

Danville Business Alliance Director's Position Description

1. **Position Title:** Director

2. **Reports To:** DBA President; DBA Membership

3. **Purpose of Position:** Directors are elected by the general membership of the DBA and serve three-year staggered terms. Directors serve in a fiduciary relationship to the DBA and are legally responsible for all activities of the corporation. Directors are responsible for determining DBA policy and strategic direction, financial oversight, and compliance with legal and ethical requirements.

4. **General Responsibilities:**

- To ensure the operation of the corporate entity known as the Danville Business Alliance (DBA) consistent with federal and Commonwealth of Pennsylvania laws, DBA bylaws, and DBA policies.
- Corporate governance.
- Determine and maintain the organization's mission and purpose.
- Select, evaluate and support the Executive Director.
- Ensure that effective planning is being carried out in support of the organization's mission.
- Monitor and strengthen DBA programs and services.
- Ensure the provision of adequate financial resources.
- Protect DBA assets, provide financial oversight, and insure sufficient funds are available for the DBA to meet its objectives.
- Annually review and approve the DBA financial goals, budget, and the strategic plan.
- Authorize and accept the annual audit and direct whatever correction action is required.
- Review and approve the DBA financial reports submitted by the Treasurer on a monthly basis.
- Adopt by-laws, act on their proposed amendment, and ensure the DBA operates within the by-laws.
- Adopt or act on the proposed revision of DBA policies that determine the purposes, governing principles, functions, activities and courses of action of the DBA.
- Participate in an annual assessment of board performance, or at such other time as the board designates.
- Select and develop board members and otherwise build the competency of the board of directors.
- Ensure the legal and ethical integrity of the DBA.
- Enhance the organization's public standing.

- When duly elected, serve faithfully in the offices of President, Vice President, Secretary and Treasurer. In addition, Directors will be asked to serve on and chair various committees.

5. **Specific Tasks:** A member of the Board is expected to undertake the following:

A. Board Meeting Attendance:

- Attendance at two-thirds (2/3) of the scheduled board meetings and one annual meeting of the DBA membership in a twelve-month period running from one annual meeting to the next is required.
- In addition, attendance at a board retreat, held upon the call of the board, is also strongly encouraged and expected, but not required.
- Because advance notice of the agenda and the board meeting schedule are provided, board members are expected to be prepared to discuss the issues and business to be addressed at scheduled meetings, and to notify the DBA office of any conflict and resulting absence.
- If a board member is absent from more than one-third (1/3) of board meetings or three consecutive meetings during the course of one (1) year, as defined above, the Board of Directors may replace said member for the remainder of his/her term.
- DBA does not reimburse directors for the cost of attending board meetings.

B. Fundraising Support: Directors will be involved with and support DBA fundraising efforts.

C. Program Support: As part of their service, directors should recognize and communicate opportunities for DBA advancement in downtown advocacy, relationship development, education, training, consulting, and fundraising.

D. Personal Commitment and Effort:

- The principal residence of each director shall be located in DBA's market, defined as Montour, Northumberland, Columbia, Lycoming, and Union Counties.
- The principal place of business or organization with which the director is employed or affiliated shall be located in DBA's market and be a DBA member in good standing.
- Each director shall lend his or her individual expertise to DBA operations and program planning.

E. Speaking Support: Each director shall serve when designated by the Board and as schedule permits, as the DBA representative at speaking engagements, hearings, advocacy forums, and other functions for which the presence of a DBA representative is required or requested.

F. **Membership:** As individuals or through their organizations, all board directors are required to be members in good standing of the DBA.

G. **Committee Service:** Directors are expected to serve on (and may volunteer to serve) at least one DBA committee, each of which will be chaired by a board member. Committees meet on a monthly, regularly scheduled basis. A list of current committees and related goals and work plans, which are updated annually, will be supplied in the Director Orientation Manual.

I, _____, recognizing the important responsibility I am undertaking in serving as a member of the Board of Directors of the Danville Business Alliance, hereby personally pledge to carry out in a trustworthy and diligent manner, all the duties and obligations inherent in my role as a member of the Board. I further pledge to maintain the confidential nature of Board deliberations and to vote my individual conviction; however, I will also support in a positive manner all actions taken by the Board of Directors even when I am in a minority position on such actions. If, for any reason, I find myself unable to carry out the above duties as best I can, or otherwise am unable to comply with the DBA Board of Director Voluntary Resignation Policy, I agree to resign my position as a member of the Board of Directors of the DBA. I certify that I have read, acknowledge and agree with the foregoing position description, the DBA Board of Director Voluntary Resignation Policy, and the DBA Conflict of Interest Policy, and I am familiar with the requirements of the position.

Signature

Print

Date

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