



## Board Member Commitments and Responsibilities

The MBA Board of Directors is the governing body of the Association. Its members are legally, fiscally, and morally responsible for the leadership of the Association. Their decisions and actions influence the culture of the Association by setting an example for all its members.

The Inspire Mishawaka Board of Directors is the governing body of the organization. Its members are legally, fiscally, and morally responsible for the leadership of the Organization. Their decisions and actions influence the culture of the Organization by setting an example for all its members.

Inspire Mishawaka is a newly incorporated 501c(3) nonprofit organization which originated as an initiative of the Mishawaka Business Association. While the mission and vision for each organization is complementary to each other, the Mishawaka Business Association has an obligation to businesses across the entirety of the city while Inspire Mishawaka has focus on a core downtown district. Additionally, each organization benefits from nonprofit classification which serves their respective purposes:

**Mishawaka Business Association** – 501c(6) – which is a membership-based organization that exists to promote its members' business interests without the goal of the organization itself making a profit. Its mission is: To promote the growing business environment in Mishawaka. To be a resource and advocate for the Association's members while supporting, facilitating and enhancing commercial opportunities in the city.

**Inspire Mishawaka** – 501c(3) – structured as a tax-exempt nonprofit community organization to organize and promote economic vitality in downtown, including its architectural and historic fabric. Its mission is: To be a catalyst for growth in activity and commerce in our historic downtown.

These two organizations must exist independently to fulfill their respective mission and organizational obligations with the IRS and to qualify at least one as a 501c(3) for OCRA and Main Street partnerships. However, there is an obvious benefit for the MBA and Inspire Mishawaka to collaborate rather than compete in promoting business activity in our community. They maintain separate bylaws, but a common board of directors.

Board members are elected by the General Membership of the Mishawaka Business Association on an annual basis and confirmed by the current Inspire Mishawaka Board. Board members hold office for a term of 3 years beginning on January 1st on the year of their election.

## **Nomination Process & Eligibility Requirements**

Board members are slated by the Board of Directors and elected by the General Membership of the Association at the annual membership meeting.

Board members hold office for a term of 3 years beginning on January 1<sup>st</sup> of the year of their election, or the remaining term held in the case of filling a Board vacancy. The Board is led by an Executive Committee of its elected officers (President, Vice President, Secretary/ Treasurer, and Past President). All other Board members are considered “At-Large” and are encouraged to also participate in an MBA/Inspire Mishawaka task force or committee.

### **NOMINATIONS**

Nominations for 2024 Board of Directors members are now open. All nominated and eligible candidates for Board office will be contacted by the MBA/Inspire Mishawaka Nominating Committee and presented to the current Board of Directors who will assemble the proposed Board Slate for 2024. The 2024 Board Slate will then be presented to the MBA membership for its approval. Nominated candidates must be present at the Annual Meeting, eligible for the position, and must agree to serve.

Additional Nominations may be made from the floor at the Annual Meeting of the Members. If no additional nominations are made from the floor, the nominations shall be considered closed. In the case that additional nominations are made from the floor, proxy voters who had voted previously would be contacted to re-open the vote based on the modified slate, only if proxy voting is needed to achieve a quorum or if it could potentially impact the outcome of the vote. Otherwise, the voting will be considered closed during the Meeting of the Members.

### **QUALIFICATIONS**

To be eligible to serve on the Board of Directors, nominees must be a Member of the MBA, committed to serving a 3-year term, able to regularly attend meetings the morning of the 2<sup>nd</sup> Friday of each month, and elected by the General Membership.

### **VOTING**

The 2024 Annual Meeting and subsequent Board of Directors vote will be held at 8:30am on Friday, January 13<sup>th</sup> in the Battell Center auditorium. Voting in person by current Board members is highly encouraged.



## **Board Member Commitments and Responsibilities**

### **Introduction**

This board member agreement is the promise a board member makes when accepting a position on the Mishawaka Business Association/Inspire Mishawaka (MBA) Board of Directors. It is not a legal document but an internal agreement, asserting the board member's commitment to the organization in addition to an understanding of the general board responsibilities.

