Board Communication with Legal Counsel Policy

Purpose

The purpose of this policy is to ensure the efficient use of legal services, control legal expenses, maintain consistent communication with the Association's legal counsel, and clearly define the authority for obtaining legal advice and initiating legal action on behalf of the Association.

Policy

The Association's retained legal counsel represents the Association as a corporate entity and does not represent individual Board members, officers, committees, employees, volunteers, or members unless expressly authorized in writing by the Board of Directors.

Authorized Contacts

The following individuals are authorized to communicate directly with the Association's legal counsel regarding Association business:

- President
- Vice President, when acting in the absence of the President
- Executive Director
- Any other individual specifically authorized by a majority vote of the Board of Directors

Board Member Requests

Any Board member who believes legal guidance is necessary shall submit the request to the President and provide a copy to the Executive Director.

The President shall place the matter on the next Board Meeting agenda.

Unauthorized Contact

Board members shall not independently contact, direct, instruct, or request legal research, document preparation, contract review, legal opinions, or other billable legal services from the Association's legal counsel without prior authorization under this policy.

If a Board member contacts legal counsel without authorization, the Association's attorney shall be instructed not to perform billable legal work until authorization is received from an authorized representative.

Emergency Situations

If immediate legal advice is necessary to protect the Association from significant legal liability, financial harm, or other material risk, the President may authorize direct communication with legal counsel. The President shall notify the Board of Directors of the matter within twenty-four (24) hours.

Billing and Expense Control

The President and Executive Director shall review all requests for legal services before work is authorized whenever practical.

The Executive Director may authorize legal expenses that are within the Board-approved budget and fall within the scope of previously approved legal services. Any legal expense outside the approved budget or involving new legal matters shall require approval by the Board of Directors unless emergency authorization is permitted under this policy.

Legal invoices shall be reviewed by the President and Treasurer prior to payment and included in the Board's regular financial report.

Authority to Initiate or Defend Legal Action

The authority to initiate, defend, settle, or otherwise participate in litigation, arbitration, mediation, or other legal proceedings on behalf of the Association rests exclusively with the Board of Directors acting as a governing body.

Such action must be authorized by a majority vote of the Board of Directors at a duly called meeting or through another voting procedure authorized by the Association's Bylaws.

No individual Board member, officer, committee member, employee, volunteer, or member has the authority to independently commence, defend, settle, threaten, authorize, or direct legal action on behalf of the Association unless expressly authorized by formal action of the Board of Directors.

Any communication, representation, or action regarding potential or pending legal matters undertaken without Board authorization shall not constitute an official act of the Association and shall not bind the Association in any manner.

Conflicts of Interest

If a legal matter involves an actual or potential conflict of interest between the Association and an individual Board member, officer, employee, volunteer, or member, that individual shall obtain independent legal counsel at their own expense unless the Board of Directors expressly approves otherwise.

Policy Review

This policy shall be reviewed periodically by the Board of Directors and may be amended by a majority vote of the Board.