



DUTIES and LIABILITIES OF DIRECTORS and OFFICERS

You have been nominated to serve as a Director, or as an Officer and Director, of MSFCCA. Before you decide whether or not to accept this nomination, we would like to give you some information about the duties and liabilities of Directors and Officers.

The MSFCCA is a professional organization of child care providers. Our voting members are the local associations in the State of Maryland who join the MSFCCA and pay their annual dues. Any registered family child care provider who is a member of one of our voting members is eligible to serve as a Director or an Officer of the MSFCCA, although MSFCCA Officers are restricted to serving no more than two two-year terms in an office. The MSFCCA is run by a Board of Directors which sets policy and makes all the major decisions about what the Association will do. The Officers implement the policy and perform the day-to-day management tasks for the Association. (e.g. The Directors decide when and where the annual conference will be held, and the President is directed to sign the necessary contracts with the hotel/conference center. The Directors determine when and where meetings of the members will be held, and a Secretary sends out notices of the meetings.)

DIRECTORS' DUTIES

As a Director of the MSFCCA, you would be required to attend at least three (3) of the four (4) quarterly meetings. Attendance is required so that we have a quorum at each meeting. Under Maryland law, a majority of all Directors must be present to convene a meeting of the Board of Directors and conduct business. A designated alternate may be sent, but by law does not have a vote. You would be asked to do your best to read all mailings before the Board meetings and be as well informed as possible on the issues to be discussed at the meetings. Directors should also turn in a written Director's report for each quarterly meeting. Directors have a legal duty to be thoroughly familiar with the business conducted by the Association. They are responsible for knowing what took place at every Board meeting. Always read the Meeting Notes for each meeting, whether you attend or not. Directors also have a duty to make their best judgments possible on matters upon which they are asked to vote. Directors have an unqualified right to inspect the books and records of the Association, and in fact, they have a duty to do so, especially if they suspect any impropriety.

In addition to attending the Board meetings and reading the mailings, MSFCCA Directors are required to be an active participant on at least one committee of the Board. Our standing committees are Board Development, Budget and Finance, Education, Membership, Nominating, Policies and Procedures, Public Policy and Public Relations.

OFFICERS' DUTIES

The specific duties of each of the MSFCCA Officers are described in detail later in this document. The duties of Officers in general are to use their best judgment and ability to carry out the business tasks assigned to them by the Board. Officers must act within the scope of their authority. This means that Officers may only do those things that are set out in their job description and those things that are commonly done by an officer in their position. (e.g., a Treasurer will sign a check but cannot authorize checks above a specified amount to be issued without the approval of the Board. Nor would a Treasurer have the authority to enter into a contract obligating the Association to pay for something without the Board's authorization.) An Officer must be willing at all times to make a complete disclosure to the Board of

all business they have transacted on the Association's behalf. Officers/Directors cannot spend the Association's money without prior authorization, and all expenditures on behalf of the MSFCCA must be documented with receipts.

FIDUCIARY RELATIONSHIP

The relationship of the Directors and Officers to the Association is a "fiduciary" relationship. When the members elect Directors and Officers, they are placing their trust in those individuals to act in the best interests of the MSFCCA. As a Director, or as an Officer and Director, you will have a "fiduciary duty" to the MSFCCA, which means that you must act "in good faith," "with reasonable care," and "using your best judgment" to further the interests of the Association. These phrases are legal buzz words meaning that in making any decisions for the Association, you will be asked to consider the interests of the members first and foremost. You must consider their interests and not your own personal interests, always doing what is best for the MSFCCA, regardless of how it affects you personally. It is a breach of fiduciary duty for a Director or an Officer to use her position to further her own interests. Our Directors and Officers are all volunteers, and the only benefit they receive for their services is the satisfaction of knowing they are doing important work for the providers, the children and the families of Maryland.

Under Maryland law, a Director may enter into a contractual relationship with the Association, (e.g., as an agreement to provide special services in return for payment of a fee, only if the Director deals openly and honestly with the Board, all the terms of the agreement are in writing and a majority of the Board, excluding the interested Director, votes to approve the contract. A contract that does not meet these criteria is not an enforceable contract.) As a matter of practice, the MSFCCA has stayed away from such contracts because even if they are properly approved, they often still have the appearance of impropriety. If you have any special services you think you could provide to the Association for which you would want to be paid, please discuss them with us before accepting your nomination, so we can determine how we can best put your talents to use.

