



National Association of Independent Artists

# **National Association of Independent Artists (NAIA)**

## **Policy Governance Manual**

**NAIA Governance Manual** is a framework of concepts and principles to guide the Board, Executive Director, staff and volunteers in managing whatever practical situations arise within the organization. All policies contained in this document remain in effect unless amended or deleted by board action.

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## **Mission and Vision Statement**

### **NAIA Mission Statement**

The mission of the NAIA is to strengthen, improve and promote the artistic, professional and economic success of artists who exhibit in art shows. We are committed to integrity, creativity, and the pursuit of excellence as we advocate for the highest ideals and practices within all aspects of the art show environment.

### **10-15 Year Vision Statement**

NAIA is THE resource for all things related to artists who show at art shows. It is the nationally respected organization with professional staff that represents and is governed by artists and networks with show directors and communities that support art show events.

**Approved      January 2007**

## 1.0 ROLE OF THE BOARD

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The Board of Directors is responsible for all governance and management oversight of NAIA. The objectives near and far that the Board determines are appropriate in furthering the mission of NAIA will be guided at all times by the voice of the membership.

**The work of the board will be guided by the following critical elements of good governance:**

- creating a vision,
- securing resources
- defining clear roles and responsibilities
- establishing benchmarks for performance
- monitoring established benchmarks and performance
- accounting to key stakeholders for the direction and performance of the organization

**The board will:**

- **Determine the Organization's Mission and Purpose.** It is the responsibility of the board to create and review a statement of mission and purpose that articulates the organization's goals, means, and primary constituents served.
- **Select the Executive Director** to whom responsibility for the administration of the organization is delegated.
- **Support the Executive Director and Review his or her performance.** The board will make sure that the chief executive has the moral and professional support he or she needs to further the goals of the organization.
- **Ensure Effective Organizational Planning.** Boards must actively participate in an overall planning process and assist in implementing and monitoring the plan's goals.
- **Ensure Adequate Resources.** A foremost responsibility of the board is to provide adequate resources for NAIA to fulfill its mission.
- **Provide Proper Financial Oversight.** The board must assist in developing the annual budget and ensuring that proper financial controls are in place.
- **Determine and Monitor the Organization's Programs and Services.** The board's responsibility is to determine which programs are consistent with the organization's mission and to monitor their effectiveness.
- **Enhance the Organization's Public Image.** The board should clearly articulate the organization's mission, accomplishments, and goals to the membership and garner support from the community at large.
- **Ensure Legal and Ethical Integrity and Maintain Accountability.** The board is ultimately responsible for ensuring adherence to legal standards and ethical norms.

**Recruit and Orient New Board Members and Assess Board Performance.** All boards have a responsibility to articulate prerequisites for candidates, orient new members, and periodically and comprehensively evaluate its own performance.

**The board may choose to add other responsibilities to this list.**

## **1.1 RESPONSIBILITIES of BOARD MEMBERS**

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The leadership success of the board is a direct result of the individual and collective participation of its members. Each board member is responsible to the organization in the following ways:

- Be familiar with the mission, bylaws, policies, and programs of NAIA.
- Recognize and respect the difference between governing, which is the responsibility of the Board, and managing, which is the responsibility of the Executive Director and staff. Understanding the Executive Director is accountable only to the board as an organization, and not to individual board members. Accordingly, the relationship between the Executive Director and individual members of the board, including the board chair, is mutually respectful not hierarchical.
- Speak with one voice, not individually, unless authorized to do so by the full board. Be aware the Board Chair (or express designate) is the only spokesperson for the Board and the Executive Director is the only spokesperson for management.
- Prepare for, attend and participate in the majority of meetings of the board. As stated in the NAIA Bylaws, failure to attend two consecutive regularly scheduled meetings without legitimate notice may result in a board member's removal and/or ineligibility for re-nomination.
- Log in to the Board Internet Forum weekly. Board members are obliged to post their schedules on the Board calendar.
- Every board member will serve on at least one committee. Board members who serve on staff committees are subject to the direct supervision of the Executive Director or responsible staff person.
- Board members are obliged to attend the NAIA Director Conference.
- Make a personal financial contribution to the organization. The demonstration of support, rather than the amount of the contribution, is of principal importance. Board members are expected to contribute only within their individual means.
- Each board member assumes the responsibility of fiduciary oversight such as reviewing the organization's annual financial statements.
- Suggest possible nominees to the board who can make significant contributions to the work of the board and the NAIA.
- Agree to sign a document that verifies that he/she has read and will abide by the NAIA Bylaws, Policy Manual and the Board Member, Staff and Volunteer Code of Conduct and Conflict of Interest Policy.

