



## **Responsibilities of a CalSAE Board Member**

The Board is the governing body of the Society and has authority and responsibility for the supervision, control, and direction of the Society. As such, the Board will identify and address strategic issues, set policy, and provide fiscal oversight. CalSAE Board members are elected by the membership.

Responsibilities of a CalSAE Board member are:

1. Directors are bound by law to perform the duties of the position and act in the best interests of CalSAE.
2. Directors must be informed about the affairs of CalSAE to properly act in the best interests of CalSAE.
3. Directors should actively participate during meetings and read all relevant society literature, particularly all informational material provided with a meeting agenda which will be distributed by staff via email two weeks prior to each Board meeting.
4. Directors will attend all meetings of the Board unless it is not possible to do so in an individual instance. She/he may not designate an alternate Director. The Board typically meets four times per year. Annual Board meeting dates will be distributed with the minutes of the first Board meeting of the year.
5. Directors will actively promote CalSAE, act as ambassadors and encourage others to join, and be involved with CalSAE.
6. Directors are responsible for their travel expenses to and from Board meetings.
7. A Director represents the entire membership of CalSAE, not any particular constituency within CalSAE.
8. Directors should be familiar with the Bylaws of CalSAE, paying particular attention to Articles 5 & 6.
9. Directors should also listen to members about their concerns and follow an appropriate path to resolve concerns. However, Directors should avoid making a particular promise on behalf of the Board to a member, as an individual Director has no individual authority to do so.

Directors will not participate in any association decision in which they have a material interest, without first informing the Board of the interest and following proper procedures.

Proper procedures, in this case, mean the following:

1. If an item appears on the Board agenda in which a Board member may have a material interest, that member must first announce to the Chair and the rest of the Board that they have a material interest in the agenda item.
2. The Chair will inform the Board member that they may be involved in discussion, however, will not be able to vote.
3. After discussion, the Board member with a material interest will be asked to leave the room in order for a vote to be taken without duress.
4. After the vote, the Board member will be asked to return to the meeting and the Chair will immediately inform the member of the decision, but not the tally of the vote nor which Board members voted for or against the motion.

No Board member has the right to enter into a contract or agreement on behalf of CalSAE.

**Time Commitment: Approximately four to five hours per month plus travel and attendance to four Board of Directors meetings and one planning retreat (two days) annually.**