DIRECTORS' LIABILITY

A Director who acts honestly, diligently and within the scope of her authority will not be held personally liable, even for losses caused by their poor judgment. A Director can be held personally liable for the Association's losses if the losses are caused by the Director's gross negligence or fraudulent intent, even if the Director did not personally benefit from the Association's loss. A Director can also be held liable for the wrongful acts of others if the Director has actual or imputed knowledge of the wrongful acts and does nothing to try to stop them. A Director has imputed knowledge of anything that is in the Meeting Notes or the books of the MSFCCA or anything the Director would have known if she had fulfilled her duties to the Association.

The liability of Directors who act together in a wrongful or grossly negligent manner or who fail to object upon learning of such acts is what the law terms "joint and several". This means that a judgment for the full amount is entered against each person found liable for damages, without regard for their degree of participation. Then the plaintiff in the lawsuit (the Association) can attempt to collect its judgment from any of them, until the full amount is paid.

OFFICERS' LIABILITY

An Officer's liability is much the same as a Director's. An Officer is not liable for losses caused by good faith errors in judgment, but is liable for gross negligence or improper acts, including acts which are outside the scope of her authority.

STEPS TO MINIMIZE YOUR LIABILITY AS A DIRECTOR

1. Don't skip Board meetings.
2. Take notes at all meetings you attend.
3. If you think an Officer or Director is acting improperly, or other Directors are approving an

- improper act, make sure your disapproval is entered on the Meeting Notes.
4. Even if you attend a meeting, and especially if you do not, be sure to read the Meeting Notes. If you disagree with the way something was recorded, request a correction. If you disapprove of something that took place, go on record against the action taken. If the reason for your disapproval is serious enough, resign.
 5. Consider resigning if you can't attend regularly or cannot carry out your responsibilities in a timely manner. Chronic failure to attend or do your work is a breach of your duty.
 6. Familiarize yourself with the financial reports, involve yourself in the Association's activities and make yourself knowledgeable about them.
 7. Most importantly, don't take your duties as a Director lightly.
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DUTIES of OFFICERS, DIRECTORS and COMMITTEE CHAIRS

PRESIDENT

Responsibilities:

1. Uphold the highest professional standards of the association.
2. Manage the Association.
3. Preside at all meetings. If unable to attend, arrange to have the President-elect or either Vice President.
4. Work closely with the President-Elect.
5. Review the Committee Sign-Up sheet to be sure each Director has signed up for a committee. Follow up to be sure Director has participated fully in committee.
6. Appoint chairpersons, with input from the Board of Directors.
7. Delegate responsibilities to all committees, review their work and offer support as necessary. Provide to the Chair all the papers and instructions intended for their committee, if not done so by their predecessor.
8. Represent family child care upon invitation by councils or committees, or select an alternate from the members of the Board of Directors. Submit written report of action/discussion during such meetings to the Board of Directors.
9. Promote, administer and oversee the performance of the mission, goals and objectives of the Association.
10. Submit at least one article for each Quarterly MSFCCA newsletter and/or website.
11. Eligible to sign all approved checks along with the Treasurer or other designated signatories.
12. Serve as ex-officio member of all committees (is a member of the committees, can vote, but is not counted part of the quorum to have a committee meeting).
13. Serve as Chair of the Board Development Committee.
14. Plan annual Board Development, with the assistance of other members of the Board of Directors.
15. Edit and proofread all correspondence, Board of Director Meeting Notes, and newsletters prior to their distribution.
16. Determine when meeting cancellation is appropriate due to weather conditions.
17. Update the list of members of each committee.
18. Provide the Chair of each committee with a list of the members of her committee.
19. Sign all contracts on behalf of the Association after approval from the Board of Directors.
20. Supervise all paid staff.
21. Receive a copy of all MSFCCA bank statements. Review these, as well as the Treasurer and Committee budget reports for accuracy.
22. Maintain an up-to-date roster of the Board of Directors and Presidents of local Associations

