



AMIA

BOARD HANDBOOK

The Board is elected by and serves the membership, working towards AMIA's greatest potential in fulfilling its mission statement. On behalf of the membership, the Board steers the organization towards a sustainable future, focusing on the organization's mission, strategy, resources, and goals.

Adopted January 13, 2018
Version 1.1 – Revised January 12, 2019

AMIA Board Handbook

Table of Contents

Section 1: Developing Board Policy

- 1.1 Purpose
- 1.2 Policy requires a majority vote
- 1.3 Source of policies
- 1.4 Considerations for all policies
- 1.5 Distribution of handbook
- 1.6 Amendment or suspension of policy

Section 2: Corporate Structure/Board Organization

- 2.1 Establishment of organization
- 2.2 Authority of the Board of directors
- 2.3 Board member commitment
- 2.4 Board member rights
- 2.5 Duty of Board members not to compete
- 2.6 Soliciting or receiving gifts
- 2.7 Board member conflicts of interests
- 2.8 Legal obligations of Board members
- 2.9 Legal requirements of Board members
- 2.10 Maintaining ethical credibility
- 2.11 Political contributions
- 2.12 Board Member Confidentiality
- 2.13 Maintenance of AMIA documents
- 2.14 Meeting attendance requirement
- 2.15 Compensation of Board members
- 2.16 Board member travel
- 2.17 Reimbursement of expenses
- 2.18 Directors' and officers' errors and omissions insurance
- 2.19 Board legal counsel
- 2.20 Board members speaking for the Board to the public or media
- 2.21 Authority of Board members
- 2.22 Board member orientation and development
- 2.23 Annual report

Chapter 3: Board Meetings

- 3.1 Conduct of meetings
- 3.2 Board calendar
- 3.3 Regular meetings
- 3.4 Meeting agenda packet
- 3.5 Electronic recordings of Board meetings
- 3.6 Minutes of the Board meeting
- 3.7 Voting and Board action memos

Chapter 4: Organizational Finance

- 4.1 Fiscal year
- 4.2 Financial management
- 4.3 Budgeting
- 4.4 Working capital reserves
- 4.5 Accounting
- 4.6 Financial reports and audits
- 4.7 Signing checks
- 4.8 Use of credit cards
- 4.9 Contracts
- 4.10 Investment practices
- 4.11 Spending authorizations

Section 5: Board Officers

- 5.1 Elected officers of the Board and job definitions
- 5.2 Non-elected officers of the Board
- 5.3 Officer authority

Section 6: Board Member Responsibilities

- 6.1 Board member responsibilities
- 6.2 Expectations for Board members
- 6.3 Advocate for AMIA
- 6.4 Measuring community/member needs and concerns
- 6.5 Communication with members
- 6.6 Board liaisons

Section 7: Personnel

- 7.1 Handbook review
- 7.2 Professional development
- 7.3 Equal employment opportunity

Section 8: Board Leadership

- 8.1 Diversity and Inclusion
- 8.2 Code of Conduct
- 8.3 Unlawful harassment
- 8.4 Whistle-blower protection

Appendix

- Appendix 1: Policy Review Schedule

Section I: Development of AMIA Board Policy

The Board, as the AMIA governing body, is entrusted with the authority to establish policy for the governance of AMIA. Board policy establishes the parameters and guidelines for Board members, committees, management and staff.

1.1 Purpose

The purposes of our policies are to:

- inform everyone of Board intent, goals and aspirations.
- engage in transparent and consistent governance practices among Board members, staff, and membership.
- provide clarity among Board members, staff and membership
- eliminate the need for instant (crisis) policy making.
- clarify Board member, director and staff roles.
- give management a clear direction from the Board.

1.2 Policy requires a majority vote of the Board

Once the Board officially adopts a new Board policy, that policy is the standard for dealing with the subject matter covered by the policy. If an issue comes before the Board that is not in line with existing policy, the issue is out of order and will be considered only in terms of policy change.

All policy decisions will be made by majority vote of the Board and only at Board meetings. Before adopting any policy, all Board members will receive a copy of the proposed policy in advance of the meeting at which the vote is to be taken.

