

Title: Board Participation Policy

Source: Advanced Media Workflow Association

Version: 0.95

Approved by AMWA Board: March 7, 2008

The Advanced Media Workflow Association, Inc.'s ("AMWA" or "Association") is actively governed by its Board of Directors. Board members are encouraged to attend all face-to-face board meetings. These meetings provide for rich interaction between board members. In order for the organization to maintain its vitality, we must have a board that is engaged.

This policy establishes a base level of participation for board members which encourages them to participate actively in discussion about its future and which helps the board maintain a quorum during meetings.

1. If a board member fails to attend three consecutive board meetings either in person or by teleconference, that board member may be deprived of their membership rights and will not be permitted to vote until he or she has attended one board meeting (either in person or by teleconference). The number of board members required for a quorum will be reduced during the time the board member is ineligible to vote.
2. Since prolonged absence from board meetings places a burden on all other board members, a board member may be deprived of their membership rights if he or she fails to attend more than four board meetings in a row, either in person or by proxy. The number of board members required for a quorum will be reduced during the time the board member is ineligible to vote.
3. Fiscal responsibility is an important part of board membership. For that reason, if a board member's dues are more than 90 days past due, that member may be deprived of their membership rights until that board member has paid their dues. The number of board members required for a quorum will be reduced during the time the board member is ineligible to vote.
4. Board members are expected to act in good faith towards the AMWA. As part of this policy, section 2.11 of the AMWA by-laws states, "Any Member in good standing may be deprived of its Membership or be suspended as a Member for cause...". "cause shall mean gross misconduct injurious to the Corporation or the wilful failure to perform the duties of a Director...".