Between Meetings:

1. Supervise all affairs of the Association, receiving frequent verbal or written reports from all Officers and Chairs.
2. Prepare agendas (see sample, [Appendix VII](#)) for distribution prior to each Quarterly or Special meeting. Agenda and other necessary information (“board packet”) will be mailed or emailed out to all those on the mailing list at least one week prior to each meeting. Chairs of working committees will be included in these mailings to enable them to attend prepared with their committee reports.
3. Contact Presidents of local association on a regular basis, visit during the year, if possible.
4. Notify Treasurer/Membership Chair, Recording Secretary and Corresponding Secretary of any new local association President or other Officer so mailings and lists are up-to-date.
5. Take action at their discretion on behalf of the Association in all minor day-to-day decisions to insure a smooth flow of operations. When a decision needs to be made on the spot, as many of the Officers as possible will be notified (a minimum of 2).
6. Maintain a copy of all Meeting Notes, mailings, agreements, contracts and other important documents, with the original maintained in the permanent file (recording secretary). This ensures that at least two copies of all permanent records are on hand should one no longer be available.

At Meetings:

1. Call meeting to order. Determine quorum (with Treasurer/Membership Chair).
2. Appoint temporary Recording Secretary if elected one is absent.
3. Lead the group through the agenda as smoothly as possible within the time limits established. Guide meeting in a courteous and tactful way.. The meeting belongs to the members. The President is the “Pilot” and should avoid giving opinions on the subject under discussion.
4. Delegate responsibility and assign tasks to Committees or individuals so that every member has some involvement in the Association at one time or another. Distribute copy of Committee sign-up sheet.
5. Call for motions and for votes as needed.
6. Determine, with guidance from the Board of Directors, the location of quarterly meetings, conferences, and board retreats.
7. Give all reports for the Officers or Committee Chairs that are absent. Committee Chairs must notify the President before the meeting and see that they have a copy of the report.
8. Show courtesy to guests and have them properly introduced to the Membership.
9. The President always has the right to vote. The President’s vote is usually considered the deciding vote. If the vote is by ballot, the President should vote with the members (it should be separated from the other ballots and used if necessary to decide the outcome of any vote).
10. Distribute a sign-in sheet to keep as an accurate attendance record (to be filed with the Meeting Notes). Send a copy to the Membership Chair to enable her to verify accuracy of the MSFCCA Roster.

Helpful Hints:

1. Know the responsibilities of each Officer and Chair.
2. Be sure all members are prepared to carry out their assignments or delegate someone else to assume their responsibilities.
3. Try to assume a neutral position as President. Your role is to assure that everyone expresses their opinion. The facilitator role is the role the President should often assume.
4. Know simple parliamentary procedures. Some decisions can be made by consensus. Other issues need to be formalized and a vote taken.

PRESIDENT-ELECT

Responsibility:

1. Uphold the highest professional standards of the Association.
2. Work along with the President in reviewing the files, becoming familiar with MSFCCA positions, policies and procedures, mission, goals and objectives.
3. Become acquainted with the rules of parliamentary procedure.
4. Attend all meetings that the President is required to attend and assist in preparing for the quarterly meetings.
5. Be willing to take on assignments as directed by the President.
6. Work with the Nominating Committee to help identify candidates for Officers.
7. Run for President for the coming term.

Between Meetings:

1. Travel to the President's home, or designated location to review files and discuss the workings of the MSFCCA.
2. Communicate regularly with the President by phone, e-mail or in person as often as is necessary to familiarize self with the position of President.
3. Work on assignment(s) given by the President.

At Meetings:

1. Record notes during the meeting to discuss with the President.
2. Become familiar with the members of the Board of Directors and guests.
3. Assist the President in greeting members.

Helpful Hints:

1. Take advantage of a full year of getting to know the job – ask questions, read all documents from previous years, become familiar with the “players” around the table and within Maryland State Department of Education, Office of Child Care, Maryland Family Network, etc.