1.3 Source of policies

Policies may be recommended to the Board by committees of the Board, individual Board members or the director. All proposed policies will be researched to ensure that they are legal, and do not contradict already established policy or bylaws of AMIA. If approved by the Board, policies will be written, coded, dated at time of approval and included in all copies of the Board handbook.

1.4 Considerations for all policies

All policies proposed to the Board should be tested. Is the proposed policy:

- really necessary for good operation of AMIA?
- consistent with our mission statement?
- consistent with our equity, diversity, and inclusion goals?
- in the best interest of the breadth of AMIA's membership?
- within the scope of Board authority?
- consistent with local, state and federal law?
- compatible with other policies of this Board?
- practical?
- broad enough to cover the subject completely?
- enforceable?

1.5 Distribution of handbook

A copy of the Board handbook will at all times be available in the AMIA office and on the AMIA website for review and inspection by employees, Board members, and members. Each year, candidates for election to the Board will be sent a copy of the Board Handbook upon finalization of the ballot. Each Board member will be given a revised handbook annually and asked to sign an acknowledgement of receipt.

1.6 Amendment or suspension of policy

All policies will be annually reviewed by the Board or a committee of the Board for accuracy and appropriateness, and recommendations will be made to the Board for amendment, addition or elimination. Except as otherwise provided by law, any policy of the Board may be suspended, repealed, amended, or waived by a majority vote of the Board.

Section 2: Association Structure/Board Organization

2.1 Establishment of the organization

AMIA is established as a nonprofit corporation under the laws of California. The Board of directors is established as the authority to operate AMIA in accordance with bylaws and Board policies.

AMIA business will be conducted in accordance with the laws of this state, the corporation's articles of incorporation, bylaws of the corporation, Board policies and generally accepted business practices that will accomplish the AMIA mission.

2.2 Authority of the Board of directors

Each member of the AMIA Board, together with other members of the Board, is legally and morally responsible for all activities of AMIA. All members of the Board share in a joint and collective authority which exists and can only be exercised when the group is in session.

2.3 Board member commitment

Serving as a Board member of AMIA involves a very special commitment. To meet that commitment, Board members are expected to:

- ensure adherence to AMIA's mission.
- attend and actively participate in all of the Board's meetings, and notify the director or Board President of anticipated absence.
- when absent from a meeting, review minutes and results of the missed meeting.
- do their homework to be prepared to participate fully in Board and committee meetings.
- serve actively on at least one committee.
- act only with the full Board, not individually unless authorized to do so by the full Board.
- speak for the full Board only when the full Board sanctions their doing so.

2.4 Board Member Rights

Members of the AMIA Board are granted certain specific rights. Board members have the right to:

- receive notice of Board meetings and the agenda.
- review all meeting minutes prior to vote.
- attend and participate in Board meetings.
- examine AMIA's records, meeting minutes, financials statements, and contracts.
- place items on the Board meeting agenda at the appropriate time.

2.5 Duty of Board members not to compete

A Board member may not use his/her position on the AMIA Board to prevent AMIA from competing with the Board member's business. It is expected that Board members, even after they complete Board service, will not use trade secrets, client lists, or other confidential information acquired by virtue of being a member of the Board.

2.6 Soliciting or receiving gifts

Members of the AMIA Board must never offer, give, solicit or receive any form of bribe or kickback through their connection to AMIA. Board members must never solicit a personal gift of any kind from anyone who does business with AMIA. This restriction applies to both actual and proposed business transactions involving AMIA.

2.7 Board member conflict of interests

Board members have a duty to subordinate personal interests to the welfare of AMIA and those we serve. Conflicting interests can be financial, personal relationships, status or power.

Board members and employees are prohibited from receiving gifts, fees, loans, or favors from suppliers, contractors, consultants, or financial agencies, which obligate or induce the Board member or employee to compromise responsibilities to negotiate, inspect or audit, purchase or award contracts, with the best interest of AMIA in mind.

Any discussions of a private nature should not be discussed outside of the Board without prior approval of the Board. Information about AMIA or Board discussions/activity may not be disclosed without prior approval of the Board. Nor may Board members or employees in any way use such information to the detriment of AMIA.

