

Annual Board Member Agreement

Restated and Adopted January 19, 2011

I, _____, understand that, as a member of the Board of Directors of the National Credit Union Foundation, Inc., I have a legal and ethical responsibility to ensure that the organization does the best work possible in pursuit of its goals. I believe in the purpose and the mission of the organization and I will act responsibly and prudently as its steward.

As a Board member I understand that the Board has broad authority and responsibility in controlling the affairs of the Foundation. Directors are viewed as trustees of the Foundation. The two primary legal duties of a Director are the duty of care and the duty of loyalty. The duty of care requires the Director to be reasonably informed, to participate in decisions, and to act in good faith and with the care of a reasonably prudent individual in similar circumstances. Duties of loyalty, confidentiality and avoidance of conflict of interest by the Directors include but are not limited to the following:

- Support and adhere to the mission of the Foundation.
- Ensure compliance with IRS 501(c)(3) status.
- Refrain from prohibited lobbying activities on behalf of the Foundation.
- Appoint the Executive Director and provide ongoing feedback and guidance on the Executive Director's performance.
- Oversee the financial well-being of the Foundation.
- Oversee and actively participate in fundraising on behalf of the Foundation.
- Oversee use of the Foundation's assets consistent with mission, tax-exempt status and in compliance with donor specified instructions.
- Prepare Directors' Handbook and provide Director orientation and development.
- Ensure maintenance of minutes/corporate records book.
- Adopt and comply with the Foundation's Operating Policies, Conflict of Interest Policy and Code of Conduct Regarding Foundation Grants and Contracts.
- Appoint independent auditors.
- Refrain from using the Foundation's name or my service on the Board in any way to:
 - market the organization for whom I work; or
 - suggest that my company, business or its products and services are endorsed by the Foundation or Credit Union National Association, Inc.

As a Board member I understand and will commit to the best of my ability to do the following:

- Attend all meetings of the Board. Absences will be approved at the discretion of the Board Chair. The President/CEO of the Foundation may send an appropriate nonvoting representative to the Board meetings in his/her absence.
- Attend the annual Board planning session.
- Actively promote the Foundation through the following activities:
 - Presentation of the Foundation's activities at credit union events such as regional,

league, or national meetings. Directors will be given a speech outline and an accompanying video or other appropriate audiovisuals to facilitate their presentations.

- Participate in the cultivation of at least one major gift (corporate or individual).
- Cultivate and solicit contributions from state leagues, credit union top management, and/or other credit union groups as identified.
- Make an annual personal financial contribution to the Foundation.
- Actively support all of the Foundation's programs and promote the Foundation's relationships with partners.
- Serve on the Foundation's Committees as appointed by the Board Chair.
- Attend the Foundation's events and functions.
- Take an active role in the identification and presentation of potential Foundation Board candidates to the Foundation's Nominations Committee.
- Take an active role in educating credit union system leadership throughout the year to strengthen system relationships.
- Participate in the Board's annual peer review process.
- Approve annual Foundation budgets.

If I don't fulfill these commitments to the organization, I will expect the Board Chair to call me and discuss my responsibilities with me.

In turn, the Foundation will be responsible to me in several ways:

- The Foundation will provide to me, without request, quarterly financial reports and updates of the organizational activities that allow me to meet my fiduciary responsibilities as a Board member;
- I will have opportunities to discuss with the Foundation's Executive Director, the Board Chair and the Board, the organization's goals, activities, and status and I may request such opportunities;
- The Foundation will help me perform my duties by keeping me informed about issues in the industry and field in which it is working and by offering me opportunities for professional development as a Board member;
- Board members and staff will respond in a straightforward fashion to questions I believe are necessary to carry out my fiscal, legal and moral responsibilities to the Foundation.
- Board members and staff will work in good faith with me towards achievement of the Foundation's goals; and

If the Foundation does not fulfill its commitment to me, I can call on the Board Chair and Executive Director to discuss these issues.

Print Name: _____
Dated: _____