

Board Member Responsibilities and Code of Conduct Policy

Organization: Red Mountain Community Social Club

Effective Date: April 7, 2026

Approved by: RMCSC Board

1. Purpose

The purpose of this policy is to define the responsibilities, expectations, and standards of conduct for members of the RMCSC Board. Board members play a critical leadership role in ensuring that the RMCSC fulfills its mission, complies with legal requirements, and operates with integrity and accountability. The voting members of the RMCSC Board are the Board Officers and Directors.

2. General Responsibilities of Board Members

2.1 Governance and Oversight

- Ensure that RMCSC operates in alignment with its mission, values, and goals.
- Participate in long-range planning and annual review of organizational priorities.
- Oversee financial health and sustainability, including safeguarding assets and approving annual budgets.

2.2 Fiduciary Duties

Board members must uphold their legal fiduciary responsibilities:

- **Duty of Care:** Act with informed, good-faith decision-making and due diligence.
- **Duty of Loyalty:** Put the Organization's interests above personal or professional interests; avoid conflicts of interest.
- **Duty of Obedience:** Ensure compliance with federal, state, and local laws, and adherence to organizational policies.

2.3 Board Meeting Participation

- Attend and actively participate in board meetings, committee meetings, and special sessions.
- Review agenda materials and reports prior to meetings.
- Serve on committees as requested and contribute time, skills, and expertise.

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2.4 Organizational Support

- Serve as ambassadors for the RMCSC and promote its mission within the community.
- Support fundraising activities and assisting with donor and community engagement.
- Maintain familiarity with the RMCSC programs, services, finances, and policies.

2.5 Leadership and Accountability

- Uphold confidentiality of sensitive information.
- Help ensure smooth transitions during board turnover or leadership changes.

3. Code of Conduct

3.1 Ethical Behavior

Board members must:

- Act honestly, ethically, and with integrity in all organizational matters.
- Avoid abuse of power, position, or authority.
- Maintain professionalism when representing the Organization.

3.2 Conflicts of Interest

- Disclose actual, potential, or perceived conflicts of interest.
- Abstain from voting or influencing decisions where such conflicts exist.
- Follow the RMCSC Conflict of Interest Policy.

3.3 Confidentiality

- Protect confidential or sensitive information obtained through board service.
- Avoid sharing non-public information with outside parties without authorization.
- Continue respecting confidentiality even after completing board service.

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3.4 Respectful Conduct

Board members must:

- Treat colleagues, donors, and community members with respect.
- Listen to and consider diverse viewpoints.
- Avoid harassment, discrimination, or behavior that disrupts board operations.

3.5 Compliance and Integrity

- Follow all applicable federal, state, and local laws, including IRS regulations for 501(c)(3) organizations.
- Adhere to organizational policies, including financial controls, whistleblower, and ethics policies.
- Ensure resources are used responsibly and for charitable purposes.

4. Use of Organizational Resources

Board members may not:

- Use organizational funds, property, or assets for personal benefit.
- Authorize expenditures without proper approval.
- Represent the Organization in public statements unless authorized by the Board or President.

5. Attendance and Participation Requirements

Board members are expected to:

- Attend at least 60% of regularly scheduled board meetings annually in person, or via videoconference or by telephone.
- Provide advance notice when unable to attend.
- Participate fully in discussions and decision-making.
- Failure to meet attendance standards may result in board review or a board decision for removal from position.

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6. Public Representation

- Board members must ensure all communications reflect the Organization's official positions and values.
- Personal opinions must be clearly distinguished from organizational positions.
- Social media use related to board service must follow the Organization's social media and Communications Policy.

7. Violations of the Code of Conduct

Violations of this policy may result in:

- Verbal or written warning
- Removal from committees
- Suspension of board duties
- Recommendation for removal from the Board. The full Board, excluding the members under review, will determine appropriate actions. Removal from the Board requires a 2/3 vote of the members that approve removal from the Board.

8. Annual Acknowledgment

All board members must sign an annual acknowledgment confirming that they:

- Have received and reviewed this policy
- Understand their responsibilities and the expectations of board conduct
- Agree to comply with the policy while serving

9. Policy Review

Policies and procedures are reviewed and revised at the direction of the Board President as needed or to align with changes in the law or changes in organizational practices.