### **The Rights of Board Members:**

- Receive notice of board meetings which includes an agenda.
- Attend and participate in all board meetings.
- Examine NAIA books, records, meeting minutes, financial statements and contracts.
- Place items on the board meeting agenda at the appropriate time.

## 1.2 BOARD OFFICERS

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**Officers of the Board.** As stated in the bylaws Board Officers will include: Chair, Vice Chair, Secretary and Treasurer

**Terms of Office.** As stated in the bylaws Officers will be elected annually by the Board of Directors for a term of one (1) year at the first meeting of the fiscal year.

### Role of the Board Chair

- Is a member of the Board.
- Works in partnership with the Executive Director and Vice Chair in achieving the organization's mission.
- Represents the board as the spokesperson for NAIA communicating board-stated positions and policies of NAIA to the membership and outside parties.
- Is designated by the Board and/or bylaws as one of the signing officers for certain documents. In this capacity, the Board Chair may be authorized or required to sign or countersign checks, correspondence, applications, reports, contracts or other documents on behalf of NAIA.
- Collaborates with the Executive Director and Vice Chair to prepare board meeting agendas, board calendar and annual operational plan.
- Chairs meetings of the Board and calls special meetings when necessary.
- Appoints committees and committee chairmen in consultation with other Board members and the Executive Director.
- Serves as an ex-officio member of all committees and attends meetings of the committees when invited.
- Monitors financial planning and financial reports.
- Coordinates the Executive Director's annual performance report.
- Oversees searches for new Executive Director.
- Leads the Board in evaluating annually the performance of the NAIA in achieving its mission.

### Role of the Vice Chair

- Is a member of the Board.
- Presides at Board meetings and assumes other duties in the absence of the Chair.
- Working closely with the board chair will assume parallel responsibilities listed above (Role of the Chair) or other specified duties.
- The Vice-Chair may serve as Chair of a Board committee or take on responsibilities at the request of the Board Chair.

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## **Board Officers, *con't***

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### **Role of the Treasurer**

- Is a member of the Board
- Understand financial accounting for nonprofit organizations.
- As Chair of the Finance Committee the treasurer will oversee but not manage the financial records of NAIA.
- Assist Executive Director in preparing annual budget and presenting the budget to the board for approval.

### **Role of the Secretary**

- Is a member of the Board
- Attend all Board meetings
- As the recording officer of NAIA and custodian of its records, except those specifically assigned to others, the secretary will maintain all board records and ensure their accuracy and safety; *the secretary will be required to follow the following three-part format in maintaining records of Board meetings:*
  1. A set of formal Minutes.
  2. A list of directives for Board and staff members.
  3. Unofficial notes summarizing the discussion including motions.
- Make certain the minutes, Bylaws and Governing Policies of NAIA are currently updated and on hand at every official meeting.
- Manages and reviews minutes of board meetings to ensure their accuracy.
- Make certain minutes are distributed for review within 30 days of the meeting.
- Ensure all official documents are safely passed to the next secretary

### **1.3 NOMINATIONS AND ELECTIONS of the BOARD OF DIRECTORS**

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**Nominating Committee.** The Nominating Committee shall consist of four members who will be elected annually by the Board; including two of whom must be Board members. It shall be the duty of this committee to nominate candidates for election to the Board of Directors; provided, however, that the Board of Directors shall be responsible for determining the number of Directors, subject to Article III, Section 2. (NAIA Bylaws Article III Section 4).

