

PCA Board Directors and Officers - Eligibility and Expectations

Updated August 2020

Who is eligible to be a PCA Board Director/Officer and what will be expected of them?

Eligibility:

1. Must be at least **18 years of age** at the time of their election to the Board of Directors.
2. Need not have current or prior experience on a PCA Member Team in any capacity.
3. Shall not have been previously convicted of any crime that calls into question their ability to perform the fiduciary duties of a Director.*

**(If a Director has previously been convicted of such an offense they shall immediately inform the Board of the conviction. This does not immediately disqualify the nominee from acting as Director. A nominee who fails to inform the Board of Directors of a conviction may be disqualified from serving as Director.)*

Expectations:

Time Commitment:

- **Terms: 2 years***
- **Communication:** Directors and Officers will be expected to respond to formal communications in a **timely** and **consistent** manner. All emails shall be acknowledged and/or responded to within 48 hours.
- **Board Meetings:** at least **monthly for Directors**, for 1-2 hrs each
- **Committees:** Board members are also expected to **serve on a committee** - anticipate at minimum another 1-2 hrs monthly.
- + additional activities.
- = **1.5-2.5 hours weekly**
- Add another 1 or 2 hours weekly for Officer positions

**Terms: 2 years staggered so that, at each Annual Meeting, approximately one-half (1/2) of the Directors/Officers shall have one year remaining on their term. Directors and Officers may serve consecutive, unlimited terms. Term begins on January 1 of the year following the election.*

Director:

- General: Will manage the non-profit corporation's property and business affairs. Has a **fiduciary duty to PCA**. Does not "represent a Member Team" in their opinions and votes as a PCA Director.
- Terms: **2 years***
- Elected by: any current Directors not seeking re-election + the Delegation.
- Compensation: None
- The Board consists of **5 to 9 Directors**.

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Officer:

- President, Secretary, Treasurer, and other officers as the Board of Directors may consider necessary.
- Elected by the Board of Directors.
- Each officer will serve until their successor has been elected or until their death, resignation or removal (*Subject to removal at any time by a majority vote of the Board of Directors*).
- Terms: They maintain their Director term, but may serve as Officer for only a portion of that time, or the entirety of their term, subject to the majority vote of the Board of Directors.
- Compensation: None

President:

- Principal executive officer, has general charge and control over all of the non-profit corporation's business affairs and properties.
- Presides at all meetings of the Board of Directors.
- Must be a Director (the other officers may, but need not be, Directors).
- May also hold another Officer position EXCEPT that of Secretary. The President and Secretary must be two separate individuals.
- In the event the office of Treasurer is vacant, and no successor is designated, the President shall also have the duties and powers of the Treasurer.
- May sign and execute all authorized bonds, contracts or other obligations in the name of the non-profit corporation.
- Ex-officio member of all the standing committees.

Secretary:

- Gives notice of all meetings of the Board of Directors and all other notices required by law and the bylaws.
- Keeps minutes of the meetings of the Board of Directors.
- Performs all other duties that may be assigned to them from time to time by the Directors or the President.
- May be a Director (but is not required to be).
- May also hold another Officer position EXCEPT that of President. The President and Secretary must be two separate individuals.

Treasurer

- Has custody of all the funds and securities of the non-profit corporation.
- Keeps full and accurate accounts of receipts and disbursements in books belonging to the non-profit corporation.
- Deposits all moneys and other valuables in the non-profit corporation's name and credits in those depositories as the Board of Directors may designate.
- Disburses the funds of the non-profit corporation as ordered by the Board of Directors after taking proper vouchers for such disbursements.
- Furnishes to the President and the Board of Directors, whenever either of them requests, an account of transactions as Treasurer and of the non-profit corporation's financial condition.
- Furnishes to the Board of Directors and to the donors of the non-profit corporation within 60 days from the date that the non-profit corporation's 990-PF is filed a written report of the non-profit corporation's activities, receipts and disbursements during the tax year for which the 990-PF was filed.