

MINNESOTA BLUEGRASS AND OLD-TIME MUSIC ASSOCIATION

Board of Directors' Code of Conduct
and
Statement of Agreement to Board Responsibilities and Expectations

Approved November 19, 2025

As a Board member, I pledge to do my best for MBOTMA and will:

1. Devote the time needed to fulfill the responsibilities of the position;
2. Prepare for, actively participate in, and regularly attend Board meetings, assigned committee meetings, trainings, and MBOTMA's annual planning retreat;
3. Be honest, helpful, diligent, and respectful in my dealings with the organization, with other Board members, and with the organization's management, staff, and members;
4. Respect the rights of others - Board members, staff, and members - to communicate their ideas free from interruption and without intimidation, and strictly comply with the MBOTMA Non-Discrimination Policy. This includes behavior specific to Board meetings, such as refraining from offensive conduct, personal attack, and abusive domination of debate;
5. Maintain confidentiality as needed to protect the organization's interests and financial viability, acknowledging the rights of members or the public as set forth in the Bylaws and state or federal law; and continue to honor confidentiality after leaving Board service;
6. Disclose any personal or organizational conflict of interest that I may have and refrain from discussing or voting on any issues related to that conflict;
7. Refrain from any self-dealing or any conduct of private business, personal services, or financial arrangements with the organization unless fully disclosed to and approved by the Board;
8. Work for continued and increased effectiveness in the organization's ability to serve its mission;
9. Be a team player and agree to abide by the majority action of the Board, even if it is not my own personal opinion;
10. Refrain from asking for special privileges as a Board member;
11. Recognize my lack of authority to speak or act on behalf of the organization alone unless explicitly delegated that authority by action of the Board;
12. Refrain from public or online actions or statements, including those that are contrary to the principles expressed in the organization's nondiscrimination, disability inclusion, sexual harassment and harassment policies, which could negatively affect the reputation of the organization, its fundraising efforts, membership drives, event promotions or sponsorships.
13. Work to ensure all elections are open, fair, and encourage the participation of all members;
14. Strive to keep members informed of the organization's status and plans, and of the Board's work, as appropriate;
15. Continually seek to learn more about the organization and its operations and about my responsibilities as a Board member by pursuing educational opportunities.

The MBOTMA Board President retains all powers under Robert's Rules of Order and the MBOTMA Non-Discrimination Policy to enact a proper remedy for violation of paragraph 4, above.

Any Board member who blatantly or repeatedly violates the Board Code of Conduct shall resign from the Board or may be removed in accordance with the Bylaws.

All Board members annually, and a new Board member at or before his/her first Board meeting, will complete the Statement of Agreement to Board Responsibilities and Expectations.

Statement of Agreement to Board Responsibilities and Expectations

Responsibilities of Board Members

*Please read carefully and thoughtfully; **check each item** to indicate that you are willing to take on these responsibilities. Board members must be able to*

- Abide by all items contained in the Code of Conduct and this Statement of Agreement:
- Uphold fiduciary duty on behalf of MBOTMA
- Exercise due diligence in monitoring MBOTMA's financial condition
- Maintain confidentiality when required
- Faithfully honor all legal obligations that come with Board membership, which include the:

-**Duty of care** (make informed decisions in good faith; act as a prudent person; use a good process for decision making; be honest; ensure adequate record keeping; be vigilant to the potential impact on MBOTMA of the member's public or online actions or statements)

-**Duty of loyalty** (always act in the best interest of the organization; disclose and avoid conflicts of interest; engage in no self-dealing; maintain confidentiality)

-**Duty of attention/diligence** (attend meetings; participate in discussions; be prepared; review materials; ask questions; know and adhere to state laws and the organization's Bylaws and policies; support Board decisions; honor contracts; ensure payment of all tax obligations)

Expectations of Board Members

*Please read carefully and thoughtfully; **check each item** to indicate that you are willing to meet the expectation.*

- Be prepared for meetings, including reading – carefully and thoughtfully – the agenda packet in advance of every Board meeting.
- Participate fully in Board meetings. Regularly attend (as defined in the Bylaws) Board meetings, as well as any meetings of committees you may serve on. Special projects may require more time commitment.
- Provide notice 7 days in advance of a regularly scheduled board meeting, if you intend to present a proposal, motion, statement, or information at the Board meeting, along with all relevant documentation or information.
- Actively participate in Board discussion via email or phone between meetings as necessary.
- Attend Board Orientation and become familiar with the Bylaws and Policies.
- Attend MBOTMA events

_____ Actively participate in the annual election including any get-out-the-vote activities that may be scheduled.

Board Member Signature

Date