



## **Lockwood Donis Foundation**

### **Roles & Responsibilities of the Board of Directors**

#### **Excerpt From LDF By Laws:**

##### **Annual Meeting:**

A meeting of the Board shall be held annually at such place, on such date and at such time as may be fixed by the Board, for the purpose of electing Directors, receiving annual reports of the Board and Officers, and for the transaction of such other business as may be brought before the meeting.

##### **Election and Term of Office:**

The initial Directors of the Corporation shall be those persons specified in the Certificate of Incorporation of LDF. Each new Director shall be chosen by a majority vote of the current board and shall serve for a term of two (2) years. Directors may serve consecutive terms. Each Director shall also hold office until the next annual meeting of the Board and until such Director's successor has been elected and qualified, or until his or her death, resignation or removal.

##### **Powers and Duties:**

Subject to the provisions of law, of the Certificate of Incorporation and of these By-Laws, but in furtherance and not in limitation of any rights and powers thereby conferred, the Board shall have the control and management of the affairs and operations of LDF and shall exercise all the powers that may be exercised by LDF.

##### **Additional Meetings:**

Regular meetings of the Board may be held at such times as the Board may from time to time determine. Special meetings of the Board may also be called at any time by the Chairperson and President or by a majority of the Directors then in office.

##### **Notice of Meetings:**

No notice need be given of any annual or regular meeting of the Board. Notice of a special meeting of the Board shall be given to each Director in person, by mail or electronically at least three (3) business days (Saturdays, Sundays and legal holidays not being considered business days for the purpose of these By-Laws) before the date designated for such meeting specifying the place, date and hour of the meeting. Whenever all of the Directors shall have waived notice of any meeting either before or after such meeting, such meeting shall be valid for all purposes. A Director who shall be present at any meeting and who shall not have protested, prior to the meeting or at its commencement, the lack of notice to him, shall be deemed to have waived notice of



such meeting. In any case, any acts or proceedings taken at a Directors' meeting not validly called or constituted may be made valid and fully effective by ratification at a subsequent Directors' meeting that is legally and validly called. Except as otherwise provided herein, notice of any Directors' meeting or any waiver thereof need not state the purpose of the meeting, and, at any Directors' meeting duly held as provided in these By-Laws, any business within the legal province and authority of the Board may be transacted.

#### Quorum:

At any meeting of the Board, a majority of the Directors then in office shall be necessary to constitute a quorum for the transaction of business. However, should a quorum not be present, a majority of the Directors present may adjourn the meeting from time to time to another time and place, without notice other than announcement at such meeting, until a quorum shall be present.

#### Voting:

At all meetings of the Board, each Director shall have one vote. In the event that there is a tie in any vote, the Chairperson shall have an additional vote to be the tie-breaker.

#### Action Without a Meeting:

Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or any such committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or any such committee shall be filed with the minutes of the proceedings of the Board or such committee.

#### Removal:

Any Director may be removed for cause by vote of the Board provided there is a quorum of not less than a majority present at the meeting at which such action is taken.

#### Resignation:

Any Director may resign from office at any time by delivering a resignation in writing to the Board of Directors, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

#### Vacancies:

Any newly created directorships and any vacancy occurring on the Board arising at any time and from any cause may be filled by the vote of a majority of the Directors then in office at any Directors' meeting. A Director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor.



#### Committee:

The Board, by resolution adopted by a majority of the entire Board, may designate from among the Directors an Executive Committee and other standing committees, each consisting of three or more Directors, to serve at the pleasure of the Board, and each of which, to the extent provided in such resolution, shall have the authority of the Board. The Board may designate one or more Directors as alternate members of any such committee, who may replace any absent member or members at any meeting of such committee.

#### Participation by Telephone:

Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

#### Proxy:

A Director may use email or written legal notice to authorize someone to act in his or her stead.

