

## **Job Description Board of Directors Member**

The Prairie Club (Club) is a non-profit, volunteer organization founded in 1908. A critical element of the Club's success over its 100+ year history has been the willingness of its members to volunteer for the various officer, director and committee positions necessary to achieve the Club's operational success in a cost effective manner. The Prairie Club greatly appreciates the willingness of its members to serve in those various capacities and whose volunteer spirit makes The Prairie Club the club it is today.

### **Composition of Prairie Club Board of Directors**

The Prairie Club Board of Directors consists of 19 individuals. Officer positions include the President, First Vice-President, Second Vice-President, Secretary, Treasurer, the Camp Hazelhurst Vice-President (Camp Chair) and the Spring Grove Vice-President (Camp Chair) each elected for a two-year term. There are also twelve directors. Four directors are elected each year for a three-year term.

### **Mission or purpose statement of the Prairie Club**

The Prairie Club, founded in 1908, encourages the love of nature and participation in outdoor recreation by providing facilities and activities that allow members and guests the opportunity to experience the great outdoors. The Prairie Club fosters a sense of community, the appreciation of the beauty of nature, and importance of environmental conservation through the maintenance and programs of its two permanent camps, Hazelhurst and Spring Grove.

### **Purpose of the Board of Directors of the Prairie Club**

The purpose of the Board of Directors of the Prairie Club is to advise, govern, oversee policy and direction, and to assist with the leadership and general promotion of The Prairie Club by supporting the Club's mission and objectives statements. Board members play very significant roles providing guidance and oversight to the Prairie Club by contributing to its culture, history, strategic focus, effectiveness and financial wherewithal.

### **Fiduciary Responsibilities and Conflict of Interest**

Members of the Prairie Club Board of Directors are the fiduciaries who steer the organization's future by adopting and adhering to sound, ethical and legal governance and financial management policies, as well as determining that the not-for-profit organization has adequate resources to advance its mission. Board members are fiduciaries because they are entrusted to always act in the best interest of the Prairie Club and not act on the member's own behalf or personal interest. A fiduciary duty is a legal duty in addition to a moral one. Fiduciaries must exercise all of their skill, care and diligence when acting on behalf of the Prairie Club.

Board members must act as fiduciaries of the not-for-profit organization. A fiduciary owes a special type of duty to the entity it represents and must make decisions in the best interest of the Prairie Club as a whole, not either Camp Hazelhurst or Spring Grove individually. The Prairie Club is the legal entity that the members of the Board of Directors represent. This matter is particularly relevant because members of the Board of Directors may be Prairie Club members who are not siteholders at Camp Hazelhurst or

Spring Grove, Prairie Club members who are season pass holders, as well as Prairie Club members who are also siteholders at either camp. A Board member does not represent the interests of only Hazelhurst or Spring Grove or any one group of Club members. It is critical that the Board member leave his or her personal interest behind when acting in the role of a Board member. The Board member's duty and responsibility are to represent the Prairie Club overall and only the Prairie Club in that role. Also see Conflict of Interest Policy discussion in the Prairie Club Accounting Policies and Procedures Manual.

### **Major responsibilities of the Board of Directors**

- Act as a fiduciary to the Prairie Club as described above
- Attend and actively participate in periodic Board meetings—See separate section
- Understand the policies, procedures and by-laws of the Prairie Club
- In consultation with other members of the Board, exercise strategic governance and oversight by advising and directing the officers, employees and committees of the Prairie Club in their work as needed. Provide candid and constructive criticism, advice and comments.
- Work together with other members of the Prairie Club in a friendly, respectful manner. Recognize that the Prairie Club is a diverse group of people with different goals and priorities. Understand and respect your colleagues' viewpoints and opinions even if you disagree with the positions taken
- Be familiar with the Prairie Club's finances, budget and resource needs. Provide oversight of the financial reporting function, including adoption of the annual budget and approval of material business decisions such as investment of Prairie Club funds or capital expenditures
- Evaluate the performance of key personnel (Senior Office Manager and Camp caretakers)
- Review organizational and applicable program and committee reports
- Participate on a standing committee of the Board or serve on an ad-hoc committee as necessary and requested
- Promote and communicate the Prairie Club's mission and programs to the Club members at large through outreach, public relations and fundraising to increase public awareness, understanding and support of the Prairie Club. Be alert to community concerns that can be addressed by the Prairie Club's mission, objectives and programs

### **Board meetings**

The Prairie Club By-laws specify that the Board of Directors should meet at least six times in a year. Board of Director meetings are generally held at a location near the Prairie Club office in Lombard, Illinois. Generally, the meetings are 90-120 minutes in length. Board meetings are conducted in accordance with Robert's Rules of Order. While physical attendance at Board of Director meetings is preferred, the Prairie Club does arrange for Board of Director members to participate via teleconference. The Board member should notify the Prairie Club President if unable to participate in person or via teleconference. Any Board member absent for more than 1/3 of the Board meetings in one year shall cease to be a member of the Board. Prior to the Board meeting, the Board of Directors member should read any advance materials provided and be prepared to discuss those matters at the meeting.

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