



**Ambassador Board Charter**  
*Adopted [January 22], 2020*

## **I. Purpose**

The Ambassador Board of Wellspring, Inc. is established by the Board of Directors pursuant to its authority to establish committees under Article IV of the Wellspring Bylaws. This charter governs the formation, management, authority and role of the Ambassador Board.

## **II. Mission and Vision**

Wellspring's mission and vision is to promote mental health recovery and to support individuals in building healthy and hopeful lives through a wide spectrum of behavioral health, crisis intervention, housing, and employment services.

The mission of the Ambassador Board is to support and assist Wellspring's core mission and vision through activities including, among other things, the following:

- Supporting initiatives that promote public awareness of Wellspring's mission;
- Conducting fundraising and other activities to support Wellspring;
- Building strategic alliances and partnerships to address behavioral health, housing and related social issues; and
- Connecting, engaging and inspiring young professionals to support mental health programs in the community.

The vision for the Ambassador Program is:

- To create a sustainable board of young professionals focused on expanding community awareness of Wellspring, thereby helping the organization to expand its impact and programs.
- To provide an opportunity for young professionals to gain leadership experience, build their professional networks and make an impact within the community.

## **III. Ambassador Board Requirements**

The Wellspring Ambassador Board shall be composed of a group of young professionals who are dedicated to supporting Wellspring's mission.

- i. *Ambassador Board Composition:* The Ambassador Board shall be comprised of no less than eight (8) and no more than eighteen (18) Board Members ("Members"), the number of which shall be set from time to time by a resolution adopted by of its members.
- ii. *Ambassador Board Member Commitment:* Ambassador Board Members commit to the following. Failure to fulfill the commitment can justify removal from the Board for cause.
  - Serve a term of one (1) year
  - Attend and actively participate in Ambassador Board Meetings
  - Serve on one of the Ambassador Board Committees
  - Assist with Wellspring fundraising events
  - Actively participate in annual Ambassador Board Retreat

- Inform the community about Wellspring and actively participate in identifying and soliciting support from friends and colleagues to help achieve Wellspring’s fundraising and advocacy goals.
- Actively recruit friends and colleagues to participate in the Tuesday Treats and Talking Points and other public events such as Wellspring’s client holiday parties as a means of further educating the community about Wellspring’s work.
- Individually contribute financially through annual contribution (recommended \$50), financially supporting events, and assisting in fundraising.

iii. *Meetings, Voting and Quorum:* The Ambassador Board shall meet at least bi-monthly (six times annually) and as required to conduct any Ambassador Board business as necessary and appropriate at that time. Notice of meetings shall be sent to members by mail or e-mail at least five (5) days in advance. Ambassador Board meetings shall be held at locations agreed upon by the Board at the beginning of the fiscal year, but the Ambassador Chair may designate a different location in the notice of meeting.

The presence of a majority of the members, in person or by conference call, shall constitute a quorum for any meeting of the Ambassador Board or any of its committees. Unless otherwise required by this charter or by resolution of the Ambassador Board, action by the Ambassador Board or any committee requires the approval of a majority of its members present at the meeting.

All decisions of the Ambassador Board can be overridden by Wellspring’s CEO or Board Chair, or the Wellspring Board of Directors, to ensure the Ambassadors are acting in the best interest of Wellspring.

Ambassador Board Members shall be required to attend a minimum of four (4) meetings per year, equivalent to two-thirds of Ambassador Board meetings for the year. Failure to attend two (2) consecutive meetings without cause is grounds for dismissal from the Board. Dismissal is determined by a two-thirds vote of the current members in attendance at any regular meeting.

iv. *Succession Planning:* At the beginning of each fiscal year, the Ambassador Board shall designate a Membership Committee comprised of three (3) Ambassador Board Members at-large appointed by the Ambassador Board and the Board Chair Emeritus, who shall chair the committee. The Membership Committee is responsible for planning for the following year by doing the following:

- Review the list of Ambassadors and confirm each Ambassador’s interest in remaining on the board for the following year.
- Solicit recommendations from the Wellspring Board and officers, Ambassador Board Members and the community at-large for possible membership.
- Create and implement a membership development plan for developing membership, including identifying, interviewing and vetting prospects and initiating new Ambassador board members.
- Solicit nominations for open leadership positions.

The Member Committee shall not discriminate in the election of members on the basis of age, race, ethnicity, religion, gender, sexual preference, physical disability, income, marital status, or college basketball allegiance.

#### **IV. Elections**

- i. *Membership Elections:* Membership elections shall be conducted annually at the Ambassador Board Meeting immediately preceding the Annual Ambassador Board Retreat to ensure new Ambassadors will be available for the retreat. The candidates receiving the highest number of votes shall be elected.

In the case of a tie vote, one runoff election shall be held with each Board Member to cast one (1) vote for the tied nominees. In case of a second tie, the Wellspring CEO shall cast the deciding vote.