The Nominating Committee will determine the specifications by which candidates may be nominated, and the deadline for such nominations. The Nominating Committee will personally contact each individual to be nominated to obtain his or her acceptance of nomination. (NAIA Bylaws Article III Section 5).

**Qualifications.** Only Artist and Contributing Members are eligible to become Board members. Not more than two (2) Contributing Members may serve on the board at any given time. (NAIA Bylaws Article III Section 7)

**Election.** Not less than 90 days prior to that first meeting of the new fiscal year the Nominating Committee will send a report containing a list of all candidates nominated for election to the board. A meeting to elect new board members will be held not less than 60 days prior to the first meeting of the new fiscal year.

## 1.4 COMMITTEES

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**Committees of the Board.** A committee is a Board Committee only if its existence and charge come from the Board, regardless of whether Board members sit on the committee. The only Board Committees are those set forth in this policy. The Board may establish committees as necessary.

### **Current Board Committees:**

- **Board Finance Committee** chaired by Board Treasurer. Committee Members include Treasurer, Board Chair, Vice Chair and ED.
- **Board Governance Committee** chaired by one Board member. Ex-Officio members include Board Chair, Vice Chair and ED.
- **Membership Committee** chaired by one Board member. Ex-Officio members include Board Chair, Vice Chair and ED.
- **Board Development Committee (Nominations)** to include four members a minimum of which are two board members. Ex-Officio members include Board Chair and Vice Chair.
- **Board Input and Survey Committee** to include two board members. Ex-Officio members include Board Chair, Vice-Chair and ED.
- **Advocacy Committee** to include the entire board. Executive Director will be an Ex-Officio member of the committee.

**Staff (Standing) Committees** are established to perform a continuing function. Staff Committees may be established at any time and remain in existence permanently. A standing committee must be constituted by name, by a specific provision of the bylaws or by a resolution.

### **Current Staff Committees:**

- **Outreach and Communication Committee** includes the Newspaper/newsletter, Website, Database and all internal and external communications. Members include: ED, Newspaper/Newsletter Editor, Webmaster. Ex Officio members include Board Chair and Vice Chair.
- **Director Conference Committee** chaired by ED and includes one board member and a certain number of show directors. Ex-Officio members include Chair and Vice-Chair.

### **Special, Select or Ad Hoc Committees**

Special, Select or Ad Hoc committees is a committee appointed as the need arises, to carry out a specified task, at the completion of which –that committee ceases to exist.

## 1.5 ANNUAL BOARD PLANNING CYCLE

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**Annual Board Plan.** The board will develop an annual agenda no later than the last day of December to include administrative planning and budgeting focused on executing a one year operational plan for the new fiscal year reflecting the goals and objectives of the strategic plan.

This detailed plan/agenda will be prepared jointly by the ED, Board Chair and Vice Chair. The deadline for Board members to make additions to the agenda will be 14 days prior to the scheduled board meeting. Additional matters may be added to the agenda of any board meeting by an affirmative vote of the majority of the members of the board or those present at a meeting. All matters to be considered by the board at any meeting will be included in the agenda and sent to board members as required by the bylaws 10 days prior to the meeting.

**Consent Agendas.** In order to make meetings more efficient the board and Executive Director will include the use of consent agendas. A consent agenda is a component of a meeting agenda enabling the board to group routine items and resolutions under one umbrella. The consent agenda is voted on as a unit without comments or discussion thereby saving time and energy. All items included in the consent agenda will be sent to board members 10 days prior to the meeting for board members to examine. If a board member has further questions or concerns about an item, he/she may request that the item be removed and added to the regular agenda. Agenda items commonly included in a consent agenda are previous meeting minutes, committee reports, updated documents, routine policy revisions, and routine correspondence.

**Board Action Calendar.** A calendar of annual agenda items will be developed collectively by the ED, Board Chair and Vice Chair. The calendar will list agenda items and tasks that require action by the board during the course of the fiscal year. Additionally the calendar will include “by when” listing for tasks to be completed. At the first meeting of the fiscal year the board will determine the regular meeting dates and times for that fiscal year.

