

### Members of the Board of Directors

General Duties and Responsibilities: Members of the Board of Directors must be association members in good standing and are expected to fully participate in all board meetings, either in person or via conference call. Members are bound by the bylaws of the organization and are expected to adhere to the following tenets and responsibilities of the LMA Board of Directors:

- Governs the organization.
- Defines and upholds the mission, vision and core values of LMA.
- Develops and oversees the implementation of the strategic plan and approves annual budget and annual work plans.
- Ensures financial health of organization.
- Sets and adheres to policies and procedures.
- Approves region formation.
- Establishes priorities and scope of work for committees and task forces.
- Selects executive director and third- party service providers and monitors their performance.
- Monitors industry and professional trends and examines the competitive marketplace regularly.
- Makes decisions according to changing environmental conditions to ensure that LMA is a vibrant, sustainable organization.
- Monitors performance of committee and task force chairs.
- Monitors program performance.

Additionally, board members have the following responsibilities:

- Attendance Requirements – Attendance is critical for board service. LMA bylaws specify that a board member who is absent for three meetings is subject to removal from the board.
- Position Responsibilities – Each board member position's responsibilities are outlined in LMA's Policies and Procedures Manual. In addition, each board member will have at least one committee liaison assignment and may be assigned special projects from time-to-time by the President or Executive Director.
- Ambassador – Board members are expected to serve as ambassadors to members and potential members by participating in region and local group events and while attending legal industry functions.
- Recruitment – Board members are expected to help recruit new members of the association and to help encourage involvement by recruiting committee members and volunteers.
- Stewardship – Board members are expected to adopt a broad perspective on the organization's activities and industry developments, raising ideas and suggestions, and supporting and communicating the organization's priorities in any way possible.
- Confidentiality – Board members will maintain the confidentiality of all board discussions and will advocate official positions of the board.
- Feedback – Board members are expected to provide constructive feedback to the executive director both formally (via the executive director's annual performance evaluation process) and informally as concerns in any area of the association arise.

From the LMA Bylaws:

**ARTICLE VIII – OFFICERS AND CHIEF STAFF OFFICER**

1. **Officers.** *The officers of Association shall be a President, President-Elect, Immediate Past President, Secretary, Treasurer, Treasurer-Elect and such other officers as may be determined by the Board of Directors.*  
  
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4. **President.** *The President shall be the chief executive officer of LMA and shall in general supervise and control the affairs of the Association. The President may sign, with the Secretary or any other proper officer of LMA authorized by the Board of Directors, any deeds, mortgages, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by the statute to some other officer or agent of the Association. The President shall preside at all meetings of LMA and the Board of Directors; shall automatically succeed to the office of Immediate Past President at the end of the current Immediate Past President's term; except as otherwise provided in these bylaws, shall appoint the Chair of all committees and, in consultation with the Chair, make all committee appointments; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.*
5. **President-Elect.** *The President-Elect shall, in the absence of the President, preside at all meetings of LMA and the Board of Directors; shall automatically succeed to the office of President at the end of the presiding President's term; and shall perform all duties incident to the office of President-Elect and such other duties as may be prescribed by the President or by the Board of Directors.*
6. **Secretary.** *The Secretary shall keep or cause to be kept the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; shall be custodian of the corporate records; shall keep or cause to be kept an accurate census of the membership; and shall in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors. The duties of the Secretary may be assigned, in whole or in part, to the Executive Director.*
7. **Treasurer.** *The Treasurer shall have charge and custody of and be responsible for all funds and securities of LMA; shall receive and give receipts for monies due and payable to LMA from any sources whatsoever, and shall deposit all such monies in the name of LMA in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these bylaws; shall submit financial reports to the Board of Directors at its regular meetings and to the membership at the Annual Meeting; and shall in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. The duties of the Treasurer may be assigned, in whole or in part, to the Executive Director.*
8. **Treasurer-Elect.** *The Treasurer-Elect shall be responsible for assisting the Treasurer in the financial affairs of LMA; shall assume the duties of the Treasurer at meetings of LMA and Board of Directors in the absence of or upon request of the Treasurer; assume the duties of Treasurer in the event of incapacity of the Treasurer; and shall automatically succeed to the office of Treasurer at the end of the presiding Treasurer's term.*

## Roles & Responsibilities of LMA Leadership



9. **Immediate Past President.** *The Immediate Past President shall be the Chair of the Nominating Committee and shall perform all duties incident to the office of Immediate Past President and such other duties as may be specified by the President or by the Board of Directors.*
10. **Executive Director.** *The administrative and day-to-day operations of LMA shall be the responsibility of the salaried staff head or third party organization employed or appointed by, and responsible to, the Board of Directors. The salaried staff head or, in the case of a third party organization, chief staff officer designated by the organization, shall have the title of "Executive Director." The Executive Director shall have the authority to execute contracts on behalf of LMA and as approved by the Board. The Executive Director may carry out the duties of the Secretary and Treasurer of LMA and perform such other duties as may be specified by the Board. The salaried staff head or organization shall employ and may terminate the employment of members of the staff necessary to carry out the work of the Association. The Executive Director shall be a non-voting, ex-officio member of the Executive Committee and the Board as described in Article VII, Section 2.1 above.*

### Liaisons from the Board of Directors to Committees/Task Forces

The role of the Board Liaison assigned to serve as a “liaison” to an operating committee/task force is that of an adviser to the chairs and members. The liaison communicates the directives and strategic thinking of the board on topics of interest to the committee/task force, particularly the strategic thinking behind any assignments/charge given. In addition, the liaison provides counsel to the chair and members to ensure the alignment of committee strategies and specific work plans with the goals and objectives as set forth by the board.

Board liaison role appointments are assigned annually by the seated President-Elect for their upcoming board term

Specifically, Board Liaisons will:

- Communicate the goals and objectives for the committee/task force, and ensure ongoing communication and alignment, as established annually by the board of directors.
- Attend all committee/task force meetings and conference calls.
- Ensure recommendations, budgets and operating plans presented to the board are aligned with original goals and objectives for the committee/task force and present recommendations, budgets and operating plans to the board for discussion.
- Facilitate effective communication between the committee/task force and the board of directors – e.g. board decisions, approvals, changes in scope or work, recommendations, etc. immediately following a board meeting.
- Identify potential cross-collaboration opportunities (e.g., between/among committees and regions, or between/among committees and LMA headquarters) and initiate/facilitate conversations on these opportunities to ensure alignment with each committee’s strategic priorities and scope of work (as per organization-wide strategic priorities) while avoiding duplication of effort.
- Work with committee leaders to ensure appropriate committee succession planning and leadership development of committee members.
- Foster collaborative working relationships between staff, chair and committee members. If the committee is unable to perform its work successfully for any reason, escalate concerns to the Executive Director.
- In the event a committee/task force chair or committee is not performing, the liaison works with the staff liaison to strategize on steps to be taken to get the chair or the committee to perform, including seeking removal by the board.
- Ensure reports are submitted to the board of directors in a timely fashion by the chair or personally submit the reports in advance of board meetings.