

ARTICLE 6. POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 6.01 Powers of the Board of Directors

The powers of the Board of Directors are:

- (a) Subject to any restrictions or limitations imposed by Federal, State and local law and regulations governing non-profit corporations, by the Articles of Incorporation, by these Bylaws, or by the Policy Manual, the powers of the Alisa Ann Ruch Burn Foundation are vested in the Board of Directors;
- (b) To delegate the performance of specific duties and the exercise of specific powers to Officers of the AARBF; and
- (c) To delegate, in whole or in part, the matter of controlling, managing, investing and disposing of the property or specific portions of the property of the AARBF for the purpose of earning income therefrom to one or more agents, companies, or banks duly authorized to conduct such business in the State of California. Such decisions must be approved by a Resolution approved by a vote of at least two-thirds (2/3) of the Board of Directors.

Section 6.02 Duties of the Board of Directors

The duties of the Board Members shall include, but are not be limited to:

- (a) Upholding and respecting the mission of AARBF;
- (b) Performing any and all duties imposed on them, collectively or individually, by law, by the Articles of Incorporation of the AARBF, these Bylaws, and the Policy Manual;
- (c) Appointing and removing, employing and discharging, and, except as otherwise provided in these Bylaws, prescribing the duties and fixing the compensation, if any, of all Board Officers, Board Members and the Executive Director of the AARBF;
- (d) Ensuring that all members of the Board are acting in the best interest of the AARBF and bringing any concerns to the Board President;
- (e) Participating in the recruitment of Board, Advisory and Committee members for the AARBF;
- (f) Approving and monitoring the finances of the AARBF, including but not limited to approving the annual audit and monitoring all expenditures of the AARBF;
- (g) Creating the financial climate for fulfilling the purpose, reliability, stability and growth of the AARBF through approval of and participation in financial development activities;

(h) Serving on at least one standing or special committee of the Board and task forces as appropriate;

(i) Attending at least eighty (80) percent of all regular and special Board meetings annually via phone or in person; and

(j) Ensuring that all activities of AARBF conform to all laws, rules, regulations and ethical practices for non-profit corporations.