accomplishing certain tasks and is proud of accomplishing them well. The president should be aware of the skills and experiences of board members before assigning them to committees or tasks. This information should be listed on each person's *Board Member Resume*. Also, personal discussions with members will yield indications of their willingness to assume responsibilities and interest in specific tasks. The ability to delegate tasks is a refined skill, one that will develop and improve over time. Every board president should be keenly aware that delegation of tasks, good follow-up, and a supportive, encouraging attitude, are key elements of to his or her success as a leader.

ADVISORY COMMITTEES

SPSF boards function best with between 8 and 21 members. If community interest far exceeds the number of available board vacancies, affiliates may need to establish an advisory committee that convenes quarterly (four times per year). Members of the advisory committee can be asked to suggest ideas to the board of directors including new ways to publicize the fund, new and different fundraisers, and revised policies on eligibility. Advisory committee members may also serve as a direct link between the business community and the Fund, providing scholarship recipient access to employers and encouraging the business community's financial support of scholarships. Active members of the advisory committee are often good candidates for future board positions as vacancies occur.

Job descriptions of board officer positions and committees can be found on pages 4-19 through 4-28.

STATEMENT ON CONFLICT OF INTEREST AND CONFIDENTIALITY

Every officer, board member, employee, and committee member of each Affiliate shall avoid any conflict, or the appearance of any conflict, between personal, professional, or business interests and the interests of ASPSF. In addition, each such person shall hold in strict confidence all confidential information regarding the Affiliate or ASPSF. Accordingly, at the beginning of each term of office (or at the beginning of each calendar year for non-office holders), every board member, officer, employee, and committee member of the Affiliate shall sign a conflict-of-interest statement and confidentiality agreement provided by ASPSF that will be kept on file with the Affiliate records, and update such statement whenever merited by changed factual circumstances.

If any officer, director, staff member, committee chair or committee member of an Affiliate has any direct or indirect interest in, or relationship to, or will derive any personal benefit or advantage from, any individual or organization which has entered or proposes to enter into a transaction with ASPSF, such person shall provide prompt written notice of such interest or relationship to the board of directors of such Affiliate and shall refrain from participating in any discussion (except to explain the nature and extent of the conflict) or voting regarding that transaction and shall not otherwise attempt to exert any influence on ASPSF to affect the outcome of the decision-making process with respect to that transaction.

.....

I have read the statement of policy regarding conflict of interest.

To the best of my knowledge and belief, except as otherwise disclosed herewith, neither I nor any person with whom I have a personal or business relationship has a direct or indirect interest in any individual or organization which proposes to enter into a transaction with the Affiliate.

If I find that I or any person with whom I have a personal or business relationship has a direct or indirect interest in any individual or organization which proposes to enter into a transaction with the Affiliate, I will make full disclosure of such interest before any discussion or negotiation of such transaction and shall not be present for any discussion of or vote in connection with the matter.

_____ Without exception.

_____ Except as described in the attached statement.

Full Name: _____

Signature: _____ Date: _____

BOARD SERVICE COMMITMENT PLEDGE

I, _____, recognizing the important responsibility I am undertaking in serving as a member of the Board of Directors of this organization, hereby pledge to carryout in a trustworthy and diligent manner the duties and obligations in my role as a board member.

My Role:

I acknowledge that my primary roles as a board member are:

1. To contribute to defining the organization's mission and governing the fulfillment of that mission; and
2. To carry out the functions of the office of Board Member and/or Officer as stated in the bylaws.

My role as board member will focus on the development of policies that govern the implementation of institutional plans and purposes. The role is separate and distinct from the role of the Administrator, who determines the means of implementation.

My Commitment:

I will exercise the duties and responsibilities of this office with integrity, collegiality, and care.

