

Irish Wolfhound Club of America, Inc.



Irish Wolfhound Club of America Board of Directors Guidelines for Conduct

Individual members of the board of directors of any corporation have three primary legal duties known as the “duty of care,” “duty of loyalty,” and “duty of obedience.”

1. **Duty of Care:** To take care of the corporation by ensuring prudent use of all assets, including financial assets, people, and good will.
2. **Duty of Loyalty:** Ensure that the corporation’s activities and transactions are, first and foremost, advancing its mission as set forth in the bylaws; recognize and disclose conflicts of interest; make decisions that are in the best interest of the corporation, not in the best interest of the individual board member (or any other individual).
3. **Duty of Obedience:** Ensure that the corporation obeys applicable laws and regulations; follows its own bylaws; and that the corporation adheres to its stated corporate mission.

Each member of the Board will abide by the Irish Wolfhound Club of America, Inc. (IWCA) by-laws, policies, and code of ethics. Each member of the Board will abide by the Rules and Regulations of the American Kennel Club.

Board members:

- Are expected to attend board meetings during the length of their tenure.
- Will uphold the confidentiality of discussions conducted in executive session during the IWCA board meetings. Such confidentiality extends beyond the board member’s tenure.
- Will not represent their personal opinions of members, members’ dogs, club events, judges, or the AKC as representing the official views of the IWCA Board of directors or club.
- Will invite polite input from club members and fellow board members on club business and will act professionally in discussions of opposing opinions.
- Must act in the best interests of the IWCA and not for personal gain or enrichment. All board members must follow the IWCA Conflict of Interest Policy.
- If conflicts of interest arise, Board members will identify them and remove themselves from any discussion or vote on the matter.
- Will pass on to their successors, all club documents, materials, and other property entrusted to them as members of the Board or committees in a timely manner but not to exceed 60 days from the election or appointment of their successors.

Approved and adopted by the IWCA Board of Directors: 08/25/2018