



CALL FOR NOMINATIONS TO KEYSTONE DEVELOPMENT CENTER'S (KDC) BOARD OF DIRECTORS

KDC is a tiny organization with a big impact, thanks to our strong volunteer Board of Directors consisting of leaders from multiple cooperative, economic development, non-profit, government, educational, and agricultural organizations. We are currently looking to fill two open seats. At this phase of our growth, we are specifically looking for individuals who will bring at least one of the following skills to our organization: finance, fundraising, marketing, and human resources. Enthusiasm for the mission is a crucial qualification, and we will be especially thrilled with candidates who have board experience and/or experience in the cooperative economy.

BOARD MEMBER REQUIREMENTS

1. Demonstrate commitment to and understanding of the mission of KDC.
2. Have a passion for or professional experience related to KDC programs and management.
3. Provide leadership and experience in a related field such as:
 - Professional experience with the food industry (farming, food service, food processing),
 - Non-profit governance, fundraising or financial management, or
 - For-profit business development and financial management.

BOARD MEMBER DUTIES

1. Attend three regularly scheduled remote Quarterly Board Meetings and one in-person Annual Meeting in May.
2. Assume leadership roles and participate actively on at least one committee or an equivalent function.
3. Review minutes and agenda items in advance of meetings and stay well informed regarding the organization's fiscal and program work.
4. Participate in decision-making regarding organizational development, policy, and strategy.
5. Listen respectfully to other points of view.

6. Act as an ambassador, actively promoting KDC to the community.
7. Disclose and avoid conflicts of interest.
8. Maintain confidentiality.

BOARD MEETING SCHEDULE

KDC will hold our 2021 Quarterly Board Meetings on the second Monday of February, May, September, and November. KDC Finance Committee Meetings will be held the Friday before each Quarterly Board meeting. All meetings will be held virtually held on Zoom. See schedule and meeting info below:

KDC Board Quarterly Meeting – Q1 2021 Monday, Feb. 8th – 1-3 pm

Finance Committee Meeting – Friday, Feb. 5th – 10-11 am

KDC Board Quarterly Meeting – Q2 2021 Monday, May 10th – 1-3 pm

Finance Committee Meeting – Friday, May 7th – 10-11 am

KDC Board Quarterly Meeting – Q3 2021 Monday, Sep. 13th – 1-3 pm

Finance Committee Meeting – Friday, Sep. 10th – 10-11 am

KDC Board Quarterly Meeting – Q4 2021 Monday, Nov. 8th – 1-3 pm

Finance Committee Meeting – Friday, Nov. 5th – 10-11 am



Keystone Development Center, Inc. KDC Board of Director Job Description

Accountability

The Board of Directors is legally and ethically responsible for all activities of the Keystone Development Center, Inc. (KDC) and is to be appointed in a manner consistent with the bylaws. The Board of Directors shall have all powers conferred on it by law, the Center's articles of incorporation, and its bylaws. All powers of the Center shall be exercised by or under the authority of the Board of Directors. The Director appointed to the Board of Directors is accountable to the Board of Directors.

Time Commitment

Commensurate with the time required for board meetings, executive committee meetings, and Director duties as described:

- Attend and actively participate in at least 75% of board meetings (4 quarterly board meetings, approximately 2 hours in length, on the designated date). Participate in the poll to determine the designated board meeting date.
- Attend and actively participate in committee meetings and related work (1-3 hours per month as determined by the committee)
- Attend and actively participate in the annual meeting, which shall be held within 120 days of the end of the fiscal year (approximately 5 hours in length on a designated date). Participate in the poll to determine the designated annual meeting date.
- Attend and actively participate in Special meetings called at any time, at the direction of the President or at the written request of three or more of the Directors, and shall be held at such time and place as may be designated in the notice of the meeting.

Term of Office

The number of KDC Board of Directors shall be designated from time to time by resolution of the Board of Directors and until changed by the Board of Directors should not be greater than eleven. Each Director shall be elected for the term of three years and shall serve until his or her successor is elected and qualified or until his or her earlier death, resignation, or removal. Directors may not serve for more than three successive three-year terms. A Director can serve more than three terms by sitting out a term. A Director can designate an alternate through written notice to the Corporate Secretary and approval by the Board of Directors.

A Director may be removed with or without cause by the affirmative vote of the majority of the Board, and another Director may be elected in the place of the Director so removed to serve for the remainder of the term of the removed Director.

Duties and Responsibilities

- Understand and promote the KDC mission
- Be familiar with the KDC programs, policies, and operations
- Attend board meetings and appropriate committee meetings
- Immediately after each annual election of Directors, the Board of Directors shall meet for the purpose of organization, election of officers, and other business transactions, at the place where such election of directors was held.
- Actively serve on at least one committee and offer to take on special assignments
- Review agenda and supporting documents prior to meetings
- Strictly adhere to conflict of interest policies
- Strictly adhere to confidentiality policies



Reference Sections of Keystone Development Center, Inc. BYLAWS (Revised by - laws adopted December 2007)

Article 1. OFFICES

Section 1.1 The Keystone Development Center Inc. (“Center”) may have offices at such places both within or without the Commonwealth of Pennsylvania as the Board of Directors may, from time to time, determine.

