

## Running for a Seat on the NAHC Board of Directors

If you are considering becoming a candidate for a seat on the NAHC Board of Directors, please read the following information. Should you have any questions, please contact the NAHC office at (202) 737-0797 or, during the conference, see a staff member in the registration area.

**Five positions** on the NAHC Board will be up for election at the October NAHC Annual Meeting of Members. The five (5) positions are naturally expiring three-year terms. Elections will take place immediately prior to the NAHC Annual Meeting. This year's Annual Meeting will be held on **Saturday, October 27 from 9:30 am – 11:00 am** during NAHC's 58th Annual Conference.

To be eligible for election, a candidate must be an active member representing a housing cooperative that is either a Direct Member or a member through an Association Member, be an Individual Member or a designated representative of a member firm or organization. Candidates do not need to be present at the Annual Meeting to run for a seat on the Board of Directors. If the candidate is not going to be present then a person representing his or her candidacy must be designated.

### Candidate Process

1. All candidates must complete the "Petition for Board Candidacy" form, attached as pages 3-11 of this packet. The petition includes obtaining endorsements from local cooperatives and NAHC Member Associations and providing personal information.
2. Turn in your Petition for Candidacy to NAHC by mail, via electronic submission, or at the registration desk at the NAHC Annual Conference. **The deadline for turning in your petition is Thursday, October 25 at 5:00 pm local time.** (Electronic submissions must be submitted by midnight, Wednesday, October 25.) If a candidate is not attending the conference, petitions may be submitted by someone else for you.
3. A copy of all Petitions for Candidacy will be displayed on a bulletin Board in the conference registration area so that the membership may review candidates' qualifications. All candidates are invited to provide a photograph to be displayed along with the petition. Petitions will be posted as soon as they are received. The earlier your petition is submitted, the more opportunity the membership will have to get to know you.
4. We encourage all persons intending to seek election to the Board of Directors to submit their Petition for Candidacy by mail in advance of the Annual Meeting.
5. We encourage you to garner support of members throughout the Annual Conference. Member Associations will be caucusing on **Friday, October 26 at 5:45 pm local time.**
6. Be prepared to briefly speak to the members. Candidates will have two opportunities to speak to the membership on **Friday, October 26** during the Annual Conference: (1) At the Awards Luncheon, you'll have up to 2 minutes to speak about yourself, which begins at **12:15 pm local time**, and (2) at the Candidate's Forum, a question and answer open discussion at **5:15 pm local time**. If candidates are not present at the Annual Meeting, a designee may present an oral statement on the candidate's behalf during either or both of these opportunities.

7. Ballots will be available to active members prior to the commencement of the Annual Meeting on **Saturday morning, October 27 beginning at 8:30 am** in the registration area.
8. Voting will be open one hour prior to the start of the Annual Meeting. Voting closes and ballots are due at **9:30 am Saturday, October 27** immediately prior to the Annual Meeting.
9. Announcement of the election results will occur during the Saturday morning Annual Meeting of the Members.

### **If You Are Elected**

If you are elected, you must plan to attend the **Organizational Meeting on Saturday, October 27 from 11:00 am – 12:00 pm** immediately following the Annual Meeting of the Members. In addition, there is a short Orientation Session held for newly elected Board of Director members following the Organizational Meeting.

A member of the NAHC Board needs to plan to attend and participate actively in member, Board, and assigned committee meetings; provide leadership in promoting the Association, its stated mission, and its programs; represent the Association at related meetings as directed by the Board; and promote membership in the Association. To meet these responsibilities, a Board member must be familiar with the Bylaws of the Association, recent Board minutes, committee reports, and reports from staff. There is a personal and legal responsibility by each Board member for all acts and omissions of the Board in the discharge of its responsibilities in accordance with the Bylaws of the Association (NAHC carries a D&O policy). Along with promoting the Association and its programs, personal responsibilities of being a Board member of the National Association of Housing Cooperatives include:

- Attendance at four meetings annually: One meeting immediately prior to the Annual Conference, one meeting following the elections. Two meetings, at least one in Washington, DC – one in late winter/early spring, and one in summer.
- Meetings are conducted over a three-day period, typically scheduled on Fridays, Saturdays and Sundays. (Some ad hoc committees also meet prior to Saturday)
- Members of the Board of Directors do not receive any compensation or reimbursement of expenses for attending Board or other governance meetings of the Association or for other Board business. All expenses are borne by the Board member (i.e., transportation, hotel, meals, incidentals, telephone, and postage). Depending on your location, you can expect your annual cost to be from \$1,500.00 – \$5,000.00.
- Your commitment will most likely require time off from your place of employment.
- Your commitment means you will be serving on the Board in a working, participating capacity. This is not an honorary position.
- An active e-mail address.
- You will serve on at least one committee, which may meet by conference call or otherwise do work between Board meetings.

