

Second Cycle Community Bike Shop

Board Member Job Description

"If constellations had been named in the 20th century, I suppose we would see bicycles."
~ Carl Sagan

Purpose

The role of the board is to assure that the organization is accomplishing its mission by developing policies that guide the operation of the organization and by monitoring the finances of the organization. Board members also contribute to 2nd cycle meeting its vision by being advocates for the organization, including soliciting financial support. A board member may also serve as a volunteer. In this role they report to the staff of the organization.

Membership of the Board

The purpose of a board member is to serve the board as a voting member. The Board is composed of members who bring diversity of skills and background to the organization, including but not limited to, ability to raise funds, contacts in the community, expertise, and demonstrated leadership in the skills needed to assist the Board in meeting its goals.

Role and Authority of Board Member and/or Board Officer

The Board focus is on governance of the organization, and it is accomplished through policies. Individual board members are not authorized to make a commitment on behalf of the board or the organization.

The role of the board is to:

- PLAN STRATEGICALLY toward the future
- ESTABLISH POLICY that guides 2nd cycle and articulates the values that frame future strategies
- EMPLOY AND SUPPORT a first rate executive
- ADVOCATE for and champion 2nd Cycle's cause
- FUNDRAISE AND GENERATE REVENUE to ensure that 2nd cycle is financed properly, now and in the future.

Responsibilities

- Determine 2nd cycles mission's Mission and Vision
- Track progress toward meeting the results defined by the strategic plan
- Review agenda and supporting materials prior to board and committee meetings.
- Contributing to an annual performance evaluation of the Executive Director.
- Select the Executive Director
- Support the Executive Director and Review their performance.
- Assisting the board in identifying and recruiting new Board Members.
- Representing Second Cycle to stakeholders and the community at large; acting as an ambassador for the organization.
- Ensuring Second Cycle's commitment to a diverse board and staff reflects the communities it serves.

- Provide for the availability of adequate resources
- Oversee the effective management of resources
- Approve and monitor 2nd Cycles's programs and services
- Enhance 2nd Cycles's public image
- Completion of a Self performance evaluation when asked.

All Second Cycle board members must read and agree to the following statements:

1. I will steward the mission and vision of Second Cycle.
2. I will serve a three year term.
3. I will remain connected to the cause of this organization and the people it affects.
4. I will advocate for the organization and contribute to telling the story of Second Cycle.
5. It is my intention attend all meetings and make every effort to do so. I understand I will only be excused from two meetings a year in good standing.
6. I will respond promptly to communications and keep abreast of the ongoings of the organization.
7. I will make a personally meaningful financial gift to the organization no less often than yearly
8. I will serve on or lead one or more of the following committees:
 - a. Finance Committee
 - b. Fundraising Committee
 - c. Executive Committee
 - d. Governance Committee
9. I understand that the Board should be a generative organization and I will bring new ideas, energy, and opportunities to the organization.
10. I will make every effort to attend all 2nd cycle fundraisers
11. I will contribute to at least one of the following activities:
 - a. Annual fundraisers
 - b. Major capital campaigns to expand services, improve facilities, open satellite locations, increase staffing, or increase staff compensation
 - c. Tabling at community events at least once per year (may include National Night Out, Farmers Markets, South Sound Sustainability Expo, Downtown to Defiance, the Tacoma Bike Swap, or others)
12. I understand that it is my fiduciary responsibility to keep informed about the financial state of the organization, and I will read monthly financial reports.
13. I understand that service on Second Cycle's Board of Directors is without remuneration, except for administrative support, travel, and accommodation costs in relation to Board Members' duties.
14. I will work with and respect the opinions of my peers.
15. I will not act as an authority or attempt to execute policy outside of board meetings or in inappropriate ways.

16. I will be patient, compassionate, and understanding with myself, with other board members, with our community, and with the staff of Second Cycle.
17. I agree to spend at least one hour per month further developing my non profit governance skill set and knowledge base. I agree to maintain an attitude of curiosity.
18. I will be a spokesperson and leverage my social capital to further the mission of Second Cycle.

I, _____, have read and understood the previous statements and will stay true to them during my term as a board member of Second Cycle.

Signature: _____ Date: _____

Conflict of Interest Policy Agreement

Second Cycle Community Bike Shop

The purpose of the Conflict of Interest policy is to protect Second Cycle's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable corporations/organizations and is not intended as an exclusive statement of responsibilities.

Restriction on Interested Directors

Not more than 15% (percent) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person currently being compensated by the Corporation/Organization for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director; and (2) any brother, sister, parent, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the interested person.

Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors who are considering the proposed transaction or arrangement.

Establishing a Conflict of Interest

After the disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while the potential conflict of interest is discussed and voted upon. The remaining Board Members shall decide if a conflict of interest exists.

Addressing a Conflict of Interest

In the event that the Board should establish that a proposed transaction or arrangement establishes a conflict of interest, the Board shall then proceed with the following actions:

- Any interested person may render a request or report at the Board meeting, but upon completion of said request or report, the individual shall be excused while the Board

discusses the information and/or material presented and then votes on the transaction or arrangement proposed involving the possible conflict of interest.

- The Chair of the Board shall, if deemed necessary and appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- After exercising due diligence, the Board shall determine whether the Corporation/Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the best interest of Second Cycle, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction arrangement in conformity with this determination.

Violations of Conflict of Interest Policy

Should the Board have reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, the Board shall then inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

If, after hearing the interested person's explanation, and after making further investigation as may be warranted in consideration of the circumstances, the Board determines the interested person intentionally failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Conflict of Interest Policy Signature Page

**WITH MY SIGNATURE BELOW, I _____,
CERTIFY THAT I HAVE READ AND UNDERSTAND THIS POLICY AGREEMENT, AND I
ACCEPT AND AGREE TO ALL OF ITS TERMS AND CONDITIONS. I ENTER INTO THIS
AGREEMENT VOLUNTARILY, WITH FULL KNOWLEDGE OF ITS EFFECT.**

SIGNATURE: _____ DATE: _____