Since it is not possible to write a policy that covers all potential conflicts, Board members and employees are expected to be alert for and avoid situations which might be construed as conflicts of interests.

Board members are expected to conduct their personal and business affairs in such a manner as to avoid any possible conflict of interest with their duties and responsibilities as members of the Board. Nevertheless, conflicts may arise from time to time.

- When there is a decision to be made or an action to be approved that will result in a conflict between the best interests of AMIA and the Board member's personal interests, the Board member has a duty to immediately disclose the conflict of interest so that the rest of the Board's decision making will be informed about the conflict.
- Any conflicts of interest, including, but not limited to financial interests, on the part of any Board Member, shall be disclosed to the Board when the matter that reflects a conflict of interest becomes a matter of Board action, and through an annual procedure for all Board members to disclose conflicts of interest.
- Any Board member having a conflict of interest shall not vote or use his or her personal influence to address the matter, and he or she shall not be counted in determining the quorum for the meeting.
- These restrictions should not be construed as preventing the Board member from briefly stating his/her position in the matter, nor from answering pertinent questions of other Board members, since his or her knowledge could be of assistance to the deliberations.

- All conflicts disclosed to the Board will be made a matter of record in the minutes of the meeting in which the disclosure was made, which shall also note that the Board member with a conflict abstained from the vote [and was not present for any discussion, as applicable] and was not included in the count for the quorum for that meeting.
- This policy shall also apply to any Board member's immediate family or any person acting on his or her behalf.

2.8 Legal obligations of Board members

The AMIA Board is both responsible and liable for AMIA. As a rule, nonprofit management is held to a higher standard than for profit business management. The AMIA Board and the law require every Board member to follow the rule of the reasonably prudent person and the principle of good faith.

The rule of the reasonably prudent person means the Board will not:

- mismanage AMIA by deviating from fundamental management principles, such as planning carefully for the future of AMIA, regularly reviewing the financial status of AMIA, and monitoring compliance with Board policies.
- fail to govern by utilizing all control systems to govern AMIA.
- be involved in self-dealing that provides personal gain to Board members.

The principle of good faith means that Board members will:

- attend all Board and committee meetings to be a part of Board actions.
- read and understand AMIA's policies and bylaws.
- pay attention to corporate affairs and keep informed about organization activities.
- ensure that AMIA is in compliance with legal requirements.
- avoid self-dealing.

2.9 Legal requirements of Board members

All AMIA Board members will be expected to recognize and accept their legal position as governing agents of AMIA. A Board member of AMIA occupies the role of a fiduciary with regard to those served. A fiduciary is a person who holds something in trust for another. If AMIA Board members violate their trust or fiduciary duty, they may be subject to legal consequences. The duties and responsibilities of Board membership attach automatically when Board members accept the office.

There is a certain amount of liability involved with being a Board member, and the Association has Directors & Officers Liability Insurance to insure Board members in doing the work of the Board.

2.10 Maintaining ethical credibility

Because the conduct of the Board has a direct impact on public and constituent perceptions about AMIA, Board members will maintain an appearance of high credibility in adhering to legal and policy requirements.

Board members will be active and encourage all other Board members to be active by attending meetings, studying, questioning, voting on all issues, monitoring progress and maintaining active committees.

Board members will not condone conflicts of interest on the Board. A generally accepted rule of thumb is that a Board member or his/her family may not receive any gain (tangible or intangible) through the connection with the AMIA Board.

Board members will vote against proposed actions if they feel there is insufficient information on which to base an opinion. Minutes of each meeting should be carefully maintained and all votes properly recorded.

Board members will adopt formally, by motion, any rules, regulations, policies and budgets.

Board members will keep policy and procedure manuals up-to-date for ready reference, and have rules and regulations available and posted for staff and members.

Board members will review fiscal records and controls at regular intervals.

2.11 Political contributions

Members of the AMIA Board must never make political contributions on behalf of AMIA. If a Board member takes an active part in the political process, it must be done at the Board member's personal expense. AMIA will not reimburse anyone for a political contribution.

Board members must not make any direct or indirect political contribution in cash, property or service on behalf of AMIA.

2.12 The AMIA Board Member Confidentiality

As a requirement for service on the AMIA Board, all Board members agree to keep confidential, during and after service on the Board, all confidential information acquired pertaining to AMIA and any related activities in the course of membership on the Board.

