

BOARD MEMBER AGREEMENT

Responsibilities and Expectations

1. Purpose

The Bloom Syndrome Association Board of Directors governs the organization's strategic and operational management and is committed to furthering the organization's mission.

2. Structure

- **Composition:** The Board of Directors is composed of individuals with a wide range of professional and personal backgrounds to support the needs of the organization. The Board includes seven voting members, each of whom is selected by the Board, and an eighth, nonvoting member, who is selected by the Board through a separate process of application and review.
- **Eligibility:** Members of the Board, including all applicants, must be twenty-five years of age or older and be registered members of the Bloom Syndrome Association. Members of the Board should be passionate about the Association's mission, goals, and objectives and share its values. Members of the Board should also have leadership experience in business, healthcare, education, philanthropy, charitable causes, or their community.
- **Terms:** Members of the Board will serve terms of three years, with a limit of two consecutive terms; after which, they must step down for at least one year before becoming eligible to serve again. A member of the Board may resign by submitting a written notice to the Board.
- **Compensation:** Members of the Board will receive no compensation for their time or their expertise. Members of the Board will, however, receive reimbursement for expenses incurred in fulfillment of their specific responsibilities to the Association, as long as such expenses are reasonable and appropriate, are authorized ahead of time, and are not covered by other means.
- **Time Commitment:** Each Director position requires approximately ten hours per month for Board activities, including committee service, meetings, communications, and fundraising. Directors who are also officers of the Board will have additional responsibilities that may require additional hours of commitment each month.
- **Leadership:** Each year, the Board of Directors will elect from among its members the following officer positions: Chair, Vice Chair, Secretary, and Treasurer. A Board member can hold two Board positions simultaneously, except as Chair and Treasurer or as Chair and Executive Director. The Executive Director is a nonvoting staff member of and appointed by the Board. Officer roles begin on January 1. Officers are elected at the last meeting of the Board each calendar year or, in the event of a vacancy, at any duly convened and attended meeting of the Board.

3. Roles and Responsibilities

Chair. Serves as the executive leader of the Board of Directors, which has ultimate governance responsibility for the Association.

- Keeps the Board's work focused on the organization's mission, vision, and strategic direction by designating work that could be more effectively addressed in committees.
- Works collaboratively with the Executive Director and the Secretary to establish Board meeting agendas.
- Presides over Board meetings and calls special meetings as necessary.
- Recommends committee chairs for Board approval.
- Works closely with the Executive Director to address issues and achieve the goals of the Association.
- Acts as a spokesperson for the Board.
- Meets fundraising and committee service requirements.

Vice Chair. Prepares to assume the role of Board Chairperson when that role becomes vacant.

- Steps into the office of Chair should the Chair be absent or if the office of Chair becomes vacant.
- Assists the Chair in the execution of the Chair's duties.
- Serves on committees as requested to learn the operations of the Board.
- Works closely with the Chair to transfer knowledge and history to prepare for leadership.
- Meets fundraising and committee service requirements.

Secretary. Maintains the records of the Association.

- Ensures that an agenda has been prepared by the Chair for all Board meetings, and that the agenda is distributed in advance of each meeting.
- Oversees the distribution of background information for agenda items to be discussed.
- Prepares the official minutes of the meeting that record motions, discussion votes on motions, and decisions made.
- Prepares and provides written minutes to Board members in advance of the next meeting and records any changes or corrections to the minutes.
- Ensures that documents (bylaws, Form 990, roster of Board members) are filed and accessible to members.
- Meets fundraising and committee service requirements.

Treasurer. Oversees the financial activities of the Association.

- Manages the Board's review of and action on its financial responsibilities.
- Works with the Executive Director to ensure that financial reports are distributed to the Board in advance of meetings.
- Leads discussion of the financial reports at Board meetings.
- Assists with the development and review of the annual budget.
- Meets fundraising and committee service requirements.

General Member. Participates in the governance and activities of the Association.

- Attends Board meetings and participates in Board discussions and decisions.
- Meets fundraising and committee service requirements.

Executive Director. Oversees the day-to-day operations of the Association. This role may be held in whole or shared by other Board members except those who hold the Chair and Treasurer positions.

- Is a nonvoting member of the Board and ex officio member of all Board committees, task forces and ad hoc groups.
- Implements the decisions of the Board.
- Signs documents and contracts approved by the Board.
- Acts as a spokesperson for the Association.
- Oversees Association compliance with Federal, State and Local laws and regulations.
- Oversees paid staff, volunteers and partners of the Association.
- Oversees all committee and task force activities including communications & marketing, fundraising, community engagement, and conference & event planning.
- Directs all administrative operations of the Association including planning, accounting, technology and legal functions.

4. Expectations

As a member of the Bloom Syndrome Association Board of Directors, I have a legal and ethical responsibility to ensure that the organization does the best work possible in pursuit of its goals.

I believe in the purpose and the mission of the organization, and I will act responsibly and prudently as its steward. As part of my responsibilities as a Board member, I will...

- Share the organization's work and values with the community.
- Professionally represent the organization and act as an ambassador for the Bloom Syndrome Association.
- Share our community's needs and interests with the organization, speak on behalf of the community, and hold the organization accountable.
- Make a personal financial contribution at a level that is meaningful to me.
- Actively participate in the Bloom Syndrome Association's annual fundraising activities. This means asking my contacts to give to campaigns and cultivating relationships with existing or prospective Bloom Syndrome Association donors.
- Attend at least seventy-five percent of all board meetings.
- Serve on at least one committee, when applicable, and attend at least seventy-five percent of all meetings for committees on which I serve.
- Make every effort to attend Bloom Syndrome Association major events as an attendee or a volunteer.
- Excuse myself from discussions and voting where I have a conflict of interest.
- Stay informed about what is going on in the organization. I will ask questions and request information. I will participate in and take responsibility for making decisions on issues, policies, and other matters. I will not stay silent if I have questions or concerns.
- Work in good faith with staff and other Board members as partners toward achievement of our goals.

Also, I understand that if I am unable, for any reason, to fulfill my duties as a Board member, I may be removed from the Board by a majority vote.

In turn, the Board of Directors will be responsible to me in the following ways:

- Hold quarterly Board meetings to provide updates on financial and organizational activities that allow me to meet the "prudent person" standards of the law.
- Provide opportunities for discussion with the Chair and Executive Director regarding the organization's programs, goals, activities, and status. I can initiate such discussions, as needed.
- Assist in the execution of my duties by keeping me informed about issues in rare disease research and medical care, and by offering me opportunities for professional development as a Board member.
- Provide straightforward responses to questions that I feel are necessary to carry out my fiscal, legal, and moral responsibilities to this organization. Board members and staff will work in good faith with me toward achievement of our goals.