

# NORDHAUS LAW FIRM, LLP

ATTORNEYS AT LAW

405 DR. MARTIN LUTHER KING, JR. AVE. NE  
ALBUQUERQUE, NEW MEXICO 87102  
TELEPHONE: 505-243-4275  
FACSIMILE: 505-243-4464

TO: AISES Board of Directors;  
Pam Silas, AISES Executive Director  
FROM: Dan Rey-Bear and James Washinawatok II  
DATE: February 15, 2007  
RE: Board of Directors and Executive Director Roles and Duties

This memo summarizes the various roles of the Board of Directors and Executive Director of AISES, including their relationships with each other and the General Membership. In addition, this memo lists the duties of these officers, both as provided in AISES's Bylaws and under generally applicable principles. Finally this memo recommends that the Board strengthen the its effectiveness by passing a governance policy and revising the existing Bylaws.

## I. GENERAL ROLES AND RELATIONSHIPS

### A. Board and Staff

The following list is obtained in part from the American Bar Association's Guidebook for Directors of Nonprofit Corporations 3 (George W. Overton & Jeannie Carmedelle Frey, eds. 2002):

1. The board and staff cooperate in carrying out the organization's objectives.
2. Board governs, while staff manages.
3. Understand own duties as well as the other's.
4. Ensure effective governance by defining clear expectations.
5. A board overly active in management can inhibit the organization's effectiveness.

### B. Board and General Membership

The following list is obtained from the AISES Bylaws:

1. Board is accountable to General Membership because the General Membership elects the directors.
2. The Board has no authority to repeal, rescind, veto, or repudiate any action taken by the General Membership, which arguably could include a vote to remove a board member, which provide even more accountability by the Board.
3. General Members may be suspended, expelled, or fined by the Board for violating the Code of Conduct or any other internal laws or rules.

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## **II. APPLICABLE DUTIES**

### **A. Duties of Care, Loyalty, and Obedience**

1. **Duty of Care:** “[a] director shall perform his duties . . . in good faith, in a manner . . . not opposed to the best interests of the corporation and with such care as an ordinarily prudent person would use under similar circumstances in a like position.” NMSA 1978, Section 53-8-25.1.
2. **Duty of loyalty:** a director must not use his or her position to further conflicting interests (i.e. interests of other nonprofit organizations). To insure effective enforcement of the duty of loyalty adopt conflict of interest policy and procedures. Nonprofit Governance & Management 86 (Victor Futter *et. al.* eds., 2002).
3. **Duty of obedience:** directors must insure that organization adheres to its stated objectives. All directors are responsible for ensuring that the organization complies with the requirements of applicable law. *Id.* at 85, 87.

### **B. Duties Under the AISES Bylaws**

The AISES Bylaws spell out various duties for numerous different positions within the AISES organization, as follows:

#### **Board of Director Duties**

1. Choose the day, time and place of the General meetings.
2. Ensure proper notice of meetings distributed.
3. Manage AISES affairs.
4. Fill Board vacancies with a temporary appointment by majority vote.
5. Vote in new Vice Chair, if Vice Chair fills Chair’s vacancy.
6. Board shall not receive any salary (unless a staff member) for their position.
7. Carry out AISES functions between meetings.
8. Perform such acts as it may be assigned.
9. Faithfully carry out the purposes and policies of AISES.
10. Board shall not repeal, rescind, veto, or repudiate any General Member action.
11. Hire and fire Executive Director.
12. Determine and review Executive Director’s qualifications, which shall include demonstrated fundraising abilities and administrative qualities.
13. Recognize a Finance Committee to establish policy in relation to gathering, using and distributing funds in compliance with AISES’s goals and objectives.
14. Recognize a Membership Committee to determine and review membership eligibility

