



of Central Alabama

Governance of our Local Affiliate

Girls Inc. of Central Alabama is governed by a local Board of Directors.

BOARD OF DIRECTORS

Board Membership

The entire control and oversight of the corporation and its property is vested in the Board of Directors. The number of directors shall not be less than eighteen (18) or more than thirty (30) and should represent a broad socio-economic, cross-section of the community. The number of directors may be changed at the recommendation of the Governance Committee, and be voted upon by the Board of Directors, at any annual, regular, or special meeting of the Board of Directors. Board members not fulfilling membership responsibilities may be removed from the board.

Board Meetings

There will be six regular meetings of the Board of Directors held during each calendar year and one of these regular meetings shall be held during the months of June, July or August. The day and time of the regular Board meetings shall be discussed and determined by the Board of Directors no less than two months prior to its implementation.

Board Tenure

Any elected member of the Board who has served two consecutive three-year terms shall be ineligible for re-election for a period of one year except as set forth below. A director first elected to a two-year term shall be treated as having served a three-year term. A director first elected to a term of one year or less may serve two additional consecutive three-year terms before the period of ineligibility shall be applied.

The one-year period of ineligibility shall not apply to a director who is nominated to be an officer by the Governance Committee and who is elected at the November meeting prior to the end of his or her second three-year term. Such an officer shall be eligible to serve only one additional three-year term as a director before the application of the period of ineligibility. At the end of a third three-year term, the period of ineligibility shall always apply.

The immediate Past Chair shall remain on the Board one year beyond his/her time in office regardless of these rules of tenure and shall serve in the position of Parliamentarian. If the option set forth below in Section 5.01 is exercised such that the Chairman serves a second one-year term, then the Past Chair can remain on the Board in the position of Parliamentarian for a total of two years beyond his/her time in office regardless of these rules of tenure, upon the recommendation of the Governance Committee and vote of the Board.

BOARD DUTIES

The duties of the Board of Directors are as follows:

1. To establish the policies of the organization.
2. To employ a Chief Executive Officer of the corporation, whose title may be President, Chief Executive Officer, Executive Director, or any combination of those or any other title appropriately representing the chief executive officer nature of the position. The employment recommendation will come from the Personnel Committee or a Board of Directors designated special search committee.
3. To determine goals and provide a program to achieve them.
4. To make long-range plans and review them annually.
5. To obtain and maintain the financial support for the corporation.
6. To oversee the administration of the finances, adhering to a well-planned, board-approved operating budget.
7. To interpret the programs of the corporation to the community, by a continuous public relations program.
8. To support and promote the corporation.
9. To accept the responsibility for:
 - Learning board procedures
 - Attending a majority of the meetings
 - Keeping up to date on knowledge of programs, policies and personnel of the corporation
 - Exercising independent judgment on all corporate decisions.

Board Committees

There are four standing committees of the Board of Directors staffed by voting members: the Executive Committee, the Governance Committee, the Fiscal Oversight and Audit Committee, and the Fund Development Committee.

Board Officers

The officers of the corporation shall be a Chairman, First Vice Chairman, Secretary, Treasurer, and Parliamentarian, all of whom except the Parliamentarian shall be elected by the directors at the November meeting and be installed at the January meeting. The

immediate Past Chair shall serve as Parliamentarian. Such officers shall serve for a term of one year, with the option for the Chairman and First Vice Chairman to serve a second one-year term upon the recommendation of Governance Committee and vote by the Board, and with the option of the remaining officers to serve multiple terms (not to exceed three terms) upon the recommendation of the Governance Committee and vote by the Board.

Bylaws

The information presented in this paper is readily available in greater detail in the Girls Inc. of Central Alabama Bylaws.