



# Call For Leadership

*The ESSAE Nominating Committee desires the input of the membership in bringing the best qualified nominations for Board membership for 2018*

The ESSAE Board of Directors is the elected body responsible for the corporate management and fiduciary affairs of the association. It is authorized, by provisions of the applicable law, to do all things appropriate and necessary for the development and perpetuation of the Society. The Board of Directors consists of the chair, immediate past chair, vice chair, treasurer, and secretary plus no more than eleven additional directors, two of whom may be associate members. Members of the Board serve without compensation.

## Why Should I Get Involved?

Members of the Board of Directors are ambassadors who:

- ◆ Represent member interests
- ◆ Ensure valuable products and services are available to association professionals
- ◆ Build relationships with others dedicated to serving the association industry
- ◆ Strengthen the business and leadership skills of association staff

## What Is The Time Commitment?

Members of the board of directors serve one year terms for no more than four consecutive years. Board members are selected annually by the membership. The board meets five times a year in the Capital District area.

## What Are The Requirements?

As an ESSAE Board member you will be asked to fulfill the following responsibilities:

- ◆ Maintain a high level of commitment to the association by attending and participating in board meetings and association functions on a regular basis
- ◆ Consistently keep abreast of the Society's issues and board materials
- ◆ Have a willingness to progress into leadership roles such as officer positions and/ or committee chairs
- ◆ Recruit at least one member per year to the Society

Additional desired director qualifications and attributes include:

- ◆ Honesty and integrity
- ◆ Strategic and visionary thinking
- ◆ Leadership
- ◆ Passion to serve all members

*If you are interested in joining the ESSAE Board, or if you would like us to consider someone else who would make a good board member for ESSAE, simply complete the following information.*

### Election to the Board of Directors

The non-officer members of the Board of Directors are elected by the members at each Annual Meeting of the Society from the slate of candidates put forth by the nominating committee. Additional nominations may be made from the floor. No individuals are eligible for such election more than four (4) consecutive years. No member of the Society shall serve as a Director at-Large on the Board for more than four consecutive years. There are no more than eleven additional directors from the membership, two of whom are associate (supplier) members. Members of the Board serve without compensation. **There are only Association Director positions open on the ESSAE Board for 2018 service.**

### Nominations & Elections

Terms of office begin upon installation at the annual meeting following the election. Any Active Member may be an officer of the Society. No member of the Executive Committee shall serve more than two consecutive terms in the same office. **The Association accepts nominations from October 5 through November 6, 2017.** Nominees must be members of the association. All executive members of ESSAE are eligible to serve as an association director. If you would like to nominate yourself or an executive member for a board position, please complete the nomination form.

# ESSAE Board Nominations Form for 2018 Service

Name of Applicant: \_\_\_\_\_

Telephone: \_\_\_\_\_ Email: \_\_\_\_\_

Application submitted by (if other than applicant): \_\_\_\_\_

Applicant Title: \_\_\_\_\_ Organization Name: \_\_\_\_\_

Length of ESSAE Membership: \_\_\_\_\_

ESSAE Committee/Volunteer Involvement, Leadership Roles, Dates Served:

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Other Board Services & Leadership Roles:

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Does applicant have discretion to attend ESSAE Board meetings and functions? **Circle YES or NO**

Special Skills / Experience:

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Comments in Support of Recommendation:

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Seconding Signature (signed by active ESSAE member): \_\_\_\_\_

*Form must include second signature to be valid.*

Print Name & Title: \_\_\_\_\_

\_\_\_\_\_ *I have read and understand the attached Conflict of Interest Statement. The Conflict of Interest Statement must be signed and returned along with your nomination form as required by NYS Non-Profit Law.*

**Please submit form and the applicant's resume to:**

Vanessa LaClair, CMP  
Executive Director  
Empire State Society of Association Executives  
1A Pine West Plaza | Albany, NY 12205  
Email: [vanessa@essae.org](mailto:vanessa@essae.org)

**No later than Monday, November 6, 2017**

# *Conflict of Interest Statement*

## Article I Purpose

The purpose of the conflict of interest policy (the "Policy") is to protect the interests of the Empire State Society of Association Executives (ESSAE) (the "Association") when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Association or might result in a possible excess benefit transaction. This Policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to not-for-profit and charitable corporations.

