

Board of Directors' Duties, Responsibilities, and Code of Conduct

Purpose and Authority

The Board of Directors of the National Dance Education Organization governs the organization in accordance with its mission, bylaws, and applicable federal, state, and local laws. This document outlines the duties, responsibilities, and standards of conduct expected of all members of the Board of Directors.

This document functions as a governance policy and code of conduct. Board members are expected to adhere to these provisions throughout their term of service. This document operates in alignment with, and does not supersede, the NDEO Bylaws. In the event of a conflict, the Bylaws shall prevail.

Core Governance Responsibilities

The Board of Directors is responsible for advancing NDEO's mission by providing strategic leadership, fiduciary oversight, and policy direction. The Board's responsibilities include:

- Establishing and safeguarding NDEO's mission, vision, and strategic priorities
- Ensuring the organization's long-term financial sustainability
- Upholding ethical, legal, and professional standards
- Supporting and evaluating the Executive Director/CEO
- Representing the best interests of the organization and its members

The Board is committed to maintaining and promoting a professional environment in which the Board members act in the best interest of the organization and practice civility and respect. Board Members will respect the knowledge, insight, experience, expertise, and diversity of perspectives of fellow Board Members, Advisory Council, Staff, volunteers, and members.

Within the organizational structure and the guiding strategic plan, the Board, Advisory Council, and Staff respect the prioritization of action plans in balance with the human and financial resources of the organization. We allow for space and grace to engage in discussions, establish processes, and implement action plans. The broadness of the organization's needs and priorities necessitates space to allow for tasks to have extended or delayed timelines. We allow grace for the capacity of staff and volunteers, competing demands, and unexpected tasks. We respect the journey that ensures the longevity of the organization.

In carrying out one's duties, NDEO asks that Board members observe the following guidelines and reference resources to identify connections to one's professional position, practice, and sphere of influence; and identify authentic connections and intersections that align with organizational goals, programs, initiatives, and needs.

Legal and Fiduciary Duties

Board members accept the legal responsibilities of nonprofit governance, including the following fiduciary duties:

- **Duty of loyalty** requires board members to show undivided allegiance to the organization's welfare. Board members are expected to put the best interests of the organization above their own personal or professional interests. Board members must avoid actual or perceived conflicts of interest and disclose any potential conflicts promptly.
- **Duty of care** requires that board members attend meetings and inform themselves "prior to making a business decision" of all information that is reasonably available to them. It also requires that the board members review and critically analyze the available information before making a decision using their best business judgment and ask appropriate questions when necessary.
- **Duty of obedience** requires board members to remain faithful to the organization's mission and governing documents, as well as any relevant corporate laws. This means that all board members must be dedicated to and support NDEO's mission, and all actions taken, as a board member and in the NDEO community, should be in furtherance of that mission and consistent with federal, state, and local laws.

Board Requirements

By accepting a position on the Board of Directors, each member agrees to:

- Maintain current membership in NDEO.
- Attend New Board and Advisory Council Orientation as one begins their term.
- Attend all scheduled Board meetings. Attendance at a minimum of 75% of meetings is required.
- Report to the Board in a timely manner on work in progress. Specifically, if motions are made, then materials, rationales, and supporting documents should be shared two weeks before the meeting date, however, lead times may change based on circumstances.
- Read required board materials prior to board meetings.
 - Review and understand financial reports
 - Participate in budget review and approval
- Serve actively on any Committees of the Board as assigned.
- Attend at least two (2) in-person annual NDEO conferences during a three-year term.
 - Board members are responsible for funding their own travel and accommodations to the conference, while NDEO aims to support conference registration, per the Bylaws.
- Participate in adjudication of scholarships, awards, and recognitions as assigned (i.e., the Professional Development Scholarship review annually).
- Sign Confidentiality, Conflict of Interest Statements, and this Board Duties, Responsibilities, and Code of Conduct, annually.
 - Disclose potential conflicts of interest promptly
 - Recuse themselves from discussions or votes when a conflict exists
 - Refrain from sharing confidential Board communications without permission

- Evaluate the ED/CEO, formally and informally, per the bylaws schedule.
- Review required governance documents annually (bylaws, strategic plan, etc.).
- Support fundraising efforts through personal contributions (that may include in-kind contributions) and/or advocacy.
- Review Board position descriptions and revise them when needed to accurately reflect job duties.
- Seek out and engage in professional development to enhance board leadership skills. Opportunities may be offered by NDEO for board development.

Professional Conduct, Respect, and Fairness

Board members are expected to contribute to a professional, respectful, and inclusive environment. Board members shall not engage in conduct that intimidates, demeans, discriminates against, or harasses others.