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- and advertise membership benefits to potential members.
15. Recognize an Education Committee to plan and promote means of producing and disseminating information regarding science, engineering and technology to Jr. / Sr. high schools; assist organizations to improve educational opportunities for Natives; and assist educational institutions in curriculum development for Natives.
  16. Recognize a Program and Publicity Committee to plan, coordinate and publicize AISES meetings and activities.
  17. Vote to approve Chair's appointment of the Standing Committee Chairperson by majority vote.
  18. Discretion to create special committees and establish guidelines.
  19. Determine location of AISES's principal office.
  20. Continuously maintain the OK office with a registered agent.
  21. Require Officers or employees handling AISES funds to give bond with good sufficient surety determined by AISES.
  22. Authorize the payment of premium(s) from the AISES funds.
  23. Generally or specifically authorize any officer(s), agent(s) to enter into contracts, or execute and deliver any instrument on AISES's behalf.
  24. Officer(s) or agent(s) shall sign checks, drafts, or order for payment of money, notes or other evidence of indebtedness.
  25. Accept contributions, gifts, bequests, or devises on AISES's behalf.
  26. Discretion to authorize the formation of professional chapters.
  27. Establish the geographic boundary for any chapter.
  28. Establish procedures and conditions to be followed in the formation of any chapter.
  29. Discretion to examine the books and records of any chapter upon reasonable notice.
  30. Discretion to rescind or revoke any chapter's authorization without cause by 2/3 vote.

#### **Chairperson Duties**

1. Call special meeting if majority of General Membership petitions for one.
2. Appoint parliamentarian to rule on points of procedure and to assure adherence to bylaws at meetings.
3. Give notice of special Board meetings.
4. Preside at all Board and General Member meetings.
5. Undertake duties specified by Board or General Members.
6. Appoint Board members for Standing Committee Chairperson.
7. Discretion to serve as ex-officio board member of other AISES corporations or enterprises.
8. Shall not serve as an officer of another AISES corporation or enterprise, but may serve on one other board.

### **Vice-Chairperson Duties**

1. Assume vacant Chair position.
2. Preside at all meetings in Chair's absence.
3. Undertake all other duties specified by the Board.
4. Shall not serve as an officer of another AISES corporation or enterprise, but may serve on one other board.

### **Secretary Duties**

1. Maintain complete and accurate records of General and Board meetings.
2. Keep all records, papers and documents of AISES business.
3. Send new members copies of Bylaws.
4. Perform other assigned tasks.
5. Shall not serve as an officer of another AISES corporation or enterprise, but may serve on one other board.

### **Treasurer Duties**

1. Keep and maintain account of all monies, credit and property of AISES.
2. Keep and maintain monies received and disbursed by AISES.
3. Maintain proper vouchers for money disbursed.
4. Ensure funds collected and disbursed in accordance with bylaws and Board.
5. Keep all funds in bank or invest as authorized by Board, subject to Board withdrawal.
6. Render statements and inventories of monies received and disbursed and of all associated duties.
7. Perform other assigned duties.
8. Shall not serve as an officer of another AISES corporation or enterprise, but may serve on one other board.

### **Board Committee Duties**

1. Committee Chairperson's duration shall last as long as their Board term.
2. Committee members' serve for one year or at committee Chairperson's discretion.
3. Committee Chairperson chooses when to meet.
4. Report at Board and General Member meetings.

### **Executive Director Duties**

1. Fulfill the stated purposes and objectives of AISES.
2. Distribute proper notice of General meetings.

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3. Hire, supervise and discharge support staff in accordance with Human Resources Manual.
4. Seek and obtain funding for students deemed eligible to receive such support by the Board.
5. Seek and obtain funding to support educational institutions with various materials.
6. Oversee the coordination and implementation of the General Membership activities, as prescribed by the Board.
7. Carry out other functions and duties specified by the Board.

**General Membership Duties**

1. Follow the AISES Code of Conduct: no alcohol, drugs or harassment.
2. Possess a bachelor's or advanced degree in engineering or science; an associate's degree in engineering or science with engineering or scientific work experience; or a bachelor's degree in engineering technology with engineering work experience.

**III. RECOMMENDATIONS**

We recommend that the Board revise the existing Bylaws for clarity. In addition, the Board should adopt a governance policy to more clearly specify the roles and relationship between the Board, staff, and General Membership. This policy also should address conflict of interest and conduct on part of the Board and members, among other things.