2.13 Maintenance of AMIA documents

All major AMIA organizational documents, such as the articles of incorporation, as well as copies of the AMIA membership database, meeting minutes and action memos will be held electronically on a server different to that of AMIA's server, as well as in hard copy form at an off-site location.

2.14 Meeting attendance

It is the policy of AMIA Board that Board members must attend meetings to maintain governance continuity, to be fully informed about the issues on which they will vote, and to meet their responsibility to contribute to the decisions the Board is required to make.

If a Board member will be absent from all or part of any meeting, the Board member is expected to contact the Board President and the director as soon as the need to be absent is known.

2.15 Compensation of Board members

Board members will not be compensated for service on this Board.

2.16 Board member travel

Travel for Board members must be approved by the Board and is subject to AMIA's Travel Policy. AMIA staff will make travel arrangements for Board members on AMIA business as needed.

Board members canceling travel reservations or creating a "no show" situation for any reservations because of personal preference, will be charged any cancellation fees and room charges.

2.17 Reimbursement of expenses

For reimbursement of authorized out-of-pocket expenses Board members must complete a form, with receipts, and submit to the AMIA office. All requests for reimbursement must be made within 60 days of the date of the expense.

2.18 Directors' and officers' errors and omissions insurance

It is the policy of AMIA to provide directors and officers liability insurance.

2.19 Board legal counsel

Only the Board President, the treasurer, director or their designee may contact legal counsel on behalf of the Board. Costs billed to AMIA and associated with individual Board members contacting legal counsel, auditors or other professional consultants without specific authority from the Board of directors, will be billed to the Board member making the unauthorized contact.

2.20 Board members speaking for the Board to the public or media

Individual Board members should not speak to the public or the media on behalf of the Board unless authorized by the Board to do so.

When speaking about AMIA or about Board action, Board members should be careful to define when their remarks represent personal opinion and when their remarks represent official Board position. Board members must be aware that they are always seen as Board members even when they designate comments as personal.

2.21 Authority of Board members

Board members have authority only when acting as a body in regular or special meetings of the Board.

The Board will not be bound in any way by any statement or action by any individual Board member except when such statement or action is in pursuance of an adopted Board resolution or special instructions by the Board, or under specified delegation of responsibility.

2.22 Board member orientation and development

The AMIA Board believes that professional development for Board members is vital to good governance of AMIA. Therefore, new Board members will be given, within 30 days of election, a thorough orientation about AMIA, Board operations, finance, Board ethics, responsibility and liability.

The Board will also include in the annual budget of AMIA a line item for Board development. The line item may be used to pay for publications and materials to assist the Board to learn the job, training and in-service programs oriented to Board operations and travel to conferences and conventions that will assist Board members to develop their governance skills.

2.23 Annual report

It is the responsibility of the director, in conjunction with the Board, to assemble and distribute an AMIA annual report.

The annual report may contain:

- report from President
- report(s) from Board members
- report from treasurer
- highlights of the year

The annual report shall receive wide distribution, which may include Board, staff, members and funding sources. Funding shall be budgeted to ensure this policy will be carried out.

Section 3: Board Meetings

3.1 Conduct of meetings

So meetings may be conducted in the most orderly manner, discussion of agenda items will be limited to communications among Board members, between the Board and the director, and among the Board, director and those the Board and director request to make presentations.

3.2 Board calendar

At its organizational meeting each year, the Board will determine the regular conference call and meeting times and places for the next year.

3.3 Regular meetings

Regular conference calls of the Board will be scheduled monthly. In addition, at least two in-person meetings will be scheduled: one at the Annual Conference and the other at a date to be decided by the Board.

3.4 Meeting agenda packet

All matters to be considered by the Board at the meeting will be included on the agenda and in the Board packets delivered to Board members at least two days prior to the meeting. The Board may vote to waive this requirement to discuss only items on the published agenda by a majority vote of the Board.

Meeting agendas will be developed by the director and approved by the Board President prior to distribution to other Board members. All Board members will have an opportunity to request items be placed on the agenda prior to the agenda being published and distributed.