Article 2. DIRECTORS

Section 2.1. General Powers. The Board of Directors shall have the power to employ and terminate an Executive Director, to define and evaluate the duties and responsibilities of said position and to determine his or her compensation and benefits.

The Board shall have all powers conferred on it by law, the Center’s articles of incorporation and these bylaws. All powers of the Center shall be exercised by or under the authority of the Board.

Section 2.2. Number and Term of Office. The number of directors of the Center shall be designated from time to time by resolution of the Board of Directors and until changed by the Board should not be greater than eleven. Each Director shall be elected for the term of three years and shall serve until his or her successor is elected and qualified or until his or her earlier death, resignation or removal. Directors may not serve for more than three successive three-year terms. A Director can serve more than 3 terms by sitting out a term. A Director can designate an alternate through written notice to the Corporate Secretary and approval by the Board of Directors.

Section 2.3. Removal. Any director may be removed with or without cause by the affirmative vote of the majority of the Board, and another director may be elected in the place of the Director so removed to serve for the remainder of the term of the removed Director.

Section 2.4. Vacancies and Resignations. Any director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. The resignation shall be effective upon receipt thereof or at such subsequent time as may be specified in the notice of resignation. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The Board may appoint, at its discretion, new Director (s) to fill unexpired terms.

Section 2.5. Meetings. Immediately after each annual election of directors, the Board of Directors shall meet for the purpose of organization, election of officers, and the transaction of other business, at the place where such election of directors was held. Notice of such meeting need not be given. The Annual meeting of the organization shall

be held within 120 days of the end of the fiscal year.

In the absence of a quorum at said meeting, the same may be held at any other time and place specified in a notice given as hereinafter provided for special meetings of the Board of Directors. Regular meetings shall be held at such times and places as may be designated by the Board of Directors. At such meetings the Board of Directors may transact such business as may be brought before the meeting. Special meetings of the Board of Directors may be called at any time, at the direction of the President or at the written request of three or more of the directors, and shall be held at such time and place as may be designated in the notice of the meeting. Business transacted at any special meeting shall be limited to the purposes stated in the notice thereof.

Section 2.6. Quorum. A simple majority of the Board of Directors then in office shall constitute a quorum for the transaction of Corporation business. If a majority of the Directors consent in writing (including email) to any action to be taken by the Corporation, such action shall be as valid as though it had been resolved at a meeting of the Board of Directors. For purposes of determining a quorum and registering a Director's vote at any meeting, it is understood that any Director may give, at any time, a proxy in writing to a Board member to vote for the absent Director.

Once organized, and a quorum is confirmed, the Board may continue to transact business, notwithstanding the withdrawal of such Directors from the meeting to leave less than a quorum regardless of whether Directors leave after the meeting is organized, reducing the number of Directors in attendance to less than a quorum.

Section 2.7. Ex-Officio. Board of Directors may request individuals to serve with the Board in its management discussions, such directors may participate in all discussions. *Ex-Officio* Directors do not have a vote in any matters of the Board.

Section 2.8. Notice of Meetings. Written notice of regular or any special meeting stating the place, date and hour of the meeting shall be given to each Director entitled to vote at such meeting not less than 5 days nor more than 60 days before the date of the meeting.

Section 2.9. Elections. Incorporating directors shall serve until the first annual meeting or until their successors have been duly elected and qualified. At the first annual meeting directors shall be elected to succeed the incorporating directors as follows: One-third shall be for one-year terms, one-third shall be for two-year terms and one-third, or the balance, shall be for a three-year term. Thereafter, all elected directors shall be for three year terms.

Section 2.10. Organization. Every meeting of the Board of Directors shall be presided over by the President of the Board, if one has been selected and is present, and, if not, the Vice President, or in the absence of the Vice President, a chair will be chosen by a majority of the directors present.

Section 2.11. Participation in Meetings. Unless the Board of Directors determines otherwise

in a particular case, one or more directors may participate in any meeting of the Board by means of conference telephone or similar communications equipment by means by which all persons participating in the meeting can hear one another. Participation in a meeting in this matter shall constitute presence in person at such meeting.

Section 2.12. Reimbursable Expenses. Board members may be compensated for their service and may be reimbursed for expenses actually incurred pursuant to a policy approved by the Board of Directors.

Section 2.13. Conflicts of Interest. Directors and members of all committees shall be under an affirmative obligation, in regards to any matter under consideration by the Board or by their committee, to disclose any actual or potential conflicts of interest of themselves or of members of their families or any organization with which they are affiliated. Directors having any such interests may participate in the presentation but shall not participate in the discussion of the motion on, or decision of such matter.

Section 2.14. Net Profits. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors and officers or other private person except that the Corporation shall be authorized and empowered to make reasonable compensations for services rendered and to make payments and distributions in furtherance of the purposes.