## 1.6 MEETINGS

**Meeting Schedule.** The board of directors and ED will schedule the annual meeting to occur within the first 30 days of the new fiscal year. At the annual meeting the board will schedule all other regular meetings dates for the upcoming fiscal year.

**Meeting Agenda.** NAIA board meeting agendas will approximate the following outline:

- Call to order by the board chair or other presiding officer and determination of a quorum.
- Approval of the agenda
- Consideration correction and approval of minutes of the previous meeting
- Approval of the consent agenda
- Consideration and acceptance of the financial report
- Committee reports and recommendations for board action.
- Report from ED
- Unfinished Business
- New Business
- Adjournment

**Meetings by Conference Call.** Board meetings may be conducted by conference call under the following rules:

- All board members participating in the meeting must be able to hear one another.
- All rules for calling meetings and notification of board members as required in the NAIA Bylaws and this policy manual will apply.
- All rules for the conduct of meetings will be followed
- Minutes of the meeting will be recorded.

**Records of Board Meetings.** Records of all actions taken by the board will be set forth in the minutes of the meeting. Minutes will be the official record of NAIA and will be kept on file by the Secretary and Executive Director. In order for the Secretary and Executive director to participate in meeting discussions and deliberations a volunteer or member of the clerical staff may be asked to attend the meeting and record the minutes, notes and directives. The Secretary would be responsible for forwarding the finished minutes to the board.

**Minutes Format.** Minutes of the meeting record the actions of the board not discussions. The secretary is required to follow a three-part format in maintaining records of Board meetings:

- Part 1. A set of formal Minutes
- Part 2. A list of directives for Board and staff members.
- Part 3. Unofficial notes summarizing the discussion including motions. The record will be distributed to the Board for review within 30 days of the meeting.
- Minutes to include: meeting date, time and place; kind of meeting; board members in attendance both excused and absent; existence of a quorum; approval of minutes; motions

made and by whom; voting results; reports and documents introduced; future action steps; adjournment time; the signature of the secretary.

**Parliamentary Authority.** All meetings of NAIA will be governed by parliamentary rules as outlined in **Robert's Rules of Order Newly Revised** in all cases where current bylaws and board policies do not apply.

**1.61 Meeting Costs.....Policy to be determined**

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## **1.7 DIRECTOR'S AND OFFICERS INSURANCE**

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To the extent permitted by Illinois law, NAIA may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, trustee, or agent of NAIA, or is or was serving at the request of NAIA as a director, officer, member, employee, trustee or agent of another corporation, domestic or foreign, non-profit or for profit, partnership, limited liability company, joint venture, trust or other enterprise. (Article VII Section 3. NAIA Bylaws). It will be the responsibility of the Executive Director to keep current such a policy. The continuing need for such insurance will be reviewed each time the policy is due for renewal.

## **2.0 ROLE AND RESPONSIBILITIES OF THE EXECUTIVE DIRECTOR**

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The Executive Director is responsible for the overall operation of NAIA. The Executive Director plans for and administers a program providing service in accordance with NAIA's stated purpose and in such a manner that optimum results are achieved in relation to the resources of the organization and operates under the general direction of the NAIA Board of Directors.

Responsibilities of the Executive Director fall under the categories of General Administration, Fiscal Management, Personnel Management, Board Relations and Public Relations. The Executive Director interacts with both the board and staff of NAIA, but has ultimate responsibility to the board. Responsibilities include:

### **General Administration**

- The Executive Director provides leadership for the development of short and longer-term strategic plans and oversees implementation of these plans.
- Is responsible for the day to day operation of NAIA.
- Takes a leadership role in the development of new policies and programs while promoting their implementation and evaluation.
- Ensures that legal obligations of NAIA are met.
- Supervision of membership program/benefits and development of strategies to increase membership enrollment.
- Responsible for the oversight and management of NAIA Conferences. The job will include, but will not be limited to the following:
  1. Determine feasibility of potential sites; if necessary ask for input from the Board
  2. Assemble conference committee
  3. Implement an operational plan designed to ensure the event is well organized.
  4. Prepare and monitor conference budget
  5. Attend conference and supervise staff

### **Fiscal Management**

- The Executive Director is responsible for developing and monitoring the annual budget.
- Oversees the preparation of financial statements and project budgets. Ensures that necessary systems, procedures and controls are in place and functioning.

