

OFFICER AND DIRECTOR CHARTERS

BOARD OF DIRECTORS

The NCMA Board of Directors (BOD) is the governing body of the association. The BOD consists of the Officers and Directors, as established by the National Bylaws. As officials of the Association, the BOD members are responsible to the membership for the proper governance of the Association. Specifically, the BOD is composed of:

- President
- President-Elect
- Past President
- Treasurer
- Secretary
- 12 Board Directors, elected by the chapter presidents
- 6 Board Directors elected by the BOD
- Executive Director, an ex officio non-voting member
- General Counsel, an ex officio non-voting member

AUTHORITY

The BOD derives its authority from state statute, the NCMA Articles of Incorporation, and the National Bylaws. Within such limitations as have been or may be established, the BOD has authority to take any and all action required to promote the purpose and achieve the mission of the Association.

DUTIES AND RESPONSIBILITIES

Under well-established principles of nonprofit corporation law, a board member must meet certain standards of conduct and attention in carrying out his or her responsibilities to the organization.

Duty of Care. The duty of care calls upon a director to act in a reasonable and informed manner when participating in the board's decisions and its oversight of the corporation's management. For example,

- Regular attendance at BOD meetings.
- Regular participation in any assigned Committees.
- Exercise independent judgment.
- Judge what is in the Corporation's best interest, irrespective of other entities with which the director is affiliated or sympathetic, or to which the director owes his / her board appointment.
- Have adequate information.
- Delegation of Authority - oversee, do not directly engage in day-to-day operations

Duty of Loyalty. The duty of loyalty requires directors to exercise their power in good faith and in the best interests of the corporation, rather than in their own interests or the interests of another entity or person. This means that a board member should never use his/her position for individual or personal advantage. Examples include:

- Act in the best interests of the corporation over interests of self or the interests of the voters who selected them.
- Be aware of and take proper actions in actual, potential, or perceived Conflicts of Interest.
- Maintain confidentiality of corporation information.
- Treat business opportunities, which the director reasonably should know may be of interest to NCMA, as “NCMA corporate opportunities”, which must first be offered to NCMA before the Director can take advantage of it outside his or her role as a corporate director.

The duties and responsibilities of the BOD as a governing body are as follows:

- Determine the organization's mission and purpose. It is the board's responsibility to create and review a statement of mission and purpose that articulates the organization's goals, means, and primary constituents served.
- Select the Executive Director. Boards must reach consensus on the chief staff executive's responsibilities and undertake a careful search to find the most qualified individual for the position. This responsibility has been delegated by policy to the President.
- Provide proper financial oversight. The board must assist in developing the annual budget and ensuring that proper financial controls are in place.
- Ensure adequate resources. One of the board's foremost responsibilities is to provide adequate resources for the organization to fulfill its mission.
- Ensure legal and ethical integrity and maintain accountability. The board is ultimately responsible for ensuring adherence to legal standards and ethical norms.
- Ensure effective organizational planning. Boards must actively participate in an overall planning process and assist in implementing and monitoring the plan's goals.
- Enhance the organization's public standing. The board should clearly articulate the organization's mission, accomplishments, and goals to the public and garner support from the community. The board should advocate programs which will achieve the purposes of the Association as stated in the National Bylaws.
- Recruit and orient new board members and assess board performance. All boards have a responsibility to articulate prerequisites for candidates, orient new members, and periodically and comprehensively evaluate its own performance.

- Determine, monitor, and strengthen the organization's programs and services. The board's responsibility is to determine which programs are consistent with the organization's mission and to monitor their effectiveness.
- Support the Executive Director and assess his or her performance. The board should ensure that the chief staff executive has the moral and professional support he or she needs to further the goals of the organization. Responsibility for ED performance evaluation has been delegated to the President by policy.
- Other duties as called for in the National Bylaws such as removal of an Officer or Director for cause; approve the NCMA Long Range Plan and an Operating Budget for each fiscal period; establish Restricted Funds and the standards and procedures relating to the investment and utilization of each; prescribe the manner in which any contract or similar undertaking is made; revoke Chapter charters; approve changes to the National Bylaws;; and establish Membership categories, qualifications of eligibility, and dues.

The duties and responsibilities of individual officers and directors are as follows:

- Attend all board and committee meetings and functions, such as special events.
- Be informed about the organization's mission, services, policies, and programs.
- Review agenda and supporting materials prior to Board and committee meetings.
- Serve on committees or task forces and offer to take on special assignments.
- Inform others about the organization.
- Suggest possible nominees to the board who can make significant contributions to the work of the board and the organization.
- Keep up-to-date on developments in the organization's field.
- Follow conflict of interest and confidentiality policies.
- Bring to the attention of the President any activity being engaged in by NCMA or on its behalf that the director believes may be illegal. If the President fails to respond, the director shall bring the issue to the full board.
- Assist the board in carrying out its fiduciary responsibilities, such as reviewing the organization's annual financial statements.

The rights of individual officers and directors are as follows:

- Have reasonable access to staff management to obtain information to conduct Board business.
- Have a right to inspect the corporation's books and records.
- Be given ample advance notice of all board and committee meetings that the director is expected to attend.
- Have a right to vote against any matter put forth for the Board at a meeting, and to have the minutes reflect that he or she dissented from the action approved by the board.
- Be given a copy of minutes of all meetings of the full board and any committee exercising board powers.

MEETINGS

The conduct of Board of Directors meetings will be as prescribed in the National Bylaws. The BOD shall meet at least three times during each program year. Special meetings may be called by the President or by 20 percent of the BOD. A quorum will be 50% of the total number of Directors plus one. BOD meetings are presided over by the President.

NOTICE OF MEETINGS

A formal notice of each BOD meeting is required and shall be mailed to each member of the BOD at least 30 days before each meeting. Prior to the meeting, members of the BOD will receive an agenda and supporting background data concerning the business to be discussed at the meeting.

NCMA Board of Directors

My Commitments

NCMA exists to serve and advocate the needs of its members and the profession. Understanding this mission, I will strive always to act in a reasonable, prudent, independent and informed manner when participating in the Board's decisions regarding its oversight of the Association's business, always with due regard to the following commitments:

- I will serve as an advocate for the Association as a whole at every opportunity with employers, stakeholders, members and potential members;
- I will discharge my responsibilities in good faith, exercising careful, independent, and informed judgment, always with due care for the best interests of the Association as a whole;
- I will respect and rely on the differing talents, experiences, and perspectives of other Directors and the information, opinions, reports and other data provided by the Board's committees and the managers and staff of the Association, allow them to be heard, and evaluate all views and information they present in exercising my judgment regarding the proper course of action for the Association;
- Because periodic meetings and teleconferences are necessary to ensure proper governance of the Association and to ensure timely and proper dissemination of information, I will participate in all such events to the best of my ability, and inform the President in advance if unable to do so.
- I will support the Board's collective decision-making, make information freely available, subject to my right to dissent and to have such dissent properly reflected in the Board's deliberations and the Association's records;
- I will act at all times consistent with my belief that full and fair review of the issues affecting the Association require that Board discussions and other legitimate matters affecting the Association be explored fully, without withholding material information, and must remain confidential until there has been a general public disclosure by the appropriate person(s) designated by the Association;
- I will act in all ways without regard to individual personal advantage, avoiding all actual or apparent conflicts of interests or personal advantage;
- I will perform with all due diligence the committee and other assignments I undertake as a Board member, serve as the Association's face to individual members and chapters, and otherwise serve the Association's needs as requested by the Association's leadership.