



SUMMARY OF THE ROLES AND RESPONSIBILITIES OF ACLU-NC BOARD MEMBERS

OVERVIEW

The ACLU-NC is a unique, multi-issue organization made up of two separate organizations:

1. The Union, a 501(c)(4), is a nonprofit organization engaged in lobbying and advocacy. Donations to this organization are not tax deductible.
2. The Foundation, a 501(c)(3), is a nonprofit charity focused on litigation and public education. Donations to this organization are tax deductible.

Both organizations work to accomplish the [ACLU-NC mission](#) and board members may belong to the Union Board of Directors and/or the Foundation Board of Trustees, depending upon the member's role. Both boards are governing boards, and the day-to-day operations are managed by the ACLU-NC Executive Director who reports to the boards.

The key functions of the boards are to conduct and manage the affairs of the organization. The boards serve these functions by setting the organizational strategy in collaboration with the executive director and staff, as well as providing oversight and guidance in mission related work and business operations.

Board member terms last from one to three years depending on the needs of each board.

BOARD MEMBER ROLES

The boards meet quarterly (on the same day) and hold an annual retreat in conjunction with one of the quarterly meetings.* One or both boards may also meet from time-to-time to address time sensitive issues. The quarterly meetings are all-day events held at the ACLU-NC office in Raleigh, but ad-hoc meetings are done via phone or video teleconference. Board members are expected to read all board material in advance of the meetings and to be prepared to discuss issues and make decisions.

The work of the board is largely carried out by standing committees that serve to promote the work of the ACLU-NC. The standing committees include executive, governance, finance, equity, and nominating, with the Foundation also having a legal committee. Both boards are free to create additional ad-hoc committees as needed. Committees typically meet once a month for about an hour, but this may vary depending on the needs of the organization. Committee meetings are held via phone or video teleconference.

Every board member will be a member of at least one committee. The executive committee is comprised of the board officers—elected by the board yearly—and acts with the authority of the board between board meetings. Assignment to the other committees is based on the board member's interests and areas of expertise.

Board members are also expected to make a good faith effort to attend the annual membership meeting and all major ACLU-NC events.

BOARD MEMBER RESPONSIBILITIES

At a minimum, board members are obliged to fulfill three fundamental legal duties: the duty of care, loyalty, and compliance[†]. In short, board members must be active participants in the governing process and:

- Act in a manner “that an ordinarily prudent person would exercise in a like position and under similar circumstances.” (Care)
- Put the interests of the organization before their personal or professional interests when acting on behalf of the organization. (Loyalty)
- Act to ensure the organization complies with federal, state, and local laws, and that it adheres to its mission. (Compliance)

FINAL THOUGHTS

Joining the board of any organization is a commitment of your time, resources, and energy. Therefore, before deciding to apply for board membership, we encourage you to perform your own due diligence regarding the ACLU-NC. Important questions include things such as:

- Do my personal values align with the [values of the organization](#)?
- Do I have the time to fully participate in board and organization activities?
- What perspective, talent, skill, or ability am I bringing that would benefit the board or organization?

All Directors must be members of the ACLU in good standing at the time of their election.

More information on the duties and roles of nonprofit board members is available at [BoardSource](#) and [Nonprofit Next](#).

Thank you for considering membership on the ACLU-NC Boards.

* Members who must travel a significant distance to attend board meetings and major events can arrange for the organization to cover the costs of travel and lodging.

[†] The duty of compliance is most often referred to as the duty of obedience.