



Our Mission

We advance environmental health and justice
by advocating for safe alternatives to harmful pesticides and chemicals

Our Vision

We envision a toxic-free North Carolina that is part of a just and equitable
global community where human and environmental health
are valued, respected, and enjoyed by all.

Our Values

Universality of Human Rights: Everyone has the right to safe, healthy food
and an environment free of toxicants.

Sustainability: Current needs must be met without jeopardizing the health
or availability of resources to future generations.

Accountability: Polluters must be accountable for the risks and harms
toxicants impose on human and environmental health and decision-makers
must be accountable for policies that protect the safety of all communities.

Accessibility: Information about toxicants should be readily available to all
North Carolinians.

Vitality: Socially, economically, and environmentally friendly products
should be promoted, with emphasis on small to moderate scale local
production.

Basic Responsibilities of Board members

1. **Determine the organization's mission and purpose.** It is the board's responsibility to create and review a statement of mission and purpose that articulates the organization's goals, means, and primary constituents served.
2. **Select the Executive Director.** Boards must reach consensus on the Executive Director's responsibilities and undertake a careful search to find the most qualified individual for the position.
3. **Provide proper financial oversight.** The board must assist in developing the annual budget and ensuring that proper financial controls are in place.
4. **Ensure adequate resources.** One of the board's foremost responsibilities is to provide adequate resources for the organization to fulfill its mission.
5. **Ensure legal and ethical integrity and maintain accountability.** The board is ultimately responsible for ensuring adherence to legal standards and ethical norms.
6. **Ensure effective organizational planning.** Boards must actively participate in an overall planning process and assist in implementing and monitoring the plan's goals.
7. **Recruit and orient new board members and assess board performance.** All boards have a responsibility to articulate prerequisites for candidates, orient new members, and periodically and comprehensively evaluate its own performance.
8. **Enhance the organization's public standing.** The board should clearly articulate the organization's mission, accomplishments, and goals to the public and garner support from the community.
9. **Determine, monitor, and strengthen the organization's programs and services.** The board's responsibility is to determine which programs are consistent with the organization's mission and to monitor their effectiveness.
10. **Support the Executive Director and assess his or her performance.** The board should ensure that the Executive Director has the moral and professional support he or she needs to further the goals of the organization. Board members can show support by engaging and strengthening relationships with staff at board meetings, luncheons, and other events; and by offering advice and guidance to the Executive Director.

Board Service

Governance Expectations

In order to carry out basic responsibilities of the board, members are expected to be familiar with the organization's bylaws, staff and board policies, and stay up to date on programmatic work. Members should prepare for meetings by reading board packets and asking questions in advance of meeting, in order to make informed decisions. Outside of meetings, members should be responsive to Toxic Free NC business within 72 hours or a reasonable timeframe. New members will complete an orientation and onboarding process at the start of board service, and may be invited to participate in equity training if they have not already done so.

Participation in Fundraising and Outreach Activities

Board members are ambassadors for Toxic Free NC's mission and responsible for ensuring its financial sustainability. The following are minimum expectations of annual board member participation in fundraising and outreach activities:

- Attend one Toxic Free NC event or commit two volunteer hours annually
- Donate annually at a personally significant level at 100% accountability
- Lead or provide support for fundraising activities (write thank-you notes, identify donors, invite potential donors to Toxic Free NC events, host fundraising events in your community, etc.)
- Identify one board prospect per year
- Serve as a Toxic Free NC ambassador within your networks and community: identify community events for outreach, make connections for programs and fundraising, engage and promote Toxic Free NC social media, programs, and appeals

Attendance policy for Board meetings

Board members should strive to attend all Board meetings in order to meet fiduciary responsibilities and stay informed for decision-making and votes. At minimum, members must attend at least 75% of board meetings and 80% of monthly calls annually. Absences may be considered excused or unexcused, and members should notify the board chair in advance if absence is necessary. If a Board member misses 2 consecutive meetings, a vote of the Board of Directors will be required to keep that member on the Board. Otherwise, that Board member's term will be considered terminated and the Board President will notify that Board member in writing of the end of her/his service. If the Board of Directors does vote to continue that Board member's term, the Board President shall contact that Board member within a reasonable period of time to discuss her/his absences and her/his continued service.

