FIRST LIGHT

BOARD MEMBER APPLICATION

Date: ______________ **Nominated/Referred by:** ________________________________

Basic Information

We request the following information for the purposes of helping our board use the most respectful language when addressing its members, making sure our board is reflective of the population that we serve, and fulfilling our grant reporting requirements. Please help us serve you better by selecting the best answers to these questions. If you do not feel comfortable with the question, you may decline to answer it.

Last Name: ________________________ **First Name:** _____________________________ **Middle Initial:** ____

What name do you go by? _____________________________________

Preferred Pro-nouns: ◻ She/Her ◻ He/Him ◻ They/Them ◻ Other ___________ ◻ Decline to Answer

Gender Identity: ◻ Male ◻ Female ◻ TransMale ◻ TransFemale ◻ Gender nonconforming ◻ Decline to Answer

Veteran? ◻ Yes ◻ No ◻ Decline to Answer

E-mail Address: ____

Mailing Address: ____

City: __________________________ **State**: _______ **Zip**: ________ **County**: ____________________________

Telephone: Home _______________________ Cell _______________________ Work _______________________

Date of Birth: _____________________

Race: ◻Black/African American ◻White ◻ Hispanic ◻Asian ◻American Indian ◻Other: _________________________

Do you have a disability? ◻ Yes ◻ No **If yes, how can we provide accommodation for you?**

____

Occupation and Job Title (if retired, please list your previous occupation and title): __________________________________

Current Employer (if retired, please list your previous employer)**:** ____

Areas of expertise you bring to the board (Please check one or more):

◻ Administration / Management
◻ Entrepreneurship
◻ Strategic planning
◻ IT
◻ Government
◻ Mission-related other: ____
◻ Accounting, Financial management
◻ Communications, Marketing, PR
◻ Governance (board leadership/operations)
◻ Fundraising
◻ Law

Board Committee Interest

(Please check all that apply)

☐ Governance/Executive Committee ☐ Finance Committee
☐ Fundraising Committee ☐ Board Development Committee

Additional Information

Please attach a copy of your most recent resume for our reference.

1. **Please briefly describe why you would like to volunteer to serve on the Board.**
   ____
   ____
   ____

2. **Please briefly describe your academic and professional background, and other relevant experience (include any degrees or other professional titles you hold).**
   ____
   ____
   ____

3. **Please briefly outline the specific skills you bring, or contributions you hope to make, to the Board.**
   ____
   ____
   ____

4. **Please list any other clubs, boards or professional organizations you are involved with (or have been involved with in the last 5 years) and specify your positions and years of service.**
   ____
   ____
   ____

5. **Please list any previous volunteer or committee experience that you have with First Light.**
   ____
   ____
   ____

I am applying for a position on the First Light Board of Directors. I understand that there are participation requirements that include: an annual financial contribution that is meaningful to you; attendance and participation in at least 10 monthly board meetings; active and involved participation on a committee and attendance of committee meetings; an annual day-long board retreat; six (6) hours of service to the agency per month (including meeting requirements); and attendance at and support (monetary or in-kind) of First Light events, fundraisers and other board functions.

I hereby certify that all of the information contained in the application is true and correct to the best of my knowledge.

______________________________ ______________________________
Signature **Printed Name**

FIRST LIGHT

BOARD MEMBER JOB DESCRIPTION

Job Title: Board Member

Reports To: Board of Directors

Primary Responsibilities:

1. Define and approve the mission, purpose, and values of the organization:
   - Keep the mission current;
   - Provide a vision for the future;
   - Serve on board committees; and
   - Assess the board's performance.

2. Approve and monitor budget, ensuring the availability of necessary resources to implement the mission:
   - Ensure financial solvency and security;
   - Fundraise, including a personal financial gift;
   - Build goodwill and enthusiasm around the mission; and
   - Represent the organization to the public.

