

NORTH COUNTRY CONSERVANCY

515 E. Carefree Highway, #300

Phoenix, AZ 85085-8839

Phone: 623-742-6514 Email: info@daisymountain.org

NCC Board of Directors – An Overview

North Country Conservancy (NCC) is an Arizona land trust dedicated to the preservation of Daisy Mountain and the surrounding area's natural resources, open spaces, wildlife habitat, and historic/geologic features for the enjoyment of current and future generations.

GENERAL DESCRIPTION

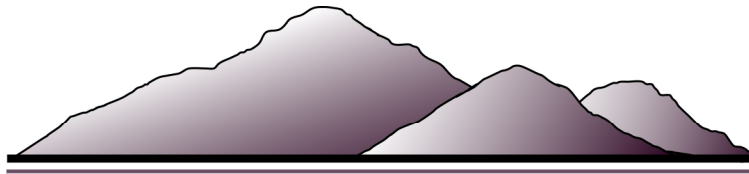
The Board of Directors (Board) is the governing body of the NCC, a 501(c) 3 non-profit charitable organization. It has many serious responsibilities, which can be loosely categorized as follows:

1. Setting the policy for the organization by:
 - Creating or updating the mission and vision statements.
 - Determining the organization's programs and services.
 - Approving the strategic plan.
2. Monitoring the organization's operations:
 - Hiring and periodically evaluating the organization's executive director.
 - Working with and providing support to the executive director.
 - Approving the annual budget, annual report, etc.
 - Approving major contracts and grants.
 - Soliciting and reviewing program evaluations.
 - Troubleshooting as necessary.
3. Serving as a public figure for the organization
 - Fundraising, by directly donating to the non-profit and soliciting donations from others.
 - Advocating for the organization.
4. Fulfilling other board responsibilities
 - Fulfilling commitments within agreed upon deadlines.
 - Maintaining and promoting high ethical and legal standards.
 - Maintaining the confidentiality of the private information of the organization.
 - Communicating effectively and respecting the diverse opinions of others.

NCC SPECIFICS

Terms

- Directors shall serve 3-year terms with no limit of terms/years that a board member may serve.
- Any vacancy occurring in the Board and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the current directors. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.



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- Any director may be removed from office, with or without cause, by a majority vote of the Board members. Generally, a director may be asked to resign for conduct unbecoming to the principles and welfare for which the NCC was created, conflict of interest, excessive absences, and violation of state or federal rules, laws.
- Resignation from the Board must be in writing and received by the Board.

Elections

- Directors (including Officers) are elected at the Regular Annual Meeting of the Board of Directors
- If possible, each director serves until a successor is elected and qualified.
- No director shall be an elected public official.
- Elected Board officers begin their term the date of the Regular Annual Meeting.

Meetings and time commitment:

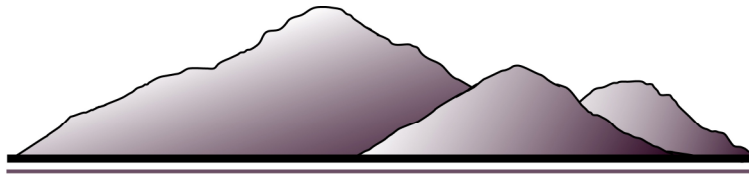
- Board meetings: In addition to the annual meeting mandated by law and the by-laws, the board has agreed to have quarterly face-to-face meetings and others when the board deems they are needed.
- The Board members on the Strategic Team meets weekly virtually for 1 hour unless otherwise notified. All board members and some volunteer leads are welcomed to join these meetings. The agenda is sent to all board members and, if involved, volunteer leads.
- Board members are expected to review and comment on NCC material as requested; this generally involves 1 to 2 hours per month.
- Board members are encouraged to serve on a minimum of one committee or project of the board that will involve a minimum of 10 hours per year but, if able, more hours are appreciated
- Board members are expected to attend the public annual meeting which is usually 2 to 3 hour event.
- Occasionally, Board members may also be invited to participate in special events or training opportunities.

Board Meetings

- Every effort will be made to send the agenda and relevant material to the board at least 3 days before any meeting. Board members are expected to review the material so they are prepared to discuss the agenda items.
- Board members may participate in a meeting of the Board through use of telephone or similar communications equipment as long as all members participating in the meeting are able to hear one another.
- Special Meetings of the Board of Directors may be called by or at the request of the Executive Committee, or any three (3) directors.
- A simple majority of the members of the Board at the time holding office shall constitute a quorum for the transaction of business.