- ii. *Election of Officers:* Nominations for the positions of Ambassador Board Chair, Vice Chair, and Secretary must be made by an Ambassador Board Member. Future positions may be added with Ambassador Board approval. Each Board Member may cast one (1) vote for each Officer position. In the case of a tie vote, one runoff election shall be held with each Board Member to cast one (1) vote for one of the tied nominees. In case of a second tie, the Wellspring CEO shall cast the deciding vote.
- iii. The Wellspring Director of Development will oversee the procedures for electing Ambassador Board members and leadership.

#### **V. Officers**

- i. *Officers:* The Ambassador Board shall have the following officers: Board Chair, Vice Chair, Secretary, and immediate past Ambassador Board Chair (the "Chair Emeritus"). Changes to structure are permitted with joint Ambassador Board and Wellspring CEO approval.
- ii. *Term:* After the founding year of the Ambassador Board, the terms of the respective Officers shall begin immediately upon election and shall continue for one year, and until their successors are elected.
- iii. *Chair:* Unless otherwise determined by the full Board, the Chair shall serve for one year and shall be succeeded by the Vice Chair. Board Chairs will ordinarily serve 1 year as Vice Chair, 1 year as Chair, and 1 year as Chair Emeritus. The Board Chair shall preside at Ambassador Board meetings and exercise and perform such other powers and duties as may be from time to time assigned to him or her by the Ambassador Board or as prescribed by this charter.
  - The Chair is responsible for establishing annual goals for the Ambassador Board, monitoring progress toward those goals.

- The Chair will report directly to the Wellspring CEO and ensure that the Ambassador Board's activities promote Wellspring's mission.
- The Chair will meet as needed with the Wellspring CEO and Development Director to develop strategy and structure.
- The Chair will also serve as a non-voting member of the Wellspring Board of Directors and is responsible for representing the Ambassador Board and its achievements at the Wellspring Board of Directors meetings. The Chair will report updates from the Wellspring Board and committees back to the Ambassador Board.
- The Chair, together with Vice Chair, will develop meeting agendas for all monthly meetings and send them in advance to the Ambassador Board and the Wellspring Development Director.
- The Chair will be responsible for adopting an annual budget in consultation with the Wellspring CEO and Development Director. The Chair may form a Finance Committee to assist with the budget.

The Chair of the Ambassador Board may be removed from membership on the Board for absenteeism or other good cause. Removal shall be by two-thirds vote of the members present at the meeting following the meeting at which the motion for removal is made.

- iv. *Vice Chair:* The Vice Chair of the Ambassador Board, in the absence or disability of the Chair, shall perform all the duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Chair. The Vice Chair shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Ambassador Board, the Chair or this charter.
- The Vice Chair shall be responsible for coordinating with the Ambassador Board Committee Chairs and tracking progress between regular Ambassador Board meetings. The Vice Chair shall keep the Chair abreast of such progress.
  - The Vice Chair will also serve as a non-voting member of the Wellspring Board of Directors and will be responsible for coordinating the Ambassador Board representation at Wellspring Board meetings. The Vice Chair will assist the Chair in reporting the Ambassador Board's achievements at the Wellspring Board meetings.
- v. *Secretary:* The Secretary shall maintain, or cause to be maintained, accurate records and minutes of all meetings and actions of the Ambassador Board, a current copy of the Ambassador Board charter, a current roster of Ambassador Board members, including their names, addresses, telephone numbers and other contact information, and a current roster of members of committees.
- If the secretary is unable to attend a monthly meeting, the Chair or Vice Chair may request a volunteer at the beginning of the meeting to take minutes.
- vi. *Future Leadership Positions:* The Ambassador Board may create additional leadership positions, which may be permanent or temporary depending on the needs of the Ambassador Board.

- vii. *Vacancy:* Any vacancy of a Leadership Position on the Ambassador Board, or any other position as may be designated by the Board, may be filled by a vote of a simple majority of the current members in attendance at any regular meeting.
- viii. *Wellspring Board Representation:* At least one member of the Wellspring Board shall serve as a member of the Ambassador Board. Notwithstanding any other provision of this charter, a voting member of Wellspring Board may serve as Chair or in any other leadership position on the Ambassador Board.

## **VI. Committees**

- i. *Committees:* Committees of the Ambassador Board may be established by resolution adopted by the Ambassador Board at its Annual Retreat or by the Wellspring CEO or Development Director in consultation with the Ambassador Board Chair and Vice Chair approval. The resolution shall set forth the purpose, authority and duration of the committee, which may be a standing committee.
- ii. *Committee Chair:* Each committee shall have a Chairperson. The Chairperson of each Committee shall be elected by a simple majority of each Committee and may serve for no more than three (3) years. The Chairperson is responsible for organizing and overseeing the Committee's activities and regular meetings, as well as reporting the Committee's activities to the Chair of the Ambassador Board.

## **VII. General Corporate Matters**

- i. *Contracts and Loans.* The Ambassador Board shall have no authority to make contracts or take on debt on behalf of Wellspring.
- ii. *Amendments:* This charter may be amended by a majority of all members of the Ambassador Board. Any amendment will take effect when ratified by the Wellspring Board.