NDEO prohibits discrimination, bullying, and harassment of any kind, including but not limited to conduct related to sex, age, disability, education, ethnicity, gender identity, language, national origin, political beliefs, race, religion, sexual orientation, marital or family status, or socioeconomic status.

Bullying and harassment may be verbal, physical, written, visual, or digital, and may occur as a single serious incident or through repeated conduct. Impact—not intent—determines whether behavior violates this Code of Conduct.

Addressing Violations of the Code of Conduct

Concerns regarding potential violations of this Code of Conduct should be reported to the Board President or Executive Director/CEO. Matters involving the Board President should be directed to the Executive Committee.

The Board will address concerns promptly, confidentially, and in accordance with the Bylaws. Responses may include informal resolution, formal review, corrective action, or removal from the Board, as appropriate.

Board Relationship with Staff

While the NDEO Board, as a whole, is responsible for determining the overall strategy and priorities of the organization, the Executive Director and staff have primary responsibility for NDEO's day-to-day operations. Staff provide regular updates on NDEO's progress related to its strategy and priorities during and in advance of the Board's regular meetings. Board members may request information necessary to fulfill oversight responsibilities but should do so through appropriate channels and with respect for staff capacity.

Communication

By accepting a position on the Board of Directors, each member will adhere to the following guidelines.

- Board members, Advisory Council members, and Staff should respond to emails within three working days, unless otherwise indicated. When an issue is urgent or time-sensitive, the sender should clearly note this, and recipients are expected to prioritize a timely response.

- Board members should utilize Basecamp for communication, ongoing work, projects, and archiving to maintain continuity and organizational confidentiality.
- When emailing a staff member, Board members should always include the ED/CEO and the President. Typically, staff members do not work on, and are not required to be available on, weekends.

Advocacy and Public Representation

Board members serve as ambassadors for NDEO and are encouraged to support the organization's current strategic priorities, which include:

- Organizational and Financial Sustainability
- Access and Inclusion
- Professional Development
- Advocacy

Only the Board of Directors or its designated representative may take official public positions on behalf of NDEO. When speaking publicly, Board members must clearly distinguish between personal opinions and organizational positions. When in doubt, Board members should refrain from posting or seek guidance before making public statements related to NDEO. Board members must not comment publicly on Board deliberations, internal matters, or organizational disputes on social media unless expressly authorized. Concerns should be addressed through internal governance channels.

Board members are encouraged—but not required—to engage with NDEO's official social media platforms in ways that align with NDEO's values and messaging.

- www.facebook.com/ndeopage
- www.instagram.com/ndeodance
- <https://www.linkedin.com/company/ndeo/>

Crisis Communication Plan

A crisis is defined as any occurrence that may impede or stop the normal functioning of the organization. Examples include a pandemic, a natural disaster, or a sudden loss of leadership. Board members will prepare a crisis communication plan to ensure that the organization is able to remain in the driver's seat – and out of the hot seat. The purpose of having a plan is simple – it helps the organization more effectively manage communications through a formal, clearly defined channel to mitigate a crisis or serious negative repercussions. Additionally, a plan provides the organization with an opportunity to proactively demonstrate strong organizational leadership to the community. Board members shall defer to designated spokespersons and established communication protocols. This plan will be developed and provided under separate cover but is incorporated into this document by reference.

Executive Committee of the Board

The Executive Committee of the Board (Ex Comm, comprised of the President, Past-President, President-Elect, Secretary, Treasurer, and ED/CEO) is responsible to NDEO in terms of its governance, financial health, and ethics. Ex Comm works collectively on behalf of the Organization and meets regularly to discuss matters of imminent concern. The Executive Committee carries the responsibility for cultivating leadership within NDEO. Timely communication is important, and a collaborative effort is paramount to the workings of the Organization. The Executive Committee will meet monthly at a mutually convenient date and time.

I have read and agree to abide by the duties, responsibilities, and standards of conduct outlined in this document.

Board Position _____

Signature _____ Date _____

Additional Resources

NDEO Board and Advisory Council materials available on Basecamp

- NDEO Bylaws effective April 2025
- NDEO Strategic Plan 2023-2027
- NDEO Justice, Diversity, Equity, and Inclusion Audit report from Maryland Nonprofits (January 2022)
- Conflict of Interest Form
- Confidentiality Form
- Committee guidelines
- Organizational Chart
- Board and Advisory Council liaison list (Pods)
- Contact sheet 2026
- Elections and Nominations information

NDEO website

<https://www.ndeo.org/>

- [History of NDEO](#)
- [Meet the Staff](#)
- [NDEO Board of Directors](#)
- [NDEO Members](#)

Additional Non-profit Board Resources available on Basecamp

- Maryland Nonprofits Conduct of the Board
- 10 Basic Board Responsibilities
- Parliamentary Procedures
- Robert's Rules of Order - <https://robertsrules.com>