



American Orchid Society
Education. Conservation. Research.

JOB DESCRIPTION

JOB TITLE: THE BOARD

DATE: February 27, 2022

JOB SUMMARY

The Board of the American Orchid Society is the governing body of the organization. The Board sets the strategic direction, assures financial viability and oversees the direction of the Society.

BYLAWS:

3.1 – COMPOSITION

The Board shall consist of not fewer than three (3) and not more than twenty-five (25) individuals (Officers and other Trustees), elected from among the Members. The Board shall include the Officers defined in Article 4. Qualifications of Trustees shall be specified and approved by the Board.

All Trustees shall be expected to attend all meetings of the Board and all regular and special Meetings of the Members. If a Trustee plans not to attend a meeting of the Board, he or she shall so inform the President prior to the meeting, stating his or her reason. The Board may remove a Trustee from the Board for failure to attend three (3) out of the past six (6) meetings of the Board, provided that a majority of the Trustees present at a meeting at which a quorum is present must vote in favor of such removal. Trustees may participate in meetings of the Board by telephone, videoconference, or other electronic means as long as all persons participating in the meeting can hear each other at the same time and can participate in all matters before the Board. Participation by such means shall constitute presence in person at a meeting.

3.2 - NOMINATIONS AND ELECTIONS OF TRUSTEES AND OFFICERS

The Governance Committee (defined hereafter) shall assist the Board in identifying its competency needs, and, with the Board, develop the criteria to be used by the Nominating Committee for selecting future Trustees and Officers.

The election of Trustees and Officers shall be held at the Annual Meeting of Members. The candidates receiving the largest number of votes for the positions available shall be elected.

3.3 - POWER AND DUTIES

The Board shall have ultimate charge and direction of the affairs and business of the Society to fulfill its mission and purposes.

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3.4 - TERM OF TRUSTEES

Trustees shall serve terms of three (3) years. Unless otherwise provided in these Bylaws, Trustees may serve no more than two (2) consecutive elected three (3) year terms, after which they shall not be eligible for re-election for a period of three (3) years unless elected as an officer, which may extend the term to a total of 12 consecutive years on the Board. The twelve (12) years shall include total Board service begun prior to approval of these bylaws.

4.1 - OFFICERS

The following shall be the Officers of the Society who shall also be members of the Board: President, two (2) Vice Presidents, Secretary, Treasurer, Assistant Treasurer and Immediate Past President.

COMPOSITION

The Board of Directors consists of the seven elected officers of the Executive Committee and twelve elected trustees. Reporting to the Board are the Committees and Task Forces.

ROLE OF THE BOARD

The Board of Trustees is legally and ethically accountable for the health and effectiveness of the AOS. The encompassing role of the Board is to provide good governance, to ensure that the AOS achieves its mission in an ethical, transparent, accountable, and prudent manner and bears ultimate fiduciary responsibility for AOS' welfare.

DUTIES & RESPONSIBILITIES:

The Board:

- Articulates the mission, and values of the AOS. Determines the strategic direction and major goals for the organization by developing a comprehensive strategic plan and monitoring the organization's progress toward achieving it through evaluation of performance.
- Ensures the organization stays future-oriented and relevant to its membership through monitoring its environment, programs and committee performance, assessing results and ensuring steps are taken for continuous quality improvement.
- Reviews and approves amendments to the bylaws, policies and procedures of the AOS and ensures that AOS programs, activities and operations adhere to them.

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- Monitors the financial performance of the organization. Approves the Annual Budget and subsequent annual audit of the AOS, ensuring adherence to the financial policies. Ensures long term financial sustainability through oversight of operations, reserves, and capitalization.
- Supports and approves fund raising activities to enable the ongoing fiscal health of the organization.
- Encourages a competent Board through definition of performance criteria for Board members, recruitment, and evaluation of candidates, and following election, ensures orientation and development of Board members.
- Evaluates periodically/annually the performance and effectiveness of the Board and its individual members.
- Maintains a culture of inquiry, mutual respect, and constructive debate that leads to sound and shared decision making, establishes an atmosphere of accountability and integrity, and respects and supports its decisions.
- Has responsibility for maintaining confidentiality on matters/issues discussed in Executive Session. The goal is to allow frank and open exchange of information in the session which will not be repeated outside the session. Only actions and decisions will be reported arising from the discussion.
- Ensures that members, donors, stakeholders, and interested persons have access to appropriate and accurate information regarding finances, policies, operations and results.
- Takes oversight responsibility for the following:
 - supporting the work of the Committees and Task Forces so that it is aligned to the overall strategic goals, approving their outputs and proposals as required
 - reviewing the administrative reports and progress of AOS staff activities
 - approving the chairs and members of Audit, and Nominating Committees as recommended by the president.
 - approving chairs of other committees, following recommendations from the President
 - approving the membership fee schedule and types of membership
 - approving awards and honorary appointments
 - approving requests for Affiliation as recommended by the Affiliated Societies Committee
 - approving actions of the Judging Committee

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DUTIES OF THE CHAIR OF THE BOARD

The President shall chair all meetings of the Board, or, if unable to attend, meetings will be chaired by one of the Vice Presidents. Duties of the President, as chair, are found in the President's job description.

Approved 10/28/11 at the Board of Trustees meeting in San Antonio
Revised and approved by the Board of Trustees October 29, 2016
Revised and approved by the Board of Trustees February 27, 2022.