## Petition of Candidacy NAHC Board of Directors

|                                                                                             |       |      |
|---------------------------------------------------------------------------------------------|-------|------|
| Print Full Name:                                                                            |       |      |
| Street Address:                                                                             |       |      |
| City                                                                                        | State | Zip: |
| Cell Phone: <small>(Text message reminders may be sent to you on site with updates)</small> |       |      |
| Email:                                                                                      |       |      |
| Office Phone:                                                                               |       |      |

If you are attending the NAHC Annual Conference and/or Annual Meeting, please provide the following information in the event NAHC staff needs to contact you.

|                                         |
|-----------------------------------------|
| Name of hotel in which you are staying: |
|-----------------------------------------|

### Speaking Opportunities for Candidates

Candidates approved by the Credentials Committee will have two opportunities to speak to the membership on **Friday, October 26** during the Annual Conference: (1) Up to 2 minutes during the Friday Awards Luncheon, which begins at **12:15 pm local time**, and (2) at **5:15 pm local time** during the Candidate's Forum, a question and answer open discussion.

For candidates not present at the Annual Meeting, a designee may present an oral statement on the candidate's behalf during either or both of these speaking opportunities.

|                                    |
|------------------------------------|
| For NAHC Staff Only:               |
| <i>Receive Date and Time</i> _____ |
| <i>Posted Date and Time:</i> _____ |

**PLEASE MAKE A COPY  
FOR YOUR RECORDS BEFORE SUBMITTING TO STAFF**



## NAHC Board of Directors Petition for Candidacy

Print Full Name:

City/State:

NAHC Membership Name:

### Experience

Cooperative Experience: (list titles of positions held, length of services, area of expertise, etc.)

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Local cooperative affiliation:

Local experience:

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Regional housing association affiliation:

Regional and/or national experience:

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Are you currently a NAHC Board member? ☐ Yes ☐ No

If Yes, which meetings did you attend during the past year? (Circle all that apply) Feb 2017 July 2017

What committees did you actively serve on?

What can you offer to NAHC's Board?

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Why are you running for this seat?

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**Endorsements**

1. Signature of an officer from your home cooperative, if applicable:

Title:

Cooperative Name:

2. Signature of a Board Member from your Regional Association:

Title:

Association Name:

3. Signature of a second Board Member from your Regional Association:

Title:

Association Name:

Signatures of 10 NAHC members:

Circle one member type—see key below

|             |            |                            |               |
|-------------|------------|----------------------------|---------------|
| Print Name: | Signature: | Member Type: <b>Region</b> | <b>Direct</b> |
| Print Name: | Signature: | Member Type: <b>Region</b> | <b>Direct</b> |
| Print Name: | Signature: | Member Type: <b>Region</b> | <b>Direct</b> |
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| Print Name: | Signature: | Member Type: <b>Region</b> | <b>Direct</b> |
| Print Name: | Signature: | Member Type: <b>Region</b> | <b>Direct</b> |
| Print Name: | Signature: | Member Type: <b>Region</b> | <b>Direct</b> |

**Member Type Key**

**Region** = Regional Member which joins through a Regional Association such as **CNYC, FNYHC, PAHC, CAHC, CHANE, MAHC**. Indicate whether you join as an individual, coop, or as a professional.

**Direct** = Direct At-Large Members join and pay dues directly to NAHC and **do not** join or renew with a Region. Indicate whether you join as an individual, coop, or as a professional.

I, the undersigned candidate, agree to devote the time and resources to carry out the duties of being a member of the National Association of Housing Cooperatives Board of Directors.