3. Develop, delegate, and monitor the implementation of the strategic plan:
   - Select an Executive Director and delegate full responsibility for all duties, except those reserved for the board;
   - Evaluate annually the ED's performance;
   - Assist in the creation of a strategic plan;
   - Create a consensus environment; and
   - Support the ED and staff.

4. Establish and/or approve policies to govern the agency and personnel.

5. Attend all board meetings, the board retreat, and a minimum of two agency events.

FIRST LIGHT

BOARD COMMITTEE JOB DESCRIPTIONS

Resource Development Committee

The Fundraising Committee's job is not simply to raise money. Instead, the Fundraising Committee is responsible for overseeing the organization's overall fundraising and, in particular, the fundraising done by the board. To accomplish this, its responsibilities are:

- To work with staff to establish a fundraising plan incorporating a series of appropriate vehicles, such as special events, direct mail, product sales, etc.;
- To work with fundraising staff in their efforts to raise money;
- To take the lead in certain types of outreach efforts, such as chairing a dinner/dance committee or hosting fundraising parties, etc.;
- To be responsible for involvement of all board members in fundraising, such as having board members make telephone calls to ask for support; and
- To monitor fundraising efforts to be sure ethical practices are in place, donors are acknowledged appropriately, and fundraising efforts are cost effective.
- Working with staff to create and implement a development plan incorporating a series of appropriate vehicles, such as grants, special events, direct mail, product sales, and fee for service contracts;
- Working with staff to identify potential markets and their needs, how to meet those needs with products/services/programs, and how to promote/sell the programs;
- Working with staff to identify, cultivate, and solicit funds from various sources of support; and
- Developing guidelines to ensure stakeholders are acknowledged appropriately, fundraising efforts are cost-effective, and ethical practices are followed.
- To coordinate the board's assignments on a particular event, such as the Golf Tournament.

Finance Committee

The Finance Committee's role is to oversee the fiscal affairs of the organization by ensuring the proper systems, procedures and controls are in place. Its tasks are:

- Developing appropriate procedures for budget preparations (such as meaningful involvement by program directors), reviewing budgets initially prepared by staff, and commenting on consistency between the budget and the organization's plans;
- Reporting to the board any financial irregularities, concerns, opportunities;
- Recommending financial guidelines to the board (such as establish a reserve fund or obtain a line of credit for a specified amount);
- Working with staff to design financial reports and ensure reports are accurate and timely;
- Overseeing short and long-term investments, unless there is a separate investments committee;

- Recommend selection of the auditor, working with the auditor, receiving auditor's report, and responding to its recommendations, unless there is a separate audit committee;
- Review the terms and conditions of major grants and contracts; and
- Advising the executive director and other appropriate staff on financial priorities and information systems, depending on committee member expertise.

Board Development and Governance Committee

The Board Development and Governance Committee includes the following responsibilities:

- Assess the board's current composition and identify priorities for board composition;
- Develop job descriptions for board members;
- Alter policies as needed;
- Preparing priorities for board composition;
- Meeting with prospective board members and recommending candidates to the board;
- Recommending a slate of officers to the board;
- Conducting orientation sessions for new board members and organizing training sessions for the entire board; and
- Suggesting new, non-board individuals for committee membership.

- Reviewing major new programs and services; and
- Monitoring the organization's performance against measurable targets.

Executive Committee

The Governance and Executive Committee is made up of the officers of the Board of Directors. The Committee's role is to look after the general affairs of the board by ensuring board processes, structures and roles are effective and by equipping each board member with the proper tools and motivation to carry out his and her responsibilities. These responsibilities include:

- Evaluate the Executive Director annually;
- Assure the board regularly engages in self-assessment; and
- Assure the board regularly engages in strategic planning.

First Light

Bylaws

Article 1 - *Name*

The name of this corporation shall be FIRST LIGHT, hereinafter referred to as FL or the Corporation.

