



Virginia Black Chamber of Commerce  
904 Princess Anne Street, Suite 305  
Fredericksburg, VA 22401  
Tel: (540) 216-0021  
Email: info@vablackchamber.org

## **Job Description**

**Position:** Virginia Black Chamber of Commerce Board of Director

### **Term of Service:**

Each Director will serve a term of one to three years. The length of the term will be determined by board election and based on prior experience. If a director is serving as Chairman at the conclusion of their two consecutive three-year terms, they may be eligible for an additional term of three years.

### **Attendance Expectations:**

If a Board member is absent from three regular Board meetings within a single term year, it will be considered a resignation unless otherwise reinstated by a two-thirds vote of the Board due to extenuating circumstances. Should they miss another meeting after reinstatement within the same fiscal year, it will be considered another resignation subject to the same reinstatement policy.

### **Overall Responsibilities:**

The Board of Directors is the governing body responsible for setting the policies of the Virginia Black Chamber of Commerce. The Board approves the annual Strategic Plan and budget and reviews financial reports throughout the year, as presented by the Treasurer.

### **Duties of the Board:**

1. The Board will establish a Strategic Plan at the annual board retreat to guide the Chamber's initiatives for the coming year.
2. Board members may lead or serve on committees, councils, or task forces as designated by the Chairman.
3. The Board will assess the effectiveness of ongoing programs and decide whether new initiatives should be undertaken during the year.
4. The Board will support the Chairman in ensuring that members and the public are informed about the Chamber's accomplishments and progress toward its goals.
5. The Board will actively participate in discussions to help identify ways to grow the Chamber's revenue to maintain balanced budgets.
6. While individual Board members do not have the authority to independently commit the Chamber to actions or policies, they are expected to influence decisions and policies that align with the Chamber's objectives.
7. The Board's activities should reflect a commitment to promoting a competitive free-enterprise economic system while encouraging individual responsibility.

### **Board Member Qualifications:**

The Board of Directors represents the leadership of the business and professional community. Each member should have the following qualifications:



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1. Be a member in good standing.
2. Demonstrated leadership role within your current position.
3. Strong judgment in addressing policies and community issues.
4. The willingness to help the Chamber form positions on business related policy.
5. A leadership presence in the community, inspiring others to contribute.
6. Representation of an established Chamber member business. The Board is reserved for established leaders, not for entry-level or training purposes.
7. A history of service within the community or the Chamber.

In addition, Board members should:

1. Stay informed on the Chamber's policies and objectives.
2. Recognize that your authority is limited to one vote and respect the decisions made by the Board.
3. Be able to collaborate with staff, committees, and fellow Board members.

**Authority:**

The general membership of the Chamber delegates policy-making authority to the Board of Directors. Each Board member represents not just their business sector but the entire membership and broader community.

**Board Function:**

Board members are selected for their leadership in the community and their commitment to the Chamber's mission. The Board also approves the Chamber's annual budget.

**Liability:**

Each Board member has fiduciary duties to act in the best interests of the Chamber. Virginia law protects Board members from personal liability as long as they do not act in an arbitrary or capricious manner. The Chamber carries Directors and Officers liability insurance and offers protection under the Chamber's by-laws.

**Board Policies:**

Individual directors do not have the authority to commit the Chamber to actions or policies outside of Board decisions. Directors must work within the collective authority of the Board and abide by its decisions in accordance with the by-laws.

**Public Representation:**

Each Board member represents the Chamber to the public. Board members should be ready at all times to defend the Chamber against criticism, or where the criticism may be justified take steps to remedy the situation by bringing it to the attention of the Board for action. Official comments or responses to the press must come from the President/CEO or the Chairman.



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**Relationship with Staff:**

While the Board establishes policy, day-to-day administration is the responsibility of the Chamber staff. The President/CEO is responsible for managing personnel. Board members should focus on their governance duties, not administrative tasks, and communications with staff should be coordinated through the President/CEO.

The Chamber employs a President/CEO whom they hold responsible for the employment and performance of the paid personnel required to carry out the Chamber program.

**Committees, Councils, and Task Forces:**

Board members may serve on or chair various committees, councils, or task forces. Regardless of their involvement, each Board member is responsible for keeping informed about these groups and ensuring their activities align with the Chamber's goals.

**Board Relations:**

Board members work collaboratively to improve the business and civic life of the community. They should function as partners in the Chamber's efforts.

**Budget Oversight:**

The Chamber operates on a budget approved by the Board of Directors, funded by voluntary investments from business and industry members. The President/CEO and Treasurer prepare a proposed budget each year, which is reviewed and approved by the Board. Financial oversight includes the regular review of financial reports and an annual audit by an independent accounting firm.