



## **FY 2018 Board Member Agreement**

*Adopted 1/26/16*

As a member of the Board of Directors of Together SC, I am fully committed to its purpose to “unite, strengthen, and advance our state’s nonprofit community, so we may enrich the quality of life for all” and have pledged to carry out this purpose.

I understand my duties and responsibilities, and in signing this Agreement, I make the following commitments:

1. I am fiscally responsible, along with other board members, for this organization. I will make a point to know what our budget is and take an active part in reviewing, approving and monitoring the budget.
2. I know my legal responsibilities for this organization and accept that the Board is responsible for overseeing the strategic implementation of policies and programs.
3. I accept Together SC’s Bylaws and operating principles and understand that I am responsible for the health and well-being of Together SC.
4. I, or my organization, will join Together SC as a member.
5. I will give what is for me a significant personal financial donation. I may give this as a one-time donation, or I may pledge to give a certain amount several times during the year. *(Please complete pledge statement below and sign.)*
6. I will attend, at my expense, Together SC’s annual Summit, and other events as possible.
7. I will actively engage in recruiting members and fundraising for Together SC. This may include individual solicitation, undertaking special events, writing mail appeals, etc. I am making a good faith agreement to do my best to raise support for Together SC. Specifically, I commit to recruiting at least one large nonprofit (NP-B) member during the fiscal year.
8. I will assist staff and our regional partners in organizing, attending events and helping lead Together SC’s regional outreach efforts.
9. I will attend, or be available by phone, at least 60% (3 this year) of the regularly scheduled board meetings, including board retreats, and be physically present for 40% (2 this year).
10. I will serve on at least one committee and attend, or be available by phone, for the majority of committee meetings.

11. I will suggest to the Together SC Governance Committee board nominees who can make significant contributions of time and resources to help lead the organization.

12. I have read and agree to adhere to the attached *Conflict of Interest Policy*.

If I am unable to meet my obligations as a board member, I will offer my resignation for consideration in accordance with the Bylaws.

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**Individual Member Commitments**

**Personal Financial Donation:** Board members are asked to make a personal gift commensurate with their ability that can be paid over the course of the fiscal year. *Note: Last year's average Board Member gift was \$327.*

I pledge to make a FY 2018 gift of \$\_\_\_\_\_, in \_\_\_\_\_ installments of \$\_\_\_\_\_ and complete my pledge by June 30, 2018. *Note: Together SC will provide reminders before every Board meeting.*

I would like to personally help make the following happen this year:

\_\_\_\_\_

I would like to serve on the following Committees (please check at least one):

- Finance/Audit – Reviews financial performance, annual audit and 990, and policies.
- Governance – Reviews Board composition, practices, & policies, and oversees nominations process
- Membership – Reviews member benefits & dues, helps with renewal and recruitment efforts, plans regional member gatherings.

I wish to declare the following relationships which may pose a conflict of interest in the coming year:

\_\_\_\_\_

In signing this document, I am eager to advance the mission of the organization and will live up to the above commitments to the best of my abilities.

Name (please print): \_\_\_\_\_

Signed: \_\_\_\_\_

Date \_\_\_\_\_

Accepted by: \_\_\_\_\_

Date \_\_\_\_\_

Forrest Alton, Together SC Board Chair

## Attachment

### SC Association of Nonprofit Organizations Conflict of Interest Policy

1. REASON FOR STATEMENT: The S.C. Association of Nonprofit Organizations (Together SC) as a nonprofit, tax-exempt organization depends on charitable contributions from the public. Maintenance of its tax-exempt status is important both for its continued financial stability and for the receipt of contributions and public support. Therefore, the IRS as well as state corporate and tax officials, view the operations of Together SC as a public trust which is subject to scrutiny by and accountability to such governmental authorities as well as to members of the public.

Consequently, there exists between Together SC and its board, officers, and management employees a fiduciary duty which carries with it a broad and unbending duty of loyalty and fidelity. The board, officers, and management employees have the responsibility of administering the affairs of Together SC honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of Together SC. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with Together SC or knowledge gained there from for their personal benefit. The interests of the organization must have the first priority in all decisions and actions.

2. PERSONS CONCERNED: This statement is directed not only to directors and officers, but to all employees who can influence the actions of Together SC. For example, this would include all who make purchasing decisions, all other persons who might be described as "management personnel," and all who have proprietary information concerning Together SC.

3. AREAS IN WHICH CONFLICT MAY ARISE: Conflicts of interest may arise in the relations of directors, officers and management employees with any of the following third parties:

- a) Persons and firms supplying goods and services to Together SC.
- b) Persons and firms from whom Together SC leases property and equipment.
- c) Persons and firms with whom Together SC is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities or other property.
- d) Competing or affinity organizations.
- e) Donors and others who support Together SC.
- f) Agencies, organizations, and associations that affect the operations of Together SC.
- g) Family members, friends, and other employees.

4. NATURE OF CONFLICTING INTEREST: A material conflicting interest may be defined as an interest, direct or indirect, with any persons and firms mentioned in Section 3. Such an interest might arise through:

- a) Owning stock or holding debt or other proprietary interests in any third party dealing with Together SC.
- b) Holding office, serving on the board, participating in management, or being otherwise employed (or formerly employed) in any third party dealing with Together SC.
- c) Receiving remuneration for services with respect to individual transactions involving Together SC.
- d) Using Together SC's time, personnel, equipment, supplies, or good will for other than Together SC approved activities, programs, and purposes.
- e) Receiving personal gifts or loans from third parties dealing with Together SC. Receipt of any gift is disapproved except gifts of nominal value which could not be refused without discourtesy. No personal gift of money should ever be accepted.

5. INTERPRETATION OF THIS STATEMENT OF POLICY: The areas of conflicting interest listed in Section 3, and the relations in those areas which may give rise to conflict, as listed in Section 4, are not exhaustive. Conceivably, conflicts might arise in other areas or through other relations. It is assumed that the trustees, officers, and management employees will recognize such areas and relation by analogy.

The fact that one of the interests described in Section 4 exists does not mean necessarily that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material that upon full disclosure of all relevant facts and circumstances that it is necessarily adverse to the interests of Together SC.

However, it is the policy of the board that the existence of any of the interests described in Section 4 shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of board, officers, and management employees to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

6. DISCLOSURE POLICY AND PROCEDURE: Disclosure should be made according to the Together SC standards. Transactions with related parties may be undertaken only if all of the following are observed:

- a) A material transaction is fully disclosed in the audited financial statements of the organization;
- b) The related party is excluded from the discussion and approval of such transaction;
- c) A competitive bid or comparable valuation exists; and
- d) The organization's board has acted upon and demonstrated that the transaction is in the best interest of the organization.

Disclosure in the organization should be made to the chief executive (or if she or he is the one with the conflict, then to the board chair), who shall determine whether a conflict exists and is material, and if the matters are material, bring them to the attention of the board chair.

Disclosure involving directors should be made to the board chair, who shall bring these matters, if material to the board. The board shall determine whether a conflict exists and is material, and in the presence of an existing material conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to Together SC. The decision of the board on these matters will rest in their sole discretion, and their concern must be the welfare of Together SC and the advancement of its purpose.

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