Committee Participation

All Board members are expected to serve on a standing or ad-hoc committee of the Board of Directors. Committee membership (with the exception of the Governance Committee) is open to all Board members, as well as to staff members, volunteers or other community members who have skills helpful to the committee. The standing committees of the Board of Directors are the Governance Committee, External Committee, and Internal Committee. Ad-hoc committees may be called by the Board as needed for issues such as hiring, policy development, event planning, etc.

Renewal of Board member terms

Board terms are **three years**. Within 30 days of the end of a Board member's term, the Governance Committee shall decide whether to invite that Board member to run for another term and notify her/him in writing. The Board member may then decide whether to run for another term and will be eligible for re-election at the next full meeting of the Board of Directors.

Board member recruitment

Board member recruitment is an ongoing process that involves all Board members, staff, volunteers, and other stakeholders of the organization. That process follows these steps (the order of events is flexible):

- Existing Board and staff members nominate new Board members at regular intervals;
- Nominees must have had personal or professional interaction with a Board member and have discussed Board service;
- Nominees may be identified through a board posting process;
- The Board Development committee (a function of the External Committee) reviews nominees for a match with the organization's needs;
- The nominee is interviewed by a representative of the Board Development Committee, another Board member, or the Executive Director.
- The nominee attends a Board meeting. If the nominee has some past experience with non-profit Boards of Directors, attending a committee meeting or other Board function will serve.

After the nominee has been through all these steps, s/he is eligible to be elected to the Board of Directors at its next full meeting.

Job Descriptions for Board Officers

The officers of the Board of Directors are President, Vice Chair, Secretary, and a Treasurer. The term of President is two years, the term of Vice Chair is one year, the term of Secretary is one year and the term of the Treasurer is three years.

Job Description: President

The Board Chair/President is responsible for ensuring that the Board of Directors and its members are aware of and fulfill their governance responsibilities, comply with applicable laws and bylaws, conduct board business effectively and efficiently, and are accountable for their performance.

In order to fulfill these responsibilities, and subject to the organization's bylaws, the Board Chair/President presides over meetings, proposes policies and practices, sits on various committees, monitors the performance of Directors and Officers, may submit various reports to the board, to funders, and to other "stakeholders"; proposes the creation of committees; appoints members to such committees; and performs other duties as the need arises and/or as defined in the bylaws.

Accountability - The President is accountable to the Board of Directors or Members as specified in the bylaws. The President may delegate specific duties to the Executive Director, Board members and/or committees as appropriate; however, the accountability for them remains with the President.

Basic Responsibilities

Organizational

- Act as a principal executive officer of the organization;
- Maintain current knowledge of programs and activities;
- Represent the organization to the media;
- Ensure that structures and procedures are in place for securing the resources required by the organization.
- Facilitate communication between Board and staff;
- Meet periodically with the Executive Director; ensure that periodic performance reviews of the Executive Director are conducted; participate in the hiring and evaluation of the Executive Director.

Board

- Ensure that structures and procedures are in place for effective recruitment, training, and evaluation of board members;
- Ensure Board follow-through on all assigned tasks;
- Assist in orientation of new Board members and ensure that all Board members understand and fulfill their responsibilities to the organization; and

Meetings

- Ensure agenda is prepared for Board meetings;
- Preside over Board meetings;
- Ensure agenda is prepared for Governance Committee meetings;
- Preside over Governance Committee meetings;
- Serve as an ex-officio member of board committees specified in the bylaws

Fiduciary

- Sign, with other appropriate officers, sign or countersign checks, correspondence, applications, reports, contracts or other documents on behalf of organization

Job Description: Vice Chair

The Vice Chair's goal is to ensure continuity in the leadership of the organization by supporting and assisting the President while learning the skills necessary for the President's job, and serving on the Governance Committee. The Vice Chair is responsible for leading meetings in the absence of the President. In the final year of the President's term, the Vice Chair position should be held by the president-elect in order to ensure a smooth transition of leadership.

Basic Responsibilities

- Preside over Board meetings in the absence of the President;
- Support the current President;
- Become oriented to all duties and responsibilities of the President;
- Attend and participate in Governance Committee meetings;
- Along with the Governance Committee, prepare agenda for Board meetings;
- Along with the Governance Committee, supervise the Executive Director;
- Assist in orientation of new Board members;
- Record and sign the minutes of the meetings of the Board;
- Perform other duties as assigned by the Board and Executive Committee.

Job Description: Immediate Past President

The Immediate Past President's goal is to ensure continuity in the leadership of the organization by supporting and assisting the President in her/his first term and ensuring that s/he has the appropriate training and skills for the job, and serving on the Governance Committee.

