



NOMINATING COMMITTEE GUIDELINES 2021-2023

ROLE OF THE NOMINATING COMMITTEE:

The Nominating Committee (the “Committee”) presents a single slate of nominations for officers and members for the Board of Directors (“Board”). It identifies the talents and leadership needed to carry out the Board's vision and the mission of the National Society of Black Certified Public Accountants (“NSBCPA” or “Society”).

The Committee is comprised of five members. Members of the Committee may not currently serve as officers for the Board. The members are appointed for one (1) two-year term. Members of the Committee may serve no more than two consecutive terms.

The Committee shall propose a slate of nominees for the following positions to be elected at a duly convened annual meeting of the membership:

- Chairperson
- Vice-Chairperson
- Secretary
- Treasurer
- Four (4) to Eleven (11) Directors

The Committee also shall nominate candidates to fill any vacancies that might arise by virtue of the death or resignation of an incumbent.

NOMINATING COMMITTEE PROCESS:

1. The Committee shall issue a call for nominations (including self-nominations) indicating the nature and number of the positions for which nominations are sought and the deadline for submissions. The call for nominations shall include a notice of the requirement that nominees be members in good standing and the expectation that if elected, they will participate actively in the work of the Society; and assist in efforts to enhance its financial viability, including by contributing, within their means, to its financial support.
2. The call for nominations shall invite and encourage candidates to submit a one-to-two-page resume, together with a one-page statement in support of their candidacy.
3. The Committee shall have discretion to consider nominations received after the formal period for submissions has closed, and to expand the pool of candidates by encouraging eligible individuals, including individuals nominated in prior years, to apply.
4. The Committee shall meet electronically (through the use of teleconference and/or Internet meeting services) and shall, if circumstances permit, hold one in-person meeting to decide on a slate.



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5. The Committee Chair shall present the slate of candidates to the Board at its meeting to be held directly in advance of a duly convened annual meeting of the membership.
6. The Committee Chair shall submit the slate for approval at a duly convened annual meeting of the membership.

CRITERIA FOR NOMINATION TO THE BOARD OF DIRECTORS:

In considering persons for nomination to the Board, the Committee shall give maximum consideration to those who have demonstrated the ability to meet the following criteria:

- Demonstrate passion for the NSBCPA mission;
- Demonstrate commitment to NSBCPA through annual personal financial contributions and/or solicitation of significant financial contributions from others;
- Experience with governance and regulatory matters;
- Organizational experience beyond the local level - e.g., regional, national;
- Previous non-profit board experience;
- Ability and willingness to work with diverse people;
- Ability and willingness to listen and respect opposing points of view;
- Ability to contribute to the Board as a strategic thinker, consensus builder and risk-taker;
- Experience as an Organization Change Agent; and
- Ability to successfully fulfill all of the responsibilities of a Board member.



ROLES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS 2021-2023

Board Role:

The Board of Directors is a policy-making and governance body responsible for strategic leadership and stewardship of the vision and the mission of the National Society of Black Certified Public Accountants (“NSBCPA” or “Society”). More specifically, the Board establishes the vision for the Society, develops corporate objectives for the six-year planning cycle which furthers that vision, and provides governance and fiscal oversight for the implementation of these objectives by the staff. Most Board members serve on one or more committees or task group(s).

The Board of Directors is elected for a period of two years. All Board members are elected, at large, representing the NSBCPA as a whole.

Responsibilities of the Board:

- Promote the NSBCPA as the preeminent philanthropic organization for our stakeholders.
- Maintain a national, strategic governance perspective.
- Abide by the conflict of interest policy.
- Demonstrate commitment to the NSBCPA through annual personal financial contributions and/or solicitation of significant financial contributions from others.
- Participate in at least three electronic Board meetings each year and other in-person meetings as necessary. While Board meetings are held on a quarterly basis, unless otherwise specified by the Chairperson or by a majority of the Board of Directors, committees of the Board meet as needed based on the applicable committee charter.
- Prepare thoroughly for Board meetings and participate in Board dialogue.
- Support Board decisions.
- Maintain confidentiality requirements.
- Accept special assignments, participate in conference calls, and communicate electronically with Board and fellow committee members on a timely basis.
- Recruit potential nominees for Board and committee assignments.

Officer Roles and Responsibilities As Listed in the By-Laws:

Section 5.04 Chairperson of the Board: The Board Chairperson shall be the chief volunteer officer of the Society. The Board Chairperson shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board of Directors, and shall perform all other duties incident to the office or properly required by the Board of Directors.

Section 5.05 Vice Chairperson of the Board: In the absence or disability of the Board Chairperson, the Vice-Chairperson shall perform the duties of the Board Chairperson. When so acting, the Vice-Chairperson shall have all the powers of and be subject to all the restrictions upon the Board Chairperson. The Vice-Chairperson shall have such other powers and perform such other



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duties prescribed for them by the Board of Directors or the Board Chairperson.

Section 5.06 Secretary: The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The Secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Board Chairperson. The Secretary may appoint, with approval of the Board, an Assistant Secretary to assist in the performance of all or part of the duties of the Secretary.

Section 5.07 Treasurer: The Treasurer shall be the lead Director for oversight of the financial condition and affairs of the Society. The Treasurer shall oversee and keep the Board informed of the financial condition of the Society and of the audit or financial review results. In conjunction with other Directors or Officers, the Treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the Society, are made available to the Board of Directors on a timely basis or as may be required by the Board of Directors. The Treasurer shall perform all duties properly required by the Board of Directors or the Board Chairperson. The Treasurer may appoint, with approval of the Board, a qualified fiscal agent or member of the staff to assist in the performance of all or part of the duties of the Treasurer.

Current Board Committees

Executive Committee

The Executive Committee is made up of the Officers of the Society. This committee provides strategic support to the Chief Executive Officer and acts on behalf of the Board on all issues related to the Society between Board meetings, with the responsibility to report actions to the Board for ratification or further Board action. Only Officers may serve on this committee.

Standing Committees

All members of the Board serve on at least one Standing Committee. They generally meet prior to the Board meetings.

The Standing Committees of the NSBCPA shall be the following:

- Executive
- Advocacy
- Bylaws



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- Communication
- CPA Candidates/Students
- CPE
- Corporate Boards
- Finance
- Membership
- Resource Development
- Academic Relations
- Scholarship and Awards
- Nominating

Additional Committees:

- Audit
- Fund Development
- Human Resources
- Investment Sub-Committee of the Finance Committee