### **Personnel Management**

- Has the accountability and authority for NAIA personnel, including the formulation and definition of specific staff and volunteer duties, hiring, evaluation and termination; providing direction and support; and maintaining morale and fostering a work environment that encourages productivity and creativity;
- All board authority delegated to staff is delegated through the Executive Director.

## **Board Relations**

- The Executive Director is the board's sole connection to the operational authority and accountability of NAIA and will provide information and counsel to the board.
- Supply necessary monitoring data in a timely, accurate and understandable fashion, directly addressing provisions of the board policies being monitored.

## **Public Relations**

- The Executive Director serves as a primary spokesperson for the organization.
- Maintains appropriate relations with other professional groups and agencies in similar fields of service.

## **2.1 AUTHORITY OF THE EXECUTIVE DIRECTOR**

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No individual board member, officer or committee has any authority over the Executive Director. Only the board by majority vote has authority over the Executive Director. Acting within this authority, the Executive Director may not perform, allow or cause to be performed any act which is unlawful, insufficient to meet commonly accepted business and professional ethics for the "prudent person" test, in violation of funding source requirements or regulatory bodies, or contrary to explicit board constraints on executive authority.

**Committee Policy.** If a conflict should arise between a staff /committee member and the Executive Director that staff /committee member has the right to bring the conflict before the Board of Directors for discussion.

## **2.2 BOARD/EXECUTIVE DIRECTOR RELATIONSHIP**

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The Board of Directors of NAIA will recognize and maintain the following guidelines in the board's relationship with the Executive Director:

- Good management is one of the key factors in the success of NAIA. The board reserves the authority to establish policies, approve plans, and programs and delegate authority to the Executive Director.
- The board will approve policies and long-range plans and programs for NAIA and delegate authority to the Executive Director to execute and carry out the policies, plans and programs.
- The Executive Director will be responsible for hiring capable personnel within the limitations of board policy and budget constraints, determining the appropriate compensation, training, supervising, disciplining and terminating if necessary.
- Board members will refrain from individually discussing management and personnel issues with NAIA staff or volunteers other than the Executive Director. The board, in consultation with the Executive Director, may confer with key personnel.
- Authority for management of NAIA will be through the board of directors to the Executive Director, then to staff or volunteer personnel. The board will require full and timely information from the Executive Director concerning pertinent matters that relate to the management of NAIA.
- The board recognizes that efficient management of NAIA can exist only through mutual understanding and cooperation between the board and the Executive Director. The board also recognizes that the Executive Director is accountable to the board to show results, but the executive cannot perform well and show results if not given latitude to exercise independent judgment in executing board policy. Therefore, the board grants the latitude of judgment and discretion and expects full accounting of performance from the Executive Director.
- The board recognizes its position as the employer of the Executive Director and will be responsible for a systematic annual evaluation of the Executive Director's performance. The evaluation will be for the purpose of improving the Executive Director's performance and to provide a basis for consideration of the Executive Director's salary.
- The Executive Director's employment with NAIA may be terminated for cause upon written notice to the Executive Director in accordance with the Board/Executive contract in effect.

## **2.3 MONITORING EXECUTIVE DIRECTOR PERFORMANCE**

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The Board of Directors will monitor the performance of the Executive Director to determine the degree to which board policies are being fulfilled.

The Board will annually evaluate the work performance of the Executive Director. The evaluation will take place at the first meeting of the new fiscal year.