Job Description: Secretary

The Secretary oversees the record keeping and correspondence of the governing board of the organization, ensuring compliance with relevant provisions of the bylaws, North Carolina's not-for-profit corporate law, and IRS regulations. She or he is responsible for ensuring that accurate and sufficient documentation exists to meet legal requirements, and to enable authorized persons to determine when, how, and by whom the board's business was conducted. In order to fulfill these responsibilities, and subject to the organization's bylaws, the Secretary records minutes of meetings, ensures their accuracy, and availability, proposes policies and practices, submits various reports to the board,

maintains membership records, fulfills any other requirements of a Director and Officer, and performs other duties as the need arises and/or as defined in the bylaws.

Basic Responsibilities

Minutes

- Ensure that accurate minutes of meetings are taken and approved. Requirements of minutes may vary but should include at a minimum:
 - date, time, location of meeting;
 - list of those present and absent;
 - list of items discussed;
 - list of reports presented;
 - text of motions presented and description of their disposition.
- Sign a copy of the final, approved minutes and ensure that this copy is maintained in the corporate records.

Records

- Maintain board records and ensure that the records of the organization are maintained as required by law and made available when required by authorized persons. These records may include founding documents, (eg. letters patent, articles of incorporation), lists of directors, board and committee meeting minutes, financial reports, and other official records.
- Ensure that official records are maintained of members of the organization and Board. They ensure that these records are available when required for reports, elections, referenda, other votes, etc.
- Ensure that an up-to-date copy of the bylaws is available at all meetings.

Communication

- Ensure that proper notification is given of directors' and members' meetings as specified in the bylaws.
- Manage the general correspondence of the Board of Directors except for such correspondence assigned to others.

Meetings

- Participate in Board meetings as a voting member.
- Provide items for the agenda as appropriate.
- In the absence of the President and Vice Chair, the Secretary calls the meeting to order, presiding until a temporary chairperson is elected. The secretary records meeting minutes as described above depending upon the bylaws and practices of the organization

Signing

- May be designated by the Board of Directors and/or bylaws as one of the signing officers for certain documents.

- o In this capacity, the Secretary may be authorized or required to sign or countersign checks, correspondence, applications, reports, contracts or other documents on behalf of the organization.

Filing

- May be the registered agent with respect to the laws of the jurisdiction; the person upon whom legal notice to the corporation is served, and responsible for ensuring that documents necessary to maintain the corporation are filed.

Job Description: Treasurer

The Treasurer's goal is to ensure financial management and fiscal controls for the organization. The board treasurer is an executive and voting member of the board of directors of the organization and appointed in a manner consistent with the bylaws. They are accountable to the Board for the fulfillment of the duties and responsibilities outlined below.

Basic Responsibilities

Reports

- Render quarterly and annual financial reports of the organization to the Board of Directors;
- Ensure that all Federal, State and local financial reports are filed on a timely basis;
- Assist in the preparation of the annual budget and its presentation to the board for review
- Ensure that the appropriate monthly or quarterly financial statements are reviewed by the board
- Ensure that payroll and other liabilities are settled in a timely manner
- Present or co-present the organization's financial report and recommend appointment or reappointment of auditor

Meetings

- Attend and participate in Governance Committee meetings; and
- Attend and participate in fundraising meetings as necessary

Fiduciary

- Ensure that all funds are properly deposited and disbursed in a timely manner;
- Oversee the preparation of the annual budget and monitor its implementation;
- Serve as a co-signer of checks with at least one another signing officer
- Ensure that excess funds and reserves are properly held and invested

Monitor

- Ensure that the organization maintains its tax-exempt status;

- Ensure that the organization utilizes an appropriate bookkeeping and accounting system;
- Oversee the development of high level financial policies and their review by the board
- Ensure that the board regularly monitors the organization's financial performance and alerts it to any important discrepancies between planned and actual figures
- Verify that donations are handled appropriately and that grants and service delivery contracts are accounted for in accordance with the requirements of funders

Organization

- Ensure that the organization maintains the appropriate financial books and records and that these are accurate and up-to-date
- Meet with the external auditor annually or more often if needed, to identify any financial control and record keeping problems or deficiencies and oversee action by the Executive Director and financial officer to address them
- Help, along with the Executive Director, keep the board informed of important financial events, trends, and issues relevant to the organization