BROOKHAVEN CHAMBER OF COMMERCE
Board of Directors
Roles & Responsibilities

Board meetings are held on the third Wednesday of every other month at 11:30 AM at the Brookhaven City Centre, 4001 Peachtree Rd NE, Brookhaven, Georgia.

Each Director will:

- Make payment of membership dues within thirty (30) business days from his/her join (membership anniversary) date.
- Assist in the Annual Review of the Chamber's Strategic Plan, including its Mission, Vision and Values Statements, and suggest changes as deemed necessary.
- Become familiar with all policies and functions of the Brookhaven Chamber.
- Assist in policy development for the Chamber.
- Assist in development of the Strategic Work Plan by actively participating in the full-day Annual Board Retreat.
- Actively advocate for the Chamber to promote membership and retention and provide new member leads to staff.
- Promote active participation in the Chamber on the part of the membership.
- Actively assist in membership retention efforts through relationship building activities including phone calls, emails, written communications, and visits to members.
- Assist in securing adequate funding for the annual budget.
- Establish and approve the membership dues structure.
- Elect and affirm Officers in accordance with the bylaws.
- Recommend and approve changes in the bylaws.
- Approve/disapprove any expenditure not included in the budget.
- Approve any Officer's vacancy replacement that may occur on the Board of Directors in accordance with the bylaws.
- Meet as required in the bylaws, or more frequently on the call of the Chair, and set the dates for such meetings.
- Provide adequate facilities and equipment for Chamber operations.
- Consult frequently with the general membership of the Chamber in order to be a true representative in his/her legislative function and explain Board actions.
- Utilize the Executive Committee to conduct and report on the Executive Director's evaluation, review, and make any recommendations.
- Question and/or ratify Executive Committee decisions, including but not limited to: income and expenditures with the exception of personnel decisions.
- Perform such duties, within his/her capabilities as may be requested by the Chair, to include solicitation of new members and additional funds.

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Basic Role

The Board of Directors serves the Chamber in a legislative capacity. Directors make all policy and procedure decisions of the Chamber, and act to protect and attend to the best interests of the membership. Your job as a Director is to LEAD the Chamber; NOT MANAGE the Chamber.

Just as for any corporation, the Board of Directors of a nonprofit has three primary legal duties known as the "duty of care," "duty of loyalty," and "duty of obedience."

> **Duty of Care:** Take care of the nonprofit by ensuring prudent use of all assets, including facility, people, and good will;
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> **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 nonprofit corporation; *not in the best interest of the individual board member* (or any other individual or for-profit entity).
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> **Duty of Obedience:** Ensure that the nonprofit obeys applicable laws and regulations; follows its own bylaws; and that the nonprofit adheres to its stated corporate purposes/mission.

However, a Board of Directors does not exist solely to fulfill legal duties and serve as a fiduciary of the organization's assets. Board members also play very significant roles providing guidance to nonprofits by contributing to the organization's culture, strategic focus, effectiveness, and financial sustainability, as well as serving as ambassadors and advocates. Beyond fulfilling legal duties, board members can be important resources for the organization in multiple ways.

Source: National Council of Nonprofits

Attendance

One of your most important responsibilities as a Director is to attend every meeting. As basic as that sounds, it cannot be over emphasized. If you are not present at meetings, momentum and communication will suffer. Your partnership with other Board members will suffer as well. The dates for every Board meeting should be entered on your calendar as "must attend" events.

Insurance

It is the policy of the Chamber to maintain appropriate liability insurance coverage for Directors and Officers, as well as General Liability insurance and Workman's Compensation.

Legalities

The Chamber is an independent entity that is subject to its own bylaws. The Chamber is not chartered by any national, state or local agencies. The Chamber may also be a member of the state and national Chambers along with Chamber professional organizations such as GACCE, however these organizations do not have policy control over the Chamber.

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Meeting Protocol

Every effort will be made to keep Board meetings to 90 minutes or less. The meetings will be conducted by the Chair of the Board of Directors. In his/her absence, the highest-ranking Officer will preside. The Board of Directors will follow *Robert's Rules of Order, Revised*.

Attendance Requirements & Duties

An Officer or member of the Board of Directors who fails to attend three (3) regular meetings may be removed from the Board of Directors unless it is confirmed that such absences were medically necessary due to extreme illness. A written notice submitted in advance of a missed meeting is required from a Board member. A virtual option will be considered under extreme circumstances or if a Board member is traveling out of town during a meeting.

Term & Term Limits

The term of office for elected members of the Board of Directors shall be two (2) years. Except for the Immediate Past Chair or as may be approved by the vote of the majority of the other members of the Board of Directors, Directors may serve a maximum of two consecutive full terms plus any time served in any unexpired term. For all officers, the term of office shall be for two calendar years, and until their successors are elected and assume office on the first day of January for each new term. No officers may serve more than two years in the same office.

IMPORTANT: A criminal background check, paid for by the Chamber, is performed for all Board members. I agree to provide the necessary information for this routine procedure.

I HAVE READ AND AGREE TO CARRY OUT THE STATED JOB RESPONSIBILITIES

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BOARD MEMBER NAME (PRINT)

______________________________ ______________

BOARD MEMBER SIGNATURE DATE