

## *Volunteer Board Service Agreement*

Each person serving on the Board of Directors has legal and ethical responsibilities. Fiduciary duties are designed to provide trustworthy and effective stewardship of the association's mission and resources.

Having been selected by my peers to serve on the Board, I understand and accept these responsibilities:

**Code of Conduct:** I understand I am one of the faces of UMAPP, and I agree to represent the Association in a professional way whether during my volunteer job with UMAPP, or in my work within the industry or general public. My conduct reflects directly back to the Association, to myself, and to my employer.

**Duty of Care:** I will act with honesty, good faith and in the best interests of the association. However I vote, I will publicly support all final board decisions as if they were made unanimously.

**Duty of Loyalty:** I will place the interests of the association above any personal, professional, or other outside interests when making decisions that affect the organization. I will disclose all conflicts of interest, whether actual, potential, or perceived. I will support open and transparent board operations, while staying mindful that some issues must be kept confidential as they could damage individuals, or the association.

**Duty of Obedience:** I will follow all applicable state and federal laws and will read, understand and act in accordance with the association's articles of incorporation, bylaws and other governing documents.

**Commitment:** I will honor my role as a volunteer leader by setting a good example. I will behave respectfully toward my colleagues, use mine and others' time efficiently, support honest and direct communications and encourage a wide range of opinions and perspectives. I will devote the time necessary to stay engaged, enthusiastic and accountable.

**Meetings:** I agree to attend at least 75% of all board meetings scheduled. If I am not able to attend a meeting, I agree to contact UMAPP's president and executive director with as much advance notice as possible. I understand that if I continue to miss meetings, the Board will address these absences and consider replacing me as a board member.

Board Member: \_\_\_\_\_  
Signature: \_\_\_\_\_

Date: \_\_\_\_\_  
Birthday Month/Day \_\_\_\_\_

**A Review of the Association’s Organizational and Legal Structure**

1. **Trade Association vs. Professional Societies.** A trade association’s members are *companies*; a professional society serves *individuals*. UMAPP is a trade association
2. **Incorporation.** UMAPP is incorporated, which means that its members have limited liability for the debts of the association. “Limited” means the member is liable for their personal debt to the association, but not the association’s debt overall. Unincorporated associations hold each member accountable for the debt of the association.
3. **Nonprofit.** A corporation is distinguished as a “nonprofit” when its profits are not distributed to members.
4. **Board of Directors:**
  - a) In exchange for limited liability, the members relinquish a role in the direct governance of the corporation/association to a board of directors.
  - b) The members choose the board, and the members may also recall a member of the board.
  - c) The board is the governing body of the association, and it takes action as a **group**, usually by a majority vote.
  - d) An individual board member is authorized to vote and participate in board meetings; however, individual board members have *no management authority as an individual*.
  - e) The president has only the management authority specifically given to him/her by the association’s bylaws or by the board as a group (such as the bylaws allowing the president to preside over meetings). For example, if the president directed staff in the day-to-day operation of the association, the president would be acting beyond the limits of the authority granted by the association. The staff is directed by the board of directors as a group, as opposed to one individual.

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- f) Association policies are developed to guide its operations.
5. **Board resolutions and votes.** The motion, when properly adopted, constitutes the official action of the board and is legally binding on the association and its members.
6. **Meetings.** A legal meeting is defined as a call, notice, agenda, quorum, deliberation, proper vote, and minutes. (UMAPP Note: UMAPP's bylaws state that a special meeting may be called by the president with a minimum of three days advance notice).
- a) The board is not required by law to allow members to attend board meetings; however, UMAPP does encourage members to attend meetings to consider becoming more involved, either on an occasional level or to join a committee.
7. **Board Member Liability.** Board members *must be careful* to respect the actual authority that has been granted them. The board is the governing body of the association, but an individual board member has no authority acting alone.

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