
Guide to the AMIA Board of Directors

This guide provides information for AMIA Members considering running for a position on the AMIA Board of Directors.

The role of the Board is to steer the organization towards a sustainable future through sound governance and financial management policies, as well as making sure the organization has adequate resources to advance its mission. The board, as a governing body, focuses on the organization's mission, strategy, resources, and goals. The Association's staff are responsible for the implementation of the mission. There are many reasons why individuals volunteer. Volunteering for AMIA provides AMIA members with an opportunity to meet new colleagues, develop skills, gain experience, participate in decision making for the community, and contribute to the field. While AMIA has a staff who oversee the organization's activities, AMIA relies on the Board of Directors to ensure that AMIA's mission is fulfilled, to ensure that the vision of AMIA is promoted and to lead the association forward.

AMIA has prepared this guide for AMIA individual members considering running for a position on the AMIA Board. In order to decide if you are interested in running for a position on the Board, you will want to know what is involved (responsibilities, expectations, time commitment etc). This guide will point you to key AMIA documents and is intended to provide you with the information you will need to make this decision.

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BACKGROUND AND STRUCTURE

Background

AMIA Mission Statement: The Association of Moving Image Archivists (AMIA) is a non-profit international association dedicated to the preservation and use of moving image media. AMIA supports public and professional education and fosters cooperation and communication among the individuals and organizations concerned with the acquisition, preservation, description, exhibition, and use of moving image materials.

There is a more detailed information about the mission statement including a list of specific AMIA objectives and the association's core services on the AMIA website.

Non-Profit Status: AMIA is incorporated as a 501(c) (3) Public Benefit Corporation under the IRS code. This means that there is an exemption from income taxation. The association's articles of incorporation are on file at the AMIA Office.

UNESCO Status: AMIA is a recognized UNESCO NGO with consultative status.

AMIA Bylaws: AMIA's constitution is outlined in the AMIA Bylaws. AMIA's Bylaws provide detailed rules for governing the organization. The bylaws are available on the AMIA web site and from the AMIA Office.

Funding: AMIA activities are funded by membership dues, sponsorship, and corporate/private donations.

Structure

The AMIA Board of Directors currently consists of nine Directors, including three elected officers. The three officers are: President, Secretary, and Treasurer. In addition, the Board may appoint one of its members to serve as Vice President each year.

Each Director is elected by AMIA individual members for two year terms with the offices being staggered. In odd numbered years, the President and three Directors are elected; in even numbered years, the Secretary, Treasurer and three Directors are elected. Each year's election is run by the Election Committee. Job descriptions are below. Full job descriptions for the Officers are also available in the AMIA Bylaws.

President and Director of the Board - 2 year term

Subject to the control of the Board of Directors, the President is the chief executive officer of AMIA and has the general supervision, direction and control over the affairs and property of the Corporation and over its several officers. The President prepares an annual report on the state of AMIA for presentation at the annual meeting and/or for publication in AMIA's newsletter. The President has other responsibilities as delegated by the Board. The President, where appropriate, will represent the Corporation to the public and other organizations or ensure that such representation occurs. The President also serves as chair for all Board meetings.

Secretary and Director of the Board - 2 year term

The Secretary is responsible for taking the Board's meeting minutes. Decisions made by the Board between meetings are documented in Board Action Memos (BAMs) which are also recorded by the Secretary and published in the AMIA Newsletter. The Secretary gives notice of all meetings of the Board and may perform other such duties as may be delegated by the Board.

Chief Financial Officer (Treasurer) and Director of the Board - 2 year term

The Treasurer keeps and maintains, or causes to be kept and maintained, adequate and correct accounts of the properties and business transactions of AMIA, including, without limitation, accounts of its assets, liabilities, receipts and disbursements, and sends or causes to be sent to the other AMIA Directors such financial statements and reports as are by law or the AMIA Bylaws required to be sent to them. The Treasurer deposits, or causes to be deposited, all monies and other valuables in the name and to the credit of AMIA with such depositories as may be designated by the Board. The Treasurer disburses the funds of AMIA as may be ordered by the Board, renders to the President or the Directors, whenever requested, an account of all transactions and of the financial condition of AMIA, and has such other powers and performs such other duties as may be delegated by the Board.

