



## INTRODUCTION YP BOARD OF DIRECTORS

The Westfield Young Professionals (YP) Board of Directors is seeking candidates to fill four (4) new positions on our nine-member Board.

The YP Board of Directors welcomes individual applicants, ages 21 - 40, with relevant skills and experience to help us meet the needs of our growing organization. We are interested in finding applicants from all career experience levels to help us continue to represent our diverse and growing community. There is no industry or position cap, so individuals from all industries are welcome to apply. The position is open to young professionals working or living in Westfield / Washington Township. The positions are two-year terms. Each candidate would be eligible for a second term after your initial term ended.

Serving on the YP Board of Directors is a great way to give back to our community, develop friendships and working relationships, meet personal leadership goals, and advance your career.

Enclosed in this packet you will find the following documents:

- a. Job Description
- b. Commitment Statement
- c. Conflict of Interest Form

Here is a basic outline of the application process:

- a. Return completed application to [info@westfieldyoungprofessionals.com](mailto:info@westfieldyoungprofessionals.com).
- b. Application will be reviewed by the YP Board Candidate Selection Committee.
- c. Applicant invited to participate in a 30-minute interview with 2-3 members of the board of directors and the Westfield Chamber CEO on the afternoon of **Friday, February 3, 2023**. If you are not available other accommodations will be made.
- d. The Committee will present applicant to Board of Directors for a vote at the February 6 board meeting.
- e. If selected, new board member will be invited to next board meeting as a voting member (March 6) and will be installed at the next meeting.

If you have any questions about the position after reviewing the enclosed materials, please do not hesitate to reach out to us.

We hope you will give this opportunity strong consideration.

Thank you,

Thea Snelly  
Chairwoman, YP Board of Directors  
[info@westfieldyoungprofessionals.com](mailto:info@westfieldyoungprofessionals.com)



# JOB DESCRIPTION

## YP BOARD OF DIRECTORS

### INTRODUCTION

Since 2009, Westfield Young Professionals have held more than 100 events, served and educated their peers, and the greater Westfield Community. Westfield YP has been a thoughtful partner with the community-at-large and a champion of progress and a positive business environment.

To serve as a member of the Board of directors is to be a steward for an organization that holds a unique and special place in the fabric of the greater Westfield community. As an individual board member, you bring a unique perspective to matters that affect all young professionals and the community, but ultimately the Board speaks with "one voice."

Similarly, while the YP Board of Directors is composed of many individual members, the Board's policies reflect all members' collective best interest, not the interests of an individual member or class of members.

It is expected that board members will set an example for membership by actively participating in activities. Board members are expected to make their best efforts to attend YP events, e.g., coffees, happy hours, Chamber luncheons, Ribbon-Cuttings & Grand Openings.

Board meetings will be conducted using Roberts Rules of Order to ensure that all members receive ample opportunity to express their opinions before a vote. However, once a vote is taken, members are expected to publicly support the Board's majority decision.

Conflicts of interest are unavoidable. A conflict of interest exists when a Board member believes there is one, when another Board member believes one may exist, or when the young professional membership may believe one exists. Board members are expected to declare any perceived, potential, or actual conflict of interest and, if appropriate, refrain from any vote that may unduly benefit the Board member or their business. Each Board member has the responsibility to raise the issue if they believe another Board member may have a conflict of interest.

Board policy is formed through deliberation and discussion among the full Board of Directors. Once policy is created, official spokespersons for Westfield YP are either the Board Chairperson or Chamber CEO.

Board members should come to scheduled board meetings prepared to discuss published agenda items. When meeting materials are sent in advance, members are asked to review materials and be prepared to provide informed discussion and deliberation.



## QUALIFICATIONS

To qualify for election to the Board of Directors, a person must be an Individual Member or the Affiliate Member of a Partner in good standing of the Westfield Chamber. Members of the Board are selected because of their leadership in their industry and the community, their experience and ability in civic affairs, and their interest in the organization. In addition, a member should have:

1. Willingness to take a leadership role in developing the resources of the Westfield YP through both time and financial support of Westfield YP programs and initiatives.
2. Ability to work constructively with staff, with committees, and with other Board members.
3. Background that provides sound judgment in considering problems and policies.
4. Courage and willingness to help formulate Westfield YP's opinion on community problems, even though they may be controversial.
5. Respect of associates, which will give leadership and inspire others to respond.
6. Professional experience: the Board is not a training ground or an entry-level position for community involvement/business recognized leadership.
7. A service record in the community or within the Chamber.

