

Responsibilities of AiP Officers and Directors

The fiduciary responsibilities (legal duties) of nonprofit association directors have been established by case law, liability insurance practices, as well as state corporation law. The duties are threefold:

The Duty of Care

The duty of care requires the director to do what would be expected of any prudent person in the same position. It requires the director to read relevant documents, prepare carefully for board meetings, pay attention to what is going on, and ask questions to clarify actions that are being taken. The duty of care permits the delegation of certain responsibilities to experts, staff, committees and task forces, but requires the director to stay informed of their activities and take appropriate action when indicated.

The Duty of Loyalty

The duty of loyalty requires the director to give undivided allegiance to the organization of which he or she is a director, without regard to personal interest, business interest, or the interest of any other region or organization. Furthermore, it is a breach of the duty of loyalty for a director to use inside information gained in the performance of his or her responsibilities for personal benefit, or to benefit his region, business or any other organization. This constitutes conflict of interest.

The Duty of Obedience

The duty of obedience requires the director to act within the scope of legal authority, including the organization's articles of incorporation, bylaws and mission.

AiP is able to hold its directors harmless from lawsuits as long as they operate within the legal bounds of their fiduciary responsibilities, e.g., the duty of care, the duty of loyalty, and the duty of obedience.

In addition to your fiduciary responsibilities, AiP Board Directors must agree to the following:

- I agree to participate in all monthly Board Calls.
- I agree to serve on (or chair) at least one committee.
- I agree to participate in open collaboration as an AiP Board Director.
- I agree to participate in the innovation and creation of ideas and projects that will serve the AiP mission.
- I agree to act and carry myself as a leader of AiP.
- I agree to represent AiP with the highest integrity standards.
- I agree to make myself available to AiP members when called upon for help.
- I agree to attend the Conference on Philanthropy.
- I agree to respond to all requests from AiP members within 48 hours with at a minimum acknowledgement and receipt.
- My participation as an AiP Board Director is based upon my desire to serve the AiP membership and uphold its mission and not based upon entitlement.

By signing this document I agree to all the above outlined statements as an AiP Board Director. I understand my repeated failure to comply with these responsibilities and expectations can result in my being removed from the Board.

Name (print)

Date

Signature