### 3.0 ORGANIZATIONAL FINANCE

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**3.1 FISCAL YEAR.** The fiscal year of NAIA will begin on the 1<sup>st</sup> day of January ending on December 31<sup>st</sup> of that same calendar year.

**3.2 FINANCIAL MANAGEMENT.** Financial resources of NAIA are the responsibility of the Board of Directors. Financial planning for any fiscal year will not deviate materially from the organizational strategic plan. The board will:

- Have a clear plan for acquisition of financial resources to pay for the programs and services provided by NAIA.
- Provide guidelines for management and allocation of financial resources which will produce optimum benefit for those NAIA serves.
- Plan expenditures in any fiscal year of more funds than are conservatively projected to be received in that period.
- Monitor and evaluate the financial plans and guidelines of NAIA to ensure the financial integrity of NAIA.

**3.3 BUDGETING.** The annual operating budget will be prepared by the Executive Director and presented to the board at the annual meeting scheduled for the first month of the new fiscal year. The budget will reflect the cost of carrying out the programs and services of NAIA for that fiscal year. The budget will also reflect the anticipated revenues of NAIA.

**3.4 EXECUTIVE LIMITATION.** The Executive Director may not risk financial losses to NAIA beyond those that may occur in the normal course of business.

**The Executive Director will:**

- Ensure that more funds are not expended than have been received in the fiscal year to date.
- Make sure that no long term reserves are used.
- Make certain that all tax payments or other government ordered payments or filings are not overdue or inaccurately filed.
- Settle payroll and debts in a timely manner.
- Not use restricted contributions for purposes other than stated by the contributor.
- Not allow expenditures of NAIA funds for travel purposes which are not specifically related to or consistent with the organization's purpose and function
- Ensure that all personnel with access to significant amounts of NAIA funds are appropriately bonded.
- Limit exposure of NAIA, the board and staff to claims of liability.
- Invest operating capital only in secure short-term investments.
- Insure off-site backup of all computer and other financial records necessary for uninterrupted operation of NAIA.
- Ensure against embezzlement, casualty losses to full replacement value, and against liability losses (to board members, organization or staff) beyond the minimally acceptable prudent level.

**3.5 SPENDING AUTHORIZATIONS.** The Executive Director may make expenditures consistent with the board-approved budget without further board approval. Expenditures that are not within the board approved budget must be formally approved by the board of directors.

**3.6 CHARITABLE DONATIONS.** NAIA does not make charitable donations for any reason.

**3.7 Exchange of Services.** NAIA will maximize the utilization of its resources in service to its goals, mission, and membership in ways that are legal, ethical, professional and deemed appropriate by the Board. One example of such a practice is the exchange of services such as advertising, writing, secretarial work and conference/seminar presentations for extraordinary services provided to us. Such exchanges, however, must be approved by no less than 75% of the Board membership.

## 4.0 EMPLOYMENT POLICIES

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**Organizational Values.** NAIA in its hiring and other activities will not discriminate on the basis of race, creed, national origin, age, handicap, political affiliation, sex, sexual orientation, marital or parental status. The affairs of NAIA will be conducted with integrity and truthfulness. The activities of NAIA will be open and accessible to scrutiny by its members, sponsors and supporters. Furthermore, all activities of the NAIA shall be conducted in accordance with applicable laws.

## 5.0 NAIA Board Member, Staff and Volunteer Code of Conduct and Conflict of Interest Policy

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### **NAIA Mission Statement:**

*The mission of the NAIA is to strengthen, improve and promote the artistic, professional and economic success of artists who exhibit in art shows. We are committed to integrity, creativity, and the pursuit of excellence as we advocate for the highest ideals and practices within all aspects of the art show environment.*

### **Preamble**

The National Association of Independent Artists (NAIA) is a not-for-profit, tax-exempt trade organization. The principle membership class of NAIA consists of individuals who are part of the art show industry. This document serves as a **Code of Conduct** for all NAIA board, staff and volunteers. Board members, staff and volunteers affirm their endorsement of the Code of Conduct and acknowledge their commitment to uphold its principles and obligations by accepting and retaining volunteer and staff positions.