3.5 Electronic recordings of Board meetings

To ensure the greatest amount of discussion and debate at Board meetings and committee meetings, no electronic recording devices will be permitted for use by individual directors or guests at the meeting, without prior vote of the Board.

3.6 Minutes of the Board meeting

Records of all actions of the Board will be set forth in the minutes of the meeting. Minutes will be kept on file as the official record of the AMIA Board as required by law.

Minutes of the meeting are a record of the actions of the Board, not a record of discussion.

Minutes of AMIA Board meetings should include:

- the date, time and place the meeting was called to order.
- the type of meeting
- the name of the presiding officer.
- a statement that a quorum was or was not present.
- the names of those Board members present and the names of those Board members absent from the meeting.
- the exact wording of all motions, whether passed or failed.

- disposition of each motion made--passed or failed. (No views, protests or explanations from Board members about the vote will be recorded in the minutes unless the full Board votes to allow such entries.)
- in the case of a non-unanimous vote, each individual vote is reflected in the Minutes.
- notation of time of adjournment of the meeting.

Committee reports or resolutions may be attached to the minutes if these items are important clarification for the minutes of the meeting.

Drafts of Minutes are provided to the Board at least a week before the next Board meeting to allow for comments, suggestions, and corrections.

3.7 Voting and Board action memos

Board votes conducted during meetings are reflected in the minutes of each meeting as above. Board votes may also be conducted electronically via AMIA's online project manager (BaseCamp). Electronic votes are only valid when votes from all members of the Board are recorded. Completed votes are reflected in a Board Action Memo which will serve as permanent record of the action and included with the minutes of the organization.

Board action memos will include:

- the date the vote is completed
- the exact wording of the motion
- notation of each vote
- if the vote is not unanimous, each individual vote is reflected in the action memo

3.8 Dissemination of Board Minutes

Board Meeting Minutes will be disseminated to the membership following each Board Meeting within seven days of the vote for approval. Minutes will be sent to the Membership via email.

Section 4: Organizational Finance

4.1 Fiscal year

The AMIA fiscal year will be the first day of July to the last day of June.

4.2 Financial management

Financial resources of AMIA are the responsibility of the Board of directors. The Board will:

- have a clear plan for acquisition of financial resources to pay for the programs and services provided by AMIA.
- provide guidelines for management and allocation of financial resources which will produce optimum benefit for those we serve.
- monitor and evaluate the financial plans and guidelines of AMIA to ensure the financial integrity of AMIA.

4.3 Budgeting

An annual operating budget will be prepared by the director, in conjunction with the treasurer, and presented to the Board for approval within 60 days of the beginning of the next fiscal year. The budget will reflect the cost of carrying out the programs and services of AMIA for the next fiscal year. This budget will also reflect the anticipated revenues of AMIA.

The budget will be viewed by the Board as their financial plan for AMIA, and approval of the budget by the Board will be authority for the director to manage AMIA's finances according to the plan without seeking further approval of the Board. However, the director will keep the Board well informed of the ongoing status of the financial plan, and will not make expenditures outside of the budget plan without seeking Board approval to amend the budget. Amendments to the budget will be presented to the Board for approval for any of the following reasons:

- AMIA enters into compacts or contracts that were not included in the approved budget.
- Management proposes a major expenditure that was not included in the approved budget.
- Significant unanticipated revenues are received or cost overruns occur.
- Significant anticipated revenues are not received.

4.4 Working capital reserves

A working capital reserve sufficient to keep AMIA operating for at least a 60-day period will be maintained at all times.

4.5 Accounting

AMIA employs an outside accounting firm to prepare quarterly reports, review bank statements and quarterly bookkeeping, record investment activity, prepare general journal entries payroll and restricted accounts, review payroll filings, prepare year end financial reports, prepare all tax filings and forms.

The AMIA office is responsible for the day-to-day bookkeeping that includes invoices, checks, and deposits, and prepares reports to the treasurer for oversight. The accounting system used by AMIA will utilize generally accepted accounting practices that are required and/or recommended by regulatory or lending agencies and AMIA's outside accountant, as well as allow for adequate management of AMIA's revenues and expenses.