Directors of the Board (6) - 2 year terms

Each member of the Board is considered a Director of the Board including the three Officers (President, Secretary, Treasurer). All the Directors oversee the performance and direction of the organization. Responsibilities include:

- Attending Board meetings and participating in conference calls
 - Attending the annual conference
 - Participating actively in strategic planning
 - Discussing and voting on organizational policy and program issues
 - Serving as a resource of knowledge and counsel to the AMIA Office, Committees, Interest Groups and other Board members
 - Assisting in locating and developing funding sources for the organization
 - Reviewing and responding to all action and information requests from the AMIA Office
 - Serving as a liaison between the Board and committee chairs/task forces/working groups
 - Representing AMIA at the request of the Board
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Committees

Committees of the Board are established and appointed by the Board to carry out an association function. Task Forces are ad hoc committees of the Board, appointed for a specific task with a specified end date. Committees of the Membership are proposed by the Board and organized by Individual members.

AMIA Office

Currently there are three full-time staff members: Managing Director, Events and Operations Manager and Membership Manager. The Managing Director reports directly to the Board.

The Board designates an Office Liaison Working group each year to draft an annual performance evaluation for the MD; the Board is responsible for ensuring that the MD fulfills his/her responsibilities. Other staff report to the Managing Director who prepares their annual performance reviews. The Managing Director is present at Board meetings to present an Office Report and contribute to the discussion, but is not a voting member of the Board. Salary review, disciplinary action and termination for all employees are the prerogative of the Board.

Contract Employees and Pro-Bono Assistance

AMIA currently has one outside contractor to assist with the function of AMIA – our accountant. In addition, when necessary AMIA uses legal counsel. Occasionally the association hires an individual on contract for services related to a specific project.

REQUIREMENTS

The most effective Directors are team players. Making decisions on behalf of the membership requires accessible individuals who have a broad perspective and a willingness to search out the best solutions. As in life, Directors must be willing to

accept that the choice they need to make is often the least flawed of several imperfect options!

Ideal Directors are people of principle. They have integrity and open minds. The best directors leave their prejudices and personal agendas at home; they are competent people willing to tackle problems and roll with frustrations. Efficiency, brightness and good sense of humor are also important.

Ralph Waldo Emerson once said that 'nothing great was ever accomplished without enthusiasm.' Genuine interest and concern for moving images makes the job interesting. If AMIA Directors want to inspire others, it is important that they sincerely care about the direction of the field and the preservation of our moving image heritage.

ROLE AND RESPONSIBILITIES

No two Boards are the same, but while organizations differ in size, structure, and purpose, the basic responsibilities of a Board are similar. There are nine (9) areas of responsibility:

1. Attendance/availability/time commitment
2. Mission
3. Respect and support
4. Fiduciary responsibility
5. Program oversight and support
6. Fundraising
7. Ethics
8. Outreach
9. Recruitment

Attendance/Availability/Time Commitment - Directors are responsible for attending Board meetings, participating in monthly Board conference calls and email discussions, and attending the annual conference. There are three face-to-face Board meetings per year: a 2-3 day meeting in spring, and two on-site during the annual conference.

When Directors are unavailable due to vacation, ill-health or business they are asked to inform the other Board members, the AMIA Office and the committee(s) for which they are liaisons.

AMIA covers the cost of travel and accommodation for the spring meeting although institutional support is greatly appreciated.

Directors need to be prepared to spend approximately 6 -7 hours a week on AMIA Board work. Some of our more active members spend twice that much.

Mission - AMIA has been established to fulfill a mission. Directors' primary responsibility is to understand the mission and work together with committee chairs and staff to ensure the mission is carried out.

Respect and Support - Accepting a position on the AMIA Board requires a commitment of time, energy and expertise. Directors are required to respect other Board members by both attending and being prepared for meetings. If an assignment is accepted, it should be completed by the deadline. It is also important for Directors to support staff.

Fiduciary - Directors have a responsibility to ensure that the organization remains financially sound. They need to ensure that reserves not be depleted and that the investment policies and management of capital and reserve funds are managed responsibly.

Program oversight and support - Directors have a responsibility to oversee and evaluate all programs undertaken by committees for which they are liaisons.

Fundraising - AMIA Directors are not required to make a personal donation to AMIA although they are required to pay for their annual membership. Directors are strongly encouraged to participate in identification, cultivation, and solicitation of prospective supporters.