#### Agenda for Regular Meetings:

The agenda or order of business for each Regular Meeting shall include the following:

- (a) Call to order
- (b) Roll Call
- (c) Approval of Minutes
- (d) Financial Report
- (e) Reports of Regular Committees
- (f) Reports of Any Other Committees
- (g) Report of the Director
- (h) Old Business
- (i) New business
- (j) Adjournment



## **Excerpt From Board Member Orientation Policy:**

### *Number of Board Members and Summary of Board Terms*

Lockwood Donis Foundation (LDF) Bylaws authorize a minimum of three (3) and a maximum of seven (7) Directors. At any one time, no more than thirty-three (33) percent of the Board shall be comprised of “interested persons,” including anyone currently compensated by LDF for services rendered within the previous twelve (12) months or any family member.

As required in order to maintain compliance with LDF Board standards set forth by the LDF Articles of Incorporation and Organizational Bylaws, the Executive Committee may evaluate potential Directors, as well as the skills and affiliations needed by the Board of Directors for the following fiscal year. They may also conduct new Director recruiting efforts.

LDF Directors are expected act consistently, responsibly and prudently in accordance with LDF’s Code of Ethics and Code of Conduct. Each Director’s duties include:

1. Legal, fiscal and moral responsibility along with fellow board members for LDF’s well-being and responsibility to:
  - Be familiar with LDF’s budget and take an active part in the budget planning process.
  - Know and approve all policies and programs and oversee their implementation.
  - Take responsibility for making decisions on organization issues and Board matters.
  - Interpret the organization’s work and values to the community, represent the organization and serve as a spokesperson.
  - Keep up-to-date on the business of the organization.
  - Excuse oneself from discussions, decisions and votes presenting a conflict of interest.
2. Attendance at least one (1) board meeting per year. Should a Director be unable to attend a meeting, he or she will, if needed, be available for telephone or email consultation. Additionally, he or she will be available to serve on at least one (1) board committee should the need arise.
3. Working in good faith with fellow Directors and staff toward the achievement of LDF’s goals.

### *Board Director Nomination and Election*

The Executive Committee may plan and manage the Board recruitment process with support from the Executive Director. The identification and ultimate election of Directors is a several-step process and may be conducted on an annual basis, although LDF



Bylaws allow for filling Director vacancies at any time as the President and Chairperson or Board of Directors deem appropriate.

#### *Annual Assessment of Board Composition*

Returning Board Members. The Executive Committee, as convened, assesses the skills, connections and affiliations of current Directors, analyzes gaps and then sets priorities for Board recruitment to support LDF's mission and current strategic goals.

#### *Identification of Board Nominees*

The Executive Committee seeks to identify prospective Board members from LDF's current stakeholders as well as the community at large who possess the desired qualifications and appear to be promising Directors.

The Executive Committee solicits recommendations for Director nominees from community stakeholders and other Directors.

#### *Board Recruitment and Interview Process*

1. The Executive Committee develops a list of potential Director nominees for recruitment and sends the list to the Board for vetting before contacting potential nominees.
2. Members of the Executive Committee and the Executive Director may contact potential nominees to assess initial interest.
3. Interested potential nominees are interviewed by the Board President and Chairperson with the Executive Director. The interview addresses expectations of Directors, descriptions of Board practice and structure, and asks about professional and community experience, as well as the candidate's motivation for Board participation and ways to contribute.
4. Potential nominees may be invited to attend the annual Board strategy session or other Board meetings as a way of meeting other Directors and gaining exposure to LDF's strategic issues and ways that issues are addressed.

#### *Process for Election*

The Executive Committee sends the slate of nominees to the Board at least one (1) week before the annual general Board meeting, with brief biographical information about each nominee. The Board votes on the slate of nominees at the Board meeting for two (2) - year terms. New Directors may be nominated at other Board meetings with the same notice duration required.

Newly elected Directors are informed of their election within one (1) week of the Board meeting at which the election took place in a letter or email that also confirms:

1. Dates of the Board term



2. Dates and plans for new Director orientation
3. Dates for Board meetings for the fiscal year
4. Name of their Board Director partner
5. Expectations of the Board Director partner role

Board Chairperson's Signature Indicating Board Authorization

\_\_\_\_\_  
Print Name – Board of Directors President

\_\_\_\_\_  
Signature – Board of Directors President

Date: \_\_\_\_\_