Article II - *Not-for-Profit Corporation*

FL is a nonprofit corporation established pursuant to the South Carolina Nonprofit Corporation Act of 1994, as amended (hereinafter, the "Act"), and the tax benefits available under Sections 501(c)(3), 170(c), 2055(a), and 2522 of the United States Internal Revenue Code.

Article III - *Mission Statement*

"Bridging the Journey"

Article IV – *Duration*

The period during which FL is to continue as a corporation is perpetual.

Article V - *Powers*

5.1 – Notwithstanding any other provision of the Bylaws, the Corporation shall make its services available to the general public and shall make available to person of any race, color or gender all rights, privileges, programs and activities generally made available to other persons served by the corporation and shall not discriminate on the basis of race, color or gender in the administration of its policies, programs and activities.

5.2 – Notwithstanding any other provision of the Bylaws, no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any of its members, directors, officers or other private persons, except that the Corporation shall authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the Corporation's purposes. No substantial part of the activities of the Corporation shall consist of carrying on of propaganda, or otherwise attempting to influence legislation; and the Corporation shall not participate in nor intervene in (including the publishing of distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

5.3 – Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Sections 501 (c)(3) 501(k) of the Internal Revenue Code of 1986, as corporation, contributions to which are deductible under Sections 170(c)(2), 2055, 2106 and 2522 of the Code, or the corresponding sections of any future federal tax code.

5.4 – The Corporation shall have such other powers as are now or may hereafter be granted to nonprofit corporations by the laws of the State of South Carolina; provided, however, that the exercise of such powers shall always be subject to the limitations of paragraphs 1 through 3 of this article.

Article VI – *Membership*

6.1 – The Corporation shall not have members as defined in the act.

6.2 – However, FL shall have Alliance Members ("Alliance Members") consisting of any citizens of the United States of America regardless of race, sex, religion, economic status, or political persuasion who indicate a marked interest in the promotion of charitable, educational, scientific, benevolent, and medical purposes for which FL has been organized. Such Alliance Members shall have none of the duties or rights of members of a South Carolina nonprofit corporation as defined in the Act.

Article VII – *Board of Directors*

7.1 – The affairs and policies of this Corporation shall be under the control of a Board of Directors consisting of ten (10) to fifteen (15) regular members. New directors will be elected by the current Board of Directors.

7.2 – The directors shall normally serve for a term of three years. No person may serve more than two consecutive three year terms. After an absence of one (1) year, eligibility to serve shall be restored. (Amended July 2006)

7.3 – A director may resign by delivering a handwritten notice to the Secretary of the Corporation. A resignation is effective when the notice is received unless the notice specifies a later effective date. If a director misses more than three (3) consecutive regular meetings of the Board of Directors, that director is expected to resign from the Board of Directors prior to the resignation, the director may be removed by an affirmative vote of the majority of the directors then in office.

7.4 – The Board of Directors shall be responsible for the management of FL affairs. To carry out the objectives of FL, the Board may authorize and provide for the borrowing of money by mortgage, pledge the assets of FL, or by issuing bonds. The Board shall select the Executive Director and shall define the responsibilities and authority of this position, and evaluate his performance on an annual basis. The Board shall also appoint such agents and committees as are required and determine the extent of the agents' and committees' powers.

7.5 – The Board of Directors may, at its discretion, require the Treasurer or any other officer or employee of the Corporation to give a bond in a sum and with one or more sureties satisfactory to the Board of Directors, conditioned upon the faithful performance of the duties assigned to that person and for the restoration to the Corporation in case of death, resignation, retirement or removal from office of that person of all papers, vouchers, money and other property or whatever kind in that person's possession or under that person's control belonging to the corporation.

Article VIII - Meetings *of the Board*

8.1 – Regular meetings of the FL Board of Directors shall be held at least bi-monthly or as called by the Chairperson.

8.2 – The presence on person of no fewer than a majority of elected directors is requisite and shall constitute a quorum at all meetings of directors for the transaction of business. Any action by a majority of directors present at a meetings where a quorum is present shall be the action of the directors of this corporation.