Candidate's Signature:

Date:

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## Board Member Agreement

As a board member of the National Association of Housing Cooperatives (NAHC), 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 know my legal responsibilities for this organization and those of my fellow board members. I am responsible to know and oversee the implementation of policies and programs.
2. I accept the Bylaws and understand that I am responsible for the health and well-being of this organization.
3. I have a fiduciary responsibility 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.
4. I will actively remain engaged in the work of NAHC Committees and Board of Directors in between regularly scheduled meetings, which may include attending special events, writing mail appeals, teleconference calls and the like.
5. I will actively promote NAHC and encourage and support operations. I will refrain from making requests or giving special direction as an individual to management.
6. I will participate in board conference calls, be available for phone consultation, and serve on at least one NAHC committee if appropriate. Agendas are generally sent out prior to board conference calls and meetings. I will come fully prepared to discuss agenda items. If I am not able to meet my obligations as a board member, I will offer my resignation.
7. In signing this document, I understand that no quotas are being set, that no rigid standards of measurement and achievement are being formed.

I will carry out the above commitments to the best of my ability.

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Name

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Signature

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Title

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Date

## Board of Directors Code of Ethics

### Article I.

A Board Member has a duty of good faith and loyalty to NAHC. This means that:

- a) A Board Member owes allegiance to NAHC and must act in the best interests of NAHC while acting in his or her official capacity.
- b) A Board Member should be diligent to ensure that NAHC's interests are pursued during the meeting of the Board of Directors.
- c) A Board Member may not use the position for personal profit, gain or other personal advantage over NAHC members.
- d) A Board Member is accountable to NAHC members for his or her official actions and can be held personally liable for fraud or breach of fiduciary duty in the conduct of the Board's affairs.
- e) A Board Member who exercises honest and reasoned judgment and acts reasonably and in good faith for the best interests of the Board will not be held liable for violation of his or her fiduciary obligation to the Board. To carry out this duty, here are some guiding rules to follow:
  - i) A Board Member should not discuss personal business during a meeting of the Board of Directors to advance his or her personal interests while in official session at the expense of the Board.
  - ii) A Board Member should not make personal attacks on other Board Members, staff or NAHC members while performing official duties. Disagreements should be directed to the disagreement, not the person who raises an opposing point of view.
  - iii) A Board Member may not accept commissions or rebates that belong to the Board for his or her personal gain.
  - iv) A Board Member shall conduct his or her private life in a manner that befits the dignity of a Board Member.

### Article II.

A Board Member has a duty to use care, skill and diligence when carrying out official acts.

This means that:

- a) A Board Member is required to act honestly and in good faith, in a manner reasonably believed to be in the best interests of the Board of Directors, and with the care that a prudent person in a similar position would use under similar circumstances.
- b) A Board Member should use his or her best efforts to keep apprised of legislation or regulation that may affect the Board.
- c) A Board Member should seek the advice of experts when making decisions on behalf of NAHC's members in areas of competence in which the Board has not been trained.
- d) A Board Member must serve the interests of all NAHC members impartially and without bias.
- e) A Board Member must advocate that NAHC comply with applicable laws, codes, contracts and agreements to which NAHC is bound.



To carry out this duty, here are some guiding rules to follow:

- i) A Board Member is expected to make a diligent effort to become trained and skilled in good governance practices.
- ii) A Board Member is expected to obtain a working knowledge of laws that regulate NAHC.
- iii) A Board Member is entitled to rely upon information and reports presented by officers or other Board Members whom the director reasonably believes to be reliable and competent.
- iv) A Board Member is entitled to rely upon legal opinions, financial statements, and other information relating to matters that the director reasonably believes to be within the expertise of the person preparing the information.

### **Article III.**

A Board Member has a duty to act within the boundaries of his or her authority.

- a) The authority of a board of directors is defined in the charter and bylaws of NAHC.
- b) A Board Member's authority is limited to those acts that are transacted during the course of a duly called meeting of the board of directors with a quorum present.
- c) A Board Member may not act in an official capacity except in the context of a meeting of the board of directors unless specifically empowered to act by a majority of directors present and voting in the affirmative at a duly called meeting.
- d) A Board Member serving in official capacity may not violate government laws that regulate the operations of NAHC.

To carry out this duty, here are some guidelines to follow:

- i) The corporate charter received from the state of Delaware defines the business that the corporation can conduct. Its bylaws describe how NAHC will be operated.
- ii) The Board is obligated to comply with the bylaws of NAHC.

### **Article IV.**

A Board Member has a duty to disclose every personal conflict of interest to the Board.