4.6 Financial reports and audits

Reports reflecting the financial condition of AMIA will be presented to the Board quarterly. These financial reports will include:

- quarterly status of expenditures on major capital projects.
- quarterly revenue and expense statement for the month and year-to-date with comparison to the budget.

The AMIA accounting files will be sent to an accountant quarterly for review. Annual financial reports, investment reports, restricted account adjustments and tax preparation will be done by an accountant.

4.7 Signing checks

Authorized signatories for all general fund accounts must include the director and one of the following: the President of the Board, the treasurer of the Board, other Board members designated as signatories by the Board. Expenditures above \$5,000 must be signed by the treasurer.

It is the responsibility of the director to ensure that signatures can be gained from appropriate signatories so that payment can be made on obligations of AMIA. It is also the responsibility of the director to ensure that adequate controls and safeguards have been established to ensure disbursement of funds only for proper purposes.

It is the responsibility of all check signers to ensure that there is adequate documentation, consistent with good internal controls, for valid payment of checks they sign.

4.8 Use of credit cards

The director will recommend to the Board those staff members authorized to use AMIA's credit card. The Board will approve and maintain a list of authorized individuals.

AMIA credit cards will only be used for appropriate AMIA business, and all uses will be appropriately documented. The AMIA credit card will not be used for personal expenditures. Payments for association credit cards will be made by check upon submission of the bill and description of payment. Upon termination of employment, AMIA will no longer honor any charges made to the Association credit card account.

4.9 Contracts

The director may approve service agreements and contracts that cost less than \$5,000 annually or over the contract life. The director may also approve agreements which continue the same service level and cost from prior contracts for the same services. These agreements must be done within the approved budget line item spending limits. Contracts for new services which cost more than \$10,000 annually or over the contract life shall require an attorney review and opinion to assure the agreement is legally sound and that AMIA interest is protected.

No contracts may be written or awarded to employees or Board members or their immediate family. At a minimum, all contracts must contain the purpose, effective dates, authorized signatures, amount to be paid, how liability risks are covered or met, and services to be provided. Upon signature, a copy of all contracts shall be forwarded to the Treasurer and to the outside accountant in addition to being placed in AMIA's records.

4.10 Investment practices

Funds not required for current operations will be invested according to an investment policy approved and revised annually by the Board.

4.11 Spending authorizations

The director may make expenditures consistent with the Board-approved budget without further Board approval. However, expenditures that are not within the Board-approved budget must be formally approved by the Board of directors.

A list of anticipated major capital expenditures should be included with the annual budget that is submitted to the Board for approval. Unbudgeted emergency repairs to the physical plant or equipment that must be completed immediately, and cannot be practically submitted to the Board for approval, may be authorized by the director. The Board of directors will be informed of the expenditures as soon as possible.

Section 5: Board Officers

5.1 Elected officers of the Board

Elected officers of the Board will be a President, secretary and treasurer elected in accordance with the AMIA Bylaws.

The President of the Board will collaborate with the director to prepare Board meeting agendas, preside at Board meetings, sign official documents requiring signature, and may represent the Board in public and official capacities as instructed by the Board. The President will also:

- encourage the Board to do long-range planning.
- encourage all Board members to participate in Board activities.
- provide periodic performance reviews of the Managing Director and receive copies of any performance reviews of staff.
- ensure that all Board members' views are represented in Board meetings.
- prepare a report on the state of the association on behalf of the Board for the annual report and presentation at the annual membership meeting.
- prepare reports on behalf of the Board on association activities for distribution to the membership.
- make special assignments and appoint Board Members represent AMIA to other organizations (non Board Member assignments are approved by the full Board).

The secretary will oversee the records of the Board, including meeting minutes, the charter and any historical documents. When required, the secretary will also sign notes and other official agreements on behalf of AMIA and at the direction of the Board. The secretary will also:

- review requests for information from the Board and membership.
- ensure that all official documents are safely passed to the next secretary.
- research AMIA records when necessary for information for the Board.

The treasurer will oversee the financial records of AMIA, and ensure that the Board regularly receives good reports of the financial condition of AMIA. When required, the treasurer will also sign checks and other financial documents on behalf of AMIA and the Board. The treasurer will also:

- assist the Board to understand the annual budget before approval.
- present a report on the state of the association finances for the annual general membership meeting from statements prepared by outside accountant.
- review all financial reports from the outside accountant.
- review financial transactions from the office.