### **Additional Notes**

This agreement serves as a general commitment for all members of the Board of Directors, including Officer positions, Committee Chairs as well as at-large Board members. There are separate job descriptions for the Executive Committee and Committee Chairperson roles. It should be clear that whether a board member signs this form or not, the State of Indiana nonprofit corporation laws automatically impose certain fiduciary duties on nonprofit board members. Board members should be aware of those legal duties and obligations when they assume their positions. (Typical fiduciary duties imposed by law include the Duty of Care, the Duty of Loyalty, and the Duty of Obedience, all of which require a certain level of diligence and prohibit conflicts of interest.)

In exchange for service on the Board of Directors of the MBA, the organization agrees to provide each member of the board with the following:

1. Access to the management of MBA, as needed for proper operation of the board
2. Ample notice of all meetings
3. Minutes of all board meetings
4. Relevant information to conduct his or her job as a board member
5. To the extent allowed by law, indemnification from liability for a board member's reasonable and necessary actions
6. D&O insurance liability coverage
7. Respect for his or her time
8. The use of his or her talent effectively



## Board of Director Nomination Form

Nominations for 2024 Board of Directors are now open. All nominated and eligible candidates for Board office will be contacted by the MBA/Inspire Mishawaka Nominating Committee and presented to the current Board of Directors who will assemble the proposed Board Slate for 2024. The 2024 Board Slate will then be presented to the MBA membership for its approval.

### To Nominate or Self-Nominate

Please complete the form below and the Statement of Understanding on the next page of this document. The information provided will be submitted to the Mishawaka Business Association Executive Director, shared with the Nominating Committee, and made available to the current Board of Directors. You may be contacted regarding the information provided or the opportunity to serve to discuss further.

#### Your Name

First Name: \_\_\_\_\_

Last Name: \_\_\_\_\_

#### Nominee Name

First Name: \_\_\_\_\_

Last Name: \_\_\_\_\_

#### Nominee Contact Info

Company Name: \_\_\_\_\_

Email Address: \_\_\_\_\_

Cell Phone: \_\_\_\_\_

Summary of what interests nominee about a board position and hope to gain with it:

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## Board Statement of Understanding

As a board member of the Mishawaka Business Association/Inspire Mishawaka (MBA), I am fully committed and dedicated to the mission and have pledged to carry out this mission. I understand that my duties and responsibilities include the following:

1. I am fiscally responsible, with other board members, for this organization. I will know what our budget is and take an active part in reviewing, approving, and monitoring the budget and fundraising to meet it.
2. I am legally responsible, along with other board members, for this organization. I am responsible to know and oversee the implementation of policies and programs.
3. I am morally responsible for the health and well-being of this organization. I accept the bylaws and operating principles of the MBA and Inspire Mishawaka. I will exercise my board powers in the interest of MBA and Inspire Mishawaka, and not for the interest of myself or others. I will avoid conflicts of interest and keep all MBA/Inspire Mishawaka matters confidential.
4. I will actively engage in fundraising for this organization in whatever ways are best suited for me. These may include individual solicitation, undertaking special events, writing mail appeals, and the like. I am making a good-faith agreement to do my best and to raise as much money as I can.
5. Identify friends and associates who might be prospective donors or board members.
6. I will devote my time, thought, and effort to actively promote MBA/Inspire Mishawaka, encourage and support its staff, and work in concert with my fellow board members.
7. I will attend board meetings, be available for phone consultation and serve on at least one MBA/Inspire Mishawaka committee or project task force. If I am not able to meet my obligations as a board member, I will offer my resignation.
8. In signing this document, I understand that no quotas are being set, and that no rigid standards of measurement and achievement are being formed. Every board member is making a statement of faith about every other board member. We trust each other to carry out the above agreements to the best of our ability.

Signed: \_\_\_\_\_ Date: \_\_\_\_\_  
MBA/Inspire Mishawaka Executive Officer

Signed: \_\_\_\_\_ Date: \_\_\_\_\_  
Board Member