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# **Overview: Why the First Board of Directors for Your Nonprofit Is So Important**

<https://www.thebalancesmb.com/importance-of-nonprofit-first-board-of-directors-2501804>

A nonprofit is a corporation and, just like its for-profit cousins, and nonprofit corporations exist independently of the people who founded them.

## It is a legal requirement for a nonprofit to have a board of directors.

The state in which your nonprofit incorporates has standards for nonprofit boards. They usually include several "duties," such as the Duty of Care, Loyalty, and Obedience.

Those duties involve the responsibility to make sure that:

* the nonprofit follows nonprofit law,
* adheres to its mission, and
* stays financially stable.

## Founding board members are very special

The founding board guides the nonprofit as it organizes as a not-for-profit corporation and applies to the IRS for tax-exempt status.

These members usually:

* know the people who started the organization and believe strongly in its cause,
* or are people who were interested in your mission early on,
* or it could be a group of individuals who came up with the idea of the organization and worked together to get it started.

Being on a founding board is hard work, so members need to be willing to give considerable time and energy to the organization. Those first board members may have to do a lot of the group's work.

## How Many Board Members Does a Startup Nonprofit Need and How Long Do They Serve?

The state in which you incorporate will set the guidelines for the minimum number of board members.

A minimum of three is typical.

The size beyond the minimum depends on the organization's needs.

Staggering board member terms ensures that there is always fresh talent coming on your board.

For instance:

* one could serve one year
* one could serve two years
* and the third could serve for three years.

You will want to specify in your articles of incorporation and bylaws what the maximum term is for board members going forward.

## What Should Every Nonprofit Board Member Know About Serving?

Serving on a nonprofit board has serious fiduciary, legal, and ethical responsibilities.

Board members can be held accountable for dereliction of their duties.

They must avoid conflicts of interest and take an active part in decision making.

Board members are expected to help support the organization financially and to help raise funds.

* Board members must understand that they must be involved in fundraising.
* They can do this in many ways, from donating their own money, finding people who will give substantial amounts of money, to making personal pitches to major donors.
* Board members who shy away from personal contact with potential donors can still help by making phone calls, writing thank you notes, or hosting fundraising events.

To make sure that the board runs smoothly, the first board members should set up a nominating committee whose job will be to find new board members to both expand the board and to fill open positions as they come up.

Other committees should include a finance committee to ensure that the organization stays solvent and a development committee to work on fundraising.

# **Next Step: Board of Directors Roles, Responsibilities, & Time Commitment**

<https://www.wildapricot.com/blog/nonprofit-board#creating-your-nonprofit-board-structure>

## Executive Officers: Roles & Responsibilities

### The size of the board can vary based on the organization’s needs; below are the minimally required roles for a board of directors.

These Executive Offers have a greater time commitment than other board members who may choose to serve through work on committees.

**Chair or President** (required) – This person oversees the work of the board and should possess strong leadership skills and be invested in the success of the organization.

**Vice Chair or Vice President** (optional) - This person supports the work of the board chair, including filling in for the board chair when needed, and fulfills special assignments as required. They should be ready to lead and committed to learn about the ins and outs of the board.

**Secretary** (required) – This person is responsible for maintaining meeting minutes and monitoring compliance with your nonprofit’s bylaws. They’re usually required to attend all meetings. Your secretary should be highly organized and detail oriented.

**Treasurer** (required) - This person tracks your nonprofit’s financial standing, reviews the annual audit and usually serves as chair of the finance committee. They should have a strong background in financial accounting.

## Board Committees

### Board committees are small groups of board members responsible for overseeing and carrying out certain areas of work.

The beauty of committees is that they can be struck at any time.

* Some committees may be standing, meaning they operate permanently on an ongoing basis,
* or they may be ad hoc, meaning they’ve been established to address a specific challenge or task that’s arisen.

Committees are typically struck by the board chair,

* who also appoints directors to serve on each committee
* Board members who identify a need for a new committee can put forward a motion to create one.

### Some of the most common board committees include:

**Governance committee**: Responsible for recruiting and orienting new board members and providing education opportunities for the board.

**Finance or audit and risk committee**: Responsible for reviewing the organization’s accounting policies and audit reports and helps identify and manage potential financial risks to the organization.

**Executive committee**: Responsible for dealing with significant issues that may arise in between board meetings. It’s typically comprised of the organization’s lead and board directors (staff and non-board volunteers typically don’t serve on the executive committee).

**Fundraising committee**: Responsible for developing fundraising strategies in support of the organization’s mission, including by supporting fundraising event targets.

**Marketing committee**: Depending on the size of your organization, the marketing committee can be responsible for either developing and executing a marketing strategy or providing advice to support staff-driven marketing strategies.

## Sample Board & Committee Structure

Diagram

Description automatically generated