



**East Village Association, Inc.  
Executive Committee Duties  
2017**

As a voting member of the East Village Association, Inc. (EVA), each director of EVA has full authority and responsibility to act in accordance with California nonprofit corporation law, meeting standards of conduct described as the duties of care, loyalty and obedience.

**The Duty of Care** – The duty of care describes the level of competence that is expected of a board member and is defined as the care that an ordinary prudent person would exercise in a like position under similar circumstances. This means that a board member must exercise in a reasonable care when he or she makes a decision as a steward of the organization. To do so, a board member must regularly and consistently attend meetings and come to them prepared and informed – having carefully reviewed and considered any distributed materials in advance of a discussion or vote.

**The Duty of Loyalty** – The duty of loyalty is a standard of faithfulness; a board member must give undivided allegiance when making decisions affecting the organization that puts the interests of the organization above his or her own. This means that a board member can never use information obtained during the course of board service for personal gain or to benefit another organization or individual with which he or she has an affiliation. In addition to addressing conflicts of interest, the duty of loyalty also characterizes a standard whereby board members speak in one voice following decisions that are made at a meeting.

**The Duty of Obedience** - The duty of obedience requires board members to be faithful to the organization's mission, to the bylaws and policies governing this corporation, and to laws pertaining to California nonprofit corporations. Board members are not permitted to act in a way that is inconsistent with the goals of the organization. A basis for this rule lies in the public's trust that the organization will manage its resources to fulfill the organization's mission.

In addition to these legal duties and regular board member duties, Executive Committee members of EVA are expected to:

**Duties of President**

Section 6.07 of the EVA Bylaws

1. The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the officers.
2. The President shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by the Bylaws, or which the Board of Directors may prescribe from time to time.
3. Unless another person is specifically appointed as Chairperson of the Board of Directors, the President shall preside at all meetings of the Board of Directors.
4. Except as otherwise expressly provided by law, or by the Bylaws, the President shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, or other instruments which may from time to time be authorized by the Board of Directors.

## **Duties of Vice President**

### Section 6.08 of the EVA Bylaws

1. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President.
2. The Vice President shall have other powers and perform such other duties as may be prescribed by law, or by the Bylaws, or as may be prescribed by the Board of Directors.

## **Duties of Secretary**

### Section 6.09 of the EVA Bylaws

1. The Secretary shall: (a) Certify and keep at the principal office of the Corporation the original or a copy of the Bylaws as amended or otherwise altered to date. (b) Keep at the principal office of the Corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof. (c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. 14 (d) Be custodian of the records and of the seal of the Corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Corporation under its seal is authorized by law or these Bylaws. (e) Keep at the principal office of the Corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated he or she shall record such fact in the membership book together with the date on which such membership ceased.
2. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, or by the Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## **Duties of Treasurer**

### Section 6.10 of the EVA Bylaws

Subject to the provisions of the Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

1. Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors or delegate such responsibilities to staff;
2. Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.
3. Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
4. Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses
5. Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation.
6. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

7. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.