## TERM OF SERVICE

A Director will serve for two (2) years that will commence on January 1 following the election. A Director may not serve more than two (2) successive elected terms. A Director who has served two (2) consecutive terms may be re-elected to the Board after being off the Board if not elected for a period of at least one (1) year.

## ATTENDANCE

Any Director who fails to attend 9/12 of the board meetings or misses three in a row within a calendar year without the approval of the Chairperson may be removed upon the majority vote of the other Directors present at a meeting of the Board. A Director who anticipates that they will not attend the meetings of the Board may submit a written request and explanation to the Chairperson for leave from these provisions.

## OTHER RESPONSIBILITY

The Board of Directors serves as the policy body of the YP Board of Directors. It is responsible for approving the strategic plan and annual budget. The Board shall further be responsible for reviewing the year-to-date financial reports presented by Chamber Staff.

- a. **Duty of Care** means that board directors must give the same care and concern to their board responsibilities as any prudent and ordinary person would. This means board members should be actively participating in board meetings and on committees. It also means that they should actively work with other board directors to advance its mission and goals. They can fulfill their responsibilities by overseeing and monitoring the non-profit's activities. Board directors should read and understand financial reports and be willing to question expenditures and examine variances. They are also responsible for strategic planning and achieving the non-profit's short- and long-term goals.



- b. **Duty of Loyalty** means that board directors must always place the organization's interests ahead of their interests. Duty of loyalty means publicly disclosing any conflicts of interests and not using board service as a means for personal or commercial gain.
- c. **Duty of Obedience** means that board directors must ensure that the non-profit abides by all applicable laws and regulations and doesn't engage in illegal or unauthorized activities. The duty of obedience also means that board directors must carry out the organization's mission following the purpose they stated in getting qualified as a non-profit organization.

### BOARD DUTIES

The control and management of the business, affairs, property, activities, and interest of the YP Council will be vested in the Board. In conjunction therewith, the Board may do the following:

- a. attend meetings
- b. establish or dissolve standing committees
- c. appoint ad hoc committees on particular subjects
- d. authorize disbursements of the funds of the YP Council
- e. print and circulate documents and published articles
- f. adopt, disseminate, and revise a policy manual defining and directing the management of the YP Council consistent with the Articles of Incorporation and these Bylaws
- g. adopt an annual budget
- h. raise funds
- i. devise and carry into execution such other measures as it deems proper or in the best interests of the YP Council, to promote and fulfill the purpose and other objectives of the YP Council and to best protect the interest and welfare of the Members
- j. Take all other action necessary

### REPRESENTATION

Every Board member represents the entire membership, the entire community, and not merely one type of business or industry or one section of the city/county.

### LIABILITY

Each Board member and officer of the Westfield YP Board has a special liability concern because other members of YP are relying on you to look out for their best interest. This is known as your fiduciary duty. Breach of fiduciary duty would consist of disregarding the organization's bylaws or the laws of Indiana, abuse of your position, or making a severe error in judgment (legally defined as failure to do what a reasonable person would do in a similar situation).

In Indiana, officers and directors are protected by law from derivative liability (are not held liable for the actions of their organizations) so long as their actions have not been arbitrary or capricious.

Concerning suits for personal liability, the Chamber offers full protection for its officers and directors. The YP Board would receive this coverage as a subsidiary of the



Chamber. The bylaws contain an article on indemnification describing in detail how the Chamber will protect its leadership. In addition, the Chamber carries directors' and officers' liability coverage of \$1,000,000 per individual.

### POLICY & ACTION

Individual directors have no authority to commit the Westfield YP Board or the Westfield Chamber to any action or policy. Their status is that of an individual acting in a legislative capacity. A director has a right to exert influence with the Board for approval of such actions and policies as favored, but that authority does not go beyond their vote and should be willing to abide by the decision of the Board in accordance with the bylaws governing such decisions.

### VALUES & OPERATING PRINCIPLES

To provide consistency in leadership and decision-making, the Board of Directors of the YP Board of Directors has adopted the following Values and Operating Principles. The YP Board of Directors is a membership organization that endeavors to engage its members in decisions and activities whenever possible.

The YP Board of Directors:

1. Treats all members and member classes equally.
2. Conducts its business in an open and inclusive manner.
3. Seeks to be an honest broker between business interests in the community and government entities.
4. Is a hub of information about the community.
5. Operates in a non-partisan manner.