Pledge:

- To establish as a high priority my attendance at all meetings of the board and committees on which I serve.
- To be prepared to discuss the issues and business addressed at scheduled meetings, having read the agenda and all background material relevant to the topics at hand.
- To work with and respect the opinions of my peers who serve this board and to leave my personal prejudices out of all board discussions.
- To always act for the good of the community.
- To represent this organization in a positive and supportive manner at all times and in all places.
- To observe the parliamentary procedures and display courteous conduct in all board and committee meetings.
- To refrain from intruding on administrative issues that are the responsibility of management, except to monitor the results and prohibit methods that conflict with board policy.
- To avoid conflicts of interest between my position as a board member and my personal life. If such a conflict does arise, I will declare that conflict before the board and refrain from voting on matters in which I have a conflict.
- To support in a positive manner all actions taken by the Board of Directors even when I am in a minority position on such actions.
- To agree to serve on at least one committee or task force, attend all meetings and participate in the accomplishment of its objectives. If I chair the board, a committee, or a task force, I *will*:

1. Call meetings as necessary until objectives are met.
 2. Ensure that the agenda and support materials are mailed to all members in advance of the meetings.
 3. Conduct the meetings in an orderly, fair, open, and efficient manner.
 4. Make Committee Progress reports/minutes to the board at its scheduled meetings, using the adopted format.
- To participate in:
 1. The annual strategic planning retreat;
 2. Board self-evaluation programs; and
 3. Attend all development workshops, seminars, and other educational events that enhance my skills as a board trustee.

If, for any reason, I find myself unable to carry out the above duties as best I can, I agree to resign my position as a board member/officer.

Signature _____

Date _____

SINGLE PARENT SCHOLARSHIP FUND
BOARD OF DIRECTORS APPLICATION FORM

First Name	M.I.	Last Name	Title(s)	
Mailing Address		City	State	Zip
Day Phone	Fax	Evening Phone		
Email Address				
Occupation	Job Title	Employer		

EDUCATION. On the lines below, indicate your educational background. Special knowledge, skills, training or non-traditional education may also be included:

VOLUNTEER SERVICE. Please indicate below your previous volunteer experience. You may include: participation in religious organizations or clubs; civic organizations or clubs; and/or any other volunteer service. (note offices held):

COMMITTEES. Please check one or more of the following committees that you might wish to serve on:

<input type="checkbox"/> Executive Committee	<input type="checkbox"/> Fundraising Committee
<input type="checkbox"/> Publicity Committee	<input type="checkbox"/> Operations Committee

Areas of personal skill/strength you possess that you feel will be beneficial to this Board (optional):

I have reviewed the materials sent to me and I am willing to serve on the Board of Directors of the Single Parent Scholarship Fund.

_____ Signature	_____ Date
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***Single Parent Scholarship Fund
of Washington County, Inc.***

**Organizational Bylaws
Adopted June 28, 2002**

ARTICLE ONE: NAME AND LOCATION OF ORGANIZATION

1. The name of this organization shall be the Single Parent Scholarship Fund of Washington County, Inc., hereafter referred to as SPSF/WC.
2. The principal office of this organization shall be: 614 E Emma Street, Suite 103, Springdale, Arkansas 72764.

ARTICLE TWO: PURPOSE

1. The purpose of this organization shall be to provide incentive scholarships to economically disadvantaged single parents who are completing their post-high school education in preparation for employment leading to economic self-sufficiency.

ARTICLE THREE: COMPLIANCE WITH 501(c)(3) CODE

1. SPSF/WC shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE FOUR: MEMBERSHIP

1. The Corporation will not have members.

ARTICLE FIVE: GOVERNMENT

1. The government of this organization shall be vested in its Board of Directors.

ARTICLE SIX: BOARD OF DIRECTORS

1. The affairs and business of this organization shall be managed by a Board of Directors composed of not less than 15 and not more than 25 persons in addition to the Directors designated as Founding Board Members.
2. Membership on the Board of Directors will be open to any individual interested in promoting SPSF/WC's ideals and principles and deemed qualified for membership by the current Board.
3. Directors serving on or before January 1, 1993 are considered Founding Board Members. Founding Board Members may be re-elected to the Board of Directors with full voting rights for an unlimited number of terms of office. Founding Board Members elected to the Board of Directors are subject to all other provisions of these bylaws. Founding Board Members not elected to the Board of Directors serve in an advisory capacity and have no voting rights.