VICE PRESIDENT OF PUBLIC POLICY – Chairperson Public Policy Committee

Responsibility:

1. Uphold the highest professional standards of the Association.
2. The Vice President of Public Policy is the second executive officer. The Vice President fills the President's role in the event they resign or are not present at a meeting.
3. Learn the duties of the President.
4. Become acquainted with the rules of parliamentary procedure.
5. Preside at meetings in the absence of the President.
6. Chair of the Public Policy Committee.
7. Work closely with the President and other Officers on all Association activities.
8. Keep accurate accounting of expenses that qualify as a lobbying activity. Submit this information, as specified under Reimbursement of Expenses, to the Treasurer on a quarterly basis.
9. Register with the State of Maryland Ethics Commission to perform lobbying duties and ensure reports to the Commission are submitted as required by law.
10. Review bills appearing before the Maryland House and Senate which relate to child care and children.

11. If there is no Director of Public Policy (paid staff), publish a summary of above bills for submission to the Public Policy Committee and for discussion with the Board of Directors. This summary will be emailed to all Directors and Presidents.
12. Maintain an up-to-date listing (name, address, telephone number, e-mail) of MSFCCA members who have expressed interest in public policy issues. Contribute written article(s) for MSFCCA newsletter during legislative session.
13. If there is no Director of Public Policy (paid staff), represent the MSFCCA on various committees, panels and at meetings at the direction of the Board of Directors. Identify a replacement if such representation is not possible.
14. If there is no Director of Public Policy (paid staff), provide documentation to the Board of Directors of each committee, panel or meeting attended to include agenda items, discussion points, items requiring MSFCCA input, as well as background information for clarification.
15. If a paid staff position is utilized for purposes of attending public policy or other meetings, the Vice President works closely with this person to develop policy positions, write testimony and keep up-to-date with legislation, regulation/licensing and other issues as determined by the MSFCCA Board of Directors, with input from the Public Policy Committee.

Between Meetings:

1. Maintain close contact with others attending meetings on behalf of the MSFCCA.
2. During the legislative session, keep track of status of bills in each House that affect child care.
3. Inform President regularly about the status of bills.
4. Inform members of the Public Policy committee regularly about the status of bills, licensing/regulations and other issues via e-mail, telephone and/or U.S. mail.
5. Solicit input from MSFCCA Officers, Directors and members of the Public Policy Committee on the position to be taken about regulation changes, bills proposed or other matters of public policy. The Board of Directors is the final determinant in position to be taken.

At Meetings:

1. Prepare written report presenting information about meetings attended, preferably to be mailed or emailed with the board packet prior to the Quarterly meeting (to enable members to review and be prepared to ask pertinent questions).

Helpful Hints:

VICE PRESIDENT OF EDUCATION – Chairperson Education Committee

Responsibility:

1. Uphold the highest professional standards of the Association.
2. Confirm that the Conference Committee is meeting regularly, beginning 10 months prior to any State conference.
3. Plan, arrange, and keep accurate records of all trainings.

Between Meetings:

1. Coordinate with the Chair of each Committee to ensure all work is being completed as necessary. Contact Sub-Committee Chairs to be sure all is on schedule.
2. Work with Chair of each Committee to prepare a budget for each event. Present budget to Board of Directors for approval.
3. Prepare written report to present at each Quarterly meeting.

At Meetings:

1. Present work plan of Education Committee – request approval of such.
2. Present report of Education Committee at each Quarterly meeting.

Helpful Hints:

1. [See Conference Procedure Book.](#)

RECORDING SECRETARY – Chairperson Policy and Procedures Committee

Responsibility:

1. Uphold the highest professional standards of the Association.
2. Keep a careful and authentic record of the proceedings of the Association.
3. Preserve all documents (notes, attendance at meetings, mailings, contracts, and other items in a permanent file as required by law) of the organization except those specifically assigned to others. (See [Appendix VI – What Records Do We Keep?](#))
4. Read all papers that may be called for by the President or Board of Directors.
5. Authenticate, by their signature, all records, documents, etc.
6. Record, read and file notes for each regular and special meeting of the Board of Directors.
7. Each set of Meeting Notes will include:
 - Time and place of meeting
 - Statement that the meeting was called to order and by whom
 - Names of those present
 - Indication that quorum was established
 - Acceptance of previous notes
 - Officer's reports
 - Record of what occurred, including motions proposed/adopted/not carried
 - Committee reports
 - Member reports
 - New and Old business
 - Adjournment time
 - Signature of Secretary
 - List of attached items

Between Meetings:

1. Should within two (2) weeks of each meeting, send typed notes to the President for review.
2. Should within four (4) weeks of each meeting, send final typed notes to the Corresponding Secretary to enable her to email it to the mailing list by the deadline as outlined in the Bylaws (Article 4.03 - ... at least 30 days before the date of the next meeting).