On behalf of its members, the YP Board of Directors engages in relevant activities within the community and represents its members' interests fairly and responsibly.

When determining policy, the Board of Directors of the YP Board of Directors attempts to consider a variety of different viewpoints, particularly when there may be many different member interests on an issue.

### CONFIDENTIALITY POLICY

I understand that as a YP Board of Directors Board member, I may be provided with information that may be considered confidential about the Chamber, one of its members, or its staff.

Confidential information shall include all data, materials, products, technology, computer programs, specifications, manuals, business plans, software, marketing plans, financial information, and other information disclosed or submitted orally or in writing. Board members will respect this information's confidentiality and discuss it only with others who have likewise been entrusted with it for YP Council-related business.

Confidential information furnished in tangible form shall not be duplicated by receiving parties except for this Agreement's purposes. The information discussed at Board meetings is to be considered confidential until ready for release to the public.



Any issues arising from extraneous discussions should be taken up with the Board Chairman or the President, not the staff.

RELATION TO THE PUBLIC

Each Board member is the representative of all the membership officially and unofficially of the entire public. Board members should always be ready to defend the YP Council against criticism, or where the criticism may be justified, take steps to remedy the situation by bringing it to the attention of the Board for action. The CEO and/or Chairman of the Board are the only spokespersons of the YP Council. Any board member contacted by the press with related YP Council issues should refer them to the CEO for comment.

RELATION TO CHAMBER CEO & STAFF

While the Board is the legislative and the judicial arm of the YP Council, the administration of the policy is delegated to the Chamber CEO. The Chamber Board of Directors employs a CEO whom they hold responsible for the employment and performance of the paid personnel required to carry out the Chamber program. The Westfield YP Board has no supervisory responsibility for the Chamber Staff and cannot individually supervise the CEO; that direction must come from the Westfield Chamber Board of Directors as a whole.

The relation of the Board member is advisory as it relates to members of the staff. The relation of the Board member is legislative as it affects the organization. Individual Board members should not assume administrative responsibilities more properly performed by staff. At the same time, staff should not make policy decisions, which can rest only with the Board.

Communications from volunteer leaders to staff should be through the CEO, and that correspondence from volunteer leaders to other volunteer chairman or other volunteers would be direct with copies to the CEO. These would be on significant items such as policy, work assignments, new projects, important programs, etc.

ACKNOWLEDGMENT

I hereby attest that I have completed this application to the best of my ability, have ready the materials provided, and submit my name for consideration as a member of the Westfield YP Board of Directors.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date



# COMMITMENT STATEMENT YP BOARD OF DIRECTORS

## OUR VISION

To create a dynamic, inclusive, and integrated community where engaged young professionals want to live, work, and play.

## OUR PURPOSE

The Westfield Young Professionals Council serves as a catalyst organization to retain, develop, and attract young professionals to Westfield and the greater Hamilton County area through development, engagement, opportunity, and advocacy.

## OUR GOALS

Westfield Young Professionals Council will invest significant time, talent, and treasure to ensure that the Westfield YP Council continues to be relevant, replicable, and recognizable for all partners and members.

The Westfield YP Council is committed to providing visionary community leadership to support, unite, and lead our partners and members. It is our duty and honor to develop good leaders who are courageous, innovative, and strategic.

## BOARD MEMBER COMMITMENTS

I have read the Vision, Purpose, and Goals of the Westfield Young Professionals Council and can fully support them as a member of the Board of directors.

I have received a copy of the YP Board of Directors Policy Manual. I have read both documents and will follow the policies as they are written today.

I will participate in an orientation session to understand the roles and relationships of the Board, the duties and responsibilities, and the levels of responsibility of the board.

I agree to devote sufficient time during my term to carry out my responsibilities as a Board member.

I understand that as a Director, I have a fiduciary responsibility to the Westfield YP Council.

I recognize my responsibility to keep all Board discussions and activities confidential and publicly uphold all board positions.

As a member of the Board of Directors, I should be scrupulous in my disassociation of all personal interests from the activities of the Westfield YP Council.





I agree to attend the day-long annual board retreat.

I will ensure that my company maintains its active membership status with the Westfield Chamber.

I agree to attend all Board meetings regularly. I understand that three (3) absences during a fiscal year will be deemed a resignation from the Board.