8.3 – Alliance Members may attend meetings of the Board of Directors but shall have no vote on any business transacted at the meetings.

Article IX – *Officers*

9.1 – The officers of this Corporation shall be elected at the annual meeting of the Board of Directors and shall consist of a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer, all of whom shall be voting members of the Board of Directors. All elected officers shall hold office for two (2) years and will relinquish their positions when their successors assume office at the first meeting of the Board after August 31.

9.2 – The Chairperson or the Vice-Chairperson, if the Chairperson is absent or unable, shall preside at all meetings of the Board of Directors and shall perform the duties specified in these Bylaws or usually developing upon a presiding officer. The Vice-Chairperson is expected to perform other duties ordered by the Chairperson or the Board and may be expected to become Chairperson at the expiration of the term of office of the Incumbent Chairperson.

9.3 – The Secretary shall attend all meetings of the Board of Directors and shall act as clerk of each meeting, recording all votes and the minutes of all proceedings in a book kept for that purpose. The Secretary shall cause to be given notice of all meetings of the Board of Directors when notice is required by these By-laws, and, if required by resolution at any annual or special meeting of Alliance Members, shall give notice of meetings of committees of members. The Secretary shall have custody of the original copy of these bylaws and all amendments thereof, which original copy shall be signed by the President and Secretary and the date of such signing shall be noted. The Secretary shall keep minutes of meetings of the committees of the corporation and the Board of Directors.

9.4 – The Treasurer shall have charge of all funds and securities of the Corporation and shall cause to be kept full of and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall cause to be deposited all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be desginated and shall cause to be rendered to the Board of Directors at the regular meetings of the Board, or whenever they may require it, and account of all transactions and of the financial condition of the Corporation.

9.5 – No Officer shall hold two (2) offices concurrently or serve more than two (2) consecutive terms in the same office, except the Treasurer who may serve as many consecutive terms as the Board desires.

Article XI – *Executive Committee*

11.1 – The Executive Committee shall have full power to conduct the business of the Board between meetings. The Executive Committee shall make nominations to the Board for Officers and Committee chairs, of at least one nominee when needed. The Executive Committee shall review the annual budget as prepared by the Executive Director and provide budget review.

11.2 – Regular meetings may be determined at the discretion of the Chairperson of the Board and the Executive Director. Special meetings may also be called a the discretion of the Chairperson of the Board and the Executive Director. Minutes of all proceedings shall be kept and a record prepared for the next Board meeting.

Article XII – *Committees*

12.1 – The Chairperson of each committee shall be a member of the Board. Members of the community, with Board approval, may be appointed by the respective committees' Chairperson and/or the Chairperson of the Board to serve on a committee.

12.2 – The committees are as follows:
(Other standing, ad-hoc and special committees may be approved as needed.

a. Development/Fundraising Committee-The Development/Fundraising Committee will make recommendations for and assist in developing fundraising events, will supply names of potential donors (individuals, organizations, businesses, foundations, etc.) to the Executive Director, and will promote FL within the community.
b. Building and Grounds Committee-The Buildings and Grounds Committee will be responsible for all aspects of building and grounds maintenance and upkeep. Members will retain and work with independent contractors, obtain bids, etc., as necessary to maintain the building in excellent condition. Members will also be asked to assist with minor problems or concerns within the building in order to relieve staff of these duties.
c. Strategic Planning Committee-The Strategic Planning Committee will develop and review a three to five year plan to communicate FL's mission and vision, and to determine how program goals and objectives will be met in the extended future.

Article XIII – *Vacancies*

13.1 – All vacancies on the Board of Directors, whether caused by failure to elect, resignation, death or otherwise, may be filled for the director's remaining term by vote of the remaining Board of Directors at any regular or special Board meeting.

13.2 – In case there is a vacancy on the Board of Directors, including any office of the Corporation, whether caused by failure to elect, death, resignation or otherwise, such vacancy may be filled by vote of the Board of Directors at any regular or special meeting. Directors or officers so elected to fill vacancies shall serve until their successors are elected as determined by Articles VII and IX.