4. Directors elected after January 1, 1993 shall serve a maximum of two consecutive three year terms. After fulfilling this maximum, Directors are required to have one year off the Board prior to being re-elected to an additional term.
5. All Directors shall be elected to serve a three-year term. The Nominating Committee has the discretion to invite any individual Director to run for election to a second three year term, but is not obligated to do so.
6. Election of new Directors will be staggered. Directors shall be elected so that there are always three classes of approximately equal size, with the term of each class ending in consecutive years.
7. Directors' terms begin on the date of the June Board Meeting following election and end three years later on the day prior to the date of the June Board meeting.
8. Attendance at regularly scheduled meetings is a primary duty of a Director. Any Director who is absent from two consecutive Board meetings, without cause having been shown, and/or who does not actively participate in the organization's activities, may be removed from the Board. Any Director or the Executive Director may request a meeting of the Nominating Committee to assess the performance of a Director. If the Nominating Committee decides the Director has not fulfilled his or her responsibilities as a Director they can propose a removal vote by the entire Board. A director may be removed by a vote of the majority of the Board.
9. In the case of a resignation or removal, a replacement may be voted to complete the term. The Nominating Committee shall meet to decide if a replacement is necessary and, if it is deemed necessary, will decide on a replacement Director. The Nominating Committee will propose that replacement to the entire Board of Directors for a vote. A replacement Director may be elected to two additional three year terms at the discretion of the Nominating Committee.
10. Full Board meetings will be held quarterly on the last Friday of the months of March, June, and September. The December quarterly meeting will be scheduled for the first Friday to avoid the holidays. Written notice of a regularly scheduled Board meeting will be given by the Executive Director or the Board Chair not less than three days before the time for such meeting.
11. If necessary, the Chair can change the date of a regular Board meeting provided the Directors receive notice of the change 15 days in advance from either the Chairperson or the Executive Director.
12. The March meeting shall be regarded as the annual meeting of SPSF/WC. The annual meeting shall be for the election of Directors and for whatever other business shall properly come before the meeting.
13. A quorum shall consist of a majority of the Board of Directors.
14. The Chair of the Board shall cast a vote in the case of a tie. Otherwise, the Chair shall refrain from voting on motions before the Board.
15. Special meetings of the Board of Directors may be called by the Chair. A special meeting may also be called by the Chair upon the written request of three Directors. Written notice of a Special meeting shall be given by the Chair or Executive Director not less than three days before the time named for such meeting.

ARTICLE SEVEN: BOARD OFFICERS AND THEIR ELECTION

1. The Board's officers shall consist of the following: Chair, Vice-Chair, Treasurer, Secretary and two At-Large Members of the Executive Committee.
2. Any officer may be removed from his or her position for good cause by a two-thirds (2/3) vote of the Directors present at any regular business meeting provided the individual has received written notification at least 15 days prior to the meeting and is given an opportunity to state his or her position on the matter to the Directors in writing or in person.
3. Any officer may resign from his or her position by submitting a written resignation to the Board Chair or the Executive Director.
4. The Chair, Vice-Chair, Treasurer, Secretary, and At-Large Executive Committee Members shall be elected at the regular business meeting in March for a term of one year. Nominations for these elected officers will be requested from the Board of Directors. Nominations to the slate of officers must be made to the Nominating Committee at least 30 days prior to the March meeting. Prior consent of the person being nominated is required. The Nominating Committee evaluates the nominations and presents a slate of officers to be voted on at the March meeting.
5. Elections shall be conducted by a show of hands. The slate of officers must be elected by a majority of those present at the Board meeting. The Secretary will count votes. In the event of an uncontested race, voting may be done by voice.
6. To fill an office in which no one is willing to serve, the Chair will appoint a person subject to a majority vote of the Board of Directors.
7. All officers shall assume their duties immediately upon election.
8. Directors nominated for the office of Chair must have been a Director for at least one year at the time they assume office.
9. No Director shall hold more than one office at one time unless approved by a majority of the Board of Directors. An officer may not serve more than two consecutive terms in the same office unless approved by a majority of the Board of Directors. Filling an unexpired term for six months or more shall be considered as a full term in office.
10. If the current Chair is not nominated for re-election the Nominating Committee will first consider the current Vice-Chair to be nominated for that position.
11. In the event the Chair is unable to complete his or her term of office, the Vice-Chair shall finish out the year as President. The new Chair shall appoint replacements to any vacancies subject to a majority vote of the Board of Directors.
12. In the event that any officer, other than Chair, is unable to complete his or her term of office, the Chair may appoint an individual to fill the vacancy with a majority vote of the Board of Directors.

