

The American Society of Dermatopathology (ASDP)

Secretary-Treasurer Position Description

Developed August 12, 2009; Approved by the Board of Directors August 18, 2009; Updated February 20, 2013; Approved by the Board of Directors March 11, 2013

Term of Office	Three years.
Method of Appointment	Advance from Secretary-Treasurer Elect. Nominated by the Nomination Committee, elected by the general membership.
Accountability	Reports to the Board of Directors.
Role	Ensure the Board's ability to satisfy its fiduciary duties and that actions of the Board are documented appropriately.
Responsibilities	<p>Serve as both the secretary and treasurer of the Society.</p> <p>Be the principal accounting and financial officer of the Society.</p> <p>Serve as a voting member of the Board and of the Executive Committee.</p> <p>Serve as an ex-officio member of the Finance Committee.</p> <p>Work with the Executive Director to ensure that accurate financial records are maintained and that appropriate financial reports are made available to the Board on a timely basis. These records include cash, outstanding advances, investments, accounts receivable and other assets, accounts payable, and fund balances (net assets).</p> <p>Have charge and custody of all funds and securities of the Society.</p> <p>Monitor revenue and expenses in accordance with the budget and respond immediately if action is needed based on variations in projected income or loss.</p> <p>Work with the Executive Director and Finance Committee in preparing the annual budget and presenting the budget to the Board for approval.</p> <p>Authorize the Executive Director to engage an independent auditor based on the recommendations of the Audit Committee, and ensure that the auditor has full, timely access to the corporation's financial records.</p> <p>Co-sign society checks and financial accounts according to established policy.</p> <p>Verify that the organization's assets are protected, expended and invested according to Board policies and procedures.</p>

Confirm that the costs for outside management are maintained within the industry standard for similar types of organizations.

Ensure compliance with all relevant legal and regulatory requirements and ethical standards.

Ensure that accurate minutes of all Board meetings are prepared, distributed to board members in a timely fashion, and maintained at the corporate office. Minutes shall record the time and place of meetings, whether regular or special, how the meetings were called, the names of those present or represented at the meeting and the proceedings.

Ensure that all notices for meetings, elections and other actions are given in accordance with the provisions of the Bylaws, or as required by law.

Act as custodian of the corporate records.

Certify and ensure that a current copy of the Society's Bylaws is maintained in the corporate office.

Perform all duties customarily incident to the office of secretary and/or treasurer and such other duties as may be assigned from time to time by the President or the Board of Directors.

Actively adhere to and support the Legal Duties of Directors:

Duty of Care: Competence in performing directorial functions, must use care "a reasonably prudent person would exercise in a like position and under similar circumstances", act in good faith, participate in meetings, be prepared (e.g. read reports), ask questions and use independent judgment.

Duty of Loyalty: Faithful pursuit of the interests of the organization, do not use position or information gained from participating on the board to secure a personal benefit, discloses actual, potential or perceived conflicts of interest, maintains confidentiality of board discussions.

Duty of Obedience: Faithful pursuit of organization's mission and decisions, abides by the organization's rules and policies, supports, helps implement and avoids undermining the board's decisions.

Time Commitment

3-5 hours per week, including:

Scheduled:

- Executive Committee Conference Calls (monthly or as needed)
- Board Meetings (4/year)
- Finance Committee meetings (2-3/year)

Ad Hoc:

- Executive Committee Conference Calls (as needed)
- Leadership Retreat (as needed)

Busiest times of the year:

- Budget preparation cycle (October-December)
- Prior to Board meetings (December, April, July, September)

Qualifications

Membership

- Must be Fellow member in good standing;
- Must continue to be a Fellow member in good standing during the entirety of their term in office;
- Have been a member of the society for a period of five (5) or more consecutive years without break or interruption as of the date of their nomination application;
- Have a proven track record in substantive assignments within the society.

Professional & Personal Attributes

- Possess a personal commitment to the organization's goals and objectives;
- Leadership experience serving on non-profit boards preferred;
- Professional reputation and credibility;
- Possess a general understanding of financial accounting for nonprofit organizations and Generally Accepted Accounting Principles (GAAP), financial reports, tax-exempt status and knowledge of investments and audit procedures;
- Ability to communicate financial information effectively to persons with little or no financial expertise;
- Ability to work with the Executive Director, auditors and the society's legal counsel as necessary;
- Knowledge of legal record-keeping requirements;
- Knowledge of the organizational structure, governance and management roles of volunteer and paid staff;
- Honesty and integrity;
- Accessibility and responsiveness;
- Strong work ethic.