### **Code of Conduct**

All board members, staff and volunteers of NAIA shall at all times abide by and conform to the following **Code of Conduct** in their capacity as a volunteer.

All board members, staff and volunteers must exercise a **duty of care** to act in a reasonable and informed manner when participating in the decision-making process and when acting in an oversight capacity of the management of NAIA. The duty of care includes regularly attending all scheduled meetings, exercising independent judgment based solely on what is in the overall best interest of NAIA, irrespective of other entities with which the board member, staff member or volunteer is affiliated or sympathetic, or to which he or she owes the appointment. Furthermore this duty requires the leadership of NAIA to act in accordance with the NAIA Articles of Incorporation, Bylaws and Policies, as well as applicable regulations.

All board members, staff and volunteers must exercise a **duty of loyalty** that requires performance of duties in good faith and in the best interests of NAIA, rather than in one's own interests. The duty requires that all board, staff and volunteers be alert to the potential for conflicts of interest. It is important that all board, staff and volunteers act with candor and care in dealing with potential conflicts of interest and treat as **confidential** all matters involving NAIA until there has been general public disclosure.

All board, staff and volunteers must exercise a **duty of obligation** when agreeing to serve as representatives of the NAIA to external organizations or when representing the NAIA in an official capacity with individuals, members, vendors, companies, non profit groups or other entities. The duty of obligation requires that NAIA board, staff and volunteers articulate and support the decisions of the leadership of NAIA and represent the reasons for such decisions, irrespective of any individual interests, opinions or positions. This duty is not meant to preclude or dissuade individuals from voicing concerns to the elected, hired or appointed leadership of NAIA or from participating in deliberative processes for which they may have been elected, rather to ensure that

as a representative of NAIA a clear message is provided to others stating the official position of NAIA and reviewing the deliberative processes that lead to such decisions, without regard to personal opinions or bias. If at any time board members, staff and volunteers feel unclear about the official position of NAIA on a matter or are uncomfortable carrying out a duty the matter should be discussed with the NAIA Executive Director or Board Chair.

All board members, staff and volunteers will exercise proper authority and good judgment in their dealings with NAIA board, staff and the general public and will respond to the needs of the members of NAIA in a responsible, respectful and professional manner.

All retiring board members, staff and volunteers will, at the request of NAIA, promptly return to NAIA all documents, electronic and hard files, reference materials, and other property entrusted to them for the purpose of fulfilling his or her job responsibilities. Such return will not abrogate the retiring board, staff or volunteer from his or her continuing obligations of **confidentiality** with respect to information acquired as a consequence of his or her tenure as a volunteer.

### **Conflict of Interest**

As the board, staff and volunteers of NAIA may be subject to potentially compromising ethical situations and potential conflicts of interest, they should not only be impartial and honest but far beyond the reach of suspicion. The greatest potential for conflicts of interest involve relationships with industry and similar organizations, The present guidelines focus primarily on these relationships but other potential conflicts are no less important.

A conflict of interest arises whenever a covered individual's activities are in opposition to, detract from or in some manner might become detrimental to the purposes of NAIA as described in the NAIA Articles of Incorporation, Bylaws, Policies, Mission Statement, and procedures.

A conflict of interest may exist whenever a covered individual is in a position to directly or indirectly benefit themselves, other individuals or another organization with which the individual is affiliated through the use of their role in NAIA.

It is the responsibility of any board member, staff or volunteer of NAIA or any committee or other body that makes decisions involving NAIA to recognize, identify and disclose actual or potential conflicts of interest involving matters that come before the bodies on which they sit. Individuals shall disclose all relevant information regarding the conflict to the body and shall remove themselves from all discussion and voting on the matter. The disclosure and abstention shall be recorded in the minutes of the meeting. Without limiting the generality of the foregoing, any applicable requirements of the Bylaws regarding approval of the matter by a disinterested majority shall be followed.

In addition, all board, staff and volunteers shall:

- Avoid placing (and avoid the appearance of placing) one's own self-interest or any third-party interest above that of NAIA while the receipt of incidental personal or third-party benefit may

necessarily flow from certain NAIA activities, such benefit must be merely incidental to the primary benefit to NAIA and its purposes.

- Not abuse their position by improperly using their volunteer position or NAIA's staff, services, equipment, materials, resources, or property for their personal or third-party gain or pleasure, and shall not represent to third parties that their authority as a volunteer extends any further than which it actually extends
- Not engage in any outside business, professional or other activities that would directly or indirectly materially adversely affect NAIA.
- Not engage in or facilitate any discriminatory or harassing behavior directed toward NAIA staff, members, officers, directors, meeting attendees, advertisers, sponsors, suppliers, or others in the context of activities relating to NAIA.
- Not solicit or accept gifts, gratuities, trips, honoraria, personal property, or any other item of material value from any person or entity as a direct or indirect inducement to provide special treatment to such donor with respect to matters pertaining to NAIA without fully disclosing such items to the Executive Director or Board Chair.
- Not persuade or attempt to persuade any member, advertiser, sponsor, subscriber, supplier, contractor, or any other person or entity with an actual or potential relationship to or with the NAIA to terminate, curtail or not enter into its relationship to or with NAIA, or to in any way reduce the monetary or other benefits to NAIA of such relationship.

### **Assignment of Rights**

#### Works Created for the NAIA

The National Association of Independent Artists (NAIA) encourages members and volunteers to participate in the creation and development of creative and useful works in connection with their service to the organization. A volunteer may, either individually, through committees, and/or in conjunction with NAIA staff and/or outside consultants participate in the creation and development of works that are subject to copyright protection. All board members, staff and volunteers will agree that any and all such works created, in whole or in part, by connection with membership in NAIA (collectively, the "Works") shall be considered specially commissioned works of NAIA and shall be owned by NAIA. Said volunteer will assign NAIA ownership of all right, title and interest in the Works. NAIA will grant the license to the volunteer to use the ideas contained in the Works for his or her own non-commercial purpose.

#### Works Previously Created

As a participant in NAIA activities, board members, staff and volunteers may have the opportunity to present materials which they have previously developed, or to include those materials in derivative works developed for NAIA. As the author of these materials, each individual will convey to NAIA the right to adapt and/or reproduce the materials and personal likeness in handout, flyer,

book, electronic, or other form. Each board member, staff or volunteer will further understand and agree that NAIA will use the work to carry out its mission and that NAIA may include the derivative work or portions thereof in other NAIA projects and may distribute and/or sell the derivative work. Whenever materials are used in this fashion, the original author will receive full credit for his/her contribution and will have editorial control over the final version, authorization for which will not reasonably be withheld. This right to publish, adapt, distribute and sell previously developed work shall be applicable to NAIA but does not preclude ownership right in the original work or the right to use the materials developed in any way seen fit by that individual.

## Agreement

Board, staff or volunteers of NAIA who decline to disclose any conflicts as stated above or engage in activities contrary to this Code will be disqualified from the position(s) they hold and cannot have control of, or responsibility for, the development, management, presentation or evaluation of the volunteer activity or paid position. Violations of the NAIA Board Member, Staff and Volunteer Code of Conduct and Conflict of Interest Policy by a board or staff member, or any volunteer working in an official capacity to NAIA may lead to action being taken by the Board of NAIA or the NAIA Executive Director and the dismissal of that person in their official context to NAIA.

By signing this document, I affirm that I have been informed of these matters, and I agree to abide by the **NAIA Board Member, Staff and Volunteer Code of Conduct and Conflict of Interest Policy**. If for any reason, I find myself unable to fulfill any section of this agreement, I will resign my position as a board member, staff or volunteer of NAIA.

Signed:

\_\_\_\_\_  
NAIA Board Member, Staff or Volunteer

Date: \_\_\_\_\_

\_\_\_\_\_  
NAIA Board Chair

Date: \_\_\_\_\_

\_\_\_\_\_  
NAIA Executive Director

Date: \_\_\_\_\_