ARTICLE EIGHT: DUTIES OF BOARD OFFICERS

1. Duties of the Chair shall include but not be limited to:
 - Preside at all meetings of this organization and perform all duties indicated by general usage of the title of office.
 - a. Act as the official representative of the organization at all functions, or appoint a representative.
 - b. Have general supervision of the affairs of this organization.

- c. Appoint chairpersons of permanent and ad hoc committees with the approval of the Executive Committee.
 - d. Attend all executive and regular business meetings.
 - e. Set the dates for the quarterly Board meetings
 - f. Serve as a member of the Personnel Committee, voting only in case of a tie vote.
2. Duties of the Vice-Chair shall include but not be limited to:
 - a. Attend all Executive Committee and regular business meetings.
 - b. Assume the duties of the Chair in case of his or her absence, incapacity, resignation, or removal from office.
 - c. Perform other duties as assigned by the Chair.
3. Duties of the Treasurer shall include but not be limited to:
 - a. Attend all Executive and regular business meetings.
 - b. Present upcoming year's budget to the Board of Directors for approval at the September quarterly meeting.
 - c. Report on the fiscal status of the organization at quarterly meetings.
 - d. Chair the Finance Committee.
 - e. Perform other duties as assigned by the Chair.
4. Duties of the Secretary shall include but not be limited to:
 - a. Attend all Executive and regular business meetings.
 - b. Keep accurate and complete records of all meetings of this organization.
 - c. Be responsible for general roll call and roll call voting.
 - d. Perform other duties as assigned by the Chair.
5. Duties of the At Large Members of the Executive Committee shall include but not be limited to:
 - a. Attend all Executive and regular business meetings.
 - b. Perform other duties as assigned by the Chair.

ARTICLE NINE: BOARD COMMITTEES

1. The organization's elected officers shall constitute an Executive Committee. The Executive committee will convene as necessary and shall be vested with the power to act in cases of emergency and when to the advantage of this organization. However, the Executive Committee does not have the authority to:
 - a. Approve a dissolution or merger or the sale of all the corporation's assets;
 - b. Appoint or remove directors;
 - c. Appoint or remove the Executive Director; or
 - d. Amend the bylaws.

A quorum of the Executive Committee shall consist of three members at a meeting of that committee. The Chair of the Board of Directors shall preside over the Executive Committee meetings. With the consent of the Executive Committee Members, the Chair may consult the members by telephone or email when necessary. Actions of the Executive Committee shall be ratified by the Board of Directors at its next meeting.
2. There shall be three standing committees in addition to the Executive Committee: the Nominating Committee, the Personnel Committee and the Finance Committee.
3. Other committees shall periodically convene to take responsibility for fundraising, applicant selection, policy review, or other necessary activities. The Chair shall ask for

volunteers or make appointments to these committees as needed. The Chair shall appoint Committee Chairs as needed.

4. The Nominating, Personnel, and Finance Committees shall consist entirely of Directors. Other committees may include both Directors and other volunteers at the discretion of the Chair.
5. The Nominating Committee shall evaluate strengths and weaknesses of current board membership and will solicit and accept nominations for Board members that would strengthen the resources of the SPSF/WC Board. Nominations for Board membership must be made to the Nominating Committee at least 30 days prior to the March meeting. The committee members will talk with potential Board members about responsibilities and benefits of board service. They will evaluate potential Board members to propose a slate of nominees to the entire board for a vote at the March meeting.