At Meetings:

1. Bring to each meeting a copy of the Articles of Incorporation, Bylaws, Policies and Procedures, together with a list of the members of all standing and ad hoc committees.
2. Record all actions on agenda items. On actions requiring a vote, record the name of the person making the motion and person who seconds it. Indicate if the vote carries.
3. Record any corrections to Meeting Notes from the previous meeting.

Helpful Hints:

1. Be objective and accurate in your record keeping. Include only information that is really needed. (See [Appendix XVIII – Who Keeps the Minutes?](#))
2. It is helpful for the Secretary to have access to a computer and internet/email. Internet access allows the Meeting Notes to be sent as an attachment to each Officer for their edit/ review prior to sending to Corresponding Secretary for mailing.

CORRESPONDING SECRETARY – Chairperson Public Relations Committee

Responsibility:

1. Uphold the highest professional standards of the Association.
2. Send by email or U.S. Mail, the Notice of Meeting, Meeting Notes and Newsletter at least 30 days prior to the next meeting (see Bylaw 4.03).
3. Arrange for the update of tri-fold after Annual Meeting and have printed.

Between Meetings:

1. Obtain a current email list of names and emails of everyone who should receive a mailing from the MSFCCA, from the Membership.
2. Prepare, on letterhead, the “Notice of the MSFCCA Quarterly and Annual Meeting” to be emailed.
3. Send a copy of the mailing to the President for review prior to its distribution to the mailing list.

At Meetings:

1. Obtain at least one copy of each paper distributed during each quarterly or special meeting.

Helpful Hints:

TREASURER – Chairperson of Membership and Budget and Finance Committee

Responsibility:

1. Uphold the highest professional standards of the Association.

2. Treasurer may delegate Membership responsibilities to any committee member.
3. Keep a careful and authentic record of the fiscal proceedings of the Association.
4. Make all deposits and withdrawals for all bank accounts.
5. Insure bank signature cards are up-to-date with current Officers (usually: President, VP of Public Policy and Treasurer,). Confirm that copies of each of the monthly bank statements are mailed to the President by the bank.
6. Balance checkbook and savings account monthly.
7. Chairperson of the Budget and Finance Committee. Assist the Budget and Finance committee in preparing an annual budget.
8. Member of the Nominating Committee (to authenticate membership of nominees).
9. Handle all financial matters.
10. Prepare and submit books and records for an annual review/audit in a timely manner (by July 30).
11. File all necessary IRS and State tax forms in a timely manner. Failure to do so could jeopardize our incorporation status, or cause us to be liable for payment of penalties. (i.e. Form 990 by 11/15; Form 1 by 4/15; Sales Tax report by 1/21 and 7/21).
12. Adhere to approved budget when making payments.
13. Distribute (usually by mail) the membership cards paid for by local Associations in a timely manner (within 14 days of request). Include a receipt of payment.
14. Notify local Associations, associate, and affiliate members of membership renewal/voting eligibility before due date. Include information about reinstatement fee (if applicable).
15. Update the Dues Form as necessary and submit to post on website. Verify Membership for non-Directors, Affiliates and Associate member to receive MSFCCA mailings who request them.
16. Maintain an up-to-date roster of Affiliate and Associate Members Send Associate member roster to Corresponding Secretary for Quarterly and Newsletter mailings.
17. Insure that all checks in the amount of \$500 or over have two signatures.
18. Notify President of all checks which have been signed by Treasurer and one other signatory that are over \$500.
19. Provide assistance to local associations about incorporation, non-profit, tax-exempt and other financial information at their request.
20. Arrange for payroll service for paid staff and coordinate with such service as necessary.

