

Board of Directors Position Descriptions

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Board Member - Position Description

Duties

WasteCap Resource Solutions, Inc. shall be managed by its Board of Directors as set forth in *Article III* of its bylaws. Subject to the limitations of the Articles of Incorporation of the Corporation, Bylaws and the laws of the State of Wisconsin, the property, affairs and all other corporate powers of the Corporation shall be governed by its Board of Directors. It is the responsibility of the Director to read and understand the Bylaws of WasteCap Resource Solutions, Inc. while paying specific attention to *Article III Section B. Duties*:

1. Determine the mission and purpose of the corporation
2. Ensure organizational planning
3. Ensure that the goals and objectives of the Corporation are implemented
4. Evaluate and monitor all programs
5. Develop programs and activities that promote the purpose of the Corporation
6. Select, supervise, support, evaluate and if necessary, discharge the Executive Director
7. Establish governance, program, personnel, financial, and development policies
8. Approve an annual budget
9. Monitor finances
10. Ensure that adequate resources are available to the Corporation
11. Authorize all legal documents
12. Present an annual report at the annual meeting

Expectations

The Board of Directors added these expectations for each member of the Board. A self assessment surrounding these expectations will be conducted annually.

1. Know the mission of the organization and communicate it to others.
2. Bring expertise, knowledge, wisdom, connections or other contributions to the Board.
3. Annually, attend at least four board meetings in-person (preferably) or via teleconference.
 - Failure to attend four board meetings will result in removal from the Board.
 - Must attend the the annual board meeting in-person.
4. Review board meeting materials in advance and come prepared for meetings.
5. Hold yourself and other board members accountable to attend meetings regularly.
6. Participate in board discussions and foster good conversations, healthy debate, and good decision-making.
7. Be responsible for learning how to read and interpret the financial reports



8. Participate in at least one committee, attend meetings regularly and report to the Board.
9. Participate in or support other fundraising strategies for the organization.
10. Contribute a financially significant amount (based on personal resources) to the organization within the first three months of joining the Board or the new fiscal year.
11. Participate in or support other fundraising strategies for the organization.
12. Respond to requests from the Executive Director within 72 hours of business hours.
13. Attend a majority of key events including its annual fundraiser.
14. Participate in optional activities that relate to staff and key constituents
15. Help attract other donors and potential board members.
16. Make connections to your personal network to help the organization - either for program work or fund development
17. Train new board members or ask for training from existing board members on your role.
18. Respect fellow board and staff members.
19. Identify areas of conflict for yourself (real or perceived) and articulate them to the Board.
20. Be passionate about the organization's mission, programs, and what it can accomplish.

Term Limits

One term is consisted of two (2) years. A Director may serve a maximum of four (4) consecutive terms on the Board of Directors. This is equivalent to a maximum of eight (8) years.

Resignation

Any Director may resign at any time by giving written notice to the Board of Directors or the Secretary of the Corporation. The resignation shall take effect at the time specified, or if not time is specified, then upon receipt of the resignation by the Secretary or the Board of Directors.

Removal

Any Director may be removed from office with or without cause by a majority vote of the Board. If a Director is proposed to be removed, all Directors shall receive, in writing, notice of the proposed removal at least (5) days prior to the meeting. The Director proposed to be removed shall be entitled to at least seven (7) days notice in writing by mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Compensation

No Director shall receive any remuneration for services as a Director. When authorized by the Board of Directors, however, reimbursement may be made for travel or other out-of-pocket expenses incurred in discharging official duties as prescribed by the Board of Directors.



Chairperson - Position Description

Duties

The Chairperson shall be the principal officer of the Corporation and shall preside over all meetings of the Board of Directors. The Chairperson, subject to the control of the Board of Directors, shall perform all duties customary to that office and shall attend to all the affairs in accordance to the purposes of the Corporation and the policies and directives approved by the Board. The Chairperson shall submit to the annual meeting of Directors a report of the work of the Corporation and shall carry out as far as possible the purposes of the Corporation as stated in the Articles of Incorporation. The Chairperson shall be responsible for determining that correct and complete financial records of the Corporation are kept. The Chairperson shall furnish the Board of Directors on an annual basis, or whenever requested, a statement of the financial condition of the Corporation, and shall perform other duties as the Bylaws of the Board of Directors may from time to time prescribe.

