



Application for Board of Directors

Name: _____ Date _____

Phone (W) _____ (C) _____ H) _____ (Fax) _____

Employer or Affiliation and Title: _____

Address: _____

Email: _____

1) Why do you wish to serve on the GroundWorks Board of Directors?

2) Please check the areas in which you have experience.

Nonprofit Management	Environmental	Other Expertise	
Accounting	Green building	Transit & Transportation	
Human Resources	Water/Wastewater	Conflict resolution	
Fund Raising	Solid Waste	Partnership building, community development	
Marketing	System Operations	Community Activist	
Administration	Other Environmental	Healthcare	
Long-term Planning	Public Policy	Education	
Other Board Service	Advocacy	Bilingual	
Affordable Housing	Finance	Legal Services	
Self-Help	Loan Underwriting	Race/Ethnicity	
Farm Worker	Real Estate	Asian	
Multifamily	Housing & Public Facility Finance	Black	
Rental Management	Affiliation	Hispanic/Latino	
Rehabilitation	Public Sector	Native American	
Land Use Planning/Development	Private Sector	Caucasian	
Contractor-General/Specialty	Client Agencies	Other	
Design/ Architect	Nonprofit Law (Public Interest)	Residency (enter city below)	
Other Housing Types	Local Government		

CHDO Eligibility

The Oregon Housing and Community Services Department operates the HOME Investment Partnerships Program and also a Technical Assistance program. To be eligible to receive funds from either program, RVDC must be re-certified annually to be a CHDO (Community Housing Development Organization) as it has since 1994. Every spring, OHCS requests signed and verifiable certifications from at least 1/3 of our Board Members. The following list is the Board composition guidelines RVDC must follow to remain a CHDO. **As an applicant, you do not need to check any of the following or obtain any letters, just use the guidelines below to answer #5 on the previous page.**

- 1) At least 1/3 of the Board must either
 - a. be a low-income person (gross annual household income is less than 80% median income, adjusted for family size, for the county-see table below), **OR**
 - b. live in a certified low-income neighborhood (has 51% or more low-income residents), **OR**
 - c. be an elected representative of an organization that serves low-income people. If a person is representing an organization that serves low-income people, a letter from the organization (on their letterhead and signed by the chair or president, not the Board member) needs to state that the person was “elected” to represent the organization on RVDC’s Board. Please note the use of the word “elected”. You must clearly state that the board member was “elected”, not just asked to serve. The letter must include a description of the mission of the organization to assure that the majority of its services are provided to low- or moderate-income persons.

- 2) No more than 1/3 of the Board may be public officials (includes Oregon State employees).

Income Limits for Jackson County

Number in Household	80% Area Median Income- Jackson County 2009 (\$)
1	31,000
2	35,450
3	39,850
4	44,300
5	47,850
6	51,400
7	54,950
8	58,500

Figures provided by the Department of Housing and Urban Development, 2009. These figures are updated annually.

Mission

GroundWorks's mission is to promote viable neighborhoods that enhance healthy, sustainable communities by developing and operating long term affordable housing and community services.

History & Purpose

GroundWorks Community Development, a 501(c)3 nonprofit organization created in 1990 has provided affordable homeownership opportunities to lower-income households of Jackson County, creating 48 units of renovated and newly constructed homes in Medford, Ashland, and Eagle Point.

We deliver four interconnected housing, economic, and youth education programs that improve the lives of those ready and willing to help themselves, their families, and their community. Our programs are the Mutual Self Help Housing Program (a sweat-equity home building program), Rogue Valley Youthbuild (construction education and GED program for at-risk youth), other affordable housing projects, Community Land Trust, and Dream savers (a matched savings account program for a home downpayment, education, or job training).

GroundWorks' work is funded by some federal and local government grants, and through the generosity of foundations, businesses and individuals.

Responsibilities

The Board of Directors is a group of volunteers that as a whole has the overall responsibility for governing GroundWorks. The Board is responsible for determining policy in all areas of the organization's operations, with special emphasis on:

- fundraising and resource development
- communications and public relations
- strategic planning
- human resources
- fiscal oversight
- program development

Excerpts from Bylaws

Portion of 6.02 Board of Directors

It is the intent of the board of directors to include representation from the following categories: target population, agencies, business, government and citizens-at-large. Thirty-three percent (33%) of the board shall be from the target population or duly elected representatives of the target population. "Target population" refers to tenants or home-owners who are potential or actual beneficiaries of the activities of the Corporation who represent no more than 80% of median income for Jackson County, adjusted per family size. "Agencies" refers to persons associated with agencies that serve the target population.

6.08 Resignation and Removal

Any director may resign by giving written notice to the president or secretary. **Any director who is absent from three consecutive meetings without satisfactory excuse to the board shall be deemed to have resigned.** The position shall be filled in accordance with 6.07 above. A director may be removed from office, with or without cause, by the vote of not less than two-thirds of the board, provided notice of such proposed action against him or her at least 10 days before such meeting. The

director involved shall be given an opportunity to be heard at such meeting. Any vacancy created by such removal shall be filled by a majority vote of the directors, which may be taken at the same meeting. A member or members of the board may be removed, with cause, by a vote of twenty percent of the members.

9.01 Compensation of Directors

No director shall be compensated for service provided the corporation as board member, except that the board may authorize the expenditure of funds to reimburse for reasonable expenses incurred by directors, officers or members in performance of the duties and purposes of the corporation upon receipt of a written request for reimbursement.

9.03 Contract with Directors or Officers

No part of the net earnings of the corporation shall inure to the benefit of its directors or officers except that the corporation shall be authorized to reimburse for reasonable expenses incurred in performance of the duties and purposes of the corporation.