Article XIV – *Funds*

14.1 – All monies received by FL shall be maintained in one of the following funds: General Operating Fund, Reserve Operating Fund, or Building Fund. These funds shall be administered by the Executive Director according to Board designed procedures.

14.2 – Allocation of designated funds

a) General Operating Fund shall be used for day to day financial responsibilities of FL
b) Reserve Operating Fund consists of any operating fund surplus. A two-thirds (2/3) vote in the affirmative of the total board shall be required for allocation of these funds.
c) Building Fund comes from designated donations and will be used for new construction, capital acquisition, or improvements as determined by two-thirds (2/3) vote in the affirmative of the total Board.

Article XV – *Audits*

15.1 – The Board of Directors shall order the financial records of the Corporation to be audited annually by a certified public accountant, and the report of such audit shall be presented at the Annual Meeting.

Article XVI – *Executive Director*

16.1 – The Board shall hire an Executive Director to administer all activities, business programs of FL and to hire, supervise and terminate all FL employees. The Executive Director shall also assign staff to assist the Board Secretary by preserving and filing all FL papers in a place safe and available for Board members' access.

16.2 – The Executive Director shall serve on the Board of Directors and all committees/council Ex-Officio without a vote.

16.3 – The Executive Director shall supervise all operating expenses within the budget and may not incur indebtedness outside the budgetary limits without authorization from the Board.

16.4 – The Executive Director shall enforce FL's compliance with all federal, state and local laws.

Article XVII – *Nondiscrimination*

17.1 – The Alliance Members, officer, directors, boards, committee members, and employees of this Corporation and person served by this Corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion and national origin.

Article XVIII – *Amendments*

18.1 – The Bylaws of this Corporation may be amended or repealed by the Board of Directors by the vote of the majority present at any regular or special meeting called for that purpose; provided that any amendments, alterations, changes, additions or deletions from these Bylaws shall be consistent with the laws of the State of South Carolina which define, limit or regulate the powers of this Corporation of the directors of this Corporation.

Article XIX – *Dissolution*

19.1 – The Corporation may be dissolved and its affairs terminated at any meeting of the Board at which quorum is present and of which proper notice is given, if a majority of the members and the Board vote in favor of dissolution. Such notice shall state the purpose of the proposed meeting. A certificate stating such facts shall be filed with the Secretary of State. Upon dissolution of the Corporation and after all its debts and expenses have ben paid, all residual assets of the Corporation shall be distributed to Foothills United Way of Anderson and United Way of Oconee in fee simple and absolute as allowed by section 501(c)(3) if the code, or the corresponding section of any future federal tax code, or to a state of local government. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Article XX – *Indemnification*

20.1 – Each person who is or has been a Director or Officer of this Corporation and each employee of the Corporation acting in a managerial shall be indemnified against expenses, including attorney's fees necessarily incurred by such person in connection with the defense of settlement of any action, suit or proceeding to which he is a party, alone or together with others, by reason of this being or having been a Director, Officer, or employee acting in a managerial capacity for FL.

Each person shall also be reimbursed by the Corporation for any amounts paid by such person in satisfaction of any judgment or settlement in connection with any such action, suit or proceeding unless the amount of such judgment or settlement is payable to the Corporation itself or unless such person shall be adjudged in such action, suit, or proceeding to be liable for misconduct in the performance of his duties to this Corporation.

The foregoing right of indemnification shall be in addition to any other rights to which such person may be entitled as a matter of law.

Article XXI – *Parliamentary Authority*

21.1 – The rules contained in the latest edition of Robert's Rules of Order Newly Revised shall govern the society where applicable if not inconsistent with these bylaws and any special rules or order with FL may adopt.

____

Chairperson's name, Chairperson

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Dated

Revised and approved July 2008 by Board of Directors