- a) A Board Member is required to make a prompt and full disclosure of any material personal interest, either direct or indirect, he or she may have in a transaction to which NAHC is a party.
- b) A Board Member shall not vote on or participate in discussions or deliberations on matters when a conflict is deemed to exist other than to present factual information or to respond to questions presented.
- c) A Board Member shall assure that the minutes properly record his or her abstention on any votes on matter for which a conflict may exist.

To carry out this duty, here are some guiding rules to follow:

- i) A Board Member who has disclosed a conflict should request that the disclosure be recorded in the official minutes of the meeting.
- ii) A Board Member may vote on an issue that benefits NAHC if the issue is one that is decided for the general good of NAHC and NAHC members.



**Article V.**

A Board Member may not divulge or profit from the confidential information learned while performing official duties.

- a) A Board Member may not divulge or otherwise use for personal gain any personal information learned during the performance of official duties as a Board Member.
- b) A Board Member must hold confidential all matters involving NAHC members until such time as there has been general disclosure of that information.

To carry out this duty, here are some guidelines to follow:

- i) A Board Member must not reveal confidential bidding information from contractors or provide unauthorized information to bidders about the review of bids.
- ii) A Board Member does not have the authority to peruse files that contain private information about individual NAHC members.

**Article VI.**

A Board Member has a duty to participate in the operation of NAHC only as authorized by the bylaws or by the full board of directors.

- a) A Board Member's primary obligation is to participate in the governance and policymaking process of NAHC and not its operations.
- b) A Board Member should not interfere with the enforcement of policies except during a meeting of the board of directors.

To carry out this duty, here are some guiding rules to follow:

- i) An individual Board Member is not empowered to provide day-to-day work instruction to staff unless clearly authorized to do so during a meeting of the board of directors.
- ii) An individual Board Member does not have authority to waive compliance with any policy of the entire board of directors.

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Name

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Signature

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Title

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Date

## Conflict of Interest Policy and Disclosure Form

1. **Policy Statement.** All Directors, Officers, Employee and Volunteers (the "Insiders") should avoid both actual and apparent conflicts of interest that would interfere with their ability to discharge their fiduciary responsibilities to the National Association of Housing Cooperatives ("NAHC"). NAHC requires all Insiders to follow ethical standards, to be in compliance with all laws, and to avoid any undisclosed conflict of interest, or appearance of such.

2. **Conflict of Interest Defined.** The term "conflict of interest" includes, but is not limited to, circumstances where an Insider, or a member of his or her immediate family (spouse or domestic partner and child, sibling, or their spouse(s) or domestic partner(s)):

- a) Owns any financial or other proprietary interest in any entity supplying (or seeking to supply) goods or services to NAHC;
- b) Receives any substantial benefit from a third party on account of that party's past, present, or future business relationship with NAHC;
- c) Receives any substantial financial benefit from a pending decision of NAHC, other than an employee's salary in the normal course of NAHC's operations; or
- d) Serves as an officer, director, employee or committee member of any competing organization, i.e., any nonprofit (excluding NAHC's regional associations) or business enterprise whose purposes, products, and/or services compete, or conflict with those of NAHC.

3. **Disclosure of the Existence of a Conflict.** If any Insider of NAHC knows, believes, or has reason to know or believe, that a conflict of interest exists with respect to any transaction involving NAHC, or any decision of the Board, or any action taken by an Insider, such person shall inform the Board of the existence of such conflict of interest or potential conflict of interest.

4. **Effect of the Existence of a Conflict of Interest.** In the event that it is determined that a conflict of interest exists, and the Insider has made full disclosure of the facts surrounding the conflict, then the Board of Directors shall determine whether the Insider may fully participate in the deliberations and vote on, or participate in the proposed transaction. If the Insider merely discloses the existence of the conflict of interest or potential conflict of interest, yet fails to disclose or is prohibited from disclosing all material facts regarding the conflict, then such Insider shall be prohibited from participating in any manner or form in the deliberations or decisions regarding the affected transaction.

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Name

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Signature

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Title

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Date

## Disclosure Statement

I have reviewed the NAHC Conflict of Interest Policy and agree to be bound by its provisions for the duration of my appointed or elected term, or employment.

Competing organizations or other vendors or persons with whom I have business relationships and organizations on whose Boards I sit or serve as a consultant:

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Name

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Signature

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Title

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Date