5.2 Non-elected officers of the Board

In addition to elected officers, Board members may choose amongst them a vice President, as outlined in the AMIA bylaws, and assign duties for a one year term.

The duties of the Vice President are outlined at the time of the vote by the Board.

5.3 Officer authority

Officers of the Board are elected to be servant-leaders of the Board. All authority of the officers is delegated to them by the AMIA Bylaws and Board of directors. No officers will have any authority to speak or act on behalf of the Board other than that authority specifically granted in the AMIA bylaws, in Board policy or by majority vote of the Board of directors.

Section 6: Board Member Responsibilities

6.1 Determining association policy and principles

The Board has key responsibilities in, but not limited to, the following areas:

Finance

- ensuring financial sustainability of AMIA;
- overseeing an ongoing process of budget development, approval and review;
- raising funds and/or ensuring that adequate funds are available to support AMIA's policies and programs; and
- overseeing properties or investments of AMIA.

Community/Member Relations

- ensuring that AMIA's programs and services appropriately address the needs of those we serve;
- advocating for AMIA's services/programs, which includes an awareness that Board members are always emissaries of AMIA in the community; and
- cooperative action, which includes determining occasions when AMIA could/should take part in coalitions, joint operations, etc.

Organizational Operations

- ensuring that AMIA's management systems are adequate and appropriate;
- ensuring that the Board's operations are adequate and appropriate, which includes writing policies for conduct of meetings and operation of Board business;
- ensuring that organizational and legal structure are adequate and appropriate;
- ensuring that AMIA and its Board members meet all applicable legal requirements.

Planning

- establishing and reviewing AMIA mission/philosophy/goals;
- planning which services/programs AMIA provides; and
- evaluating AMIA services/programs and operations on a regular basis.

Human Resources

- Board membership, which includes recognizing and nurturing existing Board members, and providing existing Board members with opportunities to grow and develop as leaders;
- leadership development, which includes recognizing and nurturing existing volunteers and committee leaders, and providing opportunities for new volunteers to grow and develop as leaders
- staff oversight, which includes hiring and ongoing evaluation of the managing director and ensuring that the director has complete and up-to-date policies in place for management of staff.

6.2 Expectations for Board members

In performing duties as a member of the AMIA Board, every Board member is expected to:

- demonstrate a strong belief and commitment to AMIA's mission.

- devote the necessary time to prepare for and participate in Board and committee meetings.
- exhibit high ethical standards and integrity in all Board actions.
- be an enthusiastic advocate for AMIA.
- take responsibility and accountability for AMIA and all decisions made by the Board.
- spend the time necessary to learn how to do the job, and maintain an ongoing schedule of in-service to learn how to do the job better.
- demonstrate willingness to work as a team member with other Board members director, and staff.

6.3 Advocate for AMIA

Board members are potentially the most powerful advocates for AMIA programs and services, and are expected to take an active role in promoting AMIA in public and within the association.

6.4 Measuring community/member needs and concerns

The AMIA Board recognizes the importance of getting feedback from those we serve. Therefore, the Board will regularly survey and solicit feedback from the membership about association programs and services. Feedback should be gained through a variety of methods which may include written surveys, open forums, list serves, and other association communications avenues.

6.5 Communication with members

The Board serves the members of the association and is responsible for communicating its actions and policies to the membership. The Board will regularly report to the membership about its actions through association communications avenues as well as in the annual report posted to the membership.

6.6 Committee liaisons

The function of the assignment, to serve as an AMIA Board Liaison, is to provide a clear and direct line of communication between Committee, Chairs and the Board of Directors, and assist the AMIA Office with collecting rosters, and annual reports.

Responsibilities include:

- Inform the committee chairs of the assignment
- Inform committee chairs as necessary about association policy and procedure
- Attend related committee meetings at the AMA Annual Conference
- Participate in committee conference calls when appropriate
- Bring significant committee issues to the attention of the Board
- Bring relevant association issues to the attention of the committee chairs
- Encourage committee volunteerism
- Assist committee chairs as necessary
- Oversight of funded projects, including review of proposals and reports.