Expectations

1. The chairperson is a Director of the Board and is subject to the expectations of the Board Member - Position Description.
2. Be a member of the Executive Committee.
3. Serve as the Chief Volunteer of the organization.
4. Partner with the Executive Director in achieving the organization's mission.
5. Provide leadership to the Board of Directors, who sets policy and to whom the Executive Director is accountable.
6. Mentor the Vice Chair regarding the Chairperson responsibilities.
7. Chair meetings of the Board after developing the agenda with the Executive Director
8. Encourage Board's role in strategic planning.
9. Appoint the chairpersons of committees, in consultation with other Board members
10. Serve ex officio as a member of committees and attend meetings when invited.
11. Discuss issues confronting the organization with the Executive Director.
12. Help guide and mediate Board actions with respect to organizational priorities and governance concerns.
13. Monitor financial planning and financial reports.
14. Play a leading role in fundraising activities.
15. Formally evaluates the performance of the Executive Director and informally evaluates the effectiveness of the Board members.
16. Evaluate annually the performance of the organization in achieving its mission.
17. Perform other responsibilities assigned by the Board.



Vice Chairman - Position Description

Duties

This position is typically a successor to the Chairperson position. In addition to the responsibilities outlined in the Committee Member job description, other expectations include:

Expectations

1. The Vice Chair is a Director of the Board and is subject to the expectations of the Board Member - Position Description.
2. Perform Chair responsibilities when the Chair cannot be available (*see Chairperson Position Description*)
3. Be a member of the Executive Committee.
4. Report to the Chairperson
5. Work Closely with the Chairperson and other staff
6. Participate closely with the Chairperson to develop and implement office transition plans.
7. Perform other responsibilities as assigned by the Board.



Past Chairman - Position Description

Duties

The Past chairman position is typically a successor to the Chairperson position. In addition to the responsibilities outlined in the Committee Member job description, other expectations include:

Expectations

1. The Past Chair is a Director of the Board and is subject to the expectations of the Board Member - Position Description.
2. Be a member of the Executive Committee.
3. Mentor the current Chairperson and consult as needed.
4. Perform other responsibilities as assigned by the Board



Secretary - Position Description

Duties

The Secretary shall keep minutes of the meetings of the Board of Directors and Executive Committee; see that all notices are duly given in accordance with the provisions of these bylaws and as required by law; oversee the corporation records, keep a register of the names and addresses, phone and electronic address of each Director; and in general, perform all duties as may from time to time be assigned by the Board of Directors. In addition to the responsibilities outlined in the Committee Member job description, other expectations include:

Expectations

1. The Secretary is a Director of the Board and is subject to the expectations of the Board Member - Position Description.
2. Be a member of the Executive Committee.
3. Maintain records of the board and ensures effective management of organization's records
4. Manages minutes of board meetings
5. Ensures minutes are distributed to members shortly after each meeting
6. s sufficiently familiar with legal documents (articles, by-laws, IRS letters, etc.) to note applicability during meetings



Treasurer - Position Description

Duties

The Treasurer shall perform all duties customary to that office and shall have knowledge of all corporate funds and securities and shall keep full and accurate of receipts and disbursements, assets and liabilities in the books of the Corporation. The Treasurer shall deposit or cause to be deposited all monies or other valuable effects in the name of the Corporation in such depositories as shall be selected by the Board.

Expectations

1. The Secretary is a Director of the Board and is subject to the expectations of the Board Member - Position Description.
2. Be a member of the Executive Committee.
3. Manage finances of the organization
4. Administrate fiscal matters of the organization
5. Provide annual budget to the Board for members' approval
6. Ensure development and board review of financial policies and procedures



DNR Liaison - Position Description

Duties

The Wisconsin Department of Natural Resources may recommend a liaison(s) to be appointed by the Board of Directors (a “DNR Liaison”) for a two year term. The DNR Liaison shall be invited to attend all Board of Directors meetings and may be present during all Board of Directors discussions, shall share knowledge and ideas with the Corporation from the DNR and shall advocate for the Corporation within the DNR. The liaison shall not have voting rights at Board of Directors meetings and shall not be counted toward a quorum or toward the total number of Board members serving.