The Nominating Committee is also responsible for gathering nominations for Board Officers. The Nominating Committee will evaluate the nominations and propose a slate of officers to be voted on at the March meeting.

6. The Personnel Committee will periodically review employee job descriptions, policies and procedures and will propose changes to the Board for a vote if needed. Changes to employee job descriptions, policies and procedures may be made with a majority vote of the Board of Directors. The Chair of the Board of Directors will serve on the personnel Committee without vote except in the case of a tie.

In addition, the Personnel Committee will be responsible for coordinating the hiring process for the Executive Director, evaluating the Executive Director's performance, setting the starting salary, proposing step and merit increases, and recommending the termination of the Executive Director to the Board of Directors. Decisions regarding hiring, compensating, and terminating the Executive Director must be approved by a majority vote of the Board of Directors.

The Personnel Committee will also review the Executive Director's recommendations for starting salary, and step and merit increases, for all other employees of SPSF/WC. These decisions must also be approved by a majority vote of the Board of Directors.

The Personnel Committee will evaluate staffing of SPSF/WC and if there is a need for additional employees will propose new staff positions for a vote by the Board of Directors. Any new position must be approved by a majority of the Directors. Finally, the Personnel Committee is responsible for reviewing and making recommendations to the Board on other personnel issues as needed by SPSF/WC, including consideration of appeals by employees following termination, and of other matters as may be described in the Employee Policies and Procedures Manual.

7. The Finance Committee is chaired by the Board Treasurer. It will review budget and expenditures as needed, make recommendations regarding annual bonuses, monitor the status of the endowment investments, and evaluate goals for the endowment. The committee will propose endowment and financial policy to the entire board for a vote. It will meet annually to review the endowment performance and modify investment strategies as necessary.

ARTICLE TEN: EXECUTIVE DIRECTOR

1. The Board of Directors is the ultimate authority for SPSF/WC's administration. The Executive Director is the chief executive officer. The Board of Directors appoints, evaluates, sets the compensation of, and terminates the Executive Director. The Executive Director is responsible for the day to day operations of the organization. Duties of the Executive Director include, but are not limited to:
 - a. hiring, supervising, evaluating, and terminating all other employees of SPSF/WC;
 - b. conducting everyday financial transactions necessary for the smooth operation of SPSF/WC;
 - c. reporting the financial condition of the corporation to the Board treasurer;
 - d. representing SPSF/WC in the community; and
 - e. proposing annual goals to the Board of Directors at the September Board meeting.

ARTICLE ELEVEN: CORPORATE OFFICERS

1. The officers of the Corporation are the President, Chair, Vice Chair, Secretary, and Treasurer. The Executive Director will serve as the President. The Board Chair, Vice Chair, Secretary, and Treasurer will serve as the Corporate Chair, Vice Chair, Secretary and Treasurer, respectively.

ARTICLE TWELVE: FINANCES

1. The fiscal year of the organization shall be January 1 through December 31.
2. The Board Treasurer will maintain authority over all financial operations of the Fund and will report on the fiscal status of the organization at quarterly meetings. The Executive Director will expedite daily transactions and report to the Treasurer on a quarterly basis on contributions, expenditures, and investments.
3. The Finance Committee shall review the performance of the invested endowment and, with the approval of the Executive Committee, will modify the investment strategy when necessary.
4. The Finance Committee will meet annually to evaluate the budget and to determine, with the approval of the Executive Committee, the percentage of direct contributions to be placed in the endowment. At that time, they will also determine the percent of principal to be withdrawn for scholarships.
5. There shall be an annual audit of the Corporation's finances conducted by an external accountant.

ARTICLE THIRTEEN: CONFLICT OF INTEREST

1. Members of the Board of Directors, staff of SPSF/WC, and the immediate relatives of Directors and staff are ineligible to receive scholarships.

ARTICLE FOURTEEN: PARLIAMENTARY AUTHORITY

1. Sturgis Standard Code of Parliamentary Procedures shall govern the proceedings of all meetings of the corporation and its constituent parts, except as provided in these bylaws.

ARTICLE FIFTEEN: BYLAWS

1. These bylaws shall become effective immediately upon adoption by a majority vote of the Board of Directors present and voting.
2. These bylaws may be altered, amended, or repealed by a majority of the Board of Directors at any regular Board meeting or special meeting called for that purpose, provided there is a quorum.
3. Board members shall be notified in writing at least 15 days in advance of any vote to change the Bylaws.

ARTICLE SIXTEEN: DISSOLUTION OF SPSF/WC:

1. In the event of the dissolution of this organization, its assets shall, on the decision of the Board of Directors, be donated to a nonprofit organization of similar purposes and intents.
Dissolution of this organization shall require a majority vote of the Board of Directors provided there is a quorum. Board members must be notified in writing 15 days prior to said meeting at which time a vote will be taken.

MEMBER OF THE BOARD

PURPOSE

To act as a voting member of the board with full authority and responsibility to develop policies, procedures, and regulations for the operation of the organization; to monitor the organization's financial health, programs, and overall performance; and to provide the chief executive officer and/or board officers with the resources to meet the needs of those the organization serves.

THE FULL BOARD'S RESPONSIBILITIES

- Establish policy.
- Hire and evaluate the administrator (when applicable).
- Secure adequate funding for the organization.
- Monitor finances and provide fiscal accountability.
- Create and update a long-range plan for the organization.
- Select and support the board officers and periodically review their performances.
- Adopt key operating policies and procedures; approve contracts as appropriate.
- Enhance the organization's public image.

INDIVIDUAL BOARD MEMBERS' DUTIES

- Become knowledgeable about and committed to the organization, its mission, goals, programs, and policies,
- Act in a positive and supportive manner of the organization to individuals, the public and to other organizations
- Avoid conflicts of interest with your personal and professional life,
- Support fundraising efforts whenever possible,
- Contribute financially to the best of your ability,
- Attend all board meetings and activities, including special events and board retreats,
- Come to meetings prepared to contribute to the discussion of issues and business by reading the agenda and other provided material, expressing points of view, making constructive suggestions, and helping the board make decisions that benefit the organization and those it serves,
- Actively serve on at least one committee and assume board leadership roles when asked,

- Keep the administrator and/or board leadership informed about any concerns from the community and stay informed on developments in the organization's field,
- Participate in voting and election activities of the board,
- Make suggestions of possible nominees for board membership who can make significant contributions to the work of the board and the organization, and
- Assist the board in carrying out any fiduciary responsibilities.

PRESIDENT OF THE BOARD

PURPOSE

To supervise board members as the principal elected officer of the board.

DUTIES AND RESPONSIBILITIES

- Preside over meetings of the board and executive committee.
- Serve as ex-officio (“by virtue of the office”) member of all committees.
- Work with the administrator and committees to see that all orders and resolutions of the board are carried out.
- Coordinate the work of board officers and committees.
- Call special meetings.
- Appoint all committee chairpersons.
- Establish communication between board members and the administrator or fiscal sponsor.
- Facilitate the board’s decision-making.
- Develop a positive relationship with the administrator or fiscal sponsor.
- Assist in preparing the agenda for board meetings.
- Act as spokesperson for the board, when asked by administrator or fiscal sponsor and the board.
- Work with the administrator or applicable committee on new board member orientation.
- Oversee the search for a new administrator or fiscal sponsor, when the need arises.
- Coordinate and participate in the administrator’s annual performance evaluation (as applicable).
- Establish and enforce disciplinary guidelines and procedures for board members.
- Work with the nominating committee to recruit new board members.
- Foster a sense of team spirit on the board.
- Perform all other functions assigned by the board.
- Partners with the administrator and/or committees in achieving the organization’s mission.
- Encourages the board’s role in strategic planning.
- Reviews and discusses with the administrator and/or the board the issues confronting the organization or any issues of concern to the board.
- Monitors financial planning and reports.
- Annually evaluates the performance of the organization in its ability to achieve the mission.

VICE PRESIDENT OF THE BOARD

PURPOSE

The vice-president of the board is a “president-in-training.” He/she becomes president in the event the board president resigns or the position of president otherwise becomes vacant. He/she then serves the former president’s unexpired term, as well as the full term to which s/he was elected.

DUTIES AND RESPONSIBILITIES

- Attend all board meetings.
- Work closely with the board president to become familiar with the duties and responsibilities of the board president’s position.
- Assume the office of the board president when the current president’s term expires.
- Serve on the executive committee.
- Chair at least one important committee.
- Works closely with the administrator and/or the board president.
- Performs duties of the board president when s/he is unavailable.
- Reports to the board president.
- Performs other responsibilities as assigned by the board.

SECRETARY OF THE BOARD

PURPOSE

To maintain all board records and ensure their accuracy and safety.

DUTIES AND RESPONSIBILITIES

- Attend all board meetings.
- Make sure that board members are notified of the times and dates of all meetings.
- Maintain records of the board and ensure their safety.
- Review board meeting minutes for accuracy.
- Keep a register of board members' addresses, phone/fax numbers, and email addresses
- Assume the duties of the president in the absence of the board president and vice president.
- When necessary, obtain information from records and minutes to help board members in the decision-making process.
- Ensures minutes are distributed to members in a timely manner after each meeting.
- Is sufficiently familiar with the organization's legal documents (e.g. articles, bylaws, tax-exempt designation, etc.) to offer guidance and applicable information during meetings.

TREASURER OF THE BOARD

PURPOSE

To help ensure the fiscal integrity of the organization by providing oversight of its financial activities and ensuring the accuracy of all financial records.

DUTIES AND RESPONSIBILITIES

- Attend all board meetings.
- Using the proper chain of command, work with administrator and/or fiscal sponsor to review and submit full and accurate financial data to the board.
- Review and discuss the organization's annual audit with the board and/or audit committee.
- Give regular reports to the board as to the financial health of the organization.
- Chair the finance committee when requested to do so by the full board.
- Provides annual budget to the board for members' approval.
- Ensures development and board review of financial policies and procedures.

CHAIRPERSON OF A BOARD COMMITTEE

PURPOSE

To supervise the work of the board committee, delegate responsibilities to accomplish its goals, and report back to the full board.

DUTIES AND RESPONSIBILITIES

- Attend all board meetings.
- Call and preside over meetings of the committee.
- Set the agenda for committee meetings.
- Record decisions and recommendations made by the committee.
- Serve on the executive committee.
- Report the committee's activities and recommendations to the executive committee or the full board.
- Invite the administrator or fiscal sponsor and board president to attend committee meetings.
- Work with the administrator or fiscal sponsor and board president to decide who should serve on the committee.
- Delegate responsibilities to other committee members and encourage their full participation.
- Evaluate the work of the committee with other committee officers, the board president, and administrator or fiscal sponsor.
- Ensures members have the information needed to do their jobs.
- Oversees committee operations and delegates tasks to committee members.
- Ensures distribution of committee meetings to committee members in a timely manner after each meeting.

EXECUTIVE COMMITTEE

PURPOSE

To act in the name of the full board when it is not in session, or to deal with emergencies that require immediate attention.

COMMITTEE GUIDELINES

- The executive committee is delegated the powers and the authority of the full board when it is not in session.
- The president of the board is the chairperson of the executive committee.
- Members of the executive committee may include board officers, the chief administrator or fiscal sponsor, and the chairpersons of important committees.
- All actions of the executive committee are subject to approval by the full board.

DUTIES AND RESPONSIBILITIES

- Oversees operations of the board.
- Keep the full board informed about the executive committee's activities.
- Oversee the annual strategic planning process.
- Make sure the board performs an annual self-evaluation.
- Conduct the administrator's annual performance review (as applicable).
- Oversee board development and training.
- Make recommendations to the full board on hiring a new administrator or obtaining a new fiscal sponsor.
- Make recommendations to the full board for authorization of non-budgetary expenditures.
- Review and recommend approval of the organization's operating budget.
- Recommend to the board the annual fundraising goal based on the organization's requirements and a realistic appraisal of the community's potential donor base.
- Assign and monitor the work and recommendations of standing committees.
- Meet in the event of an emergency.
- Make decisions when the full board is not in session.