Section 7: Personnel Policies

Personnel policies are published in a separate Employee Handbook.

7.1 Handbook Review

The employee handbook will be reviewed at minimum every three years by the Board. Changes will be discussed with the director and reviewed by legal counsel for accuracy and compliance with California laws prior to implementation.

7.2 Professional Development

The Board recognizes the importance of employees staying current in fields related to their employment and the importance of maintaining professional status. Therefore, AMIA may pay for the cost of professional memberships or conferences for employees within the limits of the budget and provided such membership or attendance is in the best interest of AMIA.

7.3 Equal employment opportunity

AMIA provides equal employment opportunities (EEO) to all employees and applicants for employment without regard to race, color, religion, sex, national origin, age, disability or genetics. In addition to federal law requirements, AMIA complies with applicable state and local laws governing nondiscrimination in employment in every location in which the company has facilities. This policy applies to all terms and conditions of employment, including recruiting, hiring, placement, promotion, termination, layoff, recall, transfer, leaves of absence, compensation and training.

Section 8: Board Leadership

The conduct of Board members has a direct impact on membership and public perceptions about AMIA, and Board members are expected to lead by example, and may be held to a higher standard of conduct by those they serve.

8.1 Diversity and Inclusion

AMIA is committed to equity, diversity, and inclusion as core values, to be reflected in our membership and within the institutions and constituents we serve as stewards of our moving image heritage. This commitment is reflected in **AMIA's Diversity, Equity, and Inclusion Statement** and shall be considered by Board members, staff and all volunteers in the operations of the association, in communications, and in current and new initiatives, programs and services. AMIA will make reasonable efforts to remove any barriers to participation in Board work or activities.

8.2 Code of Conduct

Board members, like all association members, are expected to adhere to AMIA's Code of Conduct. The Board will review the association's code of conduct annually to ensure that it reflects any relevant changes in the community.

The Board is responsible for responding to Code of Conduct complaints as outline in AMIA's Code of Conduct and Procedures.

In cases where a Board member may be aware of a Code of Conduct concern, whether or not a formal complaint has been made, they are responsible for reporting the concern to the Board while being sensitive to confidentiality and anonymity.

8.3 Unlawful Harassment

AMIA is committed to providing an environment free of unlawful discrimination and harassment. Association policy prohibits sexual harassment and harassment based on pregnancy, childbirth or related medical conditions, race, religious creed, color, gender, national origin or ancestry, physical or mental disability, medical condition, marital status, registered domestic partner status, age, sexual orientation or any other basis protected by federal, state or local law or ordinance or regulation. All such harassment is unlawful.

Any Board member who engages in discriminatory or harassing conduct is subject to removal from the Board. Complaints alleging misconduct on the part of Board members will be investigated promptly and as confidentially as possible by a task force appointed by the Board and in alignment with AMIA's Code of Conduct.

8.4 Suspected Misconduct, Dishonesty, Fraud, and Whistle-blower Protection

If any person knows of or has a suspicion about misconduct, dishonesty or fraud, the managing director should be contacted. If the alleged wrongdoing concerns the managing director, then the President or other officer or director of the organization should be notified instead.

If the managing director or any member of the Board of the organization receives information about misconduct, dishonesty or fraud, they shall inform the Board of Directors, who shall determine a procedure for investigating any credible allegation.



At all times, the privacy and reputation of individuals involved will be respected. There will be no punishment or other retaliation for the reporting of conduct under this policy. If the person providing the information requests anonymity, this request will be respected to the extent that doing so does not impede any investigation.

CHANGE LOG

Date	Description
1.12.19	Added board responsibility to report Code of Conduct concerns and responsibility for responding in alignment with AMIA's Code of Conduct and Procedures.

Board Acknowledgment

Recognizing the important responsibility I am undertaking in serving as a member of the Board of Directors of AMIA, I acknowledge the importance of carrying out the duties and obligations associated with my role as a Board member, as outlined in the Board Handbook, in a trustworthy and diligent manner.

By signing, I acknowledge receipt of the AMIA Board Handbook.

Name _____

Signed _____

Date _____