



## **Board of Directors Responsibilities**

While every nonprofit has a unique mission and organizational structure, Boards typically share common, basic responsibilities. Nonprofit Boards typically take responsibility for these eight key tasks:

1. Setting an actionable mission and an inspiring vision for the organization
2. Hiring a chief executive, supporting their efforts, and evaluating their performance
3. Partnering with key staff to create short- and long-term plans, monitoring results, and modifying when needed
4. Ensuring the effectiveness of programs and services
5. Helping to secure operating funds and providing ongoing financial oversight
6. Managing and improving board performance
7. Meeting or exceeding legal and ethical standards and expectations
8. Maximizing stakeholder and community support

### **Position**

The Board will support the work of FIFM and provide mission-based leadership and strategic governance. While day-to-day operations are led by FIFM's Executive Director (ED), the Board-ED relationship is a partnership, and the appropriate involvement of the Board is critical and expected. Board members are responsible for three main duties:

1. **Duty of Care:** Board members must use their best judgment in all dealings related to FiFM by preparing for and attending Board meetings, raising questions, and providing careful oversight
2. **Duty of Loyalty:** Board members must be faithful and avoid conflicts of interest when making decisions affecting FiFM
3. **Duty of Obedience:** Board members must be true to FiFM's mission and to applicable laws when making decisions.

Specific Board Member responsibilities include:

### **Leadership, governance and oversight**

- Determine FIFM mission and purpose
- Select the ED
- Support and evaluate the ED, including setting his/her compensation
- Ensure effective planning
- Monitor and strengthen programs and services
- Ensure adequate financial services



- Protect assets and provide financial oversight
- Build a competent Board
- Ensure legal and ethical integrity
- Enhance FiFM's public standing

## **Fundraising**

Board Members will consider FIFM a philanthropic priority and make annual gifts reflecting that priority. Therefore, FIFM expects 100 percent Board Member participation by contributing an amount commensurate with their ability towards a Board fundraising goal that is determined on an annual basis. Members may give through a one-time donation, monthly contribution, or a Board Member-initiated fundraising.

## **Board terms/participation**

FIFM's Board Members will serve a term of one (1) year, until their successors are elected. No officer shall serve more than three (3) consecutive terms in the same office. Board meetings will be held monthly, and committee meetings will be held in coordination with full Board meetings. The annual meeting shall be held once every calendar year for the purposes of electing directors and transaction of such other business as may properly come before the meeting. Special meetings of the Board are determined by the President of the organization provided the required circumstances, such as a request made by a majority of the Officers or a need to vote on a time-sensitive matter, are met.

## **Qualifications**

This is an extraordinary opportunity for an individual who is passionate about FIFM's mission and who has experience or sincere interest in a leadership role in the community. Board Members with leadership experience in business, government, philanthropy, church leadership or the nonprofit sector will have an opportunity to contribute significantly to FIFM's strategic growth and impact. His/her accomplishments will allow him/her to attract other well-qualified, spiritually minded Board members.

Ideal candidates will have the following qualifications:

- Professional experience with leadership accomplishments in business, government, philanthropy, church leadership or the nonprofit sector
- A commitment to and understanding of FIFM's beneficiaries
- A natural affinity and desire to make connections and cultivate relationships that support our organizational objectives and improve the lives of those we serve.
- Personal qualities of integrity, compassion, duty, confidence, and optimism.

The Directors of the Corporation shall serve without compensation. Directors may be reimbursed for expenses reasonably incurred on behalf of the corporation. Nothing in



this paragraph is intended to preclude a Director from receiving compensation for his/her service to the Corporation in some other capacity, provided the transaction is consistent with the organization's conflict of interest policy.

## **Voting Rights**

- To elect directors (designated directors need not be approved by the members)
- To remove directors without cause (subject to the rights of the designator to consent to such removal of a designated director)
- To fill vacancies caused by a removal of a director (unless the bylaws explicitly state otherwise)
- To approve any amendment of the articles (except for certain mostly ministerial provisions)
- To amend the bylaws
- To approve the amendment of any provisions of the bylaws that materially and adversely affect their rights on voting or transfer
- To approve any amendment of the bylaws that would change the authorized number of directors or change it from a fixed number to a variable number (with a minimum and maximum) or vice versa
- To approve any amendment of the bylaws that would extend one or more director's term of office
- To approve any amendment of the bylaws that would adopt, amend, or repeal provisions for designating directors
- To approve any amendment of the bylaws that would increase the quorum for membership meetings
- To approve any amendment of the bylaws affecting proxy rights of members
- To approve any amendment of the bylaws terminating membership rights
- To approve the sale, exchange, transfer or other disposition of all or substantially all of the corporation's assets (not in the usual and regular course of the corporation's activities)
- To approve a merger
- To amend a merger agreement
- To inspect corporate books and records for purposes reasonably related to the requesting member's interest in the corporation
- To inspect and copy or receive a copy of the membership list (subject to exceptions)
- To participate in nominating elected directors (doesn't apply to designated directors)
- To have fair disciplinary procedures before being suspended or expelled
- To sue directors derivatively (on behalf of the corporation) for breach of fiduciary duties.