Between Meetings:

1. Keep accurate records of expenses and income.
2. Pay all expenses in a timely manner (within 30 days of receipt of bill).
3. Make deposits in a timely manner (within 14 days of receipt).
4. Inform the President of all financial matters of the Association.
5. Prepare and submit to the President a thorough quarterly accounting of every check and deposit made in all accounts (e.g., a Quicken report listing all activity from the beginning of the fiscal year to date). (Prepare a year to date, detailed financial report to be distributed at Quarterly Meetings.
6. Prepare membership cards as paid for by the local associations, Affiliate, and Associate members.
7. Mail membership cards, along with receipt, to local Associations, Affiliate and Associate members in a timely manner (within 14 days of request).
8. Prepare membership list to indicate the number of members paid for by each local Association. Distribute one copy to each Officer and Director at each regular (quarterly) meeting.
9. Coordinate with Committees the collection of funds (e.g. conference, fundraising, grant administration, etc.).
10. Renew memberships as authorized by the budget (e.g., Maryland Association of Non-Profit Organizations (MANO), Maryland Family Network (MFN), and National Association for Family Child Care (NAFCC)). Renew Insurance policy(s) annually as authorized by the budget.
11. Maintain a list of vendors used for purchases.
12. Maintain a list of grantors.

At Meetings:

1. Collect money.
2. Verbally deliver the financial report at each regular (quarterly) meeting.
3. Distribute year-to-date financial report to each Officer and Director, preferably via the Board Packet that is mailed one week prior to each Quarterly meeting. Distribute Year-End financial report at the Annual meeting.
4. Have on hand the financial reports and register reports for current and prior year.
5. Assist President as needed.

Helpful Hints:

1. Have someone with accounting or bookkeeping experience set up the books and provide training to the treasurer (if possible, the past treasurer).
2. Business and professional women's organizations, social service organizations or agencies, or someone's CPA may volunteer to help you get started.

DIRECTORS

Responsibility:

1. Uphold the highest professional standards of the Association.
2. Report to local Association all business of the MSFCCA.
3. Recommend the MSFCCA newsletter be copied within local Association newsletter. If not possible, distribute copies at meetings, or in another format.
4. Recommend that all, requests for information by the MSFCCA are responded to.
5. Sign up for and participate fully in at least one MSFCCA committee.
6. Submit "Director's Report" at least one week prior to Quarterly meeting
7. Distribute MSFCCA tri-folds to the local Association, Office of Child Care and Resource and Referral Agency, or any other entity you feel would benefit from the information.

8. Keep the Board Manual up-to-date and organized including the Meeting Notes for the past two years. (see [Appendix V](#), How to Organize Your Board Manual).

Between Meetings:

1. File all papers appropriately within the Board Manual.
2. Read all information sent to you by the MSFCCA.
3. Report to your local Association Board of Directors about the meeting of the MSFCCA Board of Directors, as well as share and/or distribute mailed items received from the MSFCCA.
4. Serve on at least one selected committee(s).

At Meetings:

1. Bring Board Manual to each regular or special meeting of the Board of Directors.
2. Record notes in order to take information to local Association.
3. Ask questions if anything is unclear.
4. Vote to the best of your ability the consensus of your local Association.

Helpful Hints:

Requesting input from local members on various topics is useful in getting to know their views on pertinent topics. Be sure to share all information you can so that they (your local association members) can make an informed decision whenever possible.

DIRECTORS-AT-LARGE

Responsibility:

- 1 Uphold the highest professional standards of the Association.
- 2 Sign up for and participate fully in at least one MSFCCA committee.
- 3 Keep the Board Manual up-to-date and organized including the Meeting Notes for the past two years.(see [Appendix V](#), How to Organize Your Board Manual).

Between Meetings:

- 1 File all papers appropriately within the Board Manual.
- 2 Read all information sent to you by the MSFCCA.
- 3 Serve on at least one selected committee(s).

At Meetings:

1. Bring Board Manual to each regular or special meeting of the Board of Directors.
2. Ask questions if anything is unclear.

Helpful Hints: