

## **BOARD OF DIRECTORS**

### **1.0 Purpose**

The purpose of this policy is to define the responsibilities of the Board of Directors.

### **2.0 Scope**

This policy applies to individuals who serve on the ASNT Board of Directors.

### **3.0 References**

#### **3.1 ASNT Bylaws**

#### **3.2 Attachment A-ASNT Board of Directors Commitment Agreement**

### **4.0 Responsibilities of the Board of Directors**

The Board of Directors shall:

- 4.1 Establish and support the Society's mission, purpose, and strategic direction. This includes, but is not limited to:
  - 4.1.1 Develop and monitor strategic plans.
  - 4.1.2 Determine the programs, products, and services which the Society shall provide.
  - 4.1.3 Advocate for the Society and the nondestructive testing profession.
- 4.2 Ensure resources are properly allocated in support of the Society's mission. This includes, but is not limited to:
  - 4.2.1 Approve annual budgets and three-year financial plans.
  - 4.2.2 Allocate financial and other resources in support of the Society's objectives and priorities.
  - 4.2.3 Ensure the Society's assets are safeguarded and used effectively and efficiently.
- 4.3 Oversee the management of the Society. This includes, but is not limited to:
  - 4.3.1 Employ, support, and review the performance of the Executive Director.
  - 4.3.2 Oversee the management of all organizational elements (e.g., volunteer Councils and committees and staff) to ensure strategic plans are effectively implemented.
  - 4.3.3 Monitor financial and program performance.
- 4.4 Establish and support a system of governance, including but not limited to:
  - 4.4.1 Maintain, interpret, and enforce the *ASNT Bylaws* and policies.
  - 4.4.2 Develop, select, and monitor the performance of Officers and Directors.

- 4.4.3 Discipline, discharge, and replace Officers and Directors for reasons authorized by the *ASNT Bylaws*.
- 4.4.4 Create, appoint, and oversee Committees of the Board.
- 4.4.5 Delegate necessary authority to councils, committees, sections, and management to effectively and efficiently operate the Society.
- 4.4.6 Ensure the Society maintains records as required by law, regulation, and policy.
- 4.4.7 Maintain the Society's corporate entity, tax exemption status, name and location of its principal office.
- 4.4.8 Authorize and execute dissolution.

## **5.0 Duties of Individual Directors**

Directors shall:

- 5.1 Exercise the duty of care by giving the same care and concern to their board responsibilities as any prudent and ordinary person would. This includes, but is not limited to:
  - 5.1.1 Understand and openly support the Society's mission and purpose.
  - 5.1.2 Attend board meetings and actively participate in decision-making.
  - 5.1.3 Serve on Committees of the Board and perform other tasks as assigned.
  - 5.1.4 Ensure the prudent use of all assets, including facilities, equipment, capital, people, and good will.
  - 5.1.5 Read and understand financial statements.
  - 5.1.6 Participate in strategic planning and oversee performance of the strategic plan.
- 5.2 Exercise the duty of loyalty by placing the Society's interests ahead of their own. This includes, but is not limited to:
  - 5.2.1 Ensure the Society makes decisions that are in the best interest of the Society, and not in the best interest of any individual or other entity.
  - 5.2.2 Understand, monitor, and enforce the Society's conflict of interest policy.
  - 5.2.3 Avoid actual and apparent conflicts of interest to the maximum extent possible, and when not possible, address the actual or apparent conflict of interest in accordance with policy.
  - 5.2.4 Support the decisions of the Board of Directors and speak with a unified voice.
  - 5.2.5 Maintain the confidentiality of the Board's decisions and discussions.
- 5.3 Exercise the duty of obedience by ensuring the Society abides by all applicable laws and regulations. This includes, but is not limited to:
  - 5.3.1 Comply with Bylaws and policies.

5.3.3 Avoid engaging in illegal or unauthorized activities.

5.3.3 Ensure the Society carries out the Society's mission as stated in its Articles of Incorporation and IRS tax exemption status.

5.4 Prior to taking office, sign the ASNT Board of Director Commitment Agreement as shown in Attachment A.

5.5 Submit an updated Conflict of Interest disclosure form as required, but no less than annually.

**6.0 Restrictions**

6.1 Directors may not receive any compensation for serving on the Board of Directors, other than reimbursement of authorized expenses in accordance with policy.

6.2 Except as specifically authorized by the Chair of the Board, Directors may not hold any other ASNT volunteer position concurrently while serving on the Board of Directors, other than on Committees of the Board as appointed by the Board of Directors, so they may focus exclusively on Board of Director responsibilities. This includes, but is not limited to positions at the Council, Region, or Section levels.

**7.0 Selection of the Chair of the Board and Members of the Board of Directors**

The members of the Board of Directors, including the Chair of the Board, shall be selected in accordance with the *ASNT Bylaws* and policy.

**8.0 Reporting Requirements**

Minutes of the Board of Directors meetings shall be recorded, archived, and made available for inspection in accordance with policy.

**ASNT  
Board of Directors Commitment Agreement**

As an elected member of the Board of Directors of ASNT, I state my commitment and dedication to the mission, to the membership, and to my colleagues on the Board and the staff in carrying out the Society's mission. I acknowledge and hereby commit to honor my fiduciary duties of care, loyalty, and obedience, which include, but are not limited to:

- Understanding and openly supporting the Society's mission and purpose.
- Attending board meetings and actively participating in decision-making.
- Serving on Committees of the Board and performing other tasks as assigned.
- Ensuring the prudent use of all assets, including facilities, equipment, capital, people, and good will.
- Reading and understanding financial statements.
- Participating in strategic planning.
- Ensuring the Society makes decisions that are in the best interest of the Society, and not in the best interest of any individual or other entity.
- Understanding, monitoring, and enforcing the Society's conflict of interest policy.
- Avoiding actual and apparent conflicts of interest to the maximum extent possible, and when not possible, addressing the actual or apparent conflict of interest in accordance with policy.
- Supporting the decisions of the Board of Directors and speaking with a unified voice.
- Maintaining the confidentiality of the Board's decisions and discussions.
- Complying with Bylaws and policies.
- Avoiding engaging in illegal or unauthorized activities.
- Ensuring the Society carries out the Society's mission as stated in its Articles of Incorporation and IRS tax exemption status.

Further, I agree to submit an updated Conflict of Interest disclosure form as required, but no less than annually, and to execute this ASNT Board of Director Commitment Agreement prior to taking office.

Finally, I understand I may be asked to resign my position if I cannot substantially fulfill these responsibilities, and the Board of Directors may remove me from my position in accordance with the ASNT Bylaws.

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date