MVMA Executive Board

Agreement to assume the duties of an MVMA Executive Board Delegate

Upon election to the Executive Board, each delegate becomes a fiduciary to MVMA and must act in the best interests of the MVMA as a whole, no matter who nominated the delegate, or what group the delegate is affiliated with.

The Board acts legally only by consensus and only at a duly constituted and conducted meeting, or by written consent. Individual Board members have no individual management authority simply by virtue of being a member of the Board.

The Board may delegate additional authority to a Board member. The Board of Governors, comprised of the MVMA officers, are authorized by the Bylaws to act on behalf of the Executive Board in between Executive Board meetings.

Board members have “fiduciary duties”. These include care, loyalty, and obedience which ensure delegates act reasonably, prudently, and in the best interests of MVMA.

Duty of Care: Attend and participate productively and conscientiously in all meetings and be fully acquainted with the bylaws, policies, and procedures of the Board. Review all materials and be prepared to ask questions and engage in open and vigorous debate. Ask the hard questions, and don’t be afraid to make tough decisions.

Duty of Loyalty: Requires Delegates to place the interests of MVMA over their own personal interests and to refrain from using their position of trust to further their own personal gain. Requires delegates to have loyalty to MVMA over their loyalty to the group or organization that may have put them on the Board.

Duty of Obedience: Delegates must perform duties in accordance with the polices and bylaws of MVMA. Delegates must support, help implement, and avoid undermining, the Board’s decisions. Once a decision is made, all should support the decision. Air concerns during Board deliberations, not afterward. Avoid: “I didn’t vote for it and I don’t think it is a good idea.” Adhere to confidentiality standards of the Board.

For anti-trust purposes, avoid these meeting topics: Current or future prices (unless at the aggregate level); Discussion of what is a fair profit level; Discussing an increase/decrease in price; Standardizing or stabilizing pricing; Discussing allocation of markets or clients; Agreement among competitors refusing to deal with another company.

Indemnity: MVMA Bylaws dictate that any Board member shall be immune from personal liability for any civil damages arising from acts performed in his or her official capacity. The MVMA holds harmless its delegates, officers, employees, and agents on any cases arising out of any acts performed for or on behalf of the MVMA. Delegates are covered under MVMA’s delegate & officer liability insurance.

Thank you for giving your time and talent to your profession through service to the MVMA.