



INTRODUCTION CHAMBER BOARD OF DIRECTORS

Dear, Board of Director Applicant –

Thank you for your interest in serving on the Westfield Chamber of Commerce Board of Directors. Our organization is seeking motivated and engaged members of the community who want to make a meaningful impact by serving on our Board of Directors.

The Westfield Chamber welcomes individual applicants with suitable skills and experience to help us continue to meet the needs of our growing organization to serve a growing community.

Serving on the Westfield Chamber Board is an important 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. Application
- b. Job Description
- c. Commitment Statement
- d. Conflict of Interest Form

Here is a basic outline of the application process:

- a. Return completed application to info@westfieldchamberindy.com.
- b. Application will be reviewed by the Board of Directors Vice Chairperson.
- c. Applicant invited to participate in an interview with 2-3 members of the board of directors and the Executive Director.
- d. If selected to move forward; a background check will be conducted.
- e. Vice Chairperson will present applicant to Board of Directors for vote.
- f. If selected, new board member will be invited to next board meeting as a voting member 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,

A handwritten signature in black ink, appearing to read "Janelle C", with a long horizontal flourish extending to the right.

Janelle Campbell
Chairperson, Board of Directors
jcampbell@cfbindiana.com



APPLICATION CHAMBER BOARD OF DIRECTORS

Please return the completed application to info@westfieldchamberindy.com.

OUR VISION

Building a vibrant and prosperous community through business leadership.

OUR PURPOSE

The Westfield Chamber is the leading organization dedicated to serving Westfield, regional businesses, and community prosperity through advocacy, access to leaders, economic development, connectivity, and business education.

APPLICATION

Is your company a member of the Westfield Chamber? ☐ Yes ☐ No

First and Last Name _____

Current Place of Employment _____

Position with Company _____

Year with Current Employer _____

Previous Employer _____

Business Address _____

Email Address _____

Work Phone (_____) _____

Cell Phone (_____) _____

College Alma Mater (If Applicable) _____

Birthday ____ / ____ / ____

BACKGROUND

Have you served on a Chamber Board of Directors Previously? ☐ Yes ☐ No

If Yes, where have you served? _____

Have you served on a non-profit board of directors? ☐ Yes ☐ No

If Yes, where have you served? _____

Have you served on a for-profit board of directors? ☐ Yes ☐ No

If Yes, where have you served? _____



What education/skills could you contribute to the board? (Please check all that apply)

- | | | |
|--|--|---|
| <input type="checkbox"/> Business Management | <input type="checkbox"/> Fundraising | <input type="checkbox"/> Real Estate/Property Mgmt. |
| <input type="checkbox"/> Community Leadership | <input type="checkbox"/> Government/Political Acumen | <input type="checkbox"/> PR/Communications |
| <input type="checkbox"/> Education/Training | <input type="checkbox"/> Healthcare Admin/Policy | <input type="checkbox"/> Quality/Risk Mgmt. |
| <input type="checkbox"/> Finance/Accounting | <input type="checkbox"/> Event Planning | <input type="checkbox"/> Strategic Planning |
| <input type="checkbox"/> Governance/Leadership | <input type="checkbox"/> Legal | <input type="checkbox"/> Technology |
| <input type="checkbox"/> Human Resources | <input type="checkbox"/> Other _____ | |

ABILITY TO SERVE

Can you attend monthly board meetings (1.5 hours)?

☐ Yes

☐ No

Any conflicts or current commitments (other than work) that may interfere with your ability to attend board meetings, chamber events, or luncheons?

Please Note: answers to the following questions may be used in a press release or other chamber-related materials, so please be as descriptive about your company and your position as possible.

EMPLOYER

Please describe your business and your role within the company.

APPLICANT QUESTIONS

Why do you want to serve on the Westfield Chamber of Commerce Board of Directors?

How do you feel that you can contribute to the success of the Westfield Chamber?



In twenty-five words or less, please describe your interest in and understanding of the vision and purpose of the Westfield Chamber?

Please provide a brief biography; include a little background, your interests, and any family information that you would like to share.

Have you ever been convicted of a crime or felony? ☐ Yes ☐ No

Has any disciplinary action been taken against you while serving on a board of directors or in any type of volunteer position? ☐ Yes ☐ No

If selected to join the board of directors, do you give the Westfield Chamber of Commerce consent to run a criminal background check? ☐ Yes ☐ No

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 Chamber Board of Directors.

