



**BOARD POSITIONS**  
*Board of Directors*

<p align="center"><b>Board of Directors:</b></p> <p align="center"><b>Person's elected to the IMN Board of Directors are voting individuals of this Board and will be dined as 'Officers'.</b></p>	<p align="center"><b>Independent Media Network Board Positions</b></p> <p align="center"> <b>President</b>  <b>1<sup>st</sup> Vice President</b>  <b>2<sup>nd</sup> Vice President</b>  <b>Treasurer</b>  <b>Secretary</b>  <b>Members-at-large (x2)</b> </p>
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The Board of Directors of the Independent Media Network, INC shall have the authority and shall carry out the responsibilities vested in the positions as specified by the Board President, other Officers, bylaws as well as state and federal laws.

**Board of Directors Officer Descriptions:**

Each (IMN) Board of Directors Officer is responsible for the stewardship and governance of which includes, but is not limited to the following:

- Ensuring the mission and vision of IMN is considered in all director decisions that affect the organization.
- Provide governance of the organization.
- Fiscal responsibility.
- To fulfill legal responsibilities.
- Strategic direction of the organization.
- Setting policies and procedures for the board.
- Oversight and accountability for the Executive Director, if hired.
- Development responsibilities in regards to fundraising.
- Determine and monitor outcomes measurements.
- Enhance the organization's public image.
- Monitor the board's own performance.

As a nonprofit board of directors, all board offers are responsible to a:

- Duty of Care
- Duty of Loyalty
- Duty of Obedience

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### Officers' Descriptions:

- **President:** The President shall be the chief volunteer officer of the corporation and, subject to the control of the Board, shall have general charge and supervision of the affairs of the corporation and shall be responsible for the corporation's general welfare. The President shall be an ex-officio member of all committees and commissions. The President shall, as far it is in the best interest of the organization, create a committee of the President, the 1<sup>st</sup> Vice President and the 2<sup>nd</sup> Vice President for the purpose of expediting work and ensuring executive communication. The President shall appoint the representatives of the corporation in all affairs of the IMN.
- **1<sup>st</sup> Vice President:** The 1<sup>st</sup> Vice-President shall perform all duties of the President in the event of the absence or disability of the President to act or in the event of a vacancy in that office. The 1<sup>st</sup> Vice President shall perform such duties as may be designated by the committee created by the President, the 1<sup>st</sup> and 2<sup>nd</sup> Vice Presidents, the Board of Directors or the President. (This person will monitor the actions and responsibilities of the President in the preparation to take on the President's role in the event that is required.) The 1<sup>st</sup> Vice President will complete any necessary tasks that are required to benefit the stability and growth of the organization. The 1<sup>st</sup> Vice President will be a liaison for at least 2 Board Committees.
- **2<sup>nd</sup> Vice President:** The 2<sup>nd</sup> Vice-President shall perform all duties of the President or 1<sup>st</sup> Vice President in the event of the absence or disability of the President and 1<sup>st</sup> Vice-President to act or in the event of a vacancy in that office. The 2<sup>nd</sup> Vice President shall perform such duties as may be designated by the committee created by the President, the 1<sup>st</sup> and 2<sup>nd</sup> Vice Presidents, the Board of Directors or the President. The 2<sup>nd</sup> Vice President will complete any necessary tasks that are required to benefit the stability and growth of the organization. The 2<sup>nd</sup> Vice President will be a liaison for at least 2 Board Committees.
- **Treasurer:** The Treasurer shall manage the finances of the organization, provide the annual budget for the Board's approval, head the financial committee, spearhead the development of the financial policies and procedures and determine if an annual audit of the financial records are necessary by a Certified Public Accountant.
- **Secretary:** The Secretary shall be responsible for recording and placing on record the minutes of all meetings of the Board of Directors and Executive Committee meetings. The Secretary is responsible for ensuring that all committees submit notes from each meeting held. The Secretary will file all minutes and notes as well as save them in a secure manner.
- **Members-at-large:** Members-at-large shall be responsible for committee that best fits the needs of the organization as well as their skill set. The individuals in the role will also contribute to various volunteer efforts, decision making needs and strategic requirements of the organization.

### Board of Directors Expectations:

- All Board of Directors members are expected to abide by the following:
  - Abide by the Bylaws and Constitution of the organization
  - Make an annual financial contribution as per below  
-\$25-\$150; Enter specific amount of contribution: \_\_\_\_\_
  - Attend( this include virtual attendance via video conference), and be fully prepared for, all meetings of the Board, including special meetings, unless excused due to last minute extenuating circumstances.

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### **Board of Directors Expectations continued**

- Attend at least 90% of Board of Directors meetings.
- Participate in at least one Committee or Task Force (Vice Presidents will participate in at least 2 Committees or Task Force).
- Attend at least 90% of Board of Directors Committee/Task Force meetings (in addition to the Board of Directors meetings).
- Participate in other events and in fundraising efforts as often as possible.
- Read a Board Orientation document that reviews roles and responsibilities of a board member:
  - Board of Trustees Roles and Responsibilities.
  - Nonprofit Organizational Governance (Board) vs Management (ED or CEO).
  - Fiduciary Responsibility of Boards ( Duty of Care, Loyalty and Obedience).
  - Various policy and procedures.
- Avoid any conflict of interest or appearance of a conflict of interest.
- Maintain the confidentiality of special information regarding the organization.
- Preserve the privacy of all organization's members' information that is learned and obtained.
- At no time knowingly falsify information or share false information pertaining to the organization with any outside parties.
- Participate in short and long range planning activities.
- Ensure effective fiscal controls and accountability for the organization.
- Approve the annual budget.
- Ensure that the organization meets all legal and corporate requirements.
- Maintain communication with other Board members throughout the years as needed.

### **Skills:**

- All Board of Directors members are expected to abide by the following:
  1. Demonstrated activities and commitments to the mission of the organization.
  2. Experience working in a team.
  3. Knowledge of Board expectations.
  4. Previous Board Experience is a plus.

### **Election and Term of Office:**

- The member of the IMN Board of Directors shall be elected for a term of two years.
- The Board will appoint Interim roles until such terms can be fully met by the Board members.
- Each office shall hold office until an officer's successor is elected and qualified, or until the person cannot fulfill the role any longer.

### **Removal of an Officer:**

- Any officer whether executive or appointed may be suspended or removed without cause by the affirmative vote of a majority of the Board entitled to vote at any special meeting called for such purpose or at any regular meeting.

### **Resignation:**

- Any officer may resign by delivering his or her written to the Board or at a meeting.

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