SIGNATURE

I hereby attest that I have completed this application to the best of my ability and submit my name for consideration as a member of the Westfield YP Board of Directors.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date





# CONFLICT OF INTEREST YP BOARD OF DIRECTORS

## INTRODUCTION

Although legal definitions of conflict of interest exist in most state laws regarding not-for-profit organizations, they are typically specific and do not cover a wide variety of situations that may arise. According to the National Center for Nonprofit Boards, "conflict of interest" arises whenever a board member's personal or professional interests are potentially at odds with the best interests of the non-profits.

Almost every non-profit Board faces a common conflict of interest concerns. In many situations, disclosure of the conflict or potential conflict is all that is required to resolve the problem arising from such an issue. Professional services performed by board members or consideration of a relative or friend for particular tasks – staff positions and otherwise – are common examples. Or the Chamber needs new computers, and a member of the Board owns a computer store, potentially providing items at discounts not obtainable somewhere else.

If the activity benefits the organization and the decisions are objective, they can be perfectly acceptable. In the vast majority of cases, the incidents are not illegal. They may, however, be vulnerable to misunderstanding or worse.

The problem is not necessarily the legality of the action but the perception that the activity is unethical or, at the very least, suspect. Given the importance of our members' perception of the Chamber to its mission, it is in our best interest to do everything possible to avoid even an appearance of impropriety. Our members' perceptions of our activities are extremely important.

Consequently, the purpose of a conflict-of-interest policy is to provide board members and staff with information designed to help them recognize a potential problem and provide appropriate ways to deal with such. Toward that goal, the YP Board of Directors has a variety of options, including the following Conflict of Interest Policy.

### Synopsis:

- a. Adopt a conflict-of-interest policy, signed by each member upon joining the Board that defines conflicts of interest and limits or prohibits certain actions by the Board and/or staff.
- b. Request that board members recuse themselves from decisions that could be perceived as presenting a conflict.
- c. Request that board members disclose potential conflicts upon joining the Board, or if any conflict may arise during the board membership term, so that other board members are aware of how another's interests may be potentially affected by decisions made.



- d. Establish disclosure as a normal process. E.g., "I'm a member of the Plan Commission, and since I'll be reviewing this proposal in the future, I need to remove myself from this discussion."

Establish competitive bid procedures to ensure that the organization's business transactions are beyond reproach.

AGREEMENT

The standard of behavior at the YP Board of Directors is that all staff, volunteers, and board members avoid conflicts of interest between the interests of the Chamber, on the one hand, and the personal, professional, and business interests on the other. This includes avoiding potential and actual conflicts of interests, as well as perceptions of conflicts of interests.

I understand that this policy's purposes are to protect the integrity of the Chamber's decision-making process, enable our constituencies to have confidence in our integrity, and protect the integrity and reputations of volunteers, staff, and board members. Upon or before the election, hiring, or appointment, I will provide a list of any other groups on whose boards or committees I serve.

In the course of meetings or activities, should the Board be asked to make a decision that could affect my business or other affiliations, my family, and/or my significant other, employer, or close associates, I will recuse myself from the discussion and vote.

I understand that as a Board member, I may be provided with information about the Chamber, one of its members, or its staff, that is financial, personal, or both. I will respect this information's confidentiality and discuss it only with others who have likewise been entrusted with it for Chamber-related business.

Throughout the year, at a variety of events, the Chamber awards raffle prizes, monetary and otherwise. Although I may choose to participate by donating, I understand that I will be expected to use my best judgment in choosing to accept prizes during my tenure as a board member.

I understand that this policy is meant to supplement good judgment, and I will respect its spirit as well as its wording.

ACKNOWLEDGEMENT

I hereby acknowledge that I have read and understand the Chamber policy on conflict of interest and report that no situation in which I am involved could be construed as placing me in a position of having a conflict of interest with the Chamber except the following **(describe or write none)**:

---

---

---



Listed below are the companies in which I, or members of my immediate family, have an interest (ownership, work, consulting, contracted agreement, arrangement, affiliation, interest of any fiduciary nature) which could, in the future, lead to a conflict of interest with the YP Board of Directors.

Company Name	Type of Interest	Title (if applicable)
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Any future situation in which a possible conflict of interest may arise will be reported promptly in writing from myself to the YP Council.

**SIGNATURE**

I hereby attest that I have completed this application to the best of my ability and submit my name for consideration as a member of the Westfield YP Board of Directors.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date