



KINGDOM Group International, Incorporated

BOARD OF DIRECTORS

General Roles and Responsibilities

1. Purpose of the Board of Directors

Board members of the KINGDOM Group International, Incorporation, hereafter referred to as “the organization”, are the responsible leaders who steer the organization towards its sustainable future by adopting sound, ethical, and legal governance and financial management policies, as well as by making sure the organization has adequate resources to advance its mission.

2. Scope

These roles and responsibilities guidelines apply to ALL board members of the organization.

3. Board Objectives

The board of directors has three primary legal duties known as the “duty of care,” “duty of loyalty,” and “duty of obedience.”

1. Duty of Care: Take care of the organization by ensuring prudent use of all assets, including finances, facility, people, and goodwill;
2. Duty of Loyalty: Ensure that the organization's activities and transactions are, first and foremost, advancing its mission; Recognize and disclose conflicts of interest; Make decisions that are in the best interest of the corporation; *not in the best interest of the individual board member* (or any other individual or for-profit entity).
3. Duty of Obedience: Ensure that the organization obeys applicable laws and regulations; follows its own bylaws; and that the ministry adheres to its stated corporate purposes/mission.

4. Board Responsibilities

Members of the organization’s board of directors are trustees who act on behalf of the organization's constituents, including service recipients, funders, members, the government, and taxpayers. The basic responsibilities of the board of directors include, but are not limited to:

1. Assisting the organization's founders Elmo and Therese H. Winters. This is to be done with the understanding that they cannot be removed from the ultimate control of this organization. These founders hold perpetual positions and can only be removed or replaced in the event of their deaths.
2. Assisting in determining the organization's vision, mission, and core values.
3. Supporting and evaluating the Executive Director with the goals of the organization in mind.
4. Ensuring effective ministry planning.
5. Consistently financially supporting the organization (monthly or at an interval determined by the board member) with at least \$600 annually.
6. Assisting in securing adequate financial resources for the organization to fulfill its mission.
7. Assisting in the development of the organization's annual budget and ensuring that proper financial controls are in place.
8. Defining prerequisites for potential new board members, orienting these new members, and periodically evaluating performance.
9. Adhering to legal and ethical standards and norms for the organization.
10. Clearly defining and articulating the organization's mission, accomplishments, and goals to gain support from the community and enhance the organization's public image
11. Overall, board members have a duty of loyalty to the organization, its staff, and other board members. While differences of opinion may arise, board members should keep disagreements impersonal. By practicing discretion and accepting decisions made on a majority basis, the board can accomplish unity and confidence in its decisions.

The board of directors should be open to self-evaluation and regularly review their own composition to ensure constituent representation, board expertise, and commitment. The board also is responsible for evaluating and determining compensation for the Executive Director. Board members perform their responsibilities through regular meetings and a committee structure that is appropriate for the size of the board and organization. Board members are responsible for timely arriving at meetings well-prepared and ready to engage in thoughtful dialogue.

7. Organizational Board Guidelines

The ministry's board of directors' specific guidelines include, but are not limited to the following:

The board will consist of up to 9, but not less than 5 members.

1. The board receives no compensation. Reimbursements will be made only for approved expenses.
2. All appointments to the board, except for the founding president will be for a term of 3 years. No person shall serve more than 2 consecutive terms unless a majority of the Board votes to appoint a Board member to 1 additional year. After serving a maximum of 7 years (2 consecutive 3-year terms and an additional year) a person must abstain from serving on the board for at least one year. The founding president serves the board until retirement or death.
3. Board members are required to attend all regular meetings, which shall be determined by the board. Any Board Member who is absent from 2 consecutive regular meetings of the board during a fiscal year shall meet with the board president to determine his/her commitment to the organization. The board may deem a member who has missed 2 consecutive meetings and refuses these terms to have resigned from the board.
4. All board members are required to comply with all the provisions of the conflict of interest policy.

8. Compliance

If the board has a reason to believe that any member of the board has failed to comply with these roles and responsibilities, the board president will launch an investigation to determine factuality. If it is found that this person has failed to comply, the board by a majority vote will act to suspend or permanently remove the member from the board. No appeals process applies to this process.