

NAJIT POLICY ON BOARD COMMUNICATIONS AND MEETINGS

The NAJIT Board of Directors, wishing to follow best practices for nonprofit association leadership, hereby adopts the following guidelines for board communications and meetings.

1. Directors have a duty of loyalty to the Association and will make decisions based on the best interest of the entire organization, not on the basis of their personal preference or personal gain. They will each represent the Association positively to business, industry, and fellow professionals, and will encourage colleagues to join the Association.
2. The only official spokesperson for the Association is the Chair. The Chair may delegate this function to any other Board member at any time at his or her discretion.
3. In speaking with Association members, directors will always voice the Board's official position on any issues and make sure to uphold and defend the Association's approved policies. Board members are not to express individual or personal opinions on any matter under the Board's consideration or previously decided by a majority vote of the Board of Directors.
4. Directors undertake to be thoughtful in their use of e-mail, recognizing that it is not a private channel of communication.
5. Directors may not share email communications on NAJIT business with some, but not all, of their colleagues on the Board of Directors, except as approved by a majority vote for special projects. Emails may be exchanged between two individuals or all Board members. Except when issues relate to management, NAJIT business should be discussed through one of the established distribution lists to adhere to the Document Retention Policy.
6. Board emails are not to be shared with anyone outside the Board.
7. In-person or virtual Board meetings shall be conducted according to Robert's Rules of Order.
8. In-person or virtual Board meetings will be scheduled at a time convenient to all members whenever possible. An in-person meeting will be held in conjunction with the annual meeting whenever possible. If an in-person meeting cannot be held for any reason, a virtual meeting that allows for face-to-face interactions is to be held in its place.
9. During formal Board meetings, Directors commit to listen respectfully to other points of view, to observe proper decorum, and to address all remarks through the Chair in keeping with Robert's Rules of Order.
10. Directors shall respect members' right to be present and informed of the association's business conducted during open board meetings. The Board shall schedule regular open meetings in the interest of transparency, reserving the use of Executive Sessions for the rare and exceptional instance in which an individual's reputation and good name may be impacted by an issue the Board must discuss. All other matters, including financial matters which directly concern the way in which the members' dues

are allocated by the Board, are to be discussed openly in a manner that is accessible to all members. The right to be present at board meetings, however, does not entitle members to speak at these meetings unless specifically permitted to do so by the chair if there is an agenda item for that purpose. Notices of board meetings must be posted at least seven days prior to the scheduled meeting date.

11. The Directors recognize that in a board constituted by five persons, three members are sufficient to establish quorum and conduct business. Two or more Board members who happen to be together at an event are not to discuss NAJIT business unless it has been agreed beforehand that such an encounter may constitute a meeting of the Board of Directors even if not all board members are present at the event in question.
12. Unless otherwise restricted by the certificate of incorporation or the by-laws, any action the Board may be required or allowed to take may go forward without a meeting if all board members consent in writing to such an action. The written consents thereto shall be archived by the Association's administrator.

Approved by the NAJIT Board of Directors August 27, 2003

Revised and approved by the Board of Directors April 9, 2021