Ethics - AMIA Directors are entrusted with the care of AMIA. Directors are expected to maintain high professional and ethical standards. Two areas of particular concern include confidentiality and conflict of interest.

Confidentiality - As in all working relationships, AMIA Directors occasionally disagree. Once Directors leave the Board meeting room they have a responsibility to maintain the confidentiality of certain discussions and represent the Board in a professional manner.

Conflict of Interest - Directors may occasionally have opportunities to benefit from Board actions. When confronted with a potential conflict, Directors need to identify the conflict and remove themselves from the discussion and any vote on the matter.

Outreach - AMIA Directors represent the Association and often are called on to assume an advocacy role on behalf of the association. Directors may also be called on to speak on behalf of AMIA. Any Director accepting an invitation to speak should notify the Board and/or the AMIA Office. It is important for Directors to be very familiar with AMIA's mission and official positions on all issues facing the organization for this reason.

Recruitment - One responsibility that deserves continued high priority is volunteer/leadership recruitment. Recruiting new members and identifying/developing

future leaders is crucial to the future of AMIA. Recruitment is an ongoing process and Directors are in the best position to know the kind of expertise needed on the Board, that is, does the Board need financial expertise, fundraising experience, strategic planning skills? Is diversity and internationalization an issue? Is the membership well represented on the Board, are all constituencies present?

Very often, future Directors are active AMIA members who have worked on an AMIA committee or a task force. Directors are encouraged to look to committees for volunteers and to get involved in the Conference Mentoring Program during the annual conference as mentors.

RIGHTS AND LIABILITIES

AMIA Directors have obligations and rights. Each Director has the right to expect that all other Board members and the AMIA staff will fulfill their obligations. AMIA Directors also have the right to strong Board leadership. Should the responsibilities of a Director become too onerous due to personal or professional commitments, provisions have been made in the bylaws which allow Board members to resign effective upon giving written notice to one of the Board's Officers. It is unfortunate when this happens, but circumstances may be such that resignation is necessary.

Potential Directors often ask about the liability risks they may be exposed to, how they can be avoided, reduced or protected against. AMIA has Director's and Officer's (D&O) liability insurance. For more information about this please contact the AMIA Office.

ROLE OF THE ELECTION COMMITTEE

The AMIA Elections Committee has primary responsibility for conducting AMIA's annual election process, which it carries out in accordance with the policies and requirements of

the association's Bylaws.

Although appointed by the AMIA Board of Directors, the Elections Committee exercises complete authority in the nomination of candidates for all Association-wide offices. Anyone serving as an AMIA Director of the Board may not serve as a member of the Committee during his/her term of office.

Each year, the Elections Committee attempts to develop the strongest and most representative slate of candidates possible to insure quality leadership for the Association. In making nominations, the Committee is bound only by AMIA's Bylaws and its own sense of responsibility. It is guided by three sources of information and advice: (1) recommendations from AMIA members, which are not binding on the Committee but are given appropriate weight in the Committee's deliberations, (2) consultation with AMIA members, and (3) the Committee's own good judgment.

The Election Committee is guided by the *AMIA Election Manual*.

CONCLUSION

Leadership gives an organization purpose and strength. Leaders identify goals and lay out courses of action to accomplish those goals. Leaders explain their goals and actions so that others will understand them and want to support them. Leaders lead with conviction and commitment so that others will follow. Every AMIA Director plays a leadership role.

The enthusiasm and participation of our AMIA Directors contribute to the effectiveness of the whole of AMIA. As a Board member, you would be assuming a share in AMIA's leadership by conscientious participation, and by representing AMIA to other members who may also be willing to contribute their time and talent to the success of our

organization; and in turn, the advancement of the field. Individuals do have the power to make a difference.

For more information, contact one of AMIA's Directors of the Board, a member of the Election Committee or the AMIA Office.

ADDITIONAL READING

Boards that Work: A Practical Guide to Building Effective Association Boards. The American Society of Association Executives, Second Edition.

Howe, Fisher. Welcome to the Board: Your Guide to Effective Participation. The Jossey-Bass Nonprofit Sector Series. Jossey-Bass Publishers: San Francisco, 1995.

Wilbur, Robert H. (ed.). "Working Together: Maximizing Board and Staff Effectiveness, in The Complete Guide to Nonprofit Management. Second edition. John Wiley & Sons, Inc., 2000. Pages 27-40.