## Article II Definitions

### **Interested Person**

Any director, officer, or member of a committee with Board-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

### **Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

- An ownership or investment interest in, or other affiliation with, any entity with which the Association has a transaction or arrangement;
- A compensation arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement; or
- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, of this Policy, a person who has a Financial Interest may have a conflict of interest only if the Board of the Association or Board committee decides that a conflict of interest exists.

## Article III Procedures

### **Duty to Disclose**

In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of the Financial Interest and must be given the opportunity to disclose all material facts to the directors and members of committees with Board-delegated powers considering the proposed transaction or arrangement.

### **Determining Whether a Conflict of Interest Exists**

After disclosure of the Financial Interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

### **Procedures for Addressing the Conflict of Interest**

- An interested person may make a presentation at the Board or committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- The Executive Director or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- After exercising due diligence, the Board or committee shall determine whether the Association can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Association's best interest and for its own benefit and whether the transaction is fair and reasonable to the Association. In conformity with this determination, it shall make its decision as to whether to enter into the transaction or arrangement.
- In all events, the Association will attempt to comply with the requirements for invoking the rebuttable presumption

# *Conflict of Interest Statement*

under Section 53.4958-6 of the Treasury regulations.

## **Violations of the Conflicts of Interest Policy**

- If the Board or committee has reasonable cause to believe that a member of the Board or committee has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the Board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## Article IV Records of Proceedings

The minutes of the Board and all committees with Board-delegated powers shall contain:

- The names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed; and
- The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

## Article V Compensation

- Any member of the Board who receives compensation, directly or indirectly, from the Association is precluded from discussing and voting on matters pertaining to that member's compensation.
- A member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association is precluded from voting on matters pertaining to that member's compensation.

## Article VI Annual Statements

Each director, officer and member of a committee with Board-delegated powers shall affirm that such person:

- Has received a copy of the conflicts of interest policy;
- Has read and understands the policy;
- Has agreed to comply with the policy; and
- Understands that the Association is a not-for profit organization and that, in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## Article VII Periodic Reviews

To ensure that the Association operates in a manner consistent with its not-for-profit purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- Whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining;
- Whether acquisitions result in inurement or impermissible private benefit;
- Whether all transactions are properly recorded, reflect reasonable payments for goods and services, further the Association's not-for-profit purposes, and do not result in inurement or impermissible private benefit; and
- Whether agreements entered into by the Association further the Association's not-for-profit purposes and do not result in inurement or impermissible private benefit.

## Article VIII Use of Outside Experts

In conducting the periodic reviews provided for in Article VII, the Association may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring that periodic reviews are conducted.

# *Conflict of Interest Statement*

Article IX

Removal

A finding of a violation of the Code of Conduct, the Conflict of Interest Policy will be reason for removal from the Board and any committee for cause. Any director may request an executive session to discuss potential removal of such a director, officer or member of a committee on the basis of alleged violation(s) of the Code of Conduct, the Conflict of Interest Policy and/or the Board meeting attendance policy.

In such event, the Chair (or next ranking member, if the Chair is the subject of the allegation) will convene an executive session of the Board no earlier than fifteen (15) days after providing written notice of the meeting to the Board. The director, officer or member of a committee will be given the opportunity to address the alleged violation(s) verbally and/or in writing prior to and/or during the executive session. Any Board vote on removal resulting from such alleged violation(s) will be subject to a two-thirds majority vote of the elected directors.

I have reviewed the above policy, and wish to disclose the following:

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Name of Member (please print)

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Signature

\_\_\_\_\_  
Date

**Please submit form and the applicant's resume to:**

Vanessa LaClair, CMP  
Executive Director  
Empire State Society of Association Executives  
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