



Board of Directors Position Responsibilities

Revised September 15, 2023

Fiduciary (Trustee) Duties

PRPS Board members have three fundamental areas of legal and fiduciary responsibility:

- **Duty of Care** requires that PRPS Board members actively participate in governance and oversight of the Society's activities. This includes attending Board and committee meetings, reviewing and understanding PRPS financial documents, helping to frame strategic plans, identifying and managing risks as well as opportunities, and taking prudent steps to advance the Society's mission and goals.
- **Duty of Loyalty** requires that PRPS Board members act in the best interest of the Society and its policies at all times. This includes disclosing potential conflicts of interest before and after joining the Board.
- **Duty of Obedience** requires that PRPS Board members work to ensure that the Society complies with applicable laws and regulations, acts in accordance with its own policies, and carries out its mission appropriately. They ensure that the Society fulfills its purpose and does not engage in unauthorized activities.

PRPS Culture of Giving

The PRPS Culture of Giving is one in which universal member engagement builds relationships and cooperative networks to support PRPS and its mission. All PRPS Board members are responsible to:

1. Understand and promote the PRPS Culture of Giving.
2. Cultivate relationships on behalf of and in support of PRPS within the Society, and in the community.
3. Help identify and cultivate prospective donors and fundraising volunteers.
4. Give an annual contribution to the best of personal ability.
5. Participate in some fundraising task(s) every year.

Officer Duties

President

Shall have served a two-year term as President-elect of the Society.

- Serves a two-year term
- Chairs Board of Directors meetings; prepares meeting agendas with the CEO
- Chairs Executive Committee
- Appoints chairpersons of governing committees with the approval of the Board
- Appoints chairpersons of joint governing/operating committees with concurrence of CEO
- Appoints Student Directors with concurrence of Educators Director and CEO
- Appoints ad hoc committee chairs
- Operates within the responsibilities and authorities outlined in Board/Executive Partnerships
- Represents PRPS at NRPA Congress
- Signs checks and official corporate documents as necessary; signature stamp
- Writes President's message in each magazine
- Installs new Board members each year
- Understands and upholds all PRPS governance policies and operational procedures.
- Ex-officio member of all committees

President-Elect

Candidates for President-Elect shall have a minimum of two years membership in the Society. In addition, candidates shall have actively participated in two different areas of the Society (District, Branch, Learning Network or Committee), or shall have served as an Officer of a District or Branch for a minimum of two years.

- Serves a two-year term before assuming position as President for two years
- Fills in for President in his or her absence
- Chairs Membership Committee
- Executive Committee member
- Understands and upholds all PRPS governance policies and operational procedures.
- Performs other tasks assigned by the President

Secretary

Candidates for Secretary shall have a minimum of two years membership in the Society.

- Serves a two-year term
- Records and reports minutes of Board of Directors and Membership meetings; maintains records for Office filing
- Executive Committee member
- Signs official corporate documents as necessary
- Understands and upholds all PRPS governance policies and operational procedures.
- Performs other tasks assigned by the President

Treasurer

Candidates for Treasurer shall have served in a leadership position of a District, Branch, Learning Network or Committee; or shall have served as a member of the Board of Directors.

- Serves a two-year term
- Executive Committee member

- Finance Committee chair; reviews and recommends budgets, financial records, reports, and draft policies
- Presents financial reports at Board of Directors and Membership meetings
- Signs checks and official corporate documents as necessary
- Understands and upholds all PRPS governance policies and operational procedures.
- Performs other tasks assigned by the President

Director-at-Large (2)

Candidates for Director-at-Large shall have served in a leadership position of a District, Branch, Learning Network or Committee; or shall have served as a member of the Board of Directors.

- Serves a two-year, staggered term
- Serve as Board liaisons to the Leadership Development Committee and as Member Engagement coordinators.
- Understands and upholds all PRPS governance policies and operational procedures.
- Performs other tasks assigned by the President

District Representative (3)

- Elected by each District to serve a two year term representing the District to the BOD, and the BOD to the District
- Attends and reports at each Board of Directors and Membership meeting; arranges for District Officer proxy attendance if absent
- Contributes District budgetary information to the annual budget
- Understands and upholds all PRPS governance policies and operational procedures.
- Performs other tasks assigned by the President