9.04 Conflicts of Interest

- a. A conflict of interest transaction is a transaction with the Corporation in which a director of the corporation has either a direct interest (such as a financial interest) or an indirect interest. A director has an indirect interest if either (1) another entity in which the director has a material interest or in which the director is a general partner is a party to the transaction, or (2) another entity of which the director is a director, officer or trustee is a party to the transaction and the transaction is or should be considered by the Board of the corporation.
- b. A transaction in which a director has a conflict of interest may be approved by the Board of Directors if the material facts of the transaction and the director's interest are disclosed or known to the Board, and the transaction is in the best interest of the corporation. The transaction must be approved by a majority vote of the directors on the Board who have no direct or indirect interest in the transaction, even if less than a quorum. The director who has a conflict should disclose the conflict, and abstain from participating in the discussion and vote. However, the presence of, or a vote cast by, a director with a conflict of interest does not affect the validity of the vote.
- c. The Board may adopt additional conflict of interest policies not inconsistent with these Bylaws.

"I have read and understand the above ARTICLES excerpted from the GroundWorks Bylaws and would like to be considered for a position on the Board of Directors. I hereby offer my volunteer services."

Signature

Date

APPLICATIONS WILL BE ACCEPTED UNTIL POSITIONS ARE FILLED.

PLEASE RETURN APPLICATION TO:

GroundWorks, 132 W Main St, Ste 102, Medford, OR 97501 or Fax to 541.245.6966



GroundWorks Community Development BOARD MEMBER AGREEMENT

I, _____ understand that as a member of the Board of Directors of the GroundWorks Community Development, I have a legal and moral responsibility to ensure that the organization does the best work possible in the pursuit of its goals. I believe in the purpose and mission of the organization, and I will act responsibly and prudently as its steward.

As part of my responsibilities as a Board Member:

1. I will communicate the organization's work and values to the community, represent the organization, and act as a spokesperson.
2. I will attend, in person, at least 75% of all Board meetings, committee meetings, and special events. Additionally, if I am absent from three consecutive board meetings without satisfactory excuse to the board, I shall be deemed to have resigned.
3. I will participate in at least one standing committee.
4. I will make a personal financial contribution at a level that is meaningful to me.
5. I will actively participate in one or more fundraising activities.
6. I will act in the best interests of the organization, and excuse myself from discussions or votes where I have a conflict of interest.
7. I will stay informed about what's going on in the organization. I will ask questions and request information. I will participate in and take responsibility for making decisions on issues, policies and other board matters.
8. I will work in good faith with staff and other Board Members as partners toward achievement of our goals.
9. If I don't fulfill these commitments to the organization, I will expect the Board President to call me and discuss my responsibilities with me.
10. I understand that board member terms are for two years.

In turn, GroundWorks will be responsible to me in several ways:

1. I will be provided, without request, monthly financial reports and an update of organizational activities that allow me to meet the “prudent person” of the law.
2. Opportunities will be offered to me to discuss with the Executive Director and Board President the organization’s programs, goals, activities, and status; additionally, I can request such opportunities.
3. The organization will help me perform my duties by keeping me informed about issues in the industry and field in which we are working, and by offering me opportunities for professional development as a Board Member.
4. Board Members and staff will respond in a straightforward fashion to questions I have that I feel are necessary to carry out my fiscal, legal and moral responsibilities to GroundWorks. Board Members and staff will work in good faith with me towards achievement of our goals.
5. If GroundWorks does not fulfill its commitments to me, I can call on the Board President and Executive Director to discuss these responsibilities.

Signed:

Member, Board of Directors

Date

President, Board of Directors

Date

Legal Responsibilities of Non-Profit Board Members

A. Duty of Care (ORS 65.357)

1. *Act in good faith, with due care, with reasonable belief that action is in best interest of organization*
2. Deal openly, honestly, and fairly.
3. You must actively participate by attending meetings, evaluating reports, reading meeting minutes and evaluating the performance of the Executive Director. Be diligent, attentive, and familiar with all relevant materials
 - a. Missing meetings is no excuse
 - b. Active and Informed Participation – review information before meetings, ask questions at meetings
4. Make independent decisions based upon reasonable inquiries.
5. Ensure that the organization is solvent, i.e. that it has adequate funds for obligations.
6. Ensure that programs are run effectively, and fit with the mission.

B. Duty of Loyalty

1. *Put the interest of the organization first.*
2. *Avoid Conflicts of Interest (ORS 65.361):*
 - a. *What is a Conflict of Interest?* A conflict of interest transaction is a transaction with the Corporation in which a director of the corporation has either a direct interest (such as a financial interest) or an indirect interest.
 - b. *Procedure to Follow:* A transaction in which a director has a conflict of interest may be approved by the Board if the material facts of the transaction and the director's interest are disclosed or known to the Board, and the transaction is in the best interest of the corporation.
 - c. The usual remedy for breach is to require the director to restore the corporation to the position it was in before the violation.
 - d. *Have a written "conflicts of interest" policy* – define what constitutes a conflict of interest, set out the procedure to follow in the event of a conflict,
4. Maintain Confidentiality of Information
5. Don't exploit corporate opportunity
6. No material profit

C. Duty of Obedience

1. Follow the governing documents of the organization and carry out the mission.
2. You must make sure that there is full compliance with state and federal laws.
3. Maintain and update the Articles of Incorporation and the Bylaws.
4. Keep minutes of board meetings.
5. Approve the annual budget
6. Employ and independent accountant for an annual financial report
7. Receive and review financial reports.
8. Appoint officers;
9. Hire, oversee, and evaluate the CEO; if necessary, discharge the CEO. Let CEO deal with staff.
10. Ensure that donor restrictions are observed and that solicitation activities are responsible.