

ASSOCIATION DIRECTORS AND OFFICERS: LEGAL ISSUES AND CONCEPTS

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Topics and Objectives

- What are the duties and responsibilities of association directors and officers?
- What are some of the key legal issues affecting associations now?
- How should I conduct myself as a part of the leadership of CSNA, SNA and its affiliates?

What are the duties and responsibilities of association directors and officers?

- The Board of Directors is the governing body responsible for all actions of the association
- The Board of Directors includes the elected Officers, Committees Chairs, Chapter Presidents and all voting members

How a Board of Directors Acts

- Always by vote
- At a duly called meeting
- Where a quorum is present
- Can act by unanimous written consent

Officers, Committees, Staff and Members

- Have the powers and duties delegated to them by the Board of Directors and Bylaws
- Day to day management of the association is delegated to the Executive Director or comparable administrative position
- Board of Directors remains responsible and accountable

Fiduciary Duties of Directors and Officers

- Duty of Care
- Duty of Loyalty
- Duty of Obedience

Duty of Care

Officers and directors must exercise ordinary and reasonable care, acting with honesty and good faith with the same diligence, including reasonable inquiry, as any prudent person would under similar circumstances.



Duty of Loyalty

- Officers and directors must act solely in the best interest of the association
- Undivided allegiance
- Avoidance of personal interests
- Avoidance of actual and apparent conflicts of interest

Duty of Obedience

Officers and directors must act in accordance with:

- Articles of Incorporation, Standing Rules and Bylaws
- Governing documents
- Policy
- Federal, state and local laws and regulations

What are conflicts of interest?

- Divided loyalty
- Personal interests
- Financial benefit
- Excess benefit transactions
- Corporate opportunity
- Complete and full disclosure

Other Guidelines

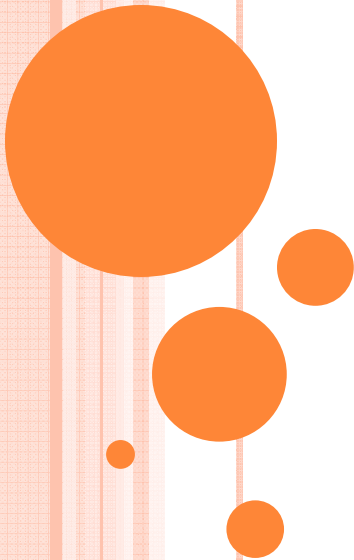
- May rely in good faith on expert advice
- Cannot remain ignorant
- Personal liability for intentional harm
- Must preserve confidentiality of information
- Responsible for the actions of other officers and board members

GUIDELINES FOR GREATNESS...

- Be thoroughly prepared before reaching decisions
- Be actively involved in discussions
- Make decisions without haste or pressure
- Insist that minutes of meetings and vote tallies are accurate
- Attend all meetings
- Carefully review financial reports and ask questions
- Read association publications and news
- Avoid any conflict of interest
- Ask for legal advice on legal matters
- When you leave a meeting you leave as one



**“LEND YOURSELF TO
OTHERS BUT GIVE
YOURSELF TO YOURSELF.”**



CHAPTER MEETINGS

Time is like gold and meetings need to have a purpose...Why have meetings?

- To communicate essential information
- To accept reports from members (not to be read but to report at least one positive aspect of the chapter or committee)
- To analyze or solve problems
- To reach a group decision based on consensus
- For training
- At the end the Team Stands Together

CHAPTER MEETINGS

Problems with meetings

- Too many
- Too long
- Competing with other events
- Poorly planned
- Lack of leadership
- Participants are poorly prepared – information not read or reviewed



CHAPTER MEETINGS

Roadblocks to Success and **What to Do**

- Lack of timely and proper notification - **send out agenda and all back up materials one week in advance**
- Meeting room is not ready – **come early – be prepared**
- No agenda or agenda changes at the last minute – **prepare an agenda and stick with it**
- Lack of control – **need to establish leadership and stick with Roberts Rules of Order and the agenda**
- Participants coming and going , texting, answering cell phones – **set ground rules before you start – cell phones off – when break time is**
- Lack of respect between members – **everyone has a right to speak and share ideas**



CHAPTER MEETINGS

Minutes

- Why take minutes?
- What's the purpose?
- Minutes are official, required documents. They record what has taken place at a meeting based on the written agenda. They document actions and motions, discussion items, and tasks that need to be accomplished.
- Minutes should be transcribed and sent back to the members within one week of the meeting. This ensures that the members are working towards the goals and objectives as determined at the meeting.



QUESTIONS, ANSWERS, FEEDBACK

- What's next?
- Suggestions?
- What areas do you need support with?

Thank you!



THANK YOU!



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