



INTERNATIONAL TECHNOLOGY LAW ASSOCIATION

Board of Directors Responsibilities

April 28, 2007

I. Ten Basic Responsibilities of Nonprofit Boards

- A. 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.
- B. Select the chief executive officer or executive director, if the decision is taken to engage a chief executive officer or executive director.
- C. Provide proper financial oversight (which in our case has been delegated to the Executive Committee).
- D. Ensure adequate resources to enable the organization to fulfill its mission.
- E. Ensure legal and ethical integrity and maintain accountability. The Board is ultimately responsible for ensuring adherence to legal standards and ethical norms.
- F. Participate in an overall planning process and assist in implementing and monitoring the plan's goals.
- G. Recruit and orient new Board members and assess Board performance. Boards have a responsibility to articulate prerequisites for candidates, orient new members, and periodically and comprehensively evaluate its own performance.
- H. 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.
- I. Determine which programs are consistent with the organization's mission and to monitor their effectiveness.
- J. Support the chief executive / executive director if one is appointed. The Board should ensure that the chief executive / executive directors has the professional support he or she needs to further the goals of the organization.



Legal responsibilities of Nonprofit Boards

Under well-established principles of U.S. nonprofit corporation law, a Board member must meet certain standards of conduct and attention in carrying out his or her responsibilities to the organization. Several states have statutes adopting some variation of these duties which would be used in court to determine whether a Board member acted improperly. These standards are usually described as the duty of care, the duty of loyalty and the duty of obedience.

K. Duty of Care

The duty of care describes the level of competence that is expected of a Board member, and is commonly expressed as the duty of "care that an ordinarily prudent person would exercise in a like position and under similar circumstances." This means that a Board member owes the duty to exercise reasonable care when he or she makes a decision as a steward of the organization.

L. Duty of Loyalty

The duty of loyalty is a standard of faithfulness; a Board member must give undivided allegiance when making decisions affecting the organization. This means that a Board member can never use information obtained as a member for personal gain, but must act in the best interests of the organization.

M. Duty of Obedience

The duty of obedience requires Board members to be faithful to the organization's mission. They are not permitted to act in a way that is inconsistent with the central goals of the organization. The basis for this rule lies in the public's trust that the organization will manage donated funds to fulfill the organization's mission.

II. What are the responsibilities of individual Board members?

- A. Attend Board and committee meetings and functions, such as special events.
- B. Be informed about the organization's mission, services, policies, and programs.
- C. Review agenda and supporting materials prior to Board and committee meetings.
- D. Serve on committees or task forces and offer to take on special assignments.
- E. Consider favorably any request for a personal or firm financial contribution to the organization.
- F. Inform others about the organization.



- G. Suggest possible nominees to the Board who can make significant contributions to the work of the Board and the organization
- H. Keep up-to-date on developments in the organization's field.
- I. Follow conflict of interest, code of ethics and other Board policies.

III. IV. What are the required commitments of International Technology Law Association Board members?

- A. Pursuant to Section Article IV, Section 4.3(b) a Board member must attend in person two of the three Board meetings each term.
- B. Each Board member will submit at least one name as a contact for a potential Global Sponsor (deadline June 1 each year)
- C. Each Board member will consider sponsorship possibilities from their own law firm or company whether it be global sponsorship, conference sponsorship or other significant event/program.
- D. Each Board member will promote the Association resulting in two new members. (status reports due Oct. 1 before fall European Board meeting and February 1 before India Board meeting)
- E. Each Board member will identify a committee, event or special project on which he or she wishes to participate (deadline June 1 each year)
- F. Each Board member will contribute substantive content that the Association may publish on its website, in a newsletter or other publication format – the materials can be from any source such as original article, proprietary newsletter, other publication etc., so long as permission to reprint can be granted. (due 1st Tuesday of every month)
- G. Each Board member will contribute names for inclusion in the Association's database and mailing list (deadline June 1 each year)