

EXHIBIT B

TRUST FOR LAND RESTORATION

JOB DESCRIPTION - BOARD OF DIRECTORS MEMBERS

Position Title: Member of the Board of Directors

Commitment: The Board owes fiduciary duties to the organization. It sets policy; establishes goals and budgets for TLR's program; hires and monitors the performance of the Executive Director ("ED"); assists the ED with securing funds to enable TLR to meet its budget and carry out its program; monitors the use of those funds; and provides volunteer leadership for the organization.

Duties:

- ~ Know the organization's mission, goals, policies, programs, strengths and needs;
- ~ Suggest possible nominees to the Board who are women and men who can make significant contributions to the work of the Board and to TLR's progress;
- ~ Faithfully read and understand TLR's financial statements and otherwise help the Board fulfill its fiduciary responsibility;
- ~ Avoid even an appearance of a conflict of interest that might embarrass the Board or TLR and disclose any possible conflicts in a timely fashion;
- ~ Maintain independence and objectivity and do what a sense of fairness, ethics and personal integrity dictate even though not necessarily obliged to do so by law, regulation or custom;
- ~ Counsel the ED as appropriate to offer support in the ED's often difficult relationship with groups or individuals, and refrain from asking for special favors of staff (such as special requests for extensive information) without at least prior consultation with the ED, the Chairperson of the Board or appropriate committee chairperson;
- ~ Prepare for, attend and participate in twice annual Board meetings, unless absence at the meeting is approved by the Chair prior to the meeting;
- ~ Join and participate in at least one committee of the organization;
- ~ Attend meetings of up to one committee per month;
- ~ Represent TLR when appropriate and only when authorized to do so;
- ~ Participate in policy and decision making at both the Board and committee levels;
- ~ Assist TLR in gaining support for its work by exercising personal and professional contacts whenever possible and appropriate;
- ~ Accept leadership position on Board as experience and time allow or undertake special assignments willingly and enthusiastically when asked;
- ~ Contribute financially according to ability to give;
- ~ Participate in fundraising activities;
- ~ Bring a sense of humor to the Board's deliberations.

Qualifications: Commitment to the goals and program of TLR; available time; ability to work in concert with the others members of Board and staff; experience or knowledge in at least one of the following areas: program (mined land or hazardous materials issues, land conservation, real estate), fundraising (leadership, involvement), public relations and community relations, finance, hazardous materials science, law.

Time Commitment: Twice annual Board meetings, at least one of which is held in the Front Range of Colorado area. Approximately two hours per month on committee work and/or counseling staff. Other time appropriate to individual's assumption of responsibilities

Election & Term: The By-Laws authorize a Board of up to 8 Directors. Directors are elected for terms of 2 years at the annual meeting of the Board. Continuous service is limited to three consecutive 2-year terms.

Former Directors are eligible for appointment to the Advisory Board. A former Director becomes eligible for re-election to the Board after a 1-year absence from the Board.

Officers are elected from among the Directors for 2-year terms at the annual meeting. Officers are limited to 2 consecutive 2-year terms in the same office.

EXHIBIT B

TRUST FOR LAND RESTORATION**JOB DESCRIPTION - ADVISORY BOARD MEMBERS**

- Position Title: Member of the Advisory Board
- Commitment: The Advisory Board provides support to TLR and the Board of Directors (“Board”) through the expertise of its members. The Advisory Board provides outreach assistance to TLR through its community contacts and assists in raising funds for TLR’s operations. The Advisory Board members attend Board meetings and participate in such meetings, but do not vote on matters before the Board.
- Duties:
- ~ Know the organization’s mission, goals, policies, programs, strengths and needs;
 - ~ Suggest possible nominees to the Board or the Advisory Board who are women and men who can make significant contributions to the work of the Board and to TLR’s progress;
 - ~ Avoid even an appearance of a conflict of interest that might embarrass the Board or TLR and disclose any possible conflicts in a timely fashion;
 - ~ Maintain independence and objectivity and do what a sense of fairness, ethics and personal integrity dictate even though not necessarily obliged to do so by law, regulation or custom;
 - ~ Counsel the ED as appropriate to offer support in the ED’s often difficult relationship with groups or individuals, and refrain from asking for special favors of staff (such as special requests for extensive information) without at least prior consultation with the ED, the Chairperson of the Board or appropriate committee chairperson;
 - ~ Prepare for, attend and participate in twice annual Board meetings;
 - ~ Represent TLR when appropriate and only when authorized to do so;
 - ~ Assist TLR in gaining support for its work by exercising personal and professional contacts whenever possible and appropriate;
 - ~ Participate in fundraising activities;
 - ~ Bring a sense of humor to the Board’s deliberations.
- Qualifications: Commitment to the goals and program of TLR; available time; ability to work in concert with the others members of the Advisory Board, the Board and the staff; experience or knowledge in at least one of the following areas: program (mined land or hazardous materials issues, land conservation), fundraising (leadership, involvement), public relations and community relations, finance, hazardous materials science, law.
- Time Commitment: Twice annual Board meetings, at least one of which is held in the Front Range of Colorado area. Other time appropriate to individual's assumption of responsibilities
- Election & Term: (to be determined)