



JOB DESCRIPTION

JOB TITLE: TRUSTEE

DATE: October 29, 2016

JOB SUMMARY

The Trustees of the American Orchid Society are the governing body of the organization, and are led by officers elected from within the Trustees or from the AOS membership. Trustees of the American Orchid Society are elected to set the strategic direction, assure financial viability, and oversee the direction of the Society and may be elected to serve up to two consecutive 3 year terms.

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.¹ 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.

JOB DESCRIPTION

JOB TITLE: TRUSTEE

DATE:

October 29, 2016

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 reelection 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.

DUTIES & RESPONSIBILITIES:

- Determine the strategic direction and major goals of the AOS.
- Monitor the financial and programmatic performance of the organization.
- Build a competent Board.
- Approve the Annual Budget and subsequent annual audit of the AOS and ensure adherence to the financial policies.
- Oversee the performance of the President, and elected Officers.
- Support the AOS with time, talent, and financial contributions to ensure adequate financial resources.
- Approve the Finance, Audit, Nominating and Governance Committees following recommendations from the President and other committee chairs as recommended by the President.
- Approve awards and honorary appointments.
- Enhance the organization's public standing.
- Approve the fee schedule and types of membership.
- Evaluate annually the performance of the Board and its individual members.
- Ensure a smooth transition of leadership both within the Board and for its officers.
- Delegate to the Governance Committee, an operational committee of the Board, a comprehensive annual review of the composition and competencies of its

JOB DESCRIPTION

JOB TITLE: TRUSTEE

DATE:

October 29, 2016

members and the Board as a whole, and provision for orientation for new Board members.

Oversight and Strategic Planning:

The Board:

- Has ultimate charge for direction of the affairs and business of the AOS to fulfill its mission and purposes and bears ultimate fiduciary responsibility for its welfare.
- Defines the strategic direction for the organization by developing a comprehensive strategic plan and monitoring the organization's progress toward achieving it through plans, programs, policies and procedures, and conservative fiscal management.
- Instructs the drafting, the process of approval and implementation of the organization's bylaws.
- Reviews and evaluates the organization's programs and services to measure the AOS's advancement toward its mission and goals.

Standards:

The Board

- Requires: members be circumspect in their public comments and behavior. Only the President and CEO/COO speak for the AOS.
- 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, maintains a uniform voice, has responsibility for organizational leadership, and maintains confidentiality.
- Promotes an ethos of transparency by ensuring that members, donors, stakeholders, and interested persons have access to appropriate and accurate information regarding finances, operations and results.
- Conducts the organization's business, setting aside all consideration of personal interest or advantage; represents the long-term interests of the AOS and its membership.

Related to Staff:

The Board:

JOB DESCRIPTION

JOB TITLE: TRUSTEE

DATE:

October 29, 2016

- Through the President and the Executive Committee, recruits, hires, monitors, and evaluates the work of the Director of Administration and Membership Services (DAMS) and the Chief Education and Science Officer (CESO) and provides guidance and support for them.
- Through the President and the Executive Committee, holds the DAMS and/or the CESO accountable to ensure that staff activities support the mission and vision statements of the organization.
- Advises assists and supports staff in the performance of their duties as requested by the DAMS and/or CESO. Board members have no individual jurisdiction over, or responsibility for, staff unless directed by the President and/or Executive Committee.

Individual Trustees shall:

- Act only for the good of the organization, forgetting personal or individual agendas. Be familiar with and participate in the furtherance of the organization's missions, bylaws, policies, finances and obligations. Support the aims and goals as determined by the Board. Once decisions are made by the Board, all Trustees have an obligation to publicly support those decisions even though they may not be personally in favor of them.
- Understand and respect the extreme importance of confidentiality of Executive Sessions of the Board. Failure to fully maintain confidentiality is grounds for removal from the Board.
- Be extremely circumspect regarding public comments about Board discussions and decisions, other Trustees, and the AOS as a whole. Trustees have a duty to speak positively about the AOS. Private, frank discussion of confidential matters regarding the AOS and its activities during Board meetings and among Board members must remain within the Board and not be shared elsewhere. Decisions and outcomes of Board discussions, however, are to be openly and positively communicated.
- Financially support the organization in a manner commensurate with one's ability, while seeking additional financial support elsewhere.
- Advocate on behalf of the organization—Trustees must be prepared to promote the positions and activities of the organization in order to secure funding and other support for AOS activities and programs.
- Accept appointment to, and participate on, standing committees of the Board, and serve on ad-hoc committees as appointed. Resolve to participate fully,

JOB DESCRIPTION

JOB TITLE: TRUSTEE

DATE:

October 29, 2016

attend all meetings, and contribute in a positive, constructive, and co-operative manner with fellow board members.

- Respond promptly to all communications concerning AOS business.
- Be ambassadors to the orchid community. Act as a liaison between AOS members and the Board to further cooperation and free-flowing exchange of knowledge. Be alert for opportunities to explain the AOS vision and mission, as well as plans and programs, to AOS members and others interested in orchids to garner support for the good of the organization.
- Act honorably as facilitators for the organization. Be approachable and responsive to the concerns and suggestions of the general membership. Provide support for fellow board members, the AOS membership, and AOS staff. Be open to and respectful of new ideas to keep the organization viable and vital. Fully support the decisions of the board.
- Bring special skills, knowledge, talent, contacts, contributions, and/or expertise.
- Be constantly on the look-out for potential volunteers who could advance the mission and programs of the AOS. Support current AOS volunteers.

KNOWLEDGE, SKILLS AND ABILITIES REQUIRED:

. Core Competencies: (taken from the advice of the GC to the NC doc)

- Member in good standing of AOS.
- Embraces the mission of the AOS.
- Willingness to put AOS first and work toward its future strength;
 - a. Commitment to attending Board meetings,
 - b. Firm commitment to working on Board committees and/or special projects,
 - c. Experience as a strong team player– each member has responsibility and is accountable for deliverables.
- Integrity & ethical behavior.
- Willingness to serve as an ambassador for AOS.
- Financially supports the organization in a manner commensurate with one's ability, while seeking additional financial support elsewhere.
- Understanding that confidentiality of Board discussions must be respected.

Experience and skills desirable for the Board:

- Demonstrated prior board experience, preferably with a non-profit organization, with examples of the candidate's contribution to that board.

JOB DESCRIPTION

JOB TITLE: TRUSTEE

DATE:

October 29, 2016

- Development and fund-raising.
- Information Technology.
- Marketing.
- Strategic planning.
- Finance, financial planning, investment strategies.
- Environmental conservation and education.
- Strong interpersonal and communication skills.

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