

Board of Directors Job Descriptions

- Attend monthly Board of Directors meetings and as assigned.
- Vote on issues concerning Chamber operations and positions.
- Attend as many Chamber functions as feasible.
- Perform duties as requested by the Chairman of the Chamber Board.
- Support the Chamber both financially and through volunteer efforts.

Nomination Process:

The Board of Directors of the Downers Grove Area Chamber of Commerce & Industry consists of 15 to 21 business people representing Chamber Member firms in good standing. A Nominating Committee, appointed by the Chairman, provides a slate of Directors intended to create a balance in terms of business type, size, location and talents. The Board votes on the slate and if approved, is voted on by the Membership. A Board term is three years.

New Board Members:

All new Board Members will be asked to submit a biography and a photograph for publicity purposes. If the Board Member does not have a photo, one will be taken at the first available opportunity.

Duties:

All Board Members are encouraged to take a strong ownership in the Chamber and embrace the leadership role. Other Chamber Members recognize Directors and their company as leaders in the Chamber and in the community. To encourage ownership and involvement, the Board operates through four teams: Finance, Expansion and Retention (Membership), Programs and Events and Legislative. Participation on at least one team is expected and taking a leadership role is encouraged.

Prior to each Board of Directors' meeting, Members will receive a packet of information, including a consent agenda and financials. Board Members are encouraged to notify staff to advise whether they will be attending the meeting.

All Board Members are strongly encouraged to attend Chamber functions such as the General Membership Luncheons, Business After Hours, New Member Receptions, Golf Outing and the annual Black & White Ball. Their presence at these functions adds prestige to the event and sets an example for other Chamber Members. Board Members and their firms may be introduced at these functions.

Board Members are also strongly encouraged to participate in the Chamber at a committee level. In addition, Board Members are asked to frequently consult with Members of the Chamber so you may be truly representative in your position or to explain Board action or policy.

The Board Meeting:

Currently the meetings begin at 7:30 a.m. on the fourth Thursday of every month. Board Members are encouraged to be on time to board meetings; the Chairman will make every effort to adjourn the meeting by 9:00 a.m. If a Board Member misses more than three meetings without a valid excuse, their continued absence will be construed as a resignation from the Board.

Board Members will be asked to approve routine business, such as new Members, Member cancellations, minutes and a treasurer's report. The Board will be updated regularly and asked to make governance decisions about Chamber operations and finances as well as committee activities.

Occasionally, the Board will be asked to take a position on an issue pertaining to business, as aligned with our mission. The issue may be brought to the Board with a recommendation from a committee or delegated to a related committee for further investigation and/or a recommendation. The Board will review the information and make a decision based on the best interests of the entire Membership.

Directors' Fiduciary Responsibility:

All directors have a fiduciary responsibility to the Chamber, meaning that they are accountable for every financial decision made. Thus, it is extremely important that Directors ask questions of the Treasurer and the Chairman in order to fully understand the Chamber's finances. The Chamber carries D&O insurance to protect you.

It is expected that the Board of Directors offer financial support of the various Chamber venues, (marketing programs, event sponsorship, etc.). In addition, on an annual basis, every Board Member will be charged a \$300 commitment to serve as a Director.

Resignations:

Since the business is the Member, if a Director changes firms or resigns during his or her Board term, the business is asked to nominate a replacement. The Board votes on the nominee. The "replacement" Director will serve the remainder of the original term, at the end of the term the "replacement" Director is eligible to stand for election.

The Board may vote on the initial director to sit on the Board, completing the term, representing a new or different Chamber business. If there is no nominee, it is then up to the Board of Directors to replace that seat for the remainder of the term as they see fit.

Other:

Additional questions about the responsibilities and expectations of the Board of Directors should be directed to the President & CEO.