



Non-Profit Board Members & Officers

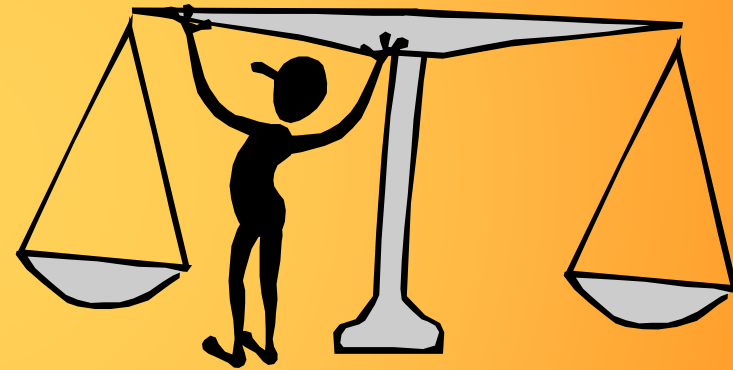
Florida Library Association
&

Stetson University College of Law
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Legal Duties

- Duty of Care
 - Reasonable care in making decisions
 - Reasonable care in taking action
 - Be informed
 - Understand costs
 - Implications of action
 - Attend meetings
- Act rationally and in good faith



Legal Duties

- Duty of Loyalty (fiduciary duty)
 - No self-dealing
 - No conflict of interests
 - Best interests of the non-profit come first
 - Protect non-profit assets
 - Protect non-profit name and goodwill
 - Full disclosure of conflicts
 - Recusal if necessary
- Act as a trustee for the non-profit

Board Member/Officer Liability

- Florida Civil Liability Immunity F.S. 617.0834
 - No monetary liability for 501(c)3, 4, or 6 board members or officers for statements, votes, decisions, actions or inactions or policies
- Florida Liability not available if
 - Violation of criminal law
 - Self-dealing
 - Bad faith
 - Acting with malice
- Failure to pay employment taxes may result in personal liability

Board Member Responsibilities

- Define mission
- Maintain mission and direction
- Set policies
- Establish priorities
- Craft Strategies
- Ensure plans and programs are implemented



Board Officer Responsibilities

- Responsibilities include those of board members
- Officers & duties specified in bylaws
- Responsible for running the non-profit
- Interact with the executive director

Board Officer Duties

- President
 - Preside at meetings including drafting agendas
 - Appoint committees
- Vice President/President Elect
 - Assist president
- Secretary
 - Maintain minutes & oversee non-profit records
- Treasurer
 - Oversee funds, bank transactions & financial reports

Board and Staff Responsibilities

BOARD HAT

- Define mission
- Set priorities
- Establish policies
- Direct fundraising
- Review contracts
- Review budgets
- Review financial affairs
- Review records

STAFF HAT

- Day-to-day activities
- Deal with details
- Implement priorities
- Implement policies
- Collect information
- Make proposals
- Pay bills
- Maintain records

What Makes a Good Board

- Commitment
- Passion
- Willing to work
- Strong community ties
- Diversity
- Willingness to help with & contribute to fundraising



Recruiting Board Members

- Develop a Board Candidate FAQ
 - Mission
 - History
 - Responsibilities
 - Length of service
 - Legal issues
- Consider diversity
- Consider board candidate strengths

Board Meetings

- Give notice of meetings (refer to bylaws)
- Have a solid agenda
 - Outline topics & set time limits
 - Ask board members for input
 - Include basics
 - Approval of previous meeting minutes
 - Financial report
 - Committee reports
 - Old & new business
 - Action items (projects, etc.)
- Start on time

Suggestions

- Create a Board Guidebook
 - History
 - Programs
 - Legal documents
 - Articles of incorporation
 - Bylaws
 - Board member job description
 - Directory
 - Board members
 - Staff & volunteers

Other Topics in this Series

- Non-Profit Basics
- Tax Exempt Status
- Donations & Fundraising
- ~~Non-Profit Board Members & Officers~~
- Non-Profit Employees & Volunteers
- Non-Profit Risk Management
- Non-Profit Income & Records
- Useful Non-Profit Resources



Remember



This presentation provides
information, not legal advice.

Always consult an attorney for legal advice.