NOMINATING COMMITTEE

PURPOSE

To nominate qualified candidates for the board and board officer positions.

DUTIES AND RESPONSIBILITIES:

- Anticipate vacancies on the board.
- Evaluate current board members' participation in board activities and recommend to the board president members who need to improve their performance or who should be asked to resign.
- Communicate to all board members the quality of candidates for whom the committee is looking.
- Regularly ask the full board to submit the names of good candidate prospects.
- Screen applications for board membership and submit the names of finalists to the full board.
- Recommend individuals to fill board vacancies that occur during the year.
- Nominate and present a slate of board officer candidates.
- Recommend board members to replace outgoing nominating committee members.
- Conduct new member orientation and training.

FINANCE COMMITTEE

PURPOSE

To ensure the organization's financial stability by providing oversight on its budget and investments.

MEMBERS

Board president, treasurer, administrator or fiscal sponsor, staff business manager or chief financial officer (as applicable), and other board members appointed by the board president.

DUTIES AND RESPONSIBILITIES

- Write and regularly update a long-range financial plan for the organization.
- Work with the administrator or fiscal sponsor to develop an annual budget and seek approval of the budget from the full board.
- Personally and actively support the budget to funding sources, provide needed figures, and lobby for funding approval.
- Establish an investment policy to maximize the organization's income and allow the administrator or fiscal sponsor to implement the policy.
- Ensures accurate tracking, monitoring, and accountability of funds.
- Report the results of an annual audit by an independent auditing firm chosen by the administrator or fiscal sponsor to the full board.
- Keep the full board regularly informed of the general financial status of the organization.
- Monitor reports on the organization's overall expenditures by reviewing financial data provided by the administrator.
- Review monthly financial statements and financial analyses.
- Review and approve key financial policies, goals, and objectives.
- Review all proposals which require a long-term commitment of the organization's resources and make recommendations to the board relevant to the adoption of such policies.
- Present recommendations to the board on financial matters, including loans, investments, bank accounts, and specific funds established by the organization as recommended by the administrator or fiscal sponsor.
- Provide financial perspective and advice on issues being addressed by other board committees as requested.
- With the approval of the board president, organize and establish sub-committees as needed to fulfill the finance committee's duties and responsibilities.

FUNDRAISING COMMITTEE

PURPOSE

To lead the board in efforts that attract money and services needed to carry out the mission of the organization. This committee may be divided into sub-committees that work together to achieve this goal.

DUTIES AND RESPONSIBILITIES

- Work with the administrator or fiscal sponsor to define the short-term and long-term funding needs of the SPSF.
- Plan funding activities for the full board.
- Review the funding plan to ensure progress toward annual and long-range funding goals.
- Contribute financial support and encourage others to do so.
- Identify and recruit community leaders to serve with board members on fundraising committees.
- Educate the full board on the techniques of planned giving, marketing, seeking grants, and soliciting corporations and individuals.
- Encourage the participation of the full board in fundraising.
- Closely work with staff or fiscal sponsor to identify and solicit funds from external sources of support.

PUBLIC RELATIONS COMMITTEE

PURPOSE

To assist the administrator and/or board members in their responsibility to maintain a positive image of the organization in the community by planning for and monitoring public relations and publicity activities. This committee may be divided into sub-committees that work together to reach this goal.

DUTIES AND RESPONSIBILITIES

- Assist the administrator and/or board by helping them plan a year-round public relations program.
- Work closely with the administrator and/or board to plan all publicity and promotion in support of the organization.
- Help the administrator and/or board plan and develop marketing efforts that support the organization's services and programs.
- Serve on the organization's speakers bureau and explain the organization's services and/or programs to groups in the community.