Board Benefits and Obligations

- The operations, activities, and property of NCC shall be managed by a Board of Directors consisting of not fewer than five (5) persons. The Board shall exercise all the powers that may be exercised or performed by



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the corporation under the Nonprofit Corporation laws of the State of Arizona, the Articles of Incorporation of the corporation, and its Bylaws.

- NCC shall indemnify and hold harmless the directors, Executive Committee members and officers, employees and agents of the corporation to the extent permitted by the Nonprofit Corporation Statutes of the State of Arizona. NCC shall maintain appropriate Directors and Officers insurance.
- The Board may accept on behalf of the NCC any contribution, gift, bequest or devise for general or special purposes of the organization. The board shall consult with legal counsel familiar with such matters, to be certain that any gift accepted shall not burden the organization with any financial, environmental, or other liabilities, and shall not be of a nature which would endanger the organization's standing as a tax-exempt public charity.
- No substantial part of the activities of the NCC shall be carrying on propaganda or otherwise attempting to influence legislation; nor shall the organization participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- At the expiration of the a board member's term, from whatever cause, he/she shall surrender all books, monies, papers, and property of the NCC to their successor or, if that is not possible, the President.
- A director may vote in person or by proxy executed in writing by the director or by his/her duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution.
- Each Board member is expected to:
 - Become familiar with the NCC finances, budget, and financial/resource needs.
 - Understand the policies and procedures of the NCC.
 - Help communicate and promote the NCC mission and programs to the community.
- Personal benefits could include:
 - Satisfaction of making a difference in the community
 - Opportunity of working with people of diverse backgrounds
 - Enhancement of abilities of effective decision-making skills
 - Increased understanding of group dynamics and relationships

KEY POSITION SUMMARIES

President

The President shall preside at all meetings of the members of the Executive Committee and at all meetings of the Board of Directors. In addition to what is stated in the by-laws, this person makes sure the board abides by the by-laws and stays focus on the mission.

Chair (This position is not covered in the By-Laws)

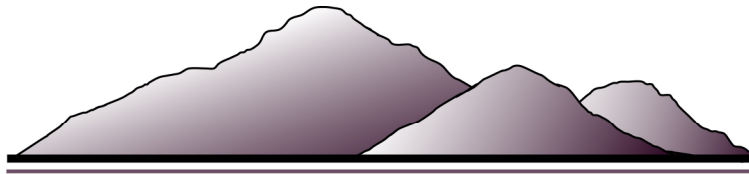
The Chair presides at all meetings of the Advisory Group, Daisy Mountain Preservation Effort. This person also keeps the advisors and board members focused on the mission.

Vice-President (this position is not covered by the By-Laws but is the equivalent of the Executive VP)

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Serves as executive officer in the absence of the President at membership and board meetings; assists the President in all matters as appropriate

Secretary –Keeps the minutes of the meetings of the Executive Committee and the Board of Directors; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation, if authorized, and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post-office address of each member of the Board of Directors which shall be furnished to the Secretary by such Board member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Directors. NCC currently has no “seal” and as of the April 26, 2010, the board confirmed that there is no need for such.

Treasurer - Has charge and custody of and is responsible for all funds of the corporation; keeps account of all monies received and disbursed by the corporation; deposits all such monies in the name of the corporation in such banks or other depositories as shall be selected in accordance with the Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Board of Directors.

The treasurer provides the webmaster correct and complete financial reports to make available as required by law. At the annual member meeting, the treasurer will make a complete and correct report of the accounts and disclose the true financial condition of the organization.

Directors at Large – The persons filling these positions act in a position of trust for the community and are responsible for effective governance of the organization. They agree to commit time, expertise, and resources to the organization. NCC strives to ensure the members assure broad geographic representation, across various interest groups, and other criteria that the Board may deem desirable.

Executive Director

The Executive Director, if any, is appointed by the Board and serves, without vote, as an ex-officio Member of the Board and all board committees. The Executive Director reports to the President and is responsible for implementation of policies as established by the Board as well as the management and staffing of the Corporation, subject to review by the Board. The Executive Director compensation, benefits, powers, duties and responsibilities is determined by the Board. This position has been a volunteer position since created in 2008.