Signature

Date



JOB DESCRIPTION CHAMBER BOARD OF DIRECTORS

INTRODUCTION

Since 1981, the Westfield Chamber of Commerce has served its members, the greater Westfield Community and Hamilton County. The Chamber 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 Chamber members and the community, but ultimately the Board speaks with "one voice."

Similarly, while the Westfield Chamber of Commerce 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 Chamber activities. Board members are expected to make their best efforts to attend the member events of the Chamber, e.g., Luncheons, Business After Hours, Networking Breakfasts, 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 Chamber 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.

Chamber policy is formed through deliberation and discussion among the full Board of Directors. Once Chamber policy is created, official spokespersons for the Chamber are either the Board Chairman or the President or other members of the Board as directed by the Chairman.

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 Chamber through both time and financial support of Chamber 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 Chamber'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 three (3) 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.

OVER RESPONSIBILITY

The Board of Directors serves as the policy body of the Westfield Chamber of Commerce. 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 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 Chamber 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 Chamber
- e. print and circulate documents and published articles
- f. adopt, disseminate, and revise a policy manual defining and directing the management of the Chamber 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 Chamber, to promote and fulfill the purpose and other objectives of the Chamber 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 Chamber has a special liability concern because other members of the Chamber 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 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 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 Westfield Chamber of Commerce has adopted the following Values and Operating Principles.

The Westfield Chamber of Commerce is a membership organization that endeavors to engage its members in decisions and activities whenever possible.

The Westfield Chamber of Commerce:

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 Westfield Chamber of Commerce engages in relevant activities within the community and represents its members' interests fairly and responsibly.

When determining policy, the Board of Directors of the Westfield Chamber of Commerce 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 Westfield Chamber of Commerce 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 Chamber-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 Chamber 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 Executive Director and/or Chairman of the Board are the only spokespersons of the Chamber. Any board member contacted by the press with related Chamber issues should refer them to the Executive Director for comment.

RELATION TO CHAMBER EXECUTIVE & STAFF

While the Board is the legislative and the judicial arm of the Chamber, the administration of the policy is delegated to the Chamber Executive Director. The Chamber employs an Executive Director whom they hold responsible for the employment and performance of the paid personnel required to carry out the Chamber program. The Board has no supervisory responsibility for the Chamber Staff and cannot individually supervise the Executive Director; that direction must come from the 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 Executive Director, and that correspondence from volunteer leaders to other volunteer chairman or other volunteers would be direct with copies to the Executive Director. 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 Chamber Board of Directors.

Signature

Date



COMMITMENT STATEMENT CHAMBER BOARD OF DIRECTORS

OUR VISION

Building a vibrant and prosperous community through business leadership.

OUR PURPOSE

The Westfield Chamber is the leading organization dedicated to serving Westfield, regional businesses, and community prosperity through advocacy, access to leaders, economic development, connectivity, and business education.

OUR GOALS

- a. **Member Services:** Our members will have access to unique networking and promotional opportunities, educational programs, business services, and special events – all designed to help their business succeed.
- b. **Economic Development:** Our economic development activities will feature the Chamber as an active partner in business attraction, business retention and expansion, transportation, redevelopment, workforce development, and recruitment and retention of talent. We believe that an exceptional quality of life is essential to creating a sustainable economy.
- c. **Public Policy:** The Chamber will be the voice of business and the guardians of the business climate. We will advocate on issues that affect the business environment and work to ensure Westfield remains an ideal city in which to live, learn, play and do business.
- d. **Community Vision:** The Chamber will take a lead in shaping a powerful community vision – stimulating dialogue, building a balanced community with an equal emphasis on quality of life and quality of business.

BOARD MEMBER COMMITMENTS

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

I have received a copy of the Chamber's Bylaws and the 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 Chamber.

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 Chamber membership.

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 Chamber.

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

I will ensure that my company maintains its active membership status with the 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 Chamber Board of Directors.

Signature

Date



CONFLICT OF INTEREST CHAMBER 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 Westfield Chamber of Commerce 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 Westfield Chamber of Commerce 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 Westfield Chamber of Commerce.

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 Chamber.

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 Chamber Board of Directors.

Signature

Date