

Altrusa International Foundation, Inc.



Board of Trustees Orientation Manual 2019-2021 Biennium

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Altrusa International Foundation, Inc.
Board Member Manual

Introduction

This manual is a guide for the Altrusa International Foundation Board of Trustees (“the Foundation”) as it summarizes key responsibilities of Board members and provides other information we believe the Board may want or need to know; it includes an overview of the Board responsibilities that are needed to properly carry out the duties of a Trustee.

It is important for Foundation Trustees to be familiar with and reference both the International Bylaws and Policies and the Long Range Strategic Plan when making decisions. Being a Board member is rewarding; but the position requires a serious commitment of time and resources such as attendance at Board meetings, participation on task forces and acting as the “communication vehicle” for interaction with District Liaisons and club members at the local and district levels.

Board Structure

Detailed Trustee responsibilities are addressed in the Foundation Bylaws and Policies. The information below is intended to be an overview provided for your convenience.

The Board consists of the Foundation Chair, Immediate Past Chair, Vice Chair, Finance Chair, Immediate Past Finance Chair, Grants Chair, and other International Foundation Trustees who chair or serve on key committees. The Board consists of eight total Trustees, some of whom may serve in more than one capacity. The Trustees are elected by the International Convention delegates, and members serve for four years, except for the Immediate Past Chair and Immediate Past Finance Chair, who each serve an additional two years for continuity purposes.

Also sitting on the Board are the following Ex-Officio Members: Legal Advisor, Foundation Administrator, and Association Representative. These members have no vote.

Duties of Board Members

An Altrusa Foundation Trustee is a member of the governing body of the International Foundation. There are several basic duties of a Board member that are common to all Boards.

- 1) *Duty of Care* – A Trustee has the duty to exercise reasonable care when making a decision for the organization. Reasonable care is what an “ordinarily prudent” person in a similar situation would do. This requires that Board members, through attendance at Board and committee meetings, stay informed about the activities of the Foundation in order to make informed decisions when voting.

- 2) *Duty of Loyalty* – A Trustee acts in good faith and never uses information gained through the position for personal gain, and must always act in the best interest of the organization while maintaining confidentiality. This simply means that Trustees must be dedicated to the Foundation’s mission and put the interests of Altrusa and the Foundation above self-interest or any constituency group (District or Club). If there is an issue that comes before the Board that creates a conflict of interest for a member, the member needs to excuse herself from discussing and/or voting on the matter.
- 3) *Duty of Obedience* – A Trustee must be faithful to the organization’s mission and may not act in a way that is inconsistent with the organization’s goals. The Trustee must act in accordance with the Altrusa Foundation’s rules and policies, the Articles of Incorporation, and the Bylaws. In addition, the Board must comply with state and federal laws.
- 4) *Duty of Conduct* – A Trustee must abide by the Code of Conduct as outlined in Addendum A of this Orientation Manual.

The Basic Board Responsibilities

While the Foundation Administrator handles the day-to-day administration of the Foundation Office, the Board has the ultimate responsibility for overall policymaking and for setting the direction to be followed.

The list below is not an exhaustive list of duties, but rather a sampling of some to the activities that help Board members fulfill their responsibilities to the Foundation Board.

- 1) Help to clearly determine the mission and purpose – create and review the mission statement, assuring it states the Foundation’s goals and objectives and identifies primary constituents served.
 - Be well informed of the Foundation’s activities, the mission, goals, programs and services, and bylaws and policies as well as its strengths and challenges.
 - Support the Long Range Strategic Plan by actively participating in providing direction and support.

- 2) Select/support/evaluate/terminate the Foundation Administrator. The Board must have consensus on the Foundation Administrator's role and responsibilities, assure that the Board has the most qualified person, conduct an annual review, and provide any support needed.
 - Participate with the Board Chair in the annual evaluation of the Foundation Administrator.
 - Give the Board Chair feedback, either regarding things that are going well or areas of concern in regard to the Foundation Administrator's performance.

- 3) Ensure effective planning – actively participate in the planning process and assist with implementing and monitoring goals and activities.
 - Review progress made in the Long Range Strategic Plan.
 - Assess progress in income and investments, considering gains and losses.
 - Support and guide the Foundation in a direction that is in the best interest of the Foundation and of the Altrusa membership.

- 4) Monitor and strengthen programs and services – determine which programs are consistent with the mission and monitor effectiveness.
 - Evaluate the effectiveness of overall Foundation/Club communications.
 - Review District support in terms of strengths and challenges in programs such as the Endowment Fund, Club 21, raffles, and auctions.

- 5) Protect Altrusa Foundation assets and provide proper financial oversight – investments, grants, expenditures, and other community endeavors.
 - Work to protect Altrusa Foundation resources to ensure ongoing success of the organization (financially and intellectually).
 - Work with the Finance Committee to review the financial health of the Foundation, including status of reserves and budget.
 - Assure a timely audit is done annually and IRS Form 990 is filed.

6) Build a competent Board – have some written goals for the Board, orient new members, and periodically evaluate performance.

- Expect all board members to attend and actively participate in every board meeting, ask questions and provide input during discussions.
- Complete all tasks and projects assigned. Read all electronic messages and respond appropriately in a timely manner.
- Assure that actions are in accordance with policies and procedures of the Foundation.
- In addition to thoughtful consideration of the topic at hand, respect others, be courteous and add a sense of humor to Board deliberations.
- Participate in annual Board/organization reviews of accomplishments.

7) Ensure legal and ethical integrity – Board is ultimately responsible for adherence to legal standards and ethical norms.

- Adhere to the highest standards of honesty and integrity. Operate in a professional and ethical manner with the best interests of Altrusa at heart.
- Avoid any conflict of interest between the duty to Altrusa and any potential personal gain. A legal conflict of interest form must be signed by each Board member.
- Commit to ethical and professional execution of duties.
- Maintain loyalty to the Foundation above any personal, local or District interest.
- Establish and maintain a good working relationship with the International Foundation Board of Directors and President.

8) Enhance the organization’s public standing – clearly articulate the organization’s mission, accomplishments and goals to the public and get support from the membership and world-wide community.

- Promote the Foundation and always represent Altrusa in a positive light.
- Help assure that there is clarity in the use of the trademark logo.
- Be a positive ambassador for the Foundation and the Association.
- Schedule time to talk with assigned District Liaisons and District Governors, allowing them to share concerns and needs relating to Foundation programs and resources.

Foundation Committees

- 1) *Finance Committee*: Communicates the purpose and activities of finance and investments. Oversees the financial condition, investments, and performance of the Foundation's investment portfolio, working closely with the investment company's financial consultant. Recommends funding to support grants and awards, Club 21, the Endowment Fund, and Disaster Recovery and Relief programs for requests over \$1,000.
- 2) *Grants Committee*: Reads local grant applications for two years (four cycles) – one cycle in the fall and one cycle in the spring each year. Uses standard quantitative and qualitative measures to rate applications and to recommend funding for highest-rated applications to the Finance Committee and full Board. Also, reads and recommends funding for Club 21 grant applications, in accordance with Board-developed policies.
- 3) *Development, Education and Marketing Committee*: Develops action plan to train Trustees, promote existing funding and fundraising programs, and identify new funding resources and programs. The Committee incorporates the action plan into an overall Strategic Plan that is necessary to fulfill the mission of the Foundation. The Committee communicates the purpose and activities of the Foundation to Altrusans, the general public, and target markets. Programs include Disaster Recovery and Relief support, Grants Program to Altrusa Clubs, endowments, and the Club 21 Program.
- 4) *Executive Committee*: The Foundation Chair serves as Chair of the Executive Committee which includes the officers of the Board and the ex-officio members (Legal Advisor and Foundation Administrator). The Executive Committee usually meets prior to the Board meeting in order to review board meeting materials and ensure that all required materials are posted. In situations of urgency where a full Board of Trustees meeting cannot be called, the Executive Committee may act (subject to provisions in Foundation Bylaws and Policies). Reports of any such actions will be made to the Foundation Board in accordance with the Bylaws and Policies.

Relationship of Board and International Office

- 1) *Foundation Administrator*: The Board of Trustees employs the Foundation Administrator who is accountable to the Board of Trustees. The Foundation Administrator is the employee of the Foundation Board and the Board has the authority to hire, set compensation, evaluate and/or terminate this staff member. The Foundation Administrator participates in the review and updating of policies and the Foundation planning documents, and is responsible for assisting with, developing, and implementing the policies and directives of the Board.

2) *Staff*: The Foundation Administrator is responsible for assisting with overall planning, direction, and coordination of activities and programs. The Administrator assures that the goals and objectives, as well as member needs, are met.

3) <u><i>Board Role</i></u>	<u><i>Foundation Administrator Role</i></u>
Govern	Manage
Make policy	Implement actions
Develop, review & revise plans	Implement plans and report results
Perform annual performance review of the Foundation Administrator	Facilitate Board of Trustees activities/meetings

4) *Foundation Administrator Performance Review*: The Chair will conduct an annual performance evaluation of the Foundation Administrator. This evaluation shall include input from the Board of Trustees and will be focused on the performance of the duties and responsibilities detailed in the job description. This input usually comes in the form of a survey or conversation and review of input from local club foundations.

Long Range Strategic Plan

The Executive Committee is responsible for monitoring the implementation of the plan and assisting the Board in updating the plan as needed. The Chair and the Executive Committee use the plan to create the biennium programs and goals that address key strategies. It is the responsibility of each Board member to familiarize themselves with the plan and participate in the review of the plan. The plan is developed and updated by the Development, Education, and Marketing Committee.

Meetings of the Board

The Board determines, at the beginning of each biennium, how often to convene for meetings, but will meet at least twice during each year of the biennium. At least one of the meetings in the biennium shall be a face-to-face meeting; the other meetings are usually scheduled via teleconference. The Finance Committee and other committees meet more frequently. Special meetings may be scheduled to handle business that cannot wait for the regularly scheduled meeting. All such meetings shall be by teleconference. The face-to-face meetings are normally scheduled in Chicago in October of a convention year.

- 1) *Agenda procedures:* Prior to each meeting of the Board of Trustees the International Foundation office notifies the Board members of the development of an agenda and requests reports to be emailed in as well as any items to be discussed. Any items requested to be on the agenda will be subject to final approval by the Chair. It is important that agenda items and supporting materials are submitted on time to ensure that the Foundation Administrator has sufficient time for posting of agenda items and the Board members have sufficient time for reading and review of materials in preparation for the Board meeting. It is usual practice for agenda materials to be posted on the website as they come in and are approved for inclusion by the Foundation Chair.
- 2) *Attendance:* Each member of the Board is responsible for attending and being prepared to participate in discussions at the Board meetings. Agenda items are posted on the International website (under Foundation) and should be reviewed prior to the Board meeting. Travel to and from face-to-face Board meetings is explained in the Bylaws. Expense claim forms may be requested from the Foundation Office.
- 3) *Participation at Board Meetings:* When speaking at a Board meeting whether by conference call or in person, it is required that the speaker identify her/himself, by name and position; this helps with the recording of the proceedings.
- 4) *Reports for Board Meetings:* At each committee and taskforce meeting, each Trustee is required to make a formal written report to the Board outlining his/her key activities.
- 5) *Minutes:* Minutes are taken by the Foundation Administrator at each Board meeting. The proceedings of the Board meeting are taped so that the Chair and a reader can review the minutes for accuracy. When the Board members receive the draft minutes, it is important to review these and email the Foundation Administrator any suggested changes. These will be checked against recordings prior to the next Board meeting.

Other Helpful Information

Function of Ex-Officio Members of the Board:

The Legal Advisor is present at all Board meetings and is consulted in legal matters and matters of interpretation of Bylaws and Policies and the Articles of Incorporation. The Legal Advisor works with motion makers to help craft language that is clear, unambiguous, and expresses the intent of the motion maker. The Legal Advisor reads legal documents prior to distribution.

The Foundation Administrator ensures that all resources needed by the Board for the conduct of the Board proceedings are ready and available, takes notes, and schedules recording equipment. The Foundation Administrator also provides meeting input and participates in discussions of policies as related to operations.

The Association Representative acts as a liaison between the International Association Board and the Foundation Board, ensuring that correct information is shared at both Board levels.

International Convention

Prior to the start of the biannual International Convention, a face-to-face meeting of the Board and Ex-officio members is scheduled. The Chair collaborates with Association planners to ensure transparency and success. For some meal functions, Trustees may be required to be seated at the head table, and for other functions seated with local club delegates. Such seating arrangements will be provided before the Convention starts so that it is known in advance where one needs to be. Trustees may also be required to be part of official party walk-ins for the Foundation breakfast/luncheon.

In Conclusion

As stated in the beginning of this manual, this is a brief overview of Board responsibilities and is not intended to cover all aspects of being a Foundation Board member. It is up to each Trustee to further explore the Bylaws and Policies, read minutes of meetings, review financial reports, and ask questions for clarity.

Serving on the International Foundation Board is an honor and a privilege. It is an opportunity to work hard alongside a special group of volunteers and staff committed to the betterment of Altrusa and the communities we serve. So welcome aboard ~~ let's build a "solid foundation".

“Addendum A”

Altrusa International Foundation, Inc.

Board of Trustees Code of Conduct

Members of the Altrusa International Foundation Board of Trustees (including Ex-Officio Members of the Board) shall at all times abide by and conform to the following code of conduct in their capacity as Board members:

1. Each member of the Foundation Board of Trustees will abide in all respects by the Foundation Bylaws and Policies and will ensure that their membership in Altrusa remains in good standing at all times. Furthermore, each member will at all times obey all applicable federal, state and local laws and regulations.
2. Members of the Foundation Board will conduct the business affairs of the Foundation in good faith and with honesty, integrity, due diligence, and reasonable competence.
3. Except as the Board of Trustees may otherwise require or as otherwise required by law, no Board member shall share, copy, reproduce, transmit, divulge or otherwise disclose any confidential information related to the affairs of the Foundation, and each member of the Board will uphold the strict confidentiality of all meetings and other deliberations and communications of the Foundation Board.
4. Members of the Board of Trustees will exercise proper authority and good judgment in their dealings with the Foundation and Association staff members, suppliers and the public and will respond to the needs of Altrusa members in a responsible, respectful and professional manner.
5. No member of the Board of Trustees will use any information provided by the Foundation or acquired because of the Board member’s service to the Foundation in any manner other than in furtherance of his or her Board duties. Further, no member of the Board will misuse Foundation property or resources and will at all times keep the Foundation’s property secure and not allow any person not authorized by the Board to have or use such property.
6. Each member of the Board of Trustees will use his or her best efforts to regularly participate in professional development activities and will perform his or her assigned duties in a professional and timely manner pursuant to the Board’s direction and oversight.

7. Upon termination of service, a retiring Board member will promptly return to the Foundation all documents, electronic and hard files, reference materials, and other property entrusted to the Board member for the purpose of fulfilling his or her job responsibilities. Such return will not abrogate the retiring Board member from his or her continuing obligations of confidentiality with respect to information acquired as a consequence of his or her tenure on the Foundation Board.
8. The Board of Trustees dedicates itself to leading by example in serving the needs of the Foundation, the Association and its members, in representing the interests and ideals of Altrusa International, Inc.
9. No member of the Board of Trustees shall persuade or attempt to persuade any employee of the Foundation to leave the employ of the Foundation or to become employed by any person or entity other than the Foundation. Furthermore, no member of the Board shall persuade or attempt to persuade any member, exhibitor, advertiser, sponsor, subscriber, supplier, contractor, or any other person or entity with an actual or potential relationship to or with the Foundation to terminate, curtail or not enter into its relationship to or with the Foundation, or to in any way reduce the monetary or other benefits to the Foundation of such relationship.
10. The Board of Trustees must act at all times in the best interests of the Foundation and not for personal or third-party gain or financial enrichment. When encountering potential conflicts of interest, Board members will identify the conflict and, as required, remove themselves from all discussion and voting on the matter. Specifically, members of the Board shall:
 - Avoid placing (and avoid the appearance of placing) one's own self-interest or any third-party interest above that of the Foundation; while the receipt of incidental personal or third-party benefit may necessarily flow from certain Foundation activities, such benefit must be merely incidental to the primary benefit to the Foundation and its purposes;
 - Not abuse their Board membership by improperly using their Board membership or the Foundation's staff, services, equipment, resources, or property for their personal or third-party gain or pleasure, and shall not represent to third parties that their authority as a Board member extends any further than that which it actually extends;
 - Not engage in any outside business, professional or other activities that would directly or indirectly materially adversely affect the Foundation or Association;

- Not engage in or facilitate any discriminatory or harassing behavior directed toward Foundation staff, Association staff, members, officers, directors, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors, or others in the context of activities relating to the Foundation;
- Not solicit or accept gifts, gratuities, free trips, honoraria, personal property, or any other item of 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 the Foundation without fully disclosing such items to the Board of Trustees; and
- Provide goods or services to the Foundation as a paid vendor to the Foundation only after full disclosure to, and advance approval by, the Board, and pursuant to any related procedures adopted by the Board.

Procedures for Review of Board Member Conduct

I. Introduction

- A. The Code serves as a code of conduct for members of the Board in their capacity as Board members. Members of the Board affirm their endorsement of the Code and acknowledge their commitment to uphold its principles by accepting and retaining membership on the Board. Violations of the Code may result in sanctions imposed under these Procedures.
- B. The grounds for disciplinary action are one or more material, demonstrable violations of any provision of the Code. Multiple alleged violations of the Code may be consolidated, at the discretion of the Chair (as such term is defined below), into a single complaint (as such term is defined below).
- C. These Procedures shall apply to all complaints, allegations, inquiries, or submissions involving a potential violation of the Code (hereinafter collectively referred to as “complaints”) received by the Foundation about a Board member, whether initiated by another Board member, an officer, employee, member of Altrusa, or other third party.

- D. Actions taken under these Procedures do not constitute enforcement of the law, although referral to appropriate federal, state or local government agencies may be made about a Board member's conduct in appropriate situations. Persons bringing complaints are not entitled to any relief or damages by virtue of this process, although they will receive notice of the actions taken. Complaints essentially of a commercial nature (such as claims alleging defamation by or unfair business practices of a competitor), or primarily requesting judicial-type relief, may not be considered under these Procedures unless they also involve potential violations of the Code.

II. Development and Administration of Procedures

- A. The Board is responsible for the development and administration of these Procedures; however, they may delegate administration of these Procedures to the Executive Committee on behalf of the Board.
- B. The Chair of the Board is specifically responsible for ensuring that these Procedures are implemented and followed consistently and objectively.
- C. All Foundation Board members, Foundation employees, and other individuals engaged in investigations or decisions on behalf of the Foundation with respect to any complaint under these Procedures are indemnified and shall be held harmless and defended by the Foundation against any liability arising from such activities to the extent permitted by law, provided such individuals act in good faith and with reasonable care, without gross negligence or willful misconduct, and do not breach any fiduciary duty owed to the Foundation. No individual who (directly or through his or her family or business) has any personal or private business involvement in or connection to the alleged misconduct or any other conflict of interest shall be permitted to participate in the matter to be reviewed. Any such involvement or connection shall be immediately disclosed by the affected individual to the Chair and to the Board.

III. Complaints

- A. Complaints may be made and transmitted by any person to the Chair, any member of the Board in any manner by any individual. While complaints generally should be in writing and the complaining individual generally should be identified, if credible evidence of a violation of the Code is presented, the complaint recipient shall reduce the evidence to writing (including identifying the complaining individual) and promptly forward it to the Chair.

- B. Direct or indirect retaliation of any kind against any individual that makes, initiates or is involved in the making of a complaint is strictly prohibited. This prohibition shall be enforced strictly by the Board. Similarly, complaints made with knowledge of their falsity, in whole or in part, are strictly prohibited. This prohibition on the making of knowingly-false complaints shall be enforced strictly by the Board.
- C. The Chair has the discretion to dismiss complaints that are (1) factually unreliable or with insufficient information, or (2) patently frivolous or trivial in nature. Such complaints shall be immediately reported by the Chair to the Board in writing. Any such complaint may be re-initiated at any subsequent time pursuant to these Procedures.
- D. If a complaint is deemed by the Chair on a preliminary basis to be a potentially actionable complaint, the Chair shall see that written notice is provided to the Board member whose conduct has been called into question, advising the Board member that an investigation is being initiated. The Chair also shall provide written notice to the individual who submitted the complaint that the complaint is being reviewed by the Executive Committee/Board.

IV. Review of Complaint

- A. For each complaint involving an alleged violation of the Code that the Chair believes is a potentially actionable complaint, the Chair shall authorize an investigation into its specific facts or circumstances to whatever extent is necessary in order to clarify, expand or corroborate the information provided by its submitter, and in order to assist the Board or Executive Committee in making a determination as to whether charges (and, if so, what charges) against the Board member should be brought. The Executive Committee may be assisted in the conduct of its investigation by Foundation staff, legal counsel, and/or outside experts, provided that no such staff person, legal counsel, or outside expert has any actual or apparent conflict of interest with respect to the matter and provided such individuals agree to maintain the complete confidentiality of the investigation. Both the individual submitting the complaint and the Board member who is the subject of the charge also may be contacted by the Board or its agents for additional information with respect to the complaint. In addition, the Board or its agents may contact such other individuals who may have knowledge of the facts and circumstances surrounding the complaint.

- B. The Executive Committee shall then determine whether the complaint warrants the bringing of charges under these Procedures against the Board member who is the subject of the complaint. If the Committee concludes that charges should be brought, it shall prepare written charges and a written report explaining the alleged aggrieved conduct and why such conduct constitutes grounds for disciplinary action under the Procedures. If the Committee concludes that no charges should be brought, it shall dismiss the charges without prejudice and so notify the Board member in writing. All such dispositions of complaints shall be immediately reported in writing to all members of the Board. Any such complaint may be re-initiated at any subsequent time pursuant to these Procedures. Whether or not charges are brought, for all complaints, the Committee should determine whether the matter should be referred to another entity engaged in the administration of law, and, if so, should promptly do so.
- C. If the Executive Committee recommends that charges be brought, the Chair shall notify the Board member to be charged and send the Board member a copy of the charges and the Committee's report. The Chair shall advise the Board member that an investigation will be conducted and that a hearing will be held, providing the Board member with the proposed date and time for such hearing. The Board member shall be advised that he or she may request the opportunity to submit information or arguments contesting the charge in person or in writing, by submitting such request to the Committee within thirty days from receipt of the notice (or such other period established by the Committee, if any). The Board member also shall be advised that he or she may have the right to review evidence to be presented at the hearing and that he or she may be represented by legal counsel. The Board member shall be sent a copy of these procedures.
- D. All investigations and deliberations of the Committee are to be conducted in strict confidence to the extent possible, except that the Committee shall be permitted to disclose any relevant information when compelled by law or to parties essential to the review and investigation of the alleged misconduct. All investigations and deliberations of the Committee shall be conducted objectively, without prejudgment of any kind. An investigation may be directed toward any aspect of a complaint that is relevant or potentially relevant.

- E. The Committee hearing may be held in person, or by telephone, electronic or video conference if the Board member does not request the opportunity to appear in person. The Chair shall preside and make evidentiary and other procedural rulings with the advice of the Foundation legal counsel. If a hearing is held with the charged Board member present, the Chair shall, in his or her discretion, determine the rules of evidence and for oral presentations by the parties, as advised and approved by the Foundation's general counsel. Written statements may be accepted as evidence. If witnesses appear, they shall be subject to cross-examination. The Board member may be accompanied and represented by legal counsel at all times, at the Board member's sole discretion and expense.

V. Determination of Violation

- A. Upon completion of its investigation and the hearing, the Committee shall determine by majority vote, upon a preponderance of the evidence, whether or not there has been a violation of the Code, and whether the Board should impose sanctions. When the Committee finds that there has been a violation, it also shall recommend imposition of an appropriate sanction. If the Committee so recommends, a written determination with a proposed sanction shall be prepared under the supervision of the Chair, and shall be presented by a representative of the Committee to the Board, along with the record of the Committee's investigation and deliberation. Written notice of the Committee's determination, the proposed sanction, and the fact that the matter will be reviewed by the Board shall thereafter be provided to the charged Board member. If the Committee determines that a violation has not occurred, the complaint shall be dismissed with prejudice, with written notice thereof provided to the affected Board member, as well as to the individual who submitted the complaint. A summary report also shall be made in writing to the Board.
- B. If a violation is found and sanctions are recommended by the Committee, the Board shall review the recommendations of the Committee based upon the record presented. The Board member charged may submit a written statement to the Board prior to the Board making its decision, but may not otherwise appear before or participate in the Board's deliberations. The Board may accept, reject or modify the Committee's determinations either with respect to the determination of a violation or the recommended sanction to be imposed. If the Board agrees by the affirmative vote of not less than a majority of a quorum that a violation has occurred, then the determination and imposition of a sanction, as determined by the Board based on the affirmative vote of not less than a

majority of a quorum, shall be promulgated by written notice to the affected Board member, as well as to the individual who submitted the complaint, if the submitter agrees in advance and in writing to maintain in confidence whatever portion of such information is not made public by the Board. If the Board determines that a violation has not occurred, then the complaint shall be dismissed with prejudice, with written notice thereof provided to the affected Board member, as well as to the individual who submitted the complaint.

- C. The Board may consider a recommendation from the Committee that the Board member in violation of the Code should be offered the opportunity to submit a written assurance that the conduct in question has been terminated and will not recur. The decision of the Committee to make such a recommendation and of the Board to accept it are within their respective discretionary powers. If such an offer is extended, the affected Board member must promptly submit the required written assurance to the Board, and the assurance must be submitted in terms that are acceptable to the Board, including but not limited to any probationary period, if required by the Board. If the Board accepts the assurance, then written notice thereof shall be provided to the affected Board member, as well as to the individual who submitted the complaint, if the submitter agrees in advance and in writing to maintain in confidence whatever portion of such information is not made public by the Board. Complaints disposed of in this manner shall be deemed to have been disposed of without prejudice.

VI. Sanctions

One or more of the following sanctions may be imposed by the Board upon a Board member whom the Board has determined to have violated the Code. The sanction applied must reasonably relate to the nature and severity of the violation, focusing on reformation of the conduct of the affected Board member and deterrence of the same of similar conduct by others. The sanctions are:

- 1. Written reprimand to, or censure of, the Board member (combined with any probationary period, if desired);
- 2. Suspension of the Board member from membership on the Board for a designated period of time (combined with any probationary period, if desired);
- 3. Permanent expulsion of the Board member from membership on the Board.

Once one or more of the above sanctions is imposed, the complaint shall be deemed to have been disposed of with prejudice. For each of these sanctions, a written summary of the determination and the sanction, along with the Board member's name, may be published, in the sole discretion of the Board, in a printed or electronic medium that is distributed to all Altrusa members.

VII. Resignation

If a Board member who is the subject of a complaint voluntarily resigns (in writing) his or her membership on the Board at any time during the pendency of a complaint under these Procedures, the complaint; shall be dismissed without prejudice and without any further action by the Committee or the Board. The Board member may not seek membership on the Board or any Foundation committee or similar body for a period of five years from the effective date of his or her resignation. However, the Board may communicate the fact and date of Board member's resignation, and the fact and general nature of the complaint that was pending at the time of resignation, to or at the request of one or more government entities engaged in the administration of law. Similarly, in the event of such resignation, the individual who submitted the complaint shall be notified in writing of the fact and date of the resignations and that